

IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QIBs (AS DEFINED BELOW) UNDER RULE 144A UNDER THE SECURITIES ACT (AS DEFINED BELOW) ("RULE 144A") OR (2) NON-U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")) PURCHASING THE SECURITIES OUTSIDE THE UNITED STATES (THE "U.S.") IN AN OFFSHORE TRANSACTION IN RELIANCE ON REGULATION S.

IMPORTANT: You must read the following before continuing. If you are not the intended recipient of this message, please do not distribute or copy the information contained in this electronic mail ("e-mail"), but instead, delete and destroy all copies of this e-mail, including all attachments. The following applies to the offering circular (the "**Offering Circular**") following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE U.S. OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE U.S. OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE FOLLOWING OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. ANY INVESTMENT DECISION SHOULD BE MADE ON THE BASIS OF THE PRICING SUPPLEMENT AND CONDITIONS OF THE SECURITIES AND THE INFORMATION CONTAINED IN THE OFFERING CIRCULAR (AS AMENDED AND RESTATED) THAT WILL BE DISTRIBUTED TO YOU PRIOR TO THE PRICING DATE AND NOT ON THE BASIS OF THE ATTACHED DOCUMENTS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN.

Confirmation of your Representation: In order to be eligible to view the following Offering Circular or make an investment decision with respect to the securities, investors must be either (i) qualified institutional buyers ("**QIBs**") (within the meaning of Rule 144A) or (ii) non-U.S. persons eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S. By accepting the e-mail and accessing the following Offering Circular, you shall be deemed to have represented to us that (1) you and any customers you represent are either (a) QIBs or (b) non-U.S. persons eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S and that the e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States and (2) that you consent to the delivery of such Offering Circular by electronic transmission.

Important Notice to Prospective Investors: Prospective investors should be aware that certain intermediaries in the context of certain offerings of Notes pursuant to this Programme (each such offering a "**CMI Offering**"), including certain Dealers, may be "capital market intermediaries" ("**CMIs**") subject to Paragraph 21 of the SFC Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the "**SFC Code**"). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as "overall coordinators" (together, the "**OCs**") for a CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association ("**Association**") with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the relevant Notes and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to the relevant CMI Offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). If a prospective investor is an asset management arm affiliated with any relevant Dealer, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Dealer or its group company has more than 50% interest, in which case it will be classified as a "proprietary order" and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such "proprietary order" may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a "proprietary order". If a prospective investor is otherwise affiliated with any relevant Dealer, such that its order may be considered to be a "proprietary order" (pursuant to the SFC Code), such prospective investor should indicate to the Dealer

when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a "proprietary order". Where prospective investors disclose such information but do not disclose that such "proprietary order" may negatively impact the price discovery process in relation to the relevant CMI Offering, such "proprietary order" is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the relevant Dealers and/or any other third parties as may be required by the SFC Code, including to the Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. Failure to provide such information may result in that order being rejected.

You are reminded that the following Offering Circular has been delivered to you on the basis that you are a person into whose possession the following Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver or disclose the contents of the following Offering Circular to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and any Dealer (as described in the Offering Circular) or any affiliate of a Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Dealer or such affiliate on behalf of the Issuers (as described in the Offering Circular) in such jurisdiction.

The following Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission, and consequently none of the Issuers, the Sole Arranger (as described in the Offering Circular) nor any Dealer nor any person who controls any of them nor any director, officer, employee nor agent of any of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any discrepancies between the Offering Circular distributed to you in electronic format and the hard-copy version available to you on request from the Sole Arranger or a Dealer.

You should not reply by e-mail to this notice, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the "Reply" function on your e-mail software, will be ignored or rejected. You are responsible for protecting this e-mail against viruses and other destructive items. Your use of this e-mail is at your own risk, and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.



DBS Group Holdings Ltd

*(incorporated with limited liability under the laws of the Republic of Singapore)
(registered in Singapore under registration number 199901152M)*

DBS Bank Ltd.

*(incorporated with limited liability under the laws of the Republic of Singapore)
(registered in Singapore under registration number 196800306E)*

USD 30,000,000,000 Global Medium Term Note Programme

On 24 June 2010, DBS Bank Ltd. established its Debt Issuance Programme. Such Debt Issuance Programme is amended as at the date of this Offering Circular (as amended, the **"Programme"**), and this Offering Circular supersedes all previous offering circulars and any supplement thereto. Any Notes (as defined below) issued under the Programme on or after the date of this Offering Circular are issued subject to the provisions described herein. The provisions described herein do not affect any notes issued under the Programme prior to the date of this Offering Circular.

Under the Programme described in this Offering Circular, each of DBS Group Holdings Ltd (a limited liability company incorporated in Singapore) (**"DBSH"**) and DBS Bank Ltd. (a limited liability company incorporated in Singapore) through its registered office in Singapore or out of any of its branches outside Singapore (including, without limitation, its Australia branch, DIFC branch, Hong Kong branch, London branch and Taipei branch) (**"DBS Bank"** and, together with DBSH, the **"Issuers"** and each an **"Issuer"**), subject to compliance with all relevant laws, regulations and directives, may from time to time issue debt securities (the **"Notes"**). The Notes may include Subordinated Notes and Perpetual Capital Securities (as defined herein) issued by DBS Bank through its registered office in Singapore or by DBSH, which may qualify as regulatory capital of the Relevant Issuer (as defined herein). The aggregate nominal amount of Notes outstanding will not at any time exceed USD 30,000,000,000 (or the equivalent in other currencies and subject to increase as provided herein). Notes issued by the Australia branch of DBS Bank which are denominated in Australian dollars and are issued in the Australian domestic wholesale capital market are referred to as **"AMTNs"**. Where used in this Offering Circular unless otherwise stated, **"Notes"** includes Perpetual Capital Securities that may be issued from time to time under the Programme. Defined terms used in this Offering Circular shall have the meanings given to such terms in **"Terms and Conditions of the Notes other than the Perpetual Capital Securities"**, **"Terms and Conditions of the Perpetual Capital Securities"**, **"Form of Pricing Supplement relating to Notes other than Perpetual Capital Securities"**, **"Form of Pricing Supplement relating to Perpetual Capital Securities"** and **"Summary of the Programme"**, as applicable.

Application has been made to the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) for permission to deal in, and for quotation of, any Notes to be issued which are agreed at the time of issue to be listed on the SGX-ST. The applicable pricing supplement in respect of any issue of Notes (a **"Pricing Supplement"**) will specify whether or not such Notes will be listed on the SGX-ST or any other stock exchange. There is no guarantee that an application to the SGX-ST will be approved. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Issuers, the Programme or such Notes. The SGX-ST assumes no responsibility for the correctness of any statements made or opinions expressed herein. The Programme provides that the Notes may be listed on such other or further stock exchange(s) as may be agreed in relation to each series. The Issuers may also issue unlisted Notes.

The Notes are complex and high-risk financial instruments and are not a suitable or appropriate investment for all investors. Investors should not purchase the Notes in the primary or secondary markets unless they are professional investors and understand the risks involved. The Notes are not suitable for retail investors. There are risks inherent in the holding of any Notes, including for example in respect of Subordinated Notes and Perpetual Capital Securities (each as defined herein) including certain risks in relation to their subordination and the circumstances in which Noteholders may suffer loss as a result of holding any Notes. Prospective investors should have regard to the factors described under the section headed **"Risk Factors"** in this Offering Circular for a discussion of certain considerations to be taken into account in connection with an investment in the Notes.

Pursuant to the Monetary Authority of Singapore Act 1970 of Singapore (the **"MAS Act"**) and the Monetary Authority of Singapore (Resolution of Financial Institutions) Regulations 2018 (the **"MAS Regulations"**), Subordinated Notes and Perpetual Capital Securities are eligible instruments (as defined in the MAS Regulations). Accordingly, should a Bail-in Certificate (as defined herein) be issued, Subordinated Notes and Perpetual Capital Securities may be subject to cancellation, modification, conversion and/or change in form, as set out in such Bail-in Certificate.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE **"SECURITIES ACT"**) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES (THE **"U.S."**), AND THE NOTES MAY INCLUDE BEARER NOTES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD OR, IN THE CASE OF

BEARER NOTES, DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED UNDER THE SECURITIES ACT (“REGULATION S”)). SEE “SUBSCRIPTION AND SALE” AND “TRANSFER RESTRICTIONS”.

Each Tranche (as defined in “*Summary of the Programme*”) of Notes (other than AMTNs) in bearer form (“**Bearer Notes**”) will be represented on issue by a temporary global Note in bearer form (each a “**Temporary Global Note**”) or a permanent global Note in bearer form (each a “**Permanent Global Note**” and, together with the Temporary Global Notes, the “**Global Notes**”), as specified in the applicable Pricing Supplement. Interests in Temporary Global Notes generally will be exchangeable for interests in Permanent Global Notes, or, if so stated in the applicable Pricing Supplement, definitive Notes (“**Definitive Notes**”), after the date falling 40 days after the later of the commencement of the offering and the relevant issue date of such Tranche upon certification as to non-U.S. beneficial ownership. Interests in Permanent Global Notes will be exchangeable for Definitive Notes in whole but not in part. See “*Summary of Provisions Relating to the Notes while in Global Form*”.

Each Series of Notes (as defined in “*Summary of the Programme*”) in registered form (“**Registered Notes**”) (other than AMTNs) will be represented by registered certificates (each a “**Certificate**”), without interest coupons. AMTNs will be issued in registered certificated form and will take the form of entries on a register established and maintained by a registrar in Australia and may be lodged with the clearing system (“**Austraclear System**”) operated by Austraclear Ltd (“**Austraclear**”). Each Tranche of AMTNs will be represented by a registered certificate without interest coupons (each an “**AMTN Certificate**”), which shall be issued by the Issuer in respect of each Tranche of AMTNs. AMTNs will be sold in “offshore transactions” within the meaning of Regulation S. Registered Notes (other than AMTNs) which are sold in an “offshore transaction” within the meaning of Regulation S (“**Unrestricted Notes**”), will initially be represented by a permanent registered global certificate (each an “**Unrestricted Global Certificate**”) without interest coupons, which may be either: (i) deposited on the relevant issue date with a common depository on behalf of Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking S.A. (“**Clearstream**”) (the “**Common Depository**”), with The Central Depository (Pte) Limited (“**CDP**”), with a sub-custodian for the Central Moneymarkets Unit Service, operated by the Hong Kong Monetary Authority (the “**CMU**”) or with a custodian for, and registered in the name of a nominee of, The Depository Trust Company (“**DTC**”); or (ii) delivered outside a clearing system, as agreed among the Relevant Issuer, the Issuing and Paying Agent, the Trustee and the relevant Dealer (all as defined herein), if any, or purchaser. Registered Notes which are sold in the United States to “qualified institutional buyers” (each a “**QIB**”) within the meaning of Rule 144A (“**Rule 144A**”) under the Securities Act (“**Restricted Notes**”) will initially be represented by a permanent registered global certificate (each a “**Restricted Global Certificate**” and, together with the “**Unrestricted Global Certificate**”, the “**Global Certificates**”), without interest coupons, which may be deposited on the relevant issue date with a custodian (the “**Custodian**”) for, and registered in the name of Cede & Co. as nominee for, DTC. Beneficial interests in Global Notes or Certificates held in book-entry form through Euroclear or Clearstream will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear or Clearstream, as the case may be. Beneficial interests in Global Notes or Certificates held in book-entry form through CDP will be shown on, and transfers thereof will be effected only through, records maintained by CDP. Beneficial interests in Global Notes or Certificates held in book-entry form through the CMU will be shown on, and transfers thereof will be effected only through, records maintained by the CMU. Beneficial interests in Registered Notes represented by Global Certificates held through DTC will be shown on, and transfers thereof will be effected only through, records maintained by DTC. The provisions governing the exchange of interests in Global Notes for other Global Notes and Definitive Notes are described in “*Summary of Provisions Relating to the Notes while in Global Form*”. Certain provisions governing restrictions on transfer of Registered Notes are described in “*Transfer Restrictions*”.

In relation to any Tranche (as defined in “*Summary of the Programme*”), the aggregate nominal amount of the Notes of such Tranche, the interest or distribution (if any) payable in respect of the Notes of such Tranche, the issue price and any other terms and conditions not contained herein which are applicable to such Tranche will be set out in a Pricing Supplement which, with respect to Notes to be listed on the SGX-ST, will be delivered to the SGX-ST on or before the date of issue of the Notes of such Tranche.

Notes issued under the Programme may be rated or unrated. When an issue of Notes is rated, its rating will not necessarily be the same as the rating applicable to the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, revision, downgrade or withdrawal at any time by the assigning rating agency.

This Offering Circular is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 (as amended or superseded) (the “**Prospectus Regulation**”) or the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”).

Sole Arranger and Programme Dealer

DBS Bank Ltd.

Programme Dealers

Barclays	Citigroup	Deutsche Bank	HSBC
J.P. Morgan	Lloyds Bank Corporate Markets	BofA Securities	RBC Capital Markets
Société Générale Corporate & Investment Banking	TD Securities	UBS	Wells Fargo Securities

TABLE OF CONTENTS

	Page
IMPORTANT	7
CERTAIN DEFINED TERMS AND CONDITIONS AND PRESENTATION OF FINANCIAL AND OTHER INFORMATION	12
SUMMARY	16
SUMMARY OF THE PROGRAMME.....	19
SUMMARY CONSOLIDATED FINANCIAL INFORMATION	32
RISK FACTORS.....	34
EXCHANGE RATES	63
TERMS AND CONDITIONS OF THE NOTES OTHER THAN THE PERPETUAL CAPITAL SECURITIES	64
TERMS AND CONDITIONS OF THE PERPETUAL CAPITAL SECURITIES	156
SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM.....	239
USE OF PROCEEDS.....	248
CAPITALISATION AND INDEBTEDNESS OF THE DBS GROUP	249
CAPITALISATION AND INDEBTEDNESS OF THE DBS BANK GROUP	250
DESCRIPTION OF THE BUSINESS OF THE DBS GROUP	251
DESCRIPTION OF DBS BANK'S AUSTRALIA BRANCH	260
DESCRIPTION OF DBS BANK'S DIFC BRANCH.....	261
DESCRIPTION OF DBS BANK'S HONG KONG BRANCH.....	262
DESCRIPTION OF DBS BANK'S LONDON BRANCH.....	263
DESCRIPTION OF DBS BANK'S TAIPEI BRANCH.....	264
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE DBS GROUP.....	265
DESCRIPTION OF THE ASSETS AND LIABILITIES OF THE DBS GROUP	314
GOVERNANCE AND MANAGEMENT	329
PRINCIPAL SHAREHOLDERS OF DBSH	352
REGULATION AND SUPERVISION.....	353
RELATED PARTY TRANSACTIONS	374
TAXATION	375
ERISA AND CERTAIN OTHER CONSIDERATIONS	404
SUBSCRIPTION AND SALE	406

FORM OF PRICING SUPPLEMENT RELATING TO NOTES OTHER THAN PERPETUAL CAPITAL SECURITIES.....	420
FORM OF PRICING SUPPLEMENT RELATING TO PERPETUAL CAPITAL SECURITIES	434
CLEARING AND SETTLEMENT	447
TRANSFER RESTRICTIONS	455
LEGAL MATTERS	459
INDEPENDENT AUDITORS.....	460
GENERAL INFORMATION.....	461
INDEX TO FINANCIAL INFORMATION	F-1

IMPORTANT

If you are in any doubt about this Offering Circular, you should consult your broker, dealer, bank manager, solicitor, certified public accountant or other professional adviser.

This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see “*Documents Incorporated by Reference*”).

MIFID II PRODUCT GOVERNANCE / TARGET MARKET – The Pricing Supplement in respect of any Notes may include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MIFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise, unless so determined, neither the Sole Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise, unless so determined, neither the Sole Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

PRIIPS REGULATION – PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor in the EEA means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor in the UK means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565

as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE NOTIFICATION - Unless otherwise stated in the Pricing Supplement in respect of any Notes, all Notes issued or to be issued under the Programme are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Important Notice to Prospective Investors

Prospective investors should be aware that certain intermediaries in the context of certain offerings of Notes pursuant to this Programme (each such offering a “**CMI Offering**”), including certain Dealers, may be “capital market intermediaries” (“**CMIs**”) subject to Paragraph 21 of the SFC Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**SFC Code**”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as “overall coordinators” (together, the “**OCs**”) for a CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association (“**Association**”) with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the relevant Notes and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to the relevant CMI Offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). If a prospective investor is an asset management arm affiliated with any relevant Dealer, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Dealer or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. If a prospective investor is otherwise affiliated with any relevant Dealer, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code), such prospective investor should indicate to the Dealer when placing such order. Prospective

investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the relevant Dealers and/or any other third parties as may be required by the SFC Code, including to the Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. Failure to provide such information may result in that order being rejected.

Each of the Issuers accepts responsibility for the information contained in this Offering Circular. To the best of the knowledge and belief of the Issuers, each of which is responsible (each having taken all reasonable care to ensure that such is the case), the information contained in this Offering Circular is in accordance with the facts as at the date of this Offering Circular and does not omit any material information likely to affect the import of such information.

No person has been authorised to give any information or to make any representation other than as contained in this Offering Circular in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuers, the Sole Arranger, any Dealers, the Trustee or the Agents (each as defined in “*Summary of the Programme*”). Neither the delivery of this Offering Circular nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuers since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuers since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as at any time after the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Offering Circular and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuers, the Sole Arranger and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain further restrictions on offers and sales of the Notes and distribution of this Offering Circular, see “*Subscription and Sale*” and “*Transfer Restrictions*” and the applicable Pricing Supplement. If a jurisdiction requires that the offering be made by a licensed broker or dealer and any Dealer (as described in the Offering Circular) or any affiliate of a Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Dealer or such affiliate on behalf of the Issuers in such jurisdiction.

THE NOTES ARE BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN RELIANCE ON REGULATION S AND/OR WITHIN THE UNITED STATES TO QIBS IN RELIANCE ON RULE 144A OR ANOTHER EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT SELLERS OF REGISTERED NOTES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A. ANY SERIES OF NOTES MAY BE SUBJECT TO ADDITIONAL SELLING RESTRICTIONS. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS, SALES AND TRANSFERS OF NOTES AND THE

DISTRIBUTION OF THIS OFFERING CIRCULAR, SEE “SUBSCRIPTION AND SALE” AND “TRANSFER RESTRICTIONS” AND THE APPLICABLE PRICING SUPPLEMENT.

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, NOR HAS ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF NOTES OR THE ACCURACY OR ADEQUACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

Neither this Offering Circular nor any information supplied in connection with the Programme constitutes an offer of, or an invitation by or on behalf of, the Issuers, the Sole Arranger or any Dealer to subscribe for or purchase, any Notes.

Subject as provided in the applicable Pricing Supplement, the only persons authorised to use this Offering Circular in connection with an offer of Notes are the persons named in the applicable Pricing Supplement as the relevant Dealer or any other persons named in the section “*Non-exempt Offer*” of the Pricing Supplement (if any), as the case may be.

To the fullest extent permitted by law, none of the Sole Arranger, any Dealer, the Trustee, any Agent or any of their respective affiliates, officers, employees, agents, representatives, directors or advisers accepts any responsibility for the contents of this Offering Circular or for any other statement, made or purported to be made by the Sole Arranger or a Dealer or on its behalf in connection with the Issuers or the issue and offering of the Notes. The Sole Arranger, each Dealer, the Trustee, each Agent and any of their respective affiliates, officers, employees, agents, representatives, directors or advisers accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement. Neither this Offering Circular nor any other financial statements or documents incorporated by reference are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuers, the Sole Arranger or any Dealers, the Trustee, any Agent or any of their respective affiliates, officers, employees, agents, representatives, directors or advisers that any recipient of this Offering Circular or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of Notes should be based on such investigation as it deems necessary. None of the Sole Arranger, any Dealer, the Trustee, any Agent or any of their respective affiliates, officers, employees, agents, representatives, directors or advisers undertakes to review the financial condition or affairs of the Issuers during the life of the arrangements contemplated by this Offering Circular nor to advise any investor or potential investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into this Offering Circular when deciding whether or not to purchase any Notes.

By receiving this Offering Circular, investors acknowledge that: (i) they have been afforded an opportunity to request and to review, and have received, all information that investors consider necessary to verify the accuracy of, or to supplement, the information contained in this Offering Circular; (ii) they have not relied on the Sole Arranger, any Dealer, the Trustee, any Agent nor any of their respective affiliates, officers, employees, agents, representatives, directors or advisers nor any person affiliated with the Sole Arranger, any Dealer, the Trustee, any Agent or any of their respective affiliates, officers, employees, agents, representatives, directors or advisers in connection with their investigation of the accuracy of any information in this Offering Circular or their investment decision; and (iii) no person has been authorised to give any information or to make any representation concerning the issue or sale of the Notes or the Issuers other than as contained in this Offering Circular and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuers, the Sole Arranger, the Dealers, the Trustee, the Agents or any of their respective affiliates, officers, employees, agents,

representatives, directors or advisers. This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuers, the Sole Arranger, the Dealers, the Trustee, the Agents and any of their respective affiliates, officers, employees, agents, representatives, directors or advisers do not represent that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Sole Arranger, the Dealers, the Trustee, the Agents or any of their respective affiliates, officers, employees, agents, representatives, directors or advisers which would permit a public offering of any Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Offering Circular and the offer or sale of Notes in the United States, the EEA, the UK, Hong Kong, Japan, Singapore, Indonesia, Taiwan, Republic of China ("**Taiwan**"), Australia, the United Arab Emirates (excluding the DIFC), the DIFC and Canada see "*Subscription and Sale*".

DBS Bank has been granted authority to carry on banking business in Australia by the Australian Prudential Regulation Authority ("**APRA**") and is a foreign "authorised deposit-taking institution" ("**foreign ADI**") as that term is defined under the Banking Act 1959 of Australia (the "**Australian Banking Act**"). Notes issued by DBS Bank (including DBS Bank acting through its Australia branch) are not deposits of DBS Bank and are not covered by the depositor protection provisions of Division 2 of Part II of the Australian Banking Act. DBS Bank's indebtedness in respect of the Notes issued by DBS Bank acting through its Australia branch is affected by applicable laws which include (but are not limited to) Section 11F of the Australian Banking Act and Section 86 of the Reserve Bank Act 1959 of the Commonwealth of Australia. Section 11F of the Australian Banking Act provides that, in the event that a foreign ADI, such as DBS Bank, (whether in or outside Australia) suspends payment or becomes unable to meet its obligations, the assets of the foreign ADI in Australia are to be available to meet its liabilities in Australia in priority to all other liabilities of the foreign ADI. Section 86 of the Reserve Bank Act 1959 provides that, notwithstanding anything contained in any law relating to the winding up of companies, but subject to Subsection 13A(3) of the Australian Banking Act (which does not apply to DBS Bank as a foreign ADI), debts due to the Reserve Bank of Australia by an authorised deposit-taking institution (including a foreign ADI) ("**ADI**") shall, in the winding up of the ADI, have priority over all other debts of the ADI. DBS Bank does not make any representation as to whether the Notes would constitute liabilities in Australia under such statutory provisions.

ADDITIONAL U.S. INFORMATION

This Offering Circular is being submitted on a confidential basis in the United States to a limited number of QIBs for informational use solely in connection with the consideration of the purchase of the Notes being offered hereby. Its use for any other purpose in the United States is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted.

CERTAIN DEFINED TERMS AND CONDITIONS AND PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this Offering Circular, unless otherwise specified or the context otherwise requires, all references to “Singapore dollars” and “SGD” are to the lawful currency of Singapore, all references to “U.S. dollars” and “USD” are to the lawful currency of the United States of America, all references to “EUR” are to the lawful currency of the member states of the European Union that have adopted or may adopt the single currency in accordance with the treaty establishing the European Community (signed in Rome on 25 March 1957), as amended by the treaty on European Union, all references to “Hong Kong dollars” and “HKD” are to the lawful currency of Hong Kong, all references to “RMB”, “Renminbi” and “CNY” are to the lawful currency of China, all references to “Sterling” and “GBP” are to the lawful currency of the UK and all references to “Australian dollars” and “AUD” are to the lawful currency of Australia. References to “Greater China” are to the People’s Republic of China, Macau, Taiwan and Hong Kong. References to “Rest of Greater China” are to the People’s Republic of China, Macau and Taiwan. References to “China” are to the People’s Republic of China.

As used in this Offering Circular, “DBSH” refers to DBS Group Holdings Ltd, “DBS Group” refers to DBSH and its consolidated subsidiaries, “DBS Bank” refers to DBS Bank Ltd. (which is a wholly-owned subsidiary of DBSH), “DBS Bank Group” refers to DBS Bank and its consolidated subsidiaries and “DBSHK” refers to DBS Bank (Hong Kong) Limited. Substantially all the assets, liabilities and income of the DBS Group are derived from the DBS Bank Group. References in this Offering Circular to “2021”, “2022” and “2023” refer to the DBS Group’s fiscal years ended 31 December 2021, 2022 and 2023, respectively. Unless specified otherwise or the context otherwise requires, all references to “loans” refer to loans net of cumulative allowances. As used in this Offering Circular, “Note Conditions” refers to the terms and conditions of the Notes other than the Perpetual Capital Securities, “Perpetual Capital Securities Conditions” refers to the terms and conditions of the Perpetual Capital Securities and “Conditions” refers to the Note Conditions and the Perpetual Capital Securities Conditions together.

In this Offering Circular, all of the DBS Group’s financial information is presented on a consolidated basis, unless stated otherwise. The audited consolidated financial statements of the DBS Group and the DBS Bank Group are prepared in accordance with the Singapore Financial Reporting Standards (International) (“SFRS(I)”). The SFRS(I) is equivalent to International Financial Reporting Standards (“IFRS”) but differ in certain material respects from generally accepted accounting principles in the United States (“U.S. GAAP”). Accordingly, these financial statements and reported earnings could be different from those which would be reported under U.S. GAAP. Such differences may be material. This Offering Circular does not contain a reconciliation of the DBS Group’s and the DBS Bank Group’s consolidated financial statements to U.S. GAAP nor does it contain any information in relation to the differences between SFRS(I) and U.S. GAAP. Had the consolidated financial statements and other financial information been prepared in accordance with U.S. GAAP, the results of operations and financial position of the DBS Group and the DBS Bank Group may have been materially different. Investors should consult their own professional advisers for an understanding of the differences between SFRS(I), U.S. GAAP and the generally accepted accounting principles of other jurisdictions and how those differences might affect the financial information contained in this Offering Circular. The DBS Group’s audited consolidated financial statements as at and for the year ended 31 December 2023 are included in this Offering Circular, beginning on page F-2, and the DBS Bank Group’s audited consolidated financial statements as at and for the year ended 31 December 2023 are included in this Offering Circular, beginning on page F-94. This Offering Circular incorporates by reference the DBS Group’s audited consolidated financial statements as at and for the years ended 31 December 2022 and 2021 and the DBS Bank Group’s audited consolidated financial statements as at and for the years ended 31 December 2022 and 2021. See “Documents Incorporated by Reference”.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding.

In connection with the issue of any Tranche (as defined in “*Summary of the Programme*”), the Dealer or Dealers (if any) named as the stabilisation coordinator(s) (the “**Stabilisation Coordinator(s)**”) (or persons acting on behalf of any Stabilisation Coordinator(s)) in the applicable Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period of time after the relevant issue date. However, there is no assurance that the Stabilisation Coordinator(s) (or persons acting on behalf of any Stabilisation Coordinator(s)) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the Pricing Supplement of the offer of the relevant Tranche is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche and 60 days after the date of the allotment of the relevant Tranche. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Coordinator(s) (or persons acting on behalf of any Stabilisation Coordinator(s)) in accordance with all applicable laws and rules. Any such stabilisation action may only be conducted outside Australia and on a market operated outside Australia.

DOCUMENTS INCORPORATED BY REFERENCE

This Offering Circular should be read and construed in conjunction with each applicable Pricing Supplement and each applicable supplemental Offering Circular.

This Offering Circular should also be read and construed in conjunction with the audited consolidated financial statements of the DBS Group as at and for the years ended 31 December 2022 and 2021 and the audited consolidated financial statements of the DBS Bank Group as at and for the years ended 31 December 2022 and 2021, which have been previously published and filed with the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”). The DBS Group’s audited consolidated financial statements as at and for the year ended 31 December 2023 are included in this Offering Circular, beginning on page F-2, and the DBS Bank Group’s audited consolidated financial statements as at and for the year ended 31 December 2023 are included in this Offering Circular, beginning on page F-94.

This Offering Circular should also be read and construed in conjunction with any audited consolidated financial statements of the DBS Group and the DBS Bank Group which are available at <https://www.dbs.com> subsequent to the date of this Offering Circular and any unaudited interim consolidated financial statements of the DBS Group and the DBS Bank Group published subsequent to such audited consolidated financial statements, each of which shall be deemed to be incorporated in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular to the extent that a statement contained in any such document is inconsistent with such contents. Such audited consolidated financial statements of the DBS Group and the DBS Bank Group which are deemed to be incorporated by reference in this Offering Circular may also be obtained at the SGX-ST’s website at <https://www.sgx.com>.

Website addresses in this Offering Circular are included for reference only, and the contents of such websites are not incorporated by reference into, and do not form part of, this Offering Circular.

Copies of documents deemed to be incorporated by reference in this Offering Circular may be obtained without charge from the registered office or the website (<https://www.dbs.com>) of the Issuers. Save as stated above, the information on the Issuers’ website or any website directly or indirectly linked to such websites is not incorporated by reference in this Offering Circular and should not be relied on in connection with an investment in the Notes.

SUPPLEMENTAL OFFERING CIRCULAR

If at any time the Relevant Issuer shall be required to prepare a supplemental Offering Circular, the Relevant Issuer will prepare and make available an appropriate amendment or supplement to this Offering Circular or a further Offering Circular.

AVAILABLE INFORMATION

For so long as any of the Notes are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act, the Relevant Issuer will, during any period in which it is neither subject to Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”), nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide to any QIB who is a holder or beneficial owner of such restricted securities, or to any prospective purchaser of restricted securities who is a QIB, designated by such holder or beneficial owner, upon the request of such holder, beneficial owner or prospective purchaser, the information required to be delivered in Rule 144A(d)(4) under the Securities Act.

ENFORCEABILITY OF JUDGMENTS

DBSH is a company incorporated with limited liability under the laws of the Republic of Singapore registered in Singapore under registration number 199901152M and DBS Bank is a company incorporated with limited liability under the laws of the Republic of Singapore registered in Singapore under registration number 196800306E. Substantially all of the Directors of each of the Issuers are not residents of the United States, and all or a substantial portion of the assets of each of the Issuers are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon the Issuers or such persons or to enforce against any of them in the United States court, judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state or territory within the United States. For more information, please refer to “*Risk Factors – An investor may experience difficulties in enforcing civil liabilities under U.S. federal securities laws against the DBS Group, the Directors and executive officers of each of DBSH and DBS Bank and certain other parties.*”.

FORWARD-LOOKING STATEMENTS

This Offering Circular contains forward-looking statements. When used in this Offering Circular, the words “estimate”, “project”, “intend”, “anticipate”, “believe”, “expect”, “should” and similar expressions, as they relate to the Issuers, their respective subsidiaries and management, are intended to identify such forward-looking statements. These statements concern, or may affect, future matters. These may include the Issuers’ and their respective subsidiaries’ future strategies, business plans and results and are based on the current expectations of the Directors of each of the Issuers. They are subject to a number of risks and uncertainties that might cause actual results and outcomes to differ materially from expectations outlined in these forward-looking statements. These risks and uncertainties include, but are not limited to:

- the actual growth in demand for banking and other financial products and services in the countries that the Issuers operate in or where a material number of their customers reside;
- the Issuers’ ability to successfully implement their respective strategy;
- the Issuers’ growth and expansion in domestic and overseas markets;
- future levels of impaired assets;
- the adequacy of the Issuers’ allowance for credit and investment losses;

- the ability to maintain targeted capital ratios;
- the impact of changes in banking regulations and other regulatory changes in Singapore and other jurisdictions on the Issuers;
- the future impact of new accounting standards;
- technological changes;
- the bond and loan market conditions and availability of liquidity amongst the investor community in these markets;
- the nature of credit spreads and interest spreads from time to time, including the possibility of increasing credit spreads or interest rates;
- the Issuers' ability to roll over their short-term funding sources and their exposure to credit;
- market fluctuations and the effects on trading, investment and other non-interest income; and
- the success of managing the risks of the foregoing.

Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as at the date hereof. The Issuers do not undertake any obligation to publicly release the result of any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

SUMMARY

The following summary is qualified in its entirety by, and is subject to, the more detailed information and financial statements contained or referred to elsewhere in this Offering Circular, including the sections regarding “Management’s Discussion and Analysis of Financial Condition and Results of Operations of the DBS Group”, “Description of the Business of the DBS Group”, “Description of the Assets and Liabilities of the DBS Group” and “Governance and Management”. To understand the terms of the Notes, investors should carefully read the sections of this Offering Circular entitled “Terms and Conditions of the Notes other than the Perpetual Capital Securities”, “Terms and Conditions of the Perpetual Capital Securities” and the risks of investing in the Notes under “Risk Factors” and the applicable Pricing Supplement.

The DBS Group is the largest banking group in Southeast Asia by total assets and is engaged in a range of commercial banking and financial services, principally in Asia. As at 31 December 2023, the DBS Group had SGD 739 billion in total assets, SGD 416 billion in customer loans and advances, SGD 535 billion in customer deposits and SGD 62 billion in total shareholders’ funds.

The DBS Group is headquartered and listed in Singapore and has a growing presence in Greater China, South Asia and Southeast Asia. In Singapore, the DBS Group has leading positions in consumer banking, wealth management, institutional banking, treasury and capital markets. As at, and for the year ended, 31 December 2023, Singapore accounted for 66% and 66% of the DBS Group’s assets (excluding goodwill and intangible assets) and total income, respectively.

The DBS Group’s Greater China presence is anchored in Hong Kong and also encompasses China and Taiwan, where it operates locally-incorporated subsidiaries. The DBS Group also operates a locally-incorporated subsidiary in Indonesia and India. Its diversification in the Asia Pacific region has resulted in a more balanced geographical distribution of its assets and total operating income.

Substantially all of the assets, liabilities and income of the DBS Group are derived from the DBS Bank Group. As at 31 December 2023, the DBS Bank Group accounted for nearly 100% of the DBS Group’s consolidated total assets and net profit. DBSH has long-term issuer ratings of “AA-” from Fitch Ratings Ltd. (“**Fitch**”) and “Aa2” from Moody’s Investors Services Inc. (“**Moody’s**”). DBS Bank is one of the highest rated commercial banks in Asia with long-term issuer ratings of “AA-” from Fitch, “Aa1” from Moody’s and “AA-” from Standard & Poor’s Rating Services (“**Standard & Poor’s**”). DBSH’s and DBS Bank’s credit ratings have stable outlooks from Fitch, Moody’s and Standard & Poor’s.

DBS Bank was incorporated in July 1968 by the Singapore government as a financial institution to support Singapore’s economic development and industrialisation. In June 1969, DBS Bank began commercial banking operations. In September 1999, DBS Bank was restructured to become a wholly-owned subsidiary of DBSH, which is listed on the SGX-ST. On 21 July 2003, DBS Bank changed its legal name from The Development Bank of Singapore Limited to DBS Bank Ltd.

As at 31 December 2023, DBSH had a market capitalisation of approximately SGD 86.2 billion based on the closing price per ordinary share on the Main Board of the SGX-ST. As at 31 December 2023, Temasek Holdings (Private) Limited, directly or indirectly, held approximately 29% of DBSH’s outstanding ordinary shares.

Strengths

Strong credit profile and resilient capital base

The DBS Group has consistently maintained robust capital ratios and as at 31 December 2023, had a Common Equity Tier 1 (“**CET1**”) capital adequacy ratio (“**CAR**”) of 14.6%, a Tier 1 CAR of 15.3% and a Total CAR of 16.1%. The DBS Group’s capital position is above the minimum CAR requirements under MAS Notice 637 that have been fully phased in from 1 January 2019. The DBS Group has adopted a

dividend policy – to pay sustainable dividends that grow progressively with earnings – to ensure that strong capital ratios are maintained while it executes its strategy.

The DBS Group has been recognised as “Safest Bank in Asia” by Global Finance for 15 consecutive years, from 2009 to 2023. Singapore, the DBS Group’s core market, is the only sovereign in Asia with a “Aaa” credit rating from Moody’s, and “AAA” credit ratings from Standard & Poor’s and Fitch.

Diversified loan and earnings mix supported by stable deposits and diversified funding sources

The DBS Group has a diversified loan portfolio and earnings mix that is not overly concentrated in any particular industry, location or business segment. As at 31 December 2023, with the exception of the building and construction industry, which contributed 27% of the DBS Group’s gross loans, no single industry contributed more than 20% of the DBS Group’s gross loans and, outside of Singapore, no single location contributed more than 20% of the DBS Group’s gross loans. The DBS Group also has a balanced mix between interest and non-interest income, with non-interest income derived from diversified sources such as loan-related activities, transaction services, wealth management and treasury product sales.

In terms of funding, the DBS Group has a strong domestic deposit base and leading market position in low cost Singapore dollars deposits. The DBS Group has also grown its transactional accounts with corporate customers and institutional investors, in line with its strategy. In addition, the DBS Group diversifies its funding sources through the wholesale funding market. In 2015, DBS Bank undertook its inaugural covered bond issuance, making it the first issuer of covered bonds in Singapore.

Strong core banking business with proven earnings generation capability and exposure to key growth geographies in Asia

The DBS Group is the largest banking group in Southeast Asia by total assets. The DBS Group is anchored in Singapore and Hong Kong and has a growing presence in Greater China, South Asia and Southeast Asia. Over the past decade, the DBS Group has delivered consistent financial performance underpinned by increased strategic clarity and disciplined execution of its strategy. Total income (excluding one-time items) grew at a compound annual growth rate (“CAGR”) of 8% between 2013 and 2023 while profit before allowances and amortisation (excluding one-time items) recorded a CAGR of 9% over the same period.

Prudent and comprehensive risk management framework focused on asset quality

The DBS Group has a robust risk management framework in place to address key risk areas. Its risk management approach is based on:

- (i) strong risk governance, with the Board of Directors of DBSH (the “**Board**” or “**Board of Directors**”), through the Board Risk Management Committee (the “**BRMC**”), setting out the DBS Group’s Risk Appetite (as defined below) and overseeing the establishment of enterprise-wide risk management policies and processes, and setting risk limits to guide the DBS Group’s risk taking;
- (ii) robust and comprehensive processes to identify, measure, monitor, control and report risks;
- (iii) sound assessments of capital adequacy relative to risks; and
- (iv) a rigorous system of internal control reviews involving internal and external auditors.

The DBS Group’s ratio of non-performing loans (“**NPLs**”) to total non-bank loans (“**NPL ratio**”) was 1.1%, 1.1% and 1.3% as at 31 December 2023, 2022 and 2021, respectively, and the DBS Group’s allowance coverage ratio (defined as total allowances¹ as a percentage of non-performing assets (“**NPAs**”)) was 128%, 122% and 116% as at 31 December 2023, 2022 and 2021, respectively.

¹ Computation includes regulatory loss allowance reserves (“**RLAR**”) as part of total allowances.

Asia-focused Strategy

The DBS Group's strategy is predicated on Asia's megatrends, including the rising middle class, growing intra-regional trade, urbanisation and the rapid adoption of technology that is fuelling new innovations.

The DBS Group seeks to intermediate trade and capital flows as well as support wealth creation in Asia, capitalising on its established and growing presence in Greater China, South Asia and Southeast Asia.

In Singapore, the DBS Group serves all customer segments. Outside Singapore, the DBS Group has extended its reach beyond serving the affluent individuals, corporates and institutional investors segments through leveraging digital technologies to engage individuals and small and medium enterprises ("SMEs").

The DBS Group is well underway in its digitalisation journey to transform the bank to be able to respond and innovate quickly to deliver simple, fast and contextual banking in the digital age.

The DBS Group periodically reviews its strategy, taking into account emerging megatrends, its operating environment and its stakeholders' input.

General Information

DBSH and DBS Bank are limited liability companies incorporated in the Republic of Singapore. The registered and principal office of each of DBSH and DBS Bank is 12 Marina Boulevard, Marina Bay Financial Centre Tower 3, Singapore 018982 (telephone number +65 6878 8888). The Issuers' website is located at <https://www.dbs.com>.

SUMMARY OF THE PROGRAMME

The following summary does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Offering Circular and, in relation to the terms and conditions of any particular Tranche or Series of Notes, the applicable Pricing Supplement. Words and expressions defined in “Terms and Conditions of the Notes other than the Perpetual Capital Securities” and “Terms and Conditions of the Perpetual Capital Securities” shall have the same meanings in this summary. Other words and expressions used in this summary and not otherwise defined in this summary shall have the meanings ascribed to such words and expressions appearing elsewhere in this Offering Circular.

Issuers of Senior Notes

DBS Group Holdings Ltd, DBS Bank Ltd. or any of its branches outside Singapore (including, without limitation, DBS Bank Ltd., Australia branch, DBS Bank Ltd., (DIFC Branch), DBS Bank Ltd., Hong Kong branch, DBS Bank Ltd., London branch and DBS Bank Ltd., Taipei branch). References in this Offering Circular to “**Relevant Issuer**” mean, in relation to any Tranche, the Issuer which has concluded, or is negotiating, an agreement with the relevant Dealer(s) to issue, or which has issued, the Notes of that Tranche. In relation to each Tranche of Notes, the applicable Pricing Supplement will indicate whether DBS Bank is acting through any of its branches outside Singapore, if applicable.

Issuers of Subordinated Notes

DBS Group Holdings Ltd and DBS Bank Ltd.

Issuers of Perpetual Capital Securities

DBS Group Holdings Ltd and DBS Bank Ltd.

Description

Global Medium Term Note Programme.

Programme Limit

Up to USD 30,000,000,000 (or its equivalent in other currencies at the date of issue) aggregate nominal amount of Notes outstanding at any one time. The Issuers may increase this amount in accordance with the terms of the Dealer Agreement.

Sole Arranger(s)

DBS Bank Ltd. and any other Arrangers appointed in respect of the Programme.

Dealers

Barclays Bank PLC, Singapore Branch, Citigroup Global Markets Inc., DBS Bank Ltd., Deutsche Bank AG, Singapore Branch, The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, J.P. Morgan Securities Asia Private Limited, Lloyds Bank Corporate Markets plc, Merrill Lynch (Singapore) Pte. Ltd., RBC Capital Markets, LLC, RBC Europe Limited, Société Générale, The Toronto-Dominion Bank, UBS AG Singapore Branch¹, Wells Fargo Securities International Limited and Wells Fargo Securities, LLC.

The Issuers may from time to time terminate the appointment of any dealer under the Programme or appoint additional dealers either in respect of one or more Tranches or in respect of the whole Programme. References in this Offering

¹ UBS AG is incorporated in Switzerland with limited liability. UBS AG has a branch registered in Singapore (UEN S98FC5560C)

	Circular to "Programme Dealers" are to the persons listed above as Dealers and to such additional persons that are appointed as dealers in respect of the whole Programme (and whose appointment has not been terminated) and references to "Dealers" are to all Programme Dealers and all persons appointed as dealers in respect of one or more Tranches. The Notes may be offered from time to time by the Relevant Issuer through the Dealers. The Relevant Issuer may sell Notes to the Dealers acting as principals for resale to investors or other purchasers and the Relevant Issuer may also sell Notes directly to investors. Notes may be distributed on a syndicated or non-syndicated basis. See <i>"Subscription and Sale"</i>.
Trustee	The Bank of New York Mellon, London Branch (in respect of Notes other than AMTNs).
Calculation Agent	The Bank of New York Mellon, London Branch, The Bank of New York Mellon, Singapore Branch, The Bank of New York Mellon, Hong Kong Branch or The Bank of New York Mellon, as applicable (in respect of Notes other than AMTNs), or any other entity appointed by the Relevant Issuer as indicated in the applicable Pricing Supplement.
Issuing and Paying Agent	The Bank of New York Mellon, London Branch (in respect of each series of Notes cleared through Euroclear or Clearstream).
CDP Paying Agent	The Bank of New York Mellon, Singapore Branch (in respect of each series of Notes cleared through CDP ("CDP Notes")).
CMU Lodging and Paying Agent	The Bank of New York Mellon, Hong Kong Branch (in respect of each series of Notes cleared through the CMU ("CMU Notes")).
DTC Paying Agent and Exchange Agent	The Bank of New York Mellon (in respect of each series of Notes cleared through DTC ("DTC Notes")).
Paying Agent in respect of AMTNs only	BTA Institutional Services Australia Limited (the "Australian Agent").
Registrar and Transfer Agent	The Bank of New York Mellon SA/NV, Luxembourg Branch (in respect of each series of Notes cleared through Euroclear or Clearstream), The Bank of New York Mellon, Singapore Branch (in respect of CDP Notes), The Bank of New York Mellon, Hong Kong Branch (in respect of CMU Notes), The Bank of New York Mellon (in respect of DTC Notes) and BTA Institutional Services Australia Limited (in respect of AMTNs). The Issuing and Paying Agent, the Calculation Agent, the CDP Paying Agent, the CMU Lodging and Paying Agent, the DTC Paying Agent and Exchange Agent, the Transfer Agent, other Paying Agent or Agents and the Registrar as may be appointed from time to time are together referred to as the "Agents".

Currencies	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in U.S. dollars, EUR, Sterling, Swiss francs, Hong Kong dollars, Singapore dollars, Japanese yen, Renminbi, AUD or in such other currencies as may be agreed.
Renminbi Fallback	If by reason of inconvertibility, non-transferability or illiquidity, an Issuer is not, in its sole and absolute discretion, able to satisfy payments of principal or interest (in respect of the Notes other than the Perpetual Capital Securities) or Distributions (in respect of the Perpetual Capital Securities only, and as defined in “ <i>Terms and Conditions of the Perpetual Capital Securities – Condition 4 (Distributions and Other Calculations)</i> ”), as applicable, when due in Renminbi, the Relevant Issuer may settle such payment in U.S. dollars (in the case of CMU Notes and Notes cleared through Euroclear and Clearstream) or in Singapore dollars (in the case of CDP Notes).
Denomination	Definitive Notes will be in denominations as may be specified in the applicable Pricing Supplement (the “Specified Denomination”), save that, unless otherwise permitted by then current laws and regulations, Notes (including Notes denominated in Sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Relevant Issuer in the UK or whose issue otherwise constitutes a contravention of Section 19 of the Financial Services and Markets Act 2000 (the “FSMA”) will have a minimum Specified Denomination of GBP 100,000 (or its equivalent in other currencies) and the minimum denomination of each Note to be sold in the United States in reliance on Rule 144A shall be USD 200,000 (or its equivalent in other currencies) and integral multiples of USD 1,000 (or its equivalent in other currencies) in excess thereof, subject to compliance with all legal and/or regulatory requirements applicable to the relevant currency. The minimum Specified Denomination of each Note admitted to trading on a regulated market within the EEA or in the UK or offered to the public in an EEA State or in the UK in circumstances which require the publication of a prospectus under the Prospectus Regulation or the UK Prospectus Regulation will be EUR 100,000 or GBP 100,000 (or, if the Notes are denominated in a currency other than Euro, the equivalent amount in such currency at the date of issue of the Notes). AMTNs will be issued in a single denomination as specified in the Pricing Supplement save that: (i) the aggregate consideration payable to the Issuer by each offeree is at least AUD 500,000 (or the equivalent in any other currency and disregarding any monies lent by the Issuer or its associates to the purchaser) or the

Form of Notes

- issuance results from an offer or invitation of those Notes which otherwise does not require disclosure to investors under Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia (the “**Australian Corporations Act**”);
- (ii) the issuance is not made to a “retail client” for the purposes of Section 761G of the Australian Corporations Act;
 - (iii) the issuance complies with all other applicable laws; and
 - (iv) the issuance does not require any document to be lodged with the Australian Securities and Investments Commission or ASX Limited.

The Notes may be issued in bearer form or in registered form only. Registered Notes will not be exchangeable for Bearer Notes and *vice versa*. AMTNs will only be issued in registered certificated form. Subordinated Notes and Perpetual Capital Securities, as applicable, will only be issued in registered form. Each Global Note will be deposited on or around the relevant issue date with a common depository or sub-custodian for Euroclear, Clearstream, Luxembourg and/or as the case may be, the CMU and/or any other relevant clearing system.

Each Tranche of Notes in bearer form will be represented on issue by a Temporary Global Note or a Permanent Global Note, as specified in the applicable Pricing Supplement. Interests in Temporary Global Notes generally will be exchangeable for interests in Permanent Global Notes, or, if so stated in the applicable Pricing Supplement, Definitive Notes, after the date falling 40 days after the later of the commencement of the offering and the relevant issue date of such Tranche, upon certification as to non-U.S. beneficial ownership. Interests in Permanent Global Notes will be exchangeable for Definitive Notes in whole but not in part (see “*Summary of Provisions Relating to the Notes while in Global Form*”).

Registered Notes (other than AMTNs) will be represented by Certificates, one Certificate being issued in respect of each Noteholder’s entire holding of Registered Notes of one Series. Certificates representing Registered Notes (other than AMTNs) that are registered in the name of a nominee or a nominee of the common depository (as applicable) for one or more clearing systems are referred to as “*Global Certificates*”. Registered Notes sold in an “offshore transaction” within the meaning of Regulation S will initially be represented by an Unrestricted Global Certificate. Registered Notes sold to QIBs within the meaning of Rule 144A in the United States in reliance on Rule 144A will initially be represented by a Restricted Global Certificate.

	AMTNs will only be issued as Registered Notes. AMTNs will be issued in registered certificated form and will take the form of entries on a register established and maintained by a registrar in Australia and may be lodged with the Austraclear System. Each Tranche of AMTNs will be represented by an AMTN Certificate. AMTNs will not be issued as Subordinated Notes or Perpetual Capital Securities.
Clearing Systems	CDP, the CMU, Euroclear and/or Clearstream for Bearer Notes and CDP, the CMU, DTC, Euroclear, Clearstream, and/or the Austraclear System for Registered Notes and, in relation to any Tranche, such other clearing system as agreed.
Maturities	Subject to compliance with all relevant laws, regulations and directives, the Notes may have any maturity that is one month or greater.
Method of Issue	Notes may be distributed by way of private placement on a syndicated or non-syndicated basis. The Notes will be issued in series (each a “Series”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and their issue price), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a “Tranche”) on the same or different issue dates. The specific terms of each Tranche (which will be supplemented, where necessary, with supplemental terms and conditions and, save in respect of the issue date, issue price, first payment of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be set out in a pricing supplement to this Offering Circular (a “Pricing Supplement”).
Issue Price	Notes may be issued on a fully-paid or a partly-paid basis and at an issue price which is at par or at a discount to, or premium over, par.
Fixed Rate Notes	Fixed Rate Notes will bear interest (in respect of Notes other than Perpetual Capital Securities) or confer the right to receive Distributions (in respect of Perpetual Capital Securities only), as applicable, payable in arrear on such day(s) as may be agreed (as specified in the applicable Pricing Supplement).
Floating Rate Notes	Floating Rate Notes will bear interest (in respect of Notes other than Perpetual Capital Securities) or confer the right to

	receive Distributions (in respect of Perpetual Capital Securities only), as applicable, determined separately for each Series as follows: (i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2021 ISDA Definitions published by the International Swaps and Derivatives Association, Inc.; or (ii) by reference to HIBOR, EURIBOR, BBSW Rate, AONIA Rate, SONIA Benchmark, SOFR Benchmark or SORA Benchmark (or such other benchmark as may be specified in the applicable Pricing Supplement) as adjusted for any applicable margin. Interest periods (in respect of Notes other than Perpetual Capital Securities) or Distribution periods (in respect of Perpetual Capital Securities only), as applicable, will be specified in the applicable Pricing Supplement.
Zero Coupon Notes	Zero Coupon Notes may be issued at their nominal amount or at a discount to it and will not bear interest (in respect of Notes other than Perpetual Capital Securities).
Other Notes	Terms applicable to any other type of Notes which a Relevant Issuer may agree to issue under the Programme will be set out in the applicable Pricing Supplement.
Change of Interest Basis or Distribution Basis	Notes may be converted from one interest basis (in respect of Notes other than Perpetual Capital Securities) or one Distribution basis (in respect of Perpetual Capital Securities only), as applicable, to another in the manner set out in the applicable Pricing Supplement.
Redemption of Senior Notes	The applicable Pricing Supplement will indicate either that the Senior Notes cannot be redeemed prior to their stated maturity (other than in specified instalments, if applicable, or for taxation reasons or following an Event of Default) or that such Senior Notes will be redeemable at the option of the Relevant Issuer and/or the Senior Noteholders upon giving notice to the Senior Noteholders or the Relevant Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such terms as are indicated in the applicable Pricing Supplement. The applicable Pricing Supplement may provide that Senior Notes may be redeemable in two or more instalments in such amounts and on such dates as indicated therein.
Redemption of Subordinated Notes	The applicable Pricing Supplement issued in respect of each issue of Subordinated Notes will indicate that the Subordinated Notes cannot be redeemed prior to their stated maturity other than, with the prior approval of the Monetary Authority of Singapore (the “MAS”), at the option of the Relevant Issuer:

	(i) for taxation reasons; or (ii) following a Change of Qualification Event; or (iii) on a date or dates specified prior to such stated maturity and at a price or prices and on such terms as are indicated in the applicable Pricing Supplement; or (iv) on such other terms as may be indicated in the applicable Pricing Supplement. The applicable Pricing Supplement will specify the basis for calculating the redemption amounts payable.
Redemption of Perpetual Capital Securities	The applicable Pricing Supplement issued in respect of each issue of Perpetual Capital Securities will indicate that the Perpetual Capital Securities cannot be redeemed other than, with the prior approval of the MAS, at the option of the Issuer: (i) for taxation reasons; or (ii) following a Change of Qualification Event; or (iii) on such other terms as may be indicated in the applicable Pricing Supplement. The applicable Pricing Supplement will specify the basis for calculating the redemption amounts payable.
Variation instead of Redemption of the Subordinated Notes and the Perpetual Capital Securities	The Relevant Issuer may, subject to the approval of the MAS, vary the terms of the Subordinated Notes or the Perpetual Capital Securities, as applicable, so they remain or become DBS Bank Qualifying Securities (as defined in the relevant Conditions) or, as the case may be, DBSH Qualifying Securities (as defined in the relevant Conditions) as provided in Note Condition 5(g) (in respect of Notes other than Perpetual Capital Securities) or Perpetual Capital Securities Condition 6(f) (in respect of Perpetual Capital Securities only), as applicable.
Loss Absorption upon a Trigger Event in respect of Subordinated Notes and the Perpetual Capital Securities	The applicable Pricing Supplement issued in respect of each issue of Subordinated Notes or the Perpetual Capital Securities, as applicable, may provide that the Loss Absorption Option is a Write-off in accordance with Note Condition 6(a) for Subordinated Notes issued by DBS Bank or Perpetual Capital Securities Condition 7(a) for Perpetual Capital Securities issued by DBS Bank, as applicable, or, as the case may be, Note Condition 6(b) for Subordinated Notes issued by DBSH or Perpetual Capital Securities Condition 7(b) for Perpetual Capital Securities issued by DBSH.
Contractual Recognition of bail-in regime in respect of Subordinated Notes and Perpetual Capital Securities	The Trustee (on behalf of the holders of Subordinated Notes or the holders of Perpetual Capital Securities, as applicable) and each holder of a Subordinated Note or a Perpetual Capital Security shall be subject, and shall be deemed to agree, to be bound by and acknowledge that the Subordinated Notes or the Perpetual Capital Securities, as the case may be, and each holder may be subject to cancellation, modification, conversion, change in form, or

	have the effect as if a right of modification, conversion, or change of form had been exercised by the MAS in the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act without prior notice. The Trustee (on behalf of the holders of Subordinated Notes or the holders of the Perpetual Capital Securities, as applicable) and each holder of a Subordinated Note or a Perpetual Capital Security shall be subject, and shall be deemed to agree, to be bound by and acknowledge that they are each subject to, having the Subordinated Notes or a Perpetual Capital Security, being the subject of the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act. The Trustee (on behalf of the holders of Subordinated Notes or the holders of the Perpetual Capital Securities, as applicable) and each holder of a Subordinated Note or a Perpetual Capital Security shall be deemed to agree to be bound by the terms of a Bail-in Certificate (as defined in Note Condition 6(c) or Perpetual Capital Securities Condition 7(c), as applicable).
Withholding Tax	All payments of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, in respect of the Notes, the Receipts and the Coupons will be made free and clear of withholding taxes of: (i) Singapore or, if different, any other jurisdiction in which the Relevant Issuer is tax resident; (ii) in the case of Notes issued from DBS Bank's Australia branch, Australia; (iii) in the case of Notes issued from DBS Bank's London branch, the UK; (iv) in the case of Notes issued from DBS Bank's Hong Kong branch, Hong Kong; and (v) in the case of Notes issued from DBS Bank's Taipei branch, Taiwan, unless required by law. In that event, the Relevant Issuer shall pay such additional amounts as shall result in receipt by the Noteholders, the Receiptholders or the Couponholders (after the withholding or deduction) of such amount as would have been received by them in the absence of the withholding or deduction, subject to customary exceptions.
Status of the Senior Notes	The Senior Notes and the Receipts and the Coupons relating to them will constitute direct and unsecured obligations of the Relevant Issuer as set out in Note Condition 3(a).
Status of the Subordinated Notes	The Subordinated Notes will constitute direct, unsecured and subordinated obligations of the Relevant Issuer as set out in Note Condition 3(b).

Status of the Perpetual Capital Securities	The Perpetual Capital Securities will constitute direct, unsecured and subordinated obligations of the Relevant Issuer as set out in Perpetual Capital Securities Condition 3(a).
Subordination of the DBS Bank Subordinated Notes	Upon the occurrence of any winding-up proceedings, the rights of the Noteholders to payment of principal of and interest on the DBS Bank Subordinated Notes and any other obligations in respect of the DBS Bank Subordinated Notes are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBS Bank Relevant Creditors and will rank senior to all share capital of DBS Bank and the DBS Bank Additional Tier 1 Capital Securities. The DBS Bank Subordinated Notes will rank <i>pari passu</i> with all subordinated debt issued by DBS Bank that qualifies as DBS Bank Tier 2 Capital Securities and any instrument or security issued, entered into or guaranteed by DBS Bank that ranks or is expressed to rank, by its terms or operation of law, <i>pari passu</i> with a DBS Bank Subordinated Note.
Subordination of the DBS Bank Perpetual Capital Securities	Upon the occurrence of any winding-up proceedings, the rights of the Securityholders to payment of principal of and Distributions on the DBS Bank Perpetual Capital Securities and any other obligations in respect of the DBS Bank Perpetual Capital Securities are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBS Bank Relevant Creditors and will rank senior to DBS Bank Junior Obligations. The DBS Bank Perpetual Capital Securities will rank <i>pari passu</i> with DBS Bank Additional Tier 1 Capital Securities and any instrument or security issued, entered into or guaranteed by DBS Bank that ranks or is expressed to rank, by its terms or operation of law, <i>pari passu</i> with a DBS Bank Perpetual Capital Security.
Subordination of the DBSH Subordinated Notes	Upon the occurrence of any winding-up proceedings, the rights of the Noteholders to payment of principal of and interest on the DBSH Subordinated Notes and any other obligations in respect of the DBSH Subordinated Notes are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBSH Relevant Creditors and will rank senior to all share capital of DBSH and the DBSH Additional Tier 1 Capital Securities. The DBSH Subordinated Notes will rank <i>pari passu</i> with all subordinated debt issued by DBSH that qualifies as DBSH Tier 2 Capital Securities and any instrument or security issued, entered into or guaranteed by DBSH that ranks or is expressed to rank, by its terms or operation of law, <i>pari passu</i> with a DBSH Subordinated Note.
Subordination of the DBSH Perpetual Capital Securities	Upon the occurrence of any winding-up proceedings, the rights of the Securityholders to payment of principal of and

	Distributions on the DBSH Perpetual Capital Securities and any other obligations in respect of the DBSH Perpetual Capital Securities are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBSH Relevant Creditors and will rank senior to DBSH Junior Obligations. The DBSH Perpetual Capital Securities will rank <i>pari passu</i> with DBSH Additional Tier 1 Capital Securities and any instrument or security issued, entered into or guaranteed by DBSH that ranks or is expressed to rank, by its terms or operation of law, <i>pari passu</i> with a DBSH Perpetual Capital Security.
Negative Pledge	None.
Cross Default	None.
Events of Default in respect of the Senior Notes (other than AMTNs) and AMTNs	Events of Default for the Senior Notes (other than AMTNs) and AMTNs are set out in Note Condition 10(a).
Events of Default and Rights and Remedies upon Default in respect of the Subordinated Notes	Events of Default for the Subordinated Notes are set out in Note Condition 10(b). If a Default in respect of the payment of principal of or interest on the relevant Subordinated Notes or Coupons occurs and is continuing, the sole remedy available to the Trustee shall be the right to institute proceedings in Singapore (but not elsewhere) for the winding-up of the Relevant Issuer. If the Relevant Issuer shall default in the performance of any obligation contained in the Trust Deed or the relevant Subordinated Notes other than a Default specified in the Note Conditions, the Trustee and the Noteholders shall be entitled to every right and remedy given under the Note Conditions or existing at law or in equity or otherwise, provided, however, that the Trustee shall have no right to enforce payment under or accelerate payment of any Subordinated Note except as provided in the Note Conditions and the Trust Deed. If any court awards money damages or other restitution for any default with respect to the performance by the Relevant Issuer of its obligations contained in the Trust Deed, the relevant Subordinated Notes, the payment of such money damages or other restitution shall be subject to the subordination provisions set out in the Note Conditions and the Trust Deed.
Default and Rights and Remedies upon Default in respect of the Perpetual Capital Securities	Default events for the Perpetual Capital Securities are set out in Perpetual Capital Securities Condition 11. If a Default in respect of the payment of principal of or Distribution on the Perpetual Capital Securities occurs and is continuing, the sole remedy available to the Trustee shall be the right to institute proceedings in Singapore (but not elsewhere) for the winding-up of the Relevant Issuer. If the Relevant Issuer shall default in the performance of any obligation contained in the Trust Deed, the relevant Perpetual Capital Securities other than a Default specified in

	the Perpetual Capital Securities Conditions, the Trustee and the Securityholders shall be entitled to every right and remedy given under the Perpetual Capital Securities Conditions or now or hereafter existing at law or in equity or otherwise, provided, however, that the Trustee shall have no right to enforce payment under or accelerate payment of any Perpetual Capital Security except as provided in the Perpetual Capital Securities Conditions and the Trust Deed. If any court awards money damages or other restitution for any default with respect to the performance by the Relevant Issuer of its obligations contained in the Trust Deed, the relevant Perpetual Capital Securities, the payment of such money damages or other restitution shall be subject to the subordination provisions set out in the Perpetual Capital Securities Conditions and the Trust Deed.
Rating	Each Tranche of Notes issued under the Programme may be rated or unrated. When a Tranche of Notes is rated, its rating will not necessarily be the same as the rating applicable to the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, revision, downgrade or withdrawal at any time by the assigning rating agency.
Listing	Application has been made for Notes issued under the Programme which are agreed at the time of issue to be so listed, to be listed on the SGX-ST. For so long as any Notes are listed on the SGX-ST and the rules of the SGX-ST so require, such Notes will be traded on the SGX-ST in a minimum board lot size of SGD 200,000 (or its equivalent in other currencies) or such other amount as may be allowed or required from time to time. The Notes may also be listed on such other or further stock exchange(s) as may be agreed in relation to each Series. Unlisted Notes may also be issued.
Governing Law	As specified in the applicable Pricing Supplement: (i) English law, save that Condition 6(c) in respect of the Subordinated Notes, Condition 7(c) in respect of the Perpetual Capital Securities and the provisions in relation to subordination, set-off and payment void and default and enforcement in respect of both the Subordinated Notes and the Perpetual Capital Securities are governed by and shall be construed in accordance with, Singapore law; or (ii) Singapore law; or (iii) in respect of any AMTNs, the laws of New South Wales, Australia shall apply.
Selling Restrictions	United States, EEA, the UK, Hong Kong, Japan, Singapore, Indonesia, Taiwan, Australia, the United Arab Emirates (excluding the DIFC), the DIFC, Canada and other restrictions as may be required in connection with a

particular issue of Notes. See “*Subscription and Sale*” and any additional selling and transfer restrictions set out in the applicable Pricing Supplement.

Bearer Notes will be issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”)) (“**TEFRA D**”) unless:

- (i) the applicable Pricing Supplement states that Notes are issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of Code) (“**TEFRA C**”); or
- (ii) Bearer Notes are issued other than in compliance with TEFRA D or TEFRA C but in circumstances in which the Notes will not constitute “registration required obligations” under the United States Tax Equity and Fiscal Responsibility Act of 1982 (“**TEFRA**”), which circumstances will be referred to in the applicable Pricing Supplement as a transaction to which TEFRA is not applicable.

Transfer Restrictions

There are restrictions on the transfer of Notes sold pursuant to Regulation S prior to the expiration of the relevant distribution compliance period and on the transfer of Registered Notes sold pursuant to Rule 144A. See “*Transfer Restrictions*”.

ERISA Considerations

Unless otherwise provided in the applicable Pricing Supplement, the Notes may be purchased and held by an “employee benefit plan” as defined in Section 3(3) of the U.S. Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”) that is subject to Part 4 of Subtitle B of Title I of ERISA, a “plan” as defined in Section 4975(e)(1) of the Code that is subject to Section 4975 of the Code or any entity whose underlying assets are deemed for purposes of ERISA or Section 4975 of the Code to include “plan assets” by reason of such “employee benefit plan’s” or “plan’s” investment in the entity (such plans and entities collectively referred to as “**Plans**”). Each purchaser and transferee of a Note will be deemed to have represented and agreed by its acquisition and holding of the Note (or any interest therein) either (i) it is not a Plan or a governmental, church or non-U.S. plan that is subject to a U.S. federal, state, local or non-U.S. law, that is substantially similar to Section 406 of ERISA or Section 4975 of the Code (“**Similar Law**”), or (ii) its acquisition, holding and disposition of the Notes (or any interest therein) does not and will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or in the case of a governmental, church or non-U.S. plan, a violation of any

Risk Factors

applicable Similar Law). See “*ERISA and Certain Other Considerations*.”

There are certain risks related to any issue of Notes under the Programme, which investors should ensure they fully understand, a non-exhaustive summary of which is set out under “*Risk Factors*.”

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following table presents selected consolidated financial information for the DBS Group which has been extracted or derived from the audited consolidated financial statements of the DBS Group for the years ended 31 December 2023, 2022 and 2021. Such presentation differs in certain respects from the DBS Group's audited consolidated financial statements and from SFRS(I). The following information should be read in conjunction with the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 and the related notes thereto which are set forth beginning on page F-2 of this Offering Circular and the audited consolidated financial statements as at and for the years ended 31 December 2022 and 2021 and the related notes thereto which are incorporated by reference in this Offering Circular, and the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations of the DBS Group" and "Description of the Assets and Liabilities of the DBS Group" included herein. The audited consolidated financial statements of the DBS Group and the DBS Bank Group are prepared in accordance with the SFRS(I). These financial statements differ in certain material respects from U.S. GAAP. Investors should consult their own professional advisers for an understanding of the differences between SFRS(I) and U.S. GAAP and the generally accepted accounting principles of other jurisdictions and how those differences might affect the financial information contained in this Offering Circular.

	For the years ended 31 December		
	2021	2022	2023
	In SGD millions		
Selected income statement items			
Net interest income	8,440	10,941	13,642
Net fee and commission income	3,524	3,091	3,384
Other non-interest income.....	2,224	2,470	3,154
Total income	14,188	16,502	20,180
Total expenses.....	6,469	7,090	8,056
Profit before allowances and amortisation	7,719	9,412	12,124
Amortisation of intangible assets	-	-	9
Allowances for credit and other losses	52	237	590
Share of profits or losses of associates and joint ventures	109	207	214
Profit before tax.....	7,776	9,382	11,739
Net profit	6,801	8,193	10,286
One-time items ⁽¹⁾	4	-	(224)
Net profit including one-time items	6,805	8,193	10,062

Note:

- (1) The one-time items in 2023 relate to Citibank Taiwan integration costs and accounting harmonisation, net of tax; as well as a Corporate Social Responsibility commitment to DBS Foundation and other charitable causes.

	As at and for the years ended 31 December		
	2021	2022	2023
	In SGD millions, except percentages		
Selected balance sheet items			
Customer loans	408,993	414,519	416,163
Total assets	686,073	743,368	739,301
Customer deposits	501,959	527,000	535,103
Total liabilities	628,359	686,296	677,054
Shareholders' funds	57,526	56,887	62,065
Key financial ratios (excluding one-time items)⁽¹⁾			
Return on assets ⁽²⁾	1.02%	1.12%	1.38%
Return on equity ⁽³⁾	12.5%	15.0%	18.0%
Cost-to-income ratio ⁽⁴⁾	45.6%	43.0%	39.9%
Net interest margin ⁽⁵⁾	1.45%	1.75%	2.15%
<i>As % of total income:</i>			
Net interest income	59.5%	66.3%	67.6%
Non-interest income	40.5%	33.7%	32.4%
Customer NPL ⁽⁶⁾ as % of gross customer loans and advances.....	1.3%	1.1%	1.1%
Total NPAs ⁽⁷⁾ as % of total assets	0.9%	0.7%	0.7%
Total cumulative loss allowances as % of:			
Total assets.....	1.0%	0.8%	0.9%
Total NPAs	116%	122%	128%
CAR			
CET1 ratio	14.4%	14.6%	14.6%
Tier 1 ratio	15.1%	15.2%	15.3%
Total capital ratio.....	17.0%	17.0%	16.1%
Notes:			
(1) These key financial ratios are not standard measures under SFRS(I) or U.S. GAAP.			
(2) Net profit attributable to shareholders divided by average total assets.			
(3) Calculated based on net profit attributable to shareholders net of dividends on other equity instruments. Non-controlling interests and other equity instruments are not included as equity in the computation of return on equity.			
(4) Expenses expressed as a percentage of total income.			
(5) Net interest income expressed as a percentage of average interest-earning assets.			
(6) Based on customer loans and advances that have been classified in accordance with the MAS guidelines.			
(7) Based on customer loans and advances, loans to banks, debt securities and contingent liabilities that have been classified in accordance with the MAS guidelines.			

RISK FACTORS

Each Issuer believes that the following factors may affect its business and/or its ability to fulfil its obligations under Notes issued under the Programme. All of these factors are contingencies which may or may not occur and the Issuers are not in a position to express a view on the likelihood of any such contingency occurring.

Prospective investors should carefully consider, among other things, the risks described below, as well as the other information contained in this Offering Circular and reach their own views prior to making an investment decision. Any of the following risks could materially and adversely affect the DBS Group's business, financial condition or results of operations and, as a result, investors could lose all or part of their investment. The risks below are not the only risks the DBS Group faces. Additional risks and uncertainties not currently known to the DBS Group, or that it currently deems to be immaterial, may also materially and adversely affect the DBS Group's business, financial condition or results of operations.

Risks Relating to the DBS Group

A global or regional financial crisis or financial instability in the countries where the DBS Group does business could adversely affect its operations, asset quality and growth.

Several major events and developments in recent times have significant implications for the world and the DBS Group. First, the risk of a sharp global economic slowdown remains as the US Federal Reserve and other major central banks have hiked interest rates aggressively and interest rates could stay elevated for longer if inflation remains elevated. This will have negative effects particularly on export-oriented Asian countries such as Singapore, Hong Kong, South Korea and Taiwan, with the technology downcycle also hurting South Korea and Taiwan. Second, China's economic recovery could remain soft as recent policy support measures may fail to improve the challenging conditions in the property market and boost household consumption. Third, notwithstanding recent dialogues, tensions between the U.S. and China remain elevated in the areas of data and technology security as well as Taiwan. Fourth, besides Taiwan, a material escalation in geopolitical risks such as the Russia-Ukraine conflict, the Israel-Hamas conflict, tensions in the Indo-Pacific region as well as North and South Korea could aggravate ongoing global economic slowdown while increasing inflation, financial market volatilities and capital flight from emerging markets. Lastly, corporate defaults may increase as elevated interest rates reduce debt servicing ability of highly leveraged corporates, while countries with external financing challenges and weak international reserves position could lean towards imposing capital restriction or default on sovereign debt payments.

To the extent that uncertainty regarding the economic outlook is heightened and starts to negatively impact consumer confidence and consumer credit factors globally or regionally, the DBS Group's business, financial condition and results of operations could be significantly and adversely affected. Investors should be aware that there is a recent history of financial crises and boom-bust cycles in multiple markets in both emerging and developed economies which leads to risks for all financial institutions, including the DBS Group. The 2008 global financial crisis affected the DBS Group through an increase in NPLs and mark-downs in other assets. While the DBS Group did not experience the same degree of write-downs as banks that were exposed to, or invested in, the U.S. residential mortgage market, the widening of credit spreads resulted in mark-to-market and realised losses on its investment and derivative portfolios and adversely affected its profitability. In addition, the DBS Group remains subject to the indirect economic effect of any potential tightening in global credit conditions, some of which cannot be anticipated and the vast majority of which are not under its control. The DBS Group also remains subject to counterparty risk arising from financial institutions that can fail or are otherwise unable to meet their obligations under their contractual commitment to the DBS Group.

On a geographical basis, the DBS Group's performance and the quality and growth of its assets are substantially dependent on the health of its primary markets in China, Hong Kong, India, Indonesia,

Singapore and Taiwan. In particular, Singapore, the home country of the DBS Group, is highly dependent on external trade and investment, and is exposed to economic and market conditions in other countries in light of the interconnectivity between Singapore's economy and the rest of the world. If there is another global or regional financial crisis or a severe economic downturn in the DBS Group's primary markets, this would likely have a material adverse effect on the DBS Group's business, financial condition or results of operations. This would result in lower demand for credit and other financial products and services, and higher defaults among corporate and retail customers, which could adversely affect the DBS Group's business, financial performance, shareholders' equity, ability to implement its strategy and the price of the Notes.

Any substantial increase in NPAs may impair the DBS Group's business, financial condition and results of operations.

Various factors such as a rise in unemployment, a sustained rise in interest rates, negative developments in the economies and/or the sectors in which the DBS Group lends money, movements in global commodities markets, volatility in exchange rates, global competition, as well as the political and economic developments in key economies, could have a material adverse effect on the quality of the DBS Group's loan portfolio. Some borrowers and counterparties may not be able to meet their financial obligations and this may result in loans being classified as non-performing assets.

Adverse changes in the credit quality of the DBS Group's borrowers and counterparties or adverse changes arising from a deterioration in global, regional and sectoral economic conditions or asset values may lead to an increase in NPAs in the future and require an increase in the DBS Group's level of allowances for credit and other losses or increase the level of asset write-downs or write-offs experienced by the DBS Group. For example, a sustained increase in interest rates or rise in unemployment could have an adverse impact on housing prices and values in Singapore. Although the DBS Group devotes considerable resources to managing these risks, many of the factors affecting borrower and counterparty credit risks are exogenous to the DBS Group. A substantial increase in NPAs may have a material adverse effect on the DBS Group's business, financial condition and results of operations. See further "Risk Management – Non-Performing Assets" for details on the NPAs of the DBS Group.

A decline in collateral values or inability to realise collateral value may increase the DBS Group's allowances for credit and other losses.

Adverse changes in the credit quality of the DBS Group's borrowers and counterparties or adverse changes arising from a deterioration in global, regional and sectoral economic conditions or asset values could reduce the recoverability and/or the value of the DBS Group's assets. Additionally, a significant portion of the DBS Group's loan portfolio is secured by real estate. In the event of a decline in the real estate markets, a portion of the DBS Group's loans may exceed the value of the underlying collateral. Any decline in the value of the collateral securing the DBS Group's loans, inability to obtain additional collateral or inability to realise the value of collateral may require the DBS Group to increase its allowances for credit and other losses, which may adversely affect the DBS Group's business, financial condition and results of operations.

Liquidity shortfalls and credit rating downgrades may increase the DBS Group's cost of funds.

Most of the DBS Group's funding requirements are met through a combination of funding sources, primarily in the form of deposit-taking activities. As a portion of the DBS Group's assets have long-term maturities, funding mismatches may occur. A significant portion of the DBS Group's non-bank customer deposits had current maturities of one year or less or were payable on demand. Such deposits are mainly demand deposits from savings and current accounts, or fixed deposits. The DBS Group's deposits are well diversified across customers. However, no assurance can be given that large-scale deposit withdrawals will not occur. In circumstances where a substantial number of depositors, within or outside Singapore and Hong Kong, withdraw such funds from the DBS Group, the DBS Group's liquidity position could be

materially and adversely affected. In such a situation, the DBS Group could be required to seek short-term and long-term funds to finance its operations. Any such funding may be only obtainable on terms that are more expensive than the DBS Group's current funding sources which may adversely affect the DBS Group's business, financial condition and results of operations.

The DBS Group's credit ratings also play an important role in determining the extent of its access to the capital and funding markets. DBSH has received long-term issuer ratings of "AA-" from Fitch and "Aa2" from Moody's. DBS Bank has received long-term issuer ratings of "AA-" from Fitch, "Aa1" from Moody's and "AA-" from Standard & Poor's. DBSH's and DBS Bank's credit ratings have stable outlooks from Fitch, Moody's and Standard & Poor's. There can be no assurance that the ratings will remain in effect for any given period or that the ratings will not be revised by the rating agencies for the criteria or methodology by which such rating agencies determine such ratings be updated, changed or otherwise revised in the future, if, in their judgment, circumstances so warrant. A credit ratings downgrade could adversely affect the volume and pricing of the DBS Group's funding.

The value of certain financial instruments recorded at fair value may change over time.

The fair values of financial instruments traded in active markets are based on quoted market prices at the balance sheet date. If the market for a financial instrument is not active, the DBS Group establishes fair value by using valuation techniques. These may include the use of recent arm's length transactions, reference to other instruments that are substantially similar, discounted cash flow analysis and option pricing models. In inactive markets, fair values, or market parameters used with internally developed models to derive fair values, may also be kept unchanged. Valuation reserves may be applied to the valuation of the financial instruments, where appropriate.

The valuation of the majority of the DBS Group's financial instruments reported at fair value is based on quoted and observable market prices or on internally developed models that are based on independently sourced market parameters, including interest rates, option volatilities and currency rates. Other factors such as model assumptions, market disruptions/ dislocations and unexpected correlation shifts can materially affect these estimates and the resulting fair value estimates.

The DBS Group's operations in, and further expansion into, diverse markets in and outside of Asia present different risks and challenges which may adversely affect the DBS Group's results of operations.

Outside of Singapore and Hong Kong, the DBS Group has banking subsidiaries, branches and associated companies in various locations in Asia, including China, Taiwan, India, Indonesia, and outside Asia, including in the UK and Australia. The DBS Group's operations in these jurisdictions could be adversely affected by changes in their respective legal, political, regulatory or economic environments.

Providing banking products and services in multiple jurisdictions exposes the DBS Group to a variety of regulatory and business challenges and risks and has increased the complexity of its risks in a number of areas, including price risks, currency risks, interest rate risks, compliance risk, regulatory and reputational risk and operational risk. The DBS Group also faces risks related to its ability to manage inconsistent legal and regulatory requirements in the multiple jurisdictions in which it operates and its ability to successfully establish and maintain an integrated system of internal controls for all of its international operations and businesses. There can be no assurance that the DBS Group will be able to execute its strategy and deliver returns on capital invested in its international subsidiaries or that its operations internationally will continue to be profitable.

In addition, over time, the DBS Group may expand into other countries in Asia. While this may be positive for the DBS Group's long-term position and may enhance revenue diversification, it also increases operational and asset quality risks. There can be no assurance that further regional expansion will not have a material adverse effect on the DBS Group's business, financial condition and results of operations.

Significant fraud, data theft, cyber attacks, systems failure or calamities could adversely affect the DBS Group's business, financial condition and results of operations.

The DBS Group's business is based on a high volume of transactions and the functioning and security of its systems and network are of vital importance to its operations. The increasing threat of cyber-attacks on financial institutions continues to be one of the DBS Group's top risk concerns. Cyber criminals, hacktivists, insiders and nation state sponsored adversaries are among those that may target financial computer systems. The DBS Group seeks to protect its computer systems and network infrastructure from physical break-ins, cyber intrusion as well as fraud and systems failures. The DBS Group employs round-the-clock external surveillance security systems, including logical access controls, intrusion prevention systems, multi-factor authentication and encryption technologies, designed to minimise the risk of security breaches. Although the DBS Group intends to continue to implement security technologies, conduct regular assessments and establish operational procedures to prevent break-ins, damages and failures, there is no guarantee that these security measures will be successful. The reputation of the DBS Group could be adversely affected by fraud committed by employees, customers or outsiders, or by its perceived inability to properly manage fraud-related risks. As the DBS Group outsources some of its systems management functions to external vendors, there is also potential exposure to the risk that such external vendors could be unable to fulfil their contractual obligations or could be subject to fraud or operational errors by their employees.

In addition, although the DBS Group's data centre and back-up systems are separately located (with location risks subject to vigorous reviews), there is no guarantee that both systems will not be simultaneously damaged or destroyed in the event of a major disruption or disaster. Such disruptions or disasters could arise from events that are wholly or partially beyond the control of the DBS Group. The DBS Group seeks to maintain internal controls in line with international best practices. However, a significant breakdown in internal controls, fraudulent activities by employees or failure of security measures or back-up systems may have a material adverse effect on the DBS Group's business, financial condition and results of operations.

In 2021 and 2023, DBS Bank had experienced widespread unavailability of its digital banking services. For more information on the disruption to DBS Bank's digital banking services and additional capital requirement imposed by the MAS, please refer to "*Regulation and Supervision – Disruption to Digital Banking Services and Additional Capital Requirement Imposed*".

The DBS Group may be subject to increased regulatory capital and liquidity requirements which could have a material adverse effect on its business, financial condition and results of operations.

The DBS Group is subject to capital adequacy and liquidity standards set by the MAS.

The MAS Notice 637 on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore ("**MAS Notice 637**") incorporates the Basel III capital standards published by the Basel Committee on Banking Supervision (the "**Basel Committee**") into Singapore regulations. Domestic systemically important banks ("**D-SIBs**") are required to comply with a minimum Common Equity Tier 1 ("**CET1**") capital adequacy ratio ("**CAR**") of 6.5%, Tier 1 CAR of 8% and Total CAR of 10%. These minimum ratios are two percentage points higher than those established by the Basel Committee, and are aimed to reduce the probability of failure of D-SIBs by increasing their going-concern loss absorbency. The MAS has designated DBS Bank as a D-SIB. In addition, Singapore-incorporated banks are required to maintain a capital conservation buffer of 2.5% and a countercyclical buffer of up to 2.5%, both to be met fully with CET1 capital.

The countercyclical buffer is not an ongoing requirement and is only applied as and when specified by the relevant banking supervisors. The applicable magnitude will be a weighted average of the jurisdiction-specific countercyclical buffer requirements that are required by authorities in jurisdictions to which a bank

has private sector credit exposures. The Basel Committee expects jurisdictions to implement the countercyclical buffer during periods of excessive credit growth. Of the jurisdictions where the DBS Group has material private sector credit exposures, Hong Kong has applied a countercyclical buffer of 2.5% from 1 January 2019, which was reduced to 2.0% from 14 October 2019 and 1.0% from 16 March 2020, and remained unchanged thereafter.

Including the capital conservation buffer and excluding the countercyclical buffer, a D-SIB is required to meet CET1 CAR of 9.0%, Tier 1 CAR of 10.5% and Total CAR of 12.5%.

In addition, DBSH, as a predominantly banking Designated Financial Holding Company (“**DFHC**”), is required to comply with the risk-based capital adequacy requirements for an FHC set out in “*Risk Based Capital Adequacy Requirements*” issued by the MAS (“**MAS Notice FHC-N637**”). MAS Notice FHC-N637 sets out how MAS Notice 637 is to apply to FHCs including the capital adequacy ratio and leverage ratio requirements for a FHC, the methodology and process for calculating these ratios, requirements for the internal capital adequacy assessment process of an FHC and public disclosure requirements for an FHC in relation to its capital adequacy and risk exposures. The capital adequacy ratio and leverage ratio requirements for a FHC under MAS Notice FHC-N637 applies at a consolidated level and is intended to measure the capital adequacy or leverage ratio of an FHC based on its capital strength and risk profile after consolidating the assets and liabilities of its FHC group entities taking into account certain exclusions provided under MAS Notice FHC-N637 and any adjustments pursuant to Division 6 of Part VII of MAS Notice 637.

MAS Notice 637 also imposes a minimum leverage ratio requirement of 3% for Singapore-incorporated banks at the solo and group levels.

In respect of liquidity standards, the DBS Group is subject to Basel III liquidity coverage ratio (“**LCR**”) standards under MAS Notice 649 on Minimum Liquid Assets and Liquidity Coverage Ratio (“**MAS Notice 649**”). The DBS Group is required to maintain at all times a Singapore dollars LCR of at least 100% and an all-currency LCR of at least 100%.

The DBS Group is subject to the Basel Committee’s standards on Basel III net stable funding ratio (“**NSFR**”) requirements under MAS Notice 652 on Net Stable Funding Ratio (“**MAS Notice 652**”). DBS Bank, as a D-SIB that is incorporated in Singapore and whose head office or parent bank is incorporated in Singapore must maintain a consolidated all-currency DBS Group NSFR of at least 100% at all times. In addition, the MAS has stated that it will continue to monitor international developments on the Basel Committee’s NSFR requirements and analyse relevant Singapore bank data to facilitate appropriate adjustments to the NSFR requirements should the need arise.

In addition, the DBS Group’s overseas banking subsidiaries and branches are subject to capital adequacy and liquidity requirements imposed by their respective local regulators. As at 31 December 2023, the DBS Group was in compliance with the applicable capital adequacy and liquidity requirements of each of the jurisdictions in which it operates subsidiaries and branches.

If the regulatory capital or liquidity requirements applied to the DBS Group should increase in the future, the DBS Group’s return on capital and profitability could be materially and adversely affected. In addition, any failure by the DBS Group to satisfy such increased regulatory capital or liquidity requirements within the applicable timeline could result in administrative actions or sanctions or significant reputational harm, which in turn may have a material adverse effect on the DBS Group’s business, financial condition and results of operations.

In particular, on 20 September 2023, the MAS published the revised MAS Notice 637 on risk based capital adequacy requirements for banks incorporated in Singapore to implement the final Basel III reforms. Most of the final Basel III reforms in Singapore will come into effect from 1 July 2024, as announced by the MAS on 8 June 2023. Specifically, the requirements in the revised MAS Notice 637 will take effect as follows:

(a) all standards other than the revised market risk and credit valuation adjustment (“CVA”) standards will take effect from 1 July 2024; (b) the revised market risk and CVA standards will take effect from 1 July 2024 for compliance with supervisory reporting requirements, and with effect from 1 January 2025 for compliance with capital adequacy and disclosure requirements; and (c) the output floor transitional arrangement will commence at 50% from 1 July 2024 and reach full phase-in at 72.5% from 1 January 2029. These revisions can affect the way banks in Singapore calculate their exposures, which may in turn affect their capital requirements.

The DBS Group’s business is subject to reputational risk.

Reputational risk has the potential for damage to the DBS Group’s franchise as a result of stakeholders taking a negative view of the DBS Group or its actions. Reputational risk could arise from the failure by the DBS Group to effectively mitigate the risks in its businesses, including one or more of location, credit, liquidity, market, regulatory, operational, environmental, litigation and social risk. Damage to the DBS Group’s reputation could cause existing clients to reduce or cease to do business with the DBS Group and prospective clients to be reluctant to do business with the DBS Group. Any such event could result in a loss of earnings and have a material adverse effect on the business of the DBS Group. A failure to manage reputational risk effectively could also materially affect the DBS Group’s business, financial condition and results of operations.

The DBS Group is subject to legal, regulatory and compliance risks.

The DBS Group is exposed to the risks of litigation, compliance and regulatory proceedings in the jurisdictions in which it operates. Management of these risks requires, among other things, policies and procedures to properly record and verify large numbers of transactions and events. Failure to address these risks appropriately may result in administrative sanctions in one or more jurisdictions in which the DBS Group conducts its business. Additionally, in recent years, regulators globally have increased their scrutiny of internal controls and have correspondingly increased the penalties for any non-compliance particularly in the areas of sanctions, anti-bribery and anti-money laundering compliance. Furthermore, investigations, administrative actions or litigation could commence in relation to violations, which may involve penalties, damages, costs, and possible deterioration of the reputation of the DBS Group. For example, the MAS imposed a penalty on the DBS Group for breaches of anti-money laundering controls in relation to the global Wirecard scandal in June 2023. Any future adverse judgments or rulings that are delivered against the DBS Group could have a material adverse effect on the DBS Group’s business, operating results and financial condition.

The exercise by the MAS of resolution powers may be beyond the control of the Relevant Issuer.

The MAS has certain resolution powers over failed financial institutions (or financial institutions which are at risk of failure, or which have breached their regulatory obligations) and these resolution powers can be exercised by the MAS prior to insolvency of the said financial institutions. These resolution powers are currently set out in the Monetary Authority of Singapore Act 1970 of Singapore (“MAS Act”). However, when the Financial Services and Markets Act 2022 of Singapore (the “FSM Act”) fully comes into force, the MAS’ resolution powers under the MAS Act will be moved over to the new FSM Act. While the FSM Act was gazetted on 11 May 2022, it is being implemented in phases, with the first phase having commenced on 28 April 2023. The remaining phases are targeted to be implemented between the second half of 2023 and 2024. When the FSM Act fully comes into force, the resolution powers of the MAS under the MAS Act will be moved over to the FSM Act.

The MAS’ resolution powers include among other things, the power to transfer the whole or part of the business of a financial institution, the power to order a compulsory transfer of shares of a financial institution, the power to order a compulsory restructuring of share capital of the institution, the exercise of statutory powers allowing the MAS to temporarily stay early termination rights (including set-off and netting rights) of counterparties to financial contracts (including those governed by foreign laws) entered into with

a financial institution over which the MAS may exercise its resolution powers (which would include Singapore licensed banks), a statutory bail-in regime, cross-border recognition of resolution action, creditor safeguards and resolution funding. The MAS also has statutory bail-in powers to write down or convert a Singapore-incorporated bank or Singapore-incorporated bank holding company's debt into equity. These powers extend to DBS Bank and DBSH. As specified under Division 4A of Part 4B of the MAS Act, the classes of instruments subject to the statutory bail-in powers of the MAS include equity instruments and unsecured subordinated debt issued on or after 29 November 2018. In addition, a Singapore-incorporated bank which has been issued a direction concerning recovery planning and implementation and its subsidiaries must include enforceable provisions in their financial contracts governed by foreign laws which contain termination rights to ensure that the exercise of the termination rights for such contracts will be subject to MAS' powers under sections 83 and 84 of the MAS Act (which prevent parties from exercising termination rights that arise out of the MAS' exercise of resolution powers and in the case of section 84, during the period of the temporary stay). This would apply to financial contracts governed by foreign laws which contain termination rights that are entered into by the Singapore-incorporated bank or its subsidiaries on or after 1 November 2024, or an existing contract which the Singapore-incorporated bank or its subsidiaries executes under it on or after 1 November 2024.

If the MAS exercises its resolution powers in respect of the DBS Group, this may have the effect of adversely affecting DBS Group's business, financial condition and results of operations.

Material changes in financial market conditions could adversely affect the DBS Group's business, financial condition and results of operations.

The DBS Group is exposed to market risk arising from market-making, structuring and packaging of investment products for clients, trading and fund deployment. Trading market risk arises from the impact on trading profits as a result of changes in foreign exchange rates, commodity prices, equity prices, interest rates and credit spreads. Changes in interest levels, yield curves and spreads may affect, among other things, interest rate margins. In particular, if the yield on interest-earning assets does not increase at the same time or to the same extent as the DBS Group's cost of funds, or if the cost of funds does not decline at the same time or to the same extent as a decrease in yield on interest-earning assets, the DBS Group's net interest income and net interest margin may be adversely affected.

The DBS Group's overseas operations are subject to fluctuations in foreign currency exchange rates against Singapore dollars. In addition, a portion of the DBS Group's income, expenses, assets and liabilities in Singapore are denominated in foreign currencies. To the extent that the DBS Group's foreign currency denominated income, expenses, assets and liabilities are not matched in the same currency or appropriately hedged, fluctuations in foreign currency exchange rates against Singapore dollars may adversely affect the DBS Group's business, financial condition and results of operations. From time to time, the MAS may announce changes to the Singapore dollar nominal effective exchange rate policy band. There can be no assurance that such policy changes will not adversely affect the DBS Group's business, financial condition and results of operations.

The DBS Group may face significant challenges in achieving the goals of its business strategy.

The DBS Group's strategy of capitalising on Asia's megatrends to intermediate trade and capital flows and supporting wealth creation in the region may not succeed if market conditions are not stable, opportunities develop more slowly than expected or have less potential than originally envisaged, or the profitability of the DBS Group's products and services is undermined by competitive pressures. Any failure to execute its strategy in the manner envisioned could have a material and adverse impact on the DBS Group's business, financial condition and results of operations.

The DBS Group's focus on digitalisation also exposes it to a range of cyber risks. With the digital landscape evolving quickly, there can be no assurance that the DBS Group will be able to fully and successfully execute its digital strategy. For more information on such potential cyber risks, please refer to the risk

factor above on “*Significant fraud, data theft, cyber attacks, systems failure or calamities could adversely affect the DBS Group’s business, financial condition and results of operations*”.

Systemic risk resulting from failures in the banking industry could adversely affect the DBS Group.

Within the banking industry, the default of any institution could lead to defaults by other institutions. Concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other institutions because the commercial soundness of many financial institutions may be closely related as a result of their credit, trading, clearing or other relationships. This risk is sometimes referred to as “systemic risk” and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with whom the DBS Group interacts on a daily basis. This could have an adverse effect on the DBS Group’s ability to raise new funding and on the DBS Group’s business, financial condition and results of operations.

In particular, the DBS Group is exposed to the risks of Singapore and Hong Kong’s financial systems and the other financial systems in which it operates. Any difficulties or instability of the financial system in Singapore, Hong Kong or the other locations in which the DBS Group operates could create an adverse market perception about financial institutions and banks in the affected region and could adversely affect its business. The DBS Group’s transactions with these financial institutions expose it to credit risk in the event of default by the counterparty, which can be exacerbated during periods of market illiquidity.

Country risk could adversely affect the DBS Group’s business, financial condition and results of operations.

Country risk is the risk that a counterparty is unable to meet its contractual obligations as a result of adverse economic conditions or actions taken by governments in the relevant countries. This includes the risk that a sovereign borrower may be unable or unwilling to fulfil its foreign currency or cross-border contractual obligations; and the risk that a non-sovereign counterparty may be unable to fulfil its contractual obligations as a result of currency shortage due to adverse economic conditions or actions taken by the government of the country. These risks could adversely affect the DBS Group’s business, financial condition and results of operations.

Risks may arise from pursuing inorganic opportunities.

The DBS Group may from time to time evaluate inorganic opportunities, including acquisitions, divestments, joint ventures and investments, with a view to determining whether those opportunities will enhance the DBS Group’s strategic position and financial performance.

The certainty and timing (including the timelines of any public releases) of any such inorganic opportunities are not wholly within the DBS Group’s control and may be impacted by a range of factors outside of the control of the DBS Group, including the actions and/or decisions of transaction counterparties and/or regulators. Pursuit of such inorganic opportunities inherently involves transaction risks, including over-valuation of an acquisition or investment or under-valuation of a divestment, and exposure to reputational damage. Integration or separation of an acquired or divested business, as the case may be, can be complex and costly, and the DBS Group may encounter difficulties in integrating or separating businesses, including failure to realise expected synergies, combining or separating relevant accounting and data processing systems, disruption to operations, as well as managing relevant relationships with employees, customers, regulators, counterparties, suppliers and other business partners. Integration or separation efforts could also create inconsistencies in standards, controls, procedures and policies, as well as diversion of management resources or higher than expected costs. There can also be no assurance that employees, customers, counterparties, suppliers and other business partners of newly acquired or retained businesses will remain post-acquisition or post-divestment, and the loss of employees, customers, counterparties, suppliers and other business partners may adversely affect the DBS Group’s operations or results. Any of these risks and difficulties may ultimately have an adverse impact on the DBS Group’s financial performance and position.

Additionally, there are risks relating to the completion of any particular transaction occurring, including counterparty and settlement risk, or the non-satisfaction of any completion conditions (for example, relevant regulatory or third-party approvals and/or other completion conditions). This may adversely affect the DBS Group's ability to conduct its business successfully and impact the DBS Group's operations or results. The DBS Group may also be restricted by the terms of any confidentiality or similar agreement in connection with any opportunity being pursued from publicly disclosing details of such opportunity. In addition, where the DBS Group's acquisitions are in foreign jurisdictions, or are in emerging or growth economies in particular, they may be exposed to heightened levels of regulatory scrutiny and political, social or economic disruption and sovereign and/or reputational risk in emerging and growth markets. The DBS Group may also be exposed to disputes, litigation or other proceedings as a result of pursuing inorganic opportunities which may arise from existing stakeholders (including, for example, customers or employees, minority shareholders, creditors or investors) or in any other counterparty involved in, or connected with, the acquisition, divestment, joint venture or investment (as the case may be). The DBS Group's operating performance, risk profile and capital structure may consequently be affected by these opportunities and there is a risk that the DBS Group's credit ratings may be placed on credit watch or downgraded if these opportunities are pursued.

The DBS Group may also have ongoing exposures to divested businesses, including through the provision of continued services and infrastructure or an agreement to retain certain liabilities of the divested businesses through warranties and indemnities, which may have an adverse impact on the DBS Group's business and financial performance and position.

Terrorist activities, natural calamities and outbreak of communicable diseases around the world could lead to higher volatility in international capital markets, which may materially and adversely affect the DBS Group's business, financial condition and results of operations.

Terrorist attacks, natural calamities and outbreak of communicable diseases around the world may affect investor sentiment and could result in sporadic volatilities in international capital markets or adversely affect Singapore and other economies. Natural calamity incidents are increasing in frequency throughout the world, causing loss of agricultural and industrial production and exports as well as destruction of infrastructure. Any material change in the financial markets, the Singapore economy or economies of countries or regions where the DBS Group operates as a result of these events or developments may materially and adversely affect the DBS Group's business, financial condition and results of operations.

Increased competition could result in decreased loan margins and reduced market share.

The DBS Group's primary competitors consist of other Singapore banks and major international banks licensed in Singapore, other Hong Kong banks and major international banks licensed in Hong Kong, major international banks licensed elsewhere and other financial institutions in other markets in which the DBS Group operates. See "*Description of the Business of the DBS Group – Additional Information about the DBS Group – Competition*".

The Singapore government has taken steps to liberalise the Singapore banking industry, which has resulted in increased competition among domestic and international banks operating in Singapore, which reduced margins for certain banking products. In particular, the MAS has been issuing qualifying full bank ("QFB") licences to international financial institutions since 1999. QFBs are currently permitted to establish operations in up to 25 locations. Certain QFBs that meet the MAS' qualifications for being "significantly rooted" may be allowed to have an additional 25 places of business in Singapore, of which 10 may be branches. In December 2020, the MAS awarded Significantly Rooted Foreign Bank privileges to Standard Chartered Bank (Singapore) Limited. In addition, the Singapore government has allowed more international banks to obtain "wholesale banking" licences to enable them to expand their Singapore dollars wholesale banking business in Singapore and to broaden the scope of Singapore dollars banking activities in which international banks may participate.

In December 2020, the MAS also announced the successful applicants of two digital full bank (“**DFB**”) licences and two digital wholesale bank (“**DWB**”) licences. A DFB is allowed to take deposits from and provide banking services to retail and non-retail customer segments, while a DWB is allowed to take deposits from and provide banking services to SMEs and other non-retail customer segments. These new digital banks commenced operations in 2022.

Similarly, in Hong Kong and the DBS Group’s other overseas markets, many of the international and local banks operate in the same segments as the DBS Group and compete for the same customers. Competition may increase in some or all of the DBS Group’s principal markets. Such increased competition, individually or in combination, could have a material adverse effect on the DBS Group’s business, financial condition and results of operations.

There can be no assurance that the DBS Group will be able to compete successfully with other domestic and foreign financial institutions or that such increased competition will not have a material adverse effect on the DBS Group’s business, financial condition and results of operations.

An investor may experience difficulties in enforcing civil liabilities under U.S. federal securities laws against the DBS Group, the Directors and executive officers of each of DBSH and DBS Bank and certain other parties.

DBSH and DBS Bank are incorporated under the laws of Singapore and substantially all of their respective subsidiaries, associates, Directors and executive officers are incorporated outside or reside outside the United States of America. All or substantially all of the assets of such persons, and all of DBSH’s and DBS Bank’s assets, are located outside or are organised outside the United States. As a result, it may be difficult for investors to enforce judgments against either DBSH or DBS Bank or such persons in U.S. courts predicated upon the civil liability provisions of U.S. federal securities laws. In particular, investors should be aware that judgments of United States courts based on the civil liability provisions of the federal securities laws of the United States are not enforceable in Singapore courts and there is doubt as to whether Singapore courts will enter judgments in original actions brought in Singapore courts based solely upon the civil liability provisions of the federal securities laws of the United States.

Risks Relating to the Notes

DBSH is a holding company and holders of Notes issued by DBSH have claims against DBSH and not any of its subsidiaries (including DBS Bank).

DBSH is the holding company of the DBS Bank Group. Holders of the Notes issued by DBSH have claims against DBSH and not any of DBSH’s subsidiaries. Generally, claims of creditors, including depositors, trade creditors, and claims of preferred shareholders of DBSH’s subsidiaries and associated companies, if any, will be against the assets and earnings of such subsidiaries and associated companies, as compared to claims of holders of Notes issued by DBSH which will be against the assets and earnings of DBSH.

Limited rights of enforcement and subordination of the Subordinated Notes or the Perpetual Capital Securities, as applicable, could impair an investor’s ability to enforce its rights or realise any claims on the Subordinated Notes or the Perpetual Capital Securities, as applicable.

In most circumstances, the sole remedy against the Relevant Issuer available to the Trustee (on behalf of the holders of Subordinated Notes or the holders of the Perpetual Capital Securities, as applicable) to recover any amounts owing in respect of the principal of or interest on the Subordinated Notes, or principal of or Distributions on the Perpetual Capital Securities, as applicable, will be to institute proceedings for the winding-up of the Relevant Issuer in Singapore. See Note Condition 10 (in respect of Subordinated Notes) and Perpetual Capital Securities Condition 11 (in respect of Perpetual Capital Securities only), as applicable.

If the Relevant Issuer defaults on the payment of principal or interest on the Subordinated Notes, or payment of principal or Distributions on the Perpetual Capital Securities, as applicable, the Trustee will only institute a proceeding in Singapore for the winding-up of the Relevant Issuer if it is so contractually obliged. The Trustee will have no right to accelerate payment of the Subordinated Notes or the Perpetual Capital Securities, as applicable, in the case of default in payment or failure to perform a covenant except as they may be so permitted in the Trust Deed.

The Subordinated Notes and the Perpetual Capital Securities will be direct, unsecured and subordinated obligations of the Relevant Issuer and will rank junior in priority to the claims of the DBS Bank Relevant Creditors or DBSH Relevant Creditors, as the case may be (as defined in “*Terms and Conditions of the Notes other than the Perpetual Capital Securities*” (in respect of the Subordinated Notes) and “*Terms and Conditions of the Perpetual Capital Securities*” (in respect of the Perpetual Capital Securities only), as applicable). In addition, any Subordinated Notes or Perpetual Capital Securities, as applicable, issued by DBSH would be structurally subordinated to obligations and liabilities of any of DBSH’s subsidiaries and, therefore, creditors of DBSH’s subsidiaries would have priority ranking. Upon the occurrence of any winding-up proceedings, the rights of the holders of the relevant Subordinated Notes or the Perpetual Capital Securities, as applicable, to payments on such Subordinated Notes or Perpetual Capital Securities, as applicable, will be subordinated in right of payment to the prior payment in full of claims of the DBS Bank Relevant Creditors or DBSH Relevant Creditors, as the case may be, as applicable, except those liabilities which rank equally with or junior to the relevant Subordinated Notes or the Perpetual Capital Securities, as applicable. In a winding-up proceeding, the holders of the relevant Subordinated Notes or the Perpetual Capital Securities, as applicable, may recover less than the holders of deposit liabilities or the holders of other unsubordinated liabilities of the Relevant Issuer, as applicable. As there is no precedent for a winding-up of a major financial institution in Singapore, there is uncertainty as to the manner in which such a proceeding would occur and the results thereof. Although Subordinated Notes or Perpetual Capital Securities may pay a higher rate of interest (in respect of Subordinated Notes), or Distributions (in the case of Perpetual Capital Securities only), as applicable, than comparable Notes which are not subordinated, there is a risk that an investor in Subordinated Notes or Perpetual Capital Securities, as applicable, will lose all or some of its investment should the Relevant Issuer become insolvent.

The resolution regime in Singapore may override the contract terms of the Subordinated Notes and the Perpetual Capital Securities, and the exercise of bail-in powers may be beyond the control of the Relevant Issuer.

Pursuant to the MAS Act and the MAS Regulations, should a Bail-in Certificate be issued, the Subordinated Notes and the Perpetual Capital Securities may be subject to cancellation, modification, conversion and/or change in form.

Holders of Subordinated Notes or Perpetual Capital Securities and the Trustee, as applicable, are deemed to agree to be bound by the terms of a Bail-in Certificate. Accordingly, the rights of such holders are subject to, and will be amended and varied (if necessary), solely to give effect to, the exercise of the MAS’ powers under Division 4A of Part 4B of the MAS Act.

The determination of the viability of the Relevant Issuer and the exercise of the MAS’ powers is largely at the discretion of the MAS. While the MAS must have regard to the desirability of giving a pre-resolution creditor the priority and treatment that the pre-resolution creditor would have enjoyed had the Division 4A financial institution been wound up, the MAS may also consider other factors in determining whether to exercise its powers in accordance with this principle.

Potential investors should consider the risk that a holder of Subordinated Notes or Perpetual Capital Securities, as applicable, may lose all of their investment in such Subordinated Notes or Perpetual Capital Securities, as applicable, including the principal amount plus any accrued but unpaid interest (in respect of Subordinated Notes) or the principal amount plus any accrued but unpaid Distributions (in respect of

Perpetual Capital Securities only), as applicable, in the event that a Bail-in Certificate is issued or undergo a change in form in their investment in line with the powers of the MAS to do so.

The issue of a Bail-in Certificate may depend on a number of factors which may be outside of the Relevant Issuer's, the DBS Bank Group's or the DBS Group's (as applicable) control. The MAS may require or may cause the Subordinated Notes or the Perpetual Capital Securities to be subject to cancellation, modification, conversion and/or change in form in circumstances that are beyond the control of the Relevant Issuer, the DBS Bank Group and the DBS Group (as applicable) and with which neither the Relevant Issuer, the DBS Bank Group nor the DBS Group (as applicable) agree.

Subordinated Notes or Perpetual Capital Securities, as applicable, are complex financial instruments.

Subordinated Notes or Perpetual Capital Securities, as applicable, are complex financial instruments. A potential investor should not invest in such Subordinated Notes or Perpetual Capital Securities, as applicable, unless it has the knowledge and expertise (either alone or with a financial adviser) to evaluate how the Subordinated Notes or Perpetual Capital Securities, as applicable, will perform under changing conditions, the resulting effects on the likelihood of a write-down, modification, conversion and/or change in form, and the value of such Subordinated Notes or Perpetual Capital Securities, as applicable, and the impact this investment will have on the potential investor's overall investment portfolio. Prior to making an investment decision, potential investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this Offering Circular or incorporated by reference herein.

The terms of the Subordinated Notes or the Perpetual Capital Securities contain non-viability loss absorption provisions, and the occurrence of a Trigger Event may be beyond the control of the Relevant Issuer.

MAS Notice 637 provides that the terms of all Additional Tier 1 and Tier 2 capital instruments must be loss absorbing at the point of non-viability. In this regard, the terms of all Additional Tier 1 and Tier 2 capital instruments issued from 1 January 2013 onwards, require a provision that such instruments, at the option of the MAS, be either written-off or converted into ordinary shares upon the occurrence of the trigger event. The trigger event would be the earlier of:

- (i) the MAS notifying the Relevant Issuer in writing that it is of the opinion that a write-off or conversion is necessary, without which (where DBS Bank is the Relevant Issuer) DBS Bank Group or DBS Group, or (where DBSH is the Relevant Issuer) DBSH or DBS Group, would become non-viable; and
- (ii) the MAS decision to make a public sector injection of capital, or equivalent support, without which (where DBS Bank is the Relevant Issuer) DBS Bank Group or DBS Group, or (where DBSH is the Relevant Issuer) DBSH or DBS Group, would have become non-viable, as determined by the MAS,

(for the purposes of this Offering Circular, each a "Trigger Event").

Upon the occurrence of a Trigger Event relating to (in the case of Subordinated Notes or Perpetual Capital Securities, as applicable, issued by DBS Bank) DBS Bank Group or DBS Group or (in the case of Subordinated Notes or Perpetual Capital Securities, as applicable, issued by DBSH) DBSH or DBS Group as determined by the MAS, the Relevant Issuer may be required, subject to the terms of the relevant series of Subordinated Notes or Perpetual Capital Securities, as applicable, and the discretion of the MAS, irrevocably (without the need for the consent of the holders of such Subordinated Notes or Perpetual Capital Securities, as applicable) to effect either a full or partial write-off of the outstanding principal and accrued and unpaid interest in respect of such Subordinated Notes or accrued and unpaid Distributions in respect of Perpetual Capital Securities, as applicable.

To the extent relevant in the event that such Subordinated Notes or Perpetual Capital Securities, as applicable, are written-off, any written-off amount shall be irrevocably lost and holders of such Subordinated Notes or Perpetual Capital Securities, as applicable, will cease to have any claims for any principal amount and accrued but unpaid interest (in respect of Notes other than Perpetual Capital Securities) or any principal amount and accrued but unpaid Distributions (in respect of Perpetual Capital Securities only), as applicable, which has been subject to write-off. No Noteholder or Securityholder may exercise, claim or plead any right to any amount written-off, and each Noteholder and Securityholder shall be deemed to have waived all such rights to such amounts written-off. A write-off of any amount in respect of the Subordinated Notes or the Perpetual Capital Securities (as the case may be) shall not constitute a Default under the relevant Conditions.

While the MAS has set out a list of factors that it may take into account in assessing viability, it is not an exhaustive list and, ultimately, the circumstances in which the MAS may exercise its discretion are not limited. Due to the inherent uncertainty regarding the determination of whether a Trigger Event exists, it will be difficult to predict when, if at all, a write-off will occur. Accordingly, the trading behaviour in respect of Subordinated Notes or Perpetual Capital Securities, as applicable, which have the non-viability loss absorption feature is not necessarily expected to follow trading behaviour associated with other types of securities. Any indication that DBS Bank and its subsidiaries or DBSH and its subsidiaries (as the case may be) are trending towards a Trigger Event could have a material adverse effect on the market price of the relevant Subordinated Notes or the Perpetual Capital Securities, as applicable.

Potential investors should consider the risk that a holder of Subordinated Notes or Perpetual Capital Securities, as applicable, which have the non-viability loss absorption feature may lose all of their investment in such Subordinated Notes or Perpetual Capital Securities, as applicable, including the principal amount plus any accrued but unpaid interest (in respect of Notes other than Perpetual Capital Securities) or the principal amount plus any accrued but unpaid Distributions (in respect of Perpetual Capital Securities only), as applicable, in the event that a Trigger Event occurs.

The occurrence of a Trigger Event may depend on a number of factors which may be outside of the Relevant Issuer's, the DBS Bank Group's or the DBS Group's (as applicable) control. The MAS may require or may cause a write-off in circumstances that are beyond the control of the Relevant Issuer, the DBS Bank Group and the DBS Group (as applicable).

Subordinated Notes or Perpetual Capital Securities, as applicable, that include a loss absorption feature, are complex financial instruments. A potential investor should not invest in such Subordinated Notes or Perpetual Capital Securities, as applicable, unless it has the knowledge and expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the likelihood of a write-down and the value of such Subordinated Notes or Perpetual Capital Securities, as applicable, and the impact this investment will have on the potential investor's overall investment portfolio. Prior to making an investment decision, potential investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this Offering Circular or incorporated by reference herein.

The terms and conditions of the Subordinated Notes and the Perpetual Capital Securities may provide for multiplicity of actions in the event of enforcement.

The terms and conditions of the Subordinated Notes and the Perpetual Capital Securities (other than those that are to be governed exclusively by Singapore law) provide that they shall be governed by English law and that disputes arising in relation thereto shall be subject to the jurisdiction of the English courts, except for the provisions relating to the subordination, set-off and payment void and default and enforcement of such Subordinated Notes or Perpetual Capital Securities, which shall be governed by Singapore law and subject to the jurisdiction of the Singapore courts in the event of a dispute. As such, in the event of an enforcement of those Subordinated Notes or Perpetual Capital Securities, the Trustee or the holders may need to commence separate actions in the English and Singapore courts in relation to a single claim. Whilst

the English courts and the Singapore courts may defer the relevant part of the claim to the other court, the two claims are inherently linked and there is no certainty as to the approach that the two court systems would take in relation to those separate claims and proceedings, and, therefore, the process and procedures for action and the ultimate manner of judgment would be uncertain. This multiplicity of proceedings and lack of certainty could adversely affect the Trustee's or the holders' claims and the enforcement thereof and could introduce delays into the process of enforcement of those claims.

The Perpetual Capital Securities are perpetual securities and Securityholders have no right to require redemption.

The Perpetual Capital Securities are perpetual and have no maturity date. Securityholders have no ability to require the Relevant Issuer to redeem the Perpetual Capital Securities. The Relevant Issuer can redeem the Perpetual Capital Securities in certain circumstances as described in "*Terms and Conditions of the Perpetual Capital Securities*", but the Relevant Issuer is under no obligation to redeem the Perpetual Capital Securities at any time. The Relevant Issuer's ability to redeem Perpetual Capital Securities is subject to the Relevant Issuer obtaining the prior written consent of the MAS (if then required) to the redemption, and satisfying any conditions that the MAS may impose at that time.

This means that Securityholders have no ability to cash in their investment, except if the Relevant Issuer exercises its right to redeem the Perpetual Capital Securities or by Securityholders selling their Perpetual Capital Securities in the open market. There can be no guarantee that the Relevant Issuer will exercise its right to redeem the Perpetual Capital Securities or will be able to meet the conditions for redemption of the Perpetual Capital Securities.

Securityholders who wish to sell their Perpetual Capital Securities may be unable to do so at a price at or above the amount they have paid for them, or at all, if insufficient liquidity exists in the market for the Perpetual Capital Securities.

In addition, upon the occurrence of a Tax Event or a Change of Qualification Event, the Perpetual Capital Securities may be redeemed at the Redemption Amount, as more particularly described in "*Terms and Conditions of the Perpetual Capital Securities*". If any Trigger Event has occurred and/or a Bail-in Certificate has been issued since the Issue Date, as more fully described in "*Risks Relating to the Notes – The Subordinated Notes and the Perpetual Capital Securities, as applicable, may be subject to a full or partial write-off*", Securityholders may lose up to the full principal amount of the Perpetual Capital Securities.

There can be no assurance that Securityholders will be able to reinvest the amount received upon redemption at a rate that will provide the same rate of return as their investment in the Perpetual Capital Securities.

Payments of Distribution on the Perpetual Capital Securities are discretionary and such Distributions are non-cumulative.

Payment of Distributions on any Distribution Payment Date is at the sole discretion of the Relevant Issuer. Subject to the Terms and Conditions of the Perpetual Capital Securities, the Relevant Issuer may elect to cancel any Distribution on any Distribution Payment Date. The Relevant Issuer may make such election for any reason. In addition, the Relevant Issuer will not be obliged to pay, and will not pay, any Distribution if:

- (i) the Relevant Issuer is prevented by applicable Singapore banking regulations or other requirements of the MAS from making payment in full of dividends or other distributions when due on its Additional Tier 1 Capital Securities;
- (ii) the Relevant Issuer is unable to make payment of dividends or other distributions on its Additional Tier 1 Capital Securities without causing a breach of the MAS' consolidated or unconsolidated capital adequacy requirements set out in:

- (a) (where the Relevant Issuer is DBS Bank) MAS Notice 637;
- (b) (where the Relevant Issuer is DBSH) the MAS Notice FHC-N637 on Risk Based Capital Adequacy Requirements ("**MAS Notice FHC-N637**"); or
- (iii) the aggregate of the amount of the Distribution (if paid in full), together with the sum of any other dividends and other distributions originally scheduled to be paid (whether or not paid in whole or part) during the Relevant Issuer's then-current fiscal year on the Perpetual Capital Securities or its Additional Tier 1 Capital Securities, would exceed the Distributable Reserves as of the Distribution Determination Date.

Any Distributions which are not paid on the applicable Distribution Payment Date shall not accumulate or be payable at any time thereafter, whether or not funds are, or subsequently become, available. Securityholders will have no right thereto whether in a bankruptcy or dissolution as a result of the Relevant Issuer's insolvency or otherwise.

Therefore, any Distributions not paid will be lost and the Relevant Issuer will have no obligation to make payment of such Distributions or to pay interest thereon. If Distributions are not paid for whatever reason, the Perpetual Capital Securities may trade at a lower price. If a Securityholder sells its Perpetual Capital Securities during such a period, such Securityholder may not receive the same return on investment as a Securityholder who continues to hold its Perpetual Capital Securities until Distributions are resumed.

The Issuers may issue Notes which may give rise to particular risks for potential investors.

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

- (i) An optional redemption feature is likely to limit the market value of Notes. During any period when the Relevant Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

If an Issuer redeems Notes when its cost of borrowing is lower than the interest rate (in respect of Notes other than Perpetual Capital Securities) or the distribution rate (in respect of Perpetual Capital Securities only), as applicable, on the Notes, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate (in respect of Notes other than Perpetual Capital Securities) or the distribution rate (in respect of Perpetual Capital Securities only), as applicable, as high as the interest rate (in respect of Notes other than Perpetual Capital Securities) or the distribution rate (in respect of Perpetual Capital Securities only), as applicable, on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.
- (ii) The Issuers may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.
- (iii) Notes with floating interest rates (in respect of Notes other than Perpetual Capital Securities) or floating distribution rates (in respect of Perpetual Capital Securities only), as applicable, can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.
- (iv) Fixed/Floating Rate Notes may bear interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, at a rate that the Relevant Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. An Issuer's ability to convert the interest rate (in respect of Notes other than Perpetual Capital Securities) or the distribution rate (in respect of Perpetual Capital Securities only),

as applicable, will affect the secondary market and the market value of such Notes since the Relevant Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Relevant Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the Relevant Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

- (v) The market values of securities issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates (in respect of Notes other than Perpetual Capital Securities) or distribution rates (in respect of Perpetual Capital Securities only), as applicable, than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing (in respect of Notes other than Perpetual Capital Securities) or distribution-bearing (in respect of Perpetual Capital Securities only), as applicable, securities with comparable maturities.
- (vi) In the case of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that Notes may be traded in amounts that are not integral multiples of such minimum Specified Denomination. In such a case, a Noteholder who, as a result of trading such amounts, holds a nominal amount of less than the minimum Specified Denomination will not receive a Definitive Note in respect of such holding (should Definitive Notes be printed) and would need to purchase a nominal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

If Definitive Notes are issued, holders should be aware that Definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

The regulation and reform of “benchmark” rates of interest and indices may adversely affect the value of Notes linked to or referencing such “benchmarks”.

The Programme allows for the issuance of Notes that reference certain interest rates or other types of rates or indices which are deemed to be “benchmarks”, in particular with respect to certain Floating Rate Notes where the Reference Rate (as defined in the Conditions) may be HIBOR, EURIBOR, BBSW Rate, AONIA Rate, SONIA Benchmark, SOFR Benchmark or SORA Benchmark or another such benchmark. The Pricing Supplement for the Notes will specify whether HIBOR, EURIBOR, BBSW Rate, AONIA Rate, SONIA Benchmark, SOFR Benchmark or SORA Benchmark or another such benchmark is applicable.

Interest rates and indices which are deemed to be or used as “benchmarks” are the subject of international regulatory guidance and proposals for reform in recent years. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely or to have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Note linked to or referencing such a benchmark.

More broadly, any of the international reforms or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements.

The elimination of any benchmarks, or changes in the manner of administration of any benchmark, could require an adjustment to the terms and conditions, or result in other consequences, in respect of any Notes linked to such benchmark. Such factors may have the following effects on certain benchmarks:

- (i) discourage market participants from continuing to administer or contribute to the benchmark;
- (ii) trigger changes in the rules or methodologies used in the benchmark; or
- (iii) lead to the disappearance of the benchmark.

Any of the above changes or any other consequential changes as a result of international reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to or referencing a benchmark.

Where Screen Rate Determination is specified as the manner in which the Rate of Interest (or the Rate of Distribution) in respect of Floating Rate Notes is to be determined, the Conditions provide that the Rate of Interest (or the Rate of Distribution, in the case of Perpetual Capital Securities) shall be determined by reference to the relevant screen page or website depending on whether the Reference Rate is specified as being (or derived from) HIBOR, EURIBOR, BBSW Rate, AONIA Rate, SONIA Benchmark, SOFR Benchmark or SORA Benchmark. In the case of any discontinuation or disapplication of such Reference Rate in accordance with the Conditions, which may include circumstances where the regulatory supervisor of the administrator of the original Reference Rate makes a public statement that such Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market, Condition 4(i) sets out more details on the mechanics for determining the Rate of Interest or the Rate of Distribution in the absence of the original applicable Reference Rate. Such mechanics may involve the determination of a replacement Reference Rate and a spread adjustment to be applied to such replacement Reference Rate. The use of any replacement Reference Rate and application of a spread adjustment determined in accordance with Condition 4(i) to determine the Rate of Interest or the Rate of Distribution is likely to result in Notes initially linked to or referencing the original applicable Reference Rate performing differently (which may include payment of a lower Rate of Interest or lower Rate of Distribution, as applicable) than they would do if the original applicable Reference Rate were to continue to apply in its current form. Any such determination which involves the exercise of discretion by the Relevant Issuer or, if the designated person is an affiliate of the Relevant Issuer, such affiliate, may also present the Relevant Issuer or such affiliate with a conflict of interest.

Furthermore, if a replacement Reference Rate has been determined by the Relevant Issuer (or its designated person, as the case may be) in accordance with Condition 4(i), the Conditions provide that the Issuer may vary the Conditions and/or the Trust Deed, as necessary to ensure the proper operation of such replacement Reference Rate, without any requirement for consent or approval of the Noteholders.

Where Condition 4(i) is specified in the relevant Pricing Supplement as the applicable mechanics for determining a replacement Reference Rate, there may be circumstances in which a new replacement Reference Rate may not be able to be determined before the next Interest Determination Date (or the next Distribution Determination Date in the case of Perpetual Capital Securities), or where a replacement Reference Rate is not adopted because it could reasonably be expected to prejudice the qualification of the Notes as Tier 2 capital or Additional Tier 1 capital (as the case may be) and/or the Notes as eligible liabilities or loss absorbing capacity instruments for the purposes of any applicable loss absorption regulations. In such event, the Rate of Interest or the Rate of Distribution for the next succeeding Interest Period (or the next succeeding Distribution Period in the case of Perpetual Capital Securities) will be the Rate of Interest or the Rate of Distribution applicable as at the last preceding Interest Determination Date or Distribution Determination Date before the discontinuation or disapplication of the original Reference Rate in accordance with the Conditions. This is likely to result in Notes linked to or referencing the relevant benchmark performing differently (which may include payment of a lower Rate of Interest or Rate of Distribution) than they would do if the relevant benchmark were to continue to apply, or if a replacement Reference Rate could be determined. The initial Rate of Interest or the initial Rate of Distribution, or the Rate of Interest or the Rate of Distribution applicable as at the last preceding Interest Determination Date or Distribution Determination Date before the discontinuation or disapplication of the original applicable Reference Rate in accordance with the Conditions, could, as a result, continue to apply to maturity, which would lead to the floating rate Notes, in effect, becoming fixed rate Notes.

Where ISDA Determination is specified as the manner in which the Rate of Interest or the Rate of Distribution in respect of Floating Rate Notes is to be determined, the Conditions provide that the Rate of

Interest or the Rate of Distribution in respect of the Floating Rate Notes shall be determined by reference to the relevant Floating Rate Option in the 2021 ISDA Definitions. If the relevant Floating Rate Option is unavailable (including due to the occurrence of a Fallback Index Cessation Event, as defined in the 2021 ISDA Definitions), the 2021 ISDA Definitions may contain fallback provisions to determine a replacement reference rate to be used in place of such Floating Rate Option, and the use of any such replacement rate to determine the Rate of Interest or the Rate of Distribution is likely to result in Notes initially linked to or referencing the original Floating Rate Option performing differently (which may include payment of a lower Rate of Interest or lower Rate of Distribution, as applicable) than they would do if the original applicable Floating Rate Option were to continue to apply in its current form. Furthermore, if the fallback provisions provided for by the 2021 ISDA Definitions fail to identify a replacement reference rate, there may be uncertainty as to the Rate of Interest or the Rate of Distribution that would be applicable, which may in turn adversely affect the value of, and return on, the Floating Rate Notes.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by any international reforms in making any investment decision with respect to any Notes linked to or referencing a benchmark.

Negative benchmark rates would reduce the rate of interest on the Floating Rate Notes.

The interest rate to be borne by Floating Rate Notes is based on a spread over the relevant benchmark, including HIBOR, EURIBOR, BBSW Rate, AONIA Rate, SONIA Benchmark, SOFR Benchmark or SORA Benchmark or another benchmark. Changes in the relevant benchmark rate will affect the rate at which Floating Rate Notes accrue interest and the amount of interest payments on Floating Rate Notes. To the extent that the relevant benchmark rate decreases below 0.00% for any interest period, the rate at which the Floating Rate Notes accrue interest for such interest period may be reduced by the amount by which such benchmark rate is negative. Any such movements would be limited to a rate of 0.00% (unless otherwise set out in the relevant Pricing Supplement).

The market continues to develop in relation to risk-free rates (including overnight rates) as reference rates for Floating Rate Notes.

Investors should be aware that the market continues to develop in relation to risk-free rates, as reference rates in the capital markets and their adoption as alternatives to the relevant interbank offered rates. For example, on 29 November 2017, the Bank of England and the United Kingdom Financial Conduct Authority announced that the Bank of England's Working Group on Sterling Risk-Free Rates had been mandated with implementing a broad-based transition to the Sterling Overnight Index Average ("**SONIA**") over the following four years across sterling bond, loan and derivatives markets, so that SONIA is established as the primary sterling interest rate benchmark by the end of 2021. The New York Federal Reserve (the "**NY Federal Reserve**") also began to publish SOFR in April 2018, and the Alternative Reference Rates Committee (the "**ARRC**") has published its Paced Transition Plan which outlines the key milestones until 30 June 2023 to facilitate a smooth and orderly transition from USD LIBOR to SOFR. On 30 August 2019, the MAS similarly announced the establishment of a steering committee (being the Steering Committee for SOR & SIBOR Transition to SORA ("**SC-STs**")) to oversee an industry-wide benchmark transition from SOR to SORA, and on 27 October 2020, the SC-STs announced industry timelines to support a coordinated shift away from the use of SOR in financial products and accelerate usage of SORA, including that all financial institutions and their customers should, by end-April 2021, cease usage of SOR in new loans and securities that mature after end-2021. On 31 March 2021, the SC-STs further announced new industry timelines to cease issuance of SOR derivatives and SIBOR-linked financial products by end-September 2021, including that all financial institutions and their customers should cease usage of SOR in new derivatives contracts (with certain exceptions) by end-September 2021. On 29 July 2021, the SC-STs further announced new industry timelines encouraging wholesale market participants to substantially shift out of their legacy SOR exposures by 31 December 2021, with specific recommendations in respect of corporate loans, derivatives and bonds to facilitate the transitions from SOR to SORA. For the retail loan

market, the SC-STS has announced a longer transition period from September 2021 to October 2022. On 18 July 2022, the SC-STS released a paper setting out the finalised approach for:

- setting the adjustment spreads within the MAS Recommended Rate in ISDA IBOR 2020 Fallbacks Protocol, Supplement number 70 to the 2006 ISDA Definitions and the 2021 ISDA Interest Rate Derivatives Definitions as well as the SC-STS' recommended contractual fallbacks for bilateral and syndicated corporate loans. These fallbacks will apply when Fallback Rate (SOR) is discontinued after 31 December 2024;
- supplementary guidance on adjustments spreads for the period until 31 December 2024; and
- application of the SC-STS supplementary guidance to active transition across various product types.

On 14 December 2022, the SC-STS published an implementation paper setting out technical details for the implementation of SC-STS' supplementary guidance on adjustment spreads for the conversion of SOR contracts to SORA. SC-STS' supplementary guidance applies to the active transition of unhedged SOR loans and is to be used up till end-2024. The implementation paper only covers the setting of adjustment spreads for the conversion of wholesale SOR contracts to Compounded-in-arrears SORA and does not apply to the setting of adjustment spreads for the conversion of legacy SOR retail loans to Compounded-in-advance SORA. The SC-STS has also published an Adjustment Spread calculator which market participants have been encouraged to use for the purpose of supporting the active transition of SOR loans to SORA.

In addition, market participants and relevant working groups are exploring alternative reference rates based on risk-free rates, examples of which include Term SONIA reference rates and Term SOFR reference rates (which seek to measure the market's forward expectation of an average SONIA or SOFR rate over a designated term).

The market or a significant part thereof may adopt an application of risk-free rates that differs significantly from that set out in the Conditions and used in relation to any that reference risk-free rates issued under the Programme. The Relevant Issuer may in the future also issue Notes referencing risk-free rates that differ materially in terms of interest determination when compared with any previous Notes referencing the same risk-free rate issued by it under the Programme. The development of risk-free rates as interest reference rates for the Eurobond markets and of the market infrastructure for adopting such rates could result in reduced liquidity or increased volatility or could otherwise affect the market price of any Notes issued under the Programme which references any such risk-free rate from time to time.

Furthermore, the basis of deriving certain risk-free rates, such as SONIA Benchmark, SOFR Benchmark or SORA Benchmark, may mean that interest on Notes which reference any such risk-free rate would only be capable of being determined after the end of the relevant Observation Period and immediately prior to the relevant Interest Payment Date. It may be difficult for investors in Notes which reference any such risk-free rate to estimate reliably the amount of interest which will be payable on such Notes, and some investors may be unable or unwilling to trade such Notes without changes to their IT systems, both of which could adversely impact the liquidity of such Notes. Further, if Notes referencing SONIA Benchmark, SOFR Benchmark or SORA Benchmark become due and payable as a result of an event of default under Condition 10(a), the rate of interest payable for the final Interest Period in respect of such Notes shall only be determined on the date which the Notes become due and payable and shall not be reset thereafter. Investors should consider these matters when making their investment decision with respect to any such Notes.

In addition, the manner of adoption or application of risk-free rates in the Eurobond markets may differ materially compared with the application and adoption of such risk-free rates in other markets, such as the derivatives and loan markets. Investors should carefully consider how any mismatch between the adoption of risk-free rates across these markets may impact any hedging or other financial arrangements which they

may put in place in connection with any acquisition, holding or disposal of Notes referencing such risk-free rates.

Since risk-free rates are relatively new market indices, Notes linked to any such risk-free rate may have no established trading market when issued, and an established trading market may never develop or may not be very liquid. Market terms for debt securities indexed to any risk-free rate, such as the spread over the index reflected in interest rate provisions, may evolve over time, and trading prices of such Notes may be lower than those of later-issued indexed debt securities as a result. Further, if any risk-free rate to which a series of Notes is linked does not prove to be widely used in securities like the Notes, the trading price of such Notes linked to a risk-free rate may be lower than those of Notes linked to indices that are more widely used. Investors in such Notes may not be able to sell such Notes at all or may not be able to sell such Notes at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk. Daily changes in such rates may also be more volatile than daily changes in other benchmarks or market rates, such that the value on and value of Notes linked to risk-free rates may fluctuate more than floating rate debt securities linked to less volatile rates. There can also be no guarantee that any risk-free rate to which a series of Notes is linked will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of investors in Notes referencing such risk-free rate. If the manner in which such risk-free rate is calculated is changed, that change may result in a reduction of the amount of interest payable on such Notes and the trading prices of such Notes.

There are risks associated with modifying or amending the terms and conditions of the Notes by way of a meeting of Noteholders.

The terms and conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Issuers and Noteholders may face certain risks associated with any changes to English law, Singapore law or Australian law or administrative practice after the date of the issue of the relevant Notes.

The terms and conditions of the Notes are based on English law, Singapore law or Australian law (as specified in the applicable Pricing Supplement) in effect as at the date of issue of the relevant Notes. No assurance can be given as to the impact of any possible judicial decision or change to English law, Singapore law, Australian law or administrative practice after the date of issue of the relevant Notes.

Limited liquidity of the Notes may affect the market price of the Notes.

The Notes will not be registered under the Securities Act or the securities or “blue sky” laws of any state of the United States. The Notes may be offered, and may be resold outside of the United States within the meaning of and in compliance with Regulation S. The Notes may also be offered, and may be resold, within the United States to institutional investors that qualify as QIBs, within the meaning of and in compliance with Rule 144A, or pursuant to another exemption from the registration requirements of the Securities Act. Consequently, the Notes are subject to restrictions on transfer and resale.

The Notes are a new issue of securities with no established trading market. Application may be made to list the Notes on the Official List of the SGX-ST. However, if for any reason the Notes are not listed, the liquidity of the Notes may be negatively impacted.

The Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate,

currency, credit or market risks, and/or are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have an adverse effect on the market value of the Notes. Even if the Notes are traded, they may trade at a discount from their initial issue price, depending on prevailing interest rates, the market for similar securities, the DBS Group's performance and other factors.

The Dealers have made no commitment and have no obligation to make a market in the Notes. Therefore, no assurance can be given that any Dealer will actually make a market in any Notes that are issued under the Programme, or if it does, that it will continue to make a market in the future. No assurance can be given that an active trading market for any Notes will develop, and therefore the liquidity of the Notes may be considerably less than for comparable debt securities.

The Issuers may vary the terms of Subordinated Notes or the Perpetual Capital Securities.

The Relevant Issuer may at any time, without the consent or approval of the Noteholders or the Trustee, but subject to the prior approval of the MAS (to the extent that any variation would affect the eligibility of any Subordinated Notes as Tier 2 Capital Securities or the eligibility of the Perpetual Capital Securities as Additional Tier 1 Capital Securities of the Relevant Issuer, as applicable), vary the terms of any Subordinated Notes or Perpetual Capital Securities, as applicable, so that they remain or, as appropriate, become DBS Bank Qualifying Securities or, as the case may be, DBSH Qualifying Securities, subject to certain conditions. The terms of such varied Subordinated Notes or the Perpetual Capital Securities, as applicable, may contain one or more provisions that are substantially different from the terms of the original Notes, *provided that* the Subordinated Notes or the Perpetual Capital Securities, as applicable, remain DBS Bank Qualifying Securities or, as the case may be, DBSH Qualifying Securities in accordance with the relevant Conditions. While the Relevant Issuer cannot make changes to the terms of the Subordinated Notes or the Perpetual Capital Securities, as applicable, that give rise to any right of the Relevant Issuer to redeem the varied securities that are inconsistent with the redemption provisions of such Subordinated Notes or Perpetual Capital Securities, as applicable, that result in a Tax Event or Capital Event, or which do not comply with the rules of any stock exchange on which such Subordinated Note or Perpetual Capital Security, as applicable, may be listed or admitted to trading, no assurance can be given as to whether any of these changes will negatively affect any particular Noteholder. Furthermore, the Trustee has no obligation or ability to verify whether the requirements for such variations have been satisfied and will have no discretion in determining whether any such variation results in terms that are materially less favourable to the holders of Subordinated Notes or Perpetual Capital Securities. In addition, the tax and stamp duty consequences of holding such varied Notes could be different for some categories of Noteholder from the tax and stamp duty consequences for them of holding the Notes prior to such variation.

The Subordinated Notes and the Perpetual Capital Securities, as applicable, may be subject to a full or partial write-off or modification or change in form upon the occurrence of a Trigger Event or issuance of a Bail-in Certificate, as applicable.

Investors may lose the entire amount of their investment in any Subordinated Notes or Perpetual Capital Securities, as applicable, in which write-off upon the occurrence of a Trigger Event is specified, which will lead to a full or partial write-off. Separately, investors may also lose part or all of their investment in any Subordinated Notes or Perpetual Capital Securities, as applicable, as a result of the cancellation, modification, conversion and/or change in form of such Subordinated Notes or Perpetual Capital Securities, as applicable, should a Bail-in Certificate be issued. Upon the occurrence of a partial write-off or if so specified in a Bail-in Certificate, the principal amount and any accrued but unpaid interest of such Subordinated Notes or Distributions of such Perpetual Capital Securities, will automatically be written down and if there is a full write-off, the principal amount and any accrued but unpaid interest of such Subordinated Notes or Distributions of such Perpetual Capital Securities, as applicable, may be written down completely

and such Subordinated Notes or Perpetual Capital Securities, as applicable, will be automatically cancelled.

In addition, the subordination provisions set out in Note Condition 3(c) (in respect of Subordinated Notes) and Perpetual Capital Securities Condition 3(b) (in respect of Perpetual Capital Securities only) are effective only upon the occurrence of any winding-up proceedings of the Relevant Issuer. In the event that a Trigger Event occurs or if so specified in a Bail-in Certificate, the rights of holders of Subordinated Notes and Perpetual Capital Securities, as applicable, and the Receipts, Coupons or Distributions relating to them (as the case may be) shall be subject to Note Condition 6 (in respect of Subordinated Notes) and Perpetual Capital Securities Condition 7 (in respect of Perpetual Capital Securities only). This may not result in the same outcome for holders of Subordinated Notes or holders of the Perpetual Capital Securities (as the case may be) as would otherwise occur under Note Condition 3(c) (in respect of Subordinated Notes) and Perpetual Capital Securities Condition 3(b) (in respect of Perpetual Capital Securities only) upon the occurrence of any winding-up proceedings of the Relevant Issuer.

Furthermore, upon the occurrence of a write-off of any Subordinated Notes or the Perpetual Capital Securities, as applicable, or if so specified in a Bail-in Certificate, the right to receive interest on such Subordinated Notes or Distributions on such Perpetual Capital Securities, as applicable, will cease to accrue and all interest on such Subordinated Notes or Distributions on such Perpetual Capital Securities, as applicable, that were not due and payable prior to the write-off shall become null and void. Consequently, Noteholders will not be entitled to receive any interest that has accrued on such Subordinated Notes or Distributions on such Perpetual Capital Securities, as applicable, from (and including) the last Interest Payment Date (in respect of Subordinated Notes) or the last Distribution Payment Date (in respect of Perpetual Capital Securities only) falling on or prior to the Trigger Event Notice or as specified in a Bail-in Certificate.

Any such write-off or cancellation under the terms of a Bail-in Certificate will be irrevocable and the Noteholders will, upon the occurrence of a write-off or if so specified in a Bail-in Certificate, not receive any shares or other participation rights of the Relevant Issuer or be entitled to any other participation in the upside potential of any equity or debt securities issued by the Relevant Issuer or any other member of the DBS Group, or be entitled to any subsequent write-up or any other compensation in the event of a potential recovery of the Relevant Issuer or the DBS Group.

Upon the occurrence of a Trigger Event or the issue of a Bail-in Certificate, clearance and settlement of the Subordinated Notes and the Perpetual Capital Securities will be suspended and there may be a delay in updating the records of the relevant clearing system to reflect the amount written-off or the effect of the Bail-in Certificate.

Following the receipt of a Trigger Event Notice or notice of issue of a Bail-in Certificate, all clearance and settlement of the Subordinated Notes or the Perpetual Capital Securities, as applicable, will be suspended. As a result, Noteholders or Securityholders, as applicable, will not be able to settle the transfer of any Subordinated Notes or Perpetual Capital Securities, as applicable, from the commencement of the Suspension Period, and any sale or other transfer of the Subordinated Notes or Perpetual Capital Securities that a Noteholder or Securityholder, as applicable, may have initiated prior to the commencement of the Suspension Period that is scheduled to settle during the Suspension Period will be rejected by the relevant clearing system and will not be settled within the relevant clearing systems.

The update process of the relevant clearing system may only be completed after the date on which the write-off is scheduled or the Bail-in Certificate has been effected. Notwithstanding such delay, holders of the Subordinated Notes or Perpetual Capital Securities, as applicable, may lose the entire value of their investment in the Subordinated Notes or Perpetual Capital Securities, as applicable, on the date on which the write-off occurs or when the Bail-in Certificate has been effected. No assurance can be given as to the period of time required by the relevant clearing system to complete the update of their records or the

availability of procedures in the relevant clearing systems to effect any write-offs or to give effect to the Bail-in Certificate. Furthermore, the conveyance of notices and other communications by the relevant clearing system to their respective participants, by those participants to their respective indirect participants, and by the participants and indirect participants to beneficial owners of interests in the Global Certificate will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Changes in accounting principles may have an impact on the DBS Group's financials.

The DBS Group is subject to risk around changes in accounting standards that may change the basis upon which the DBS Group reports its financial results.

There can be no assurance that any such changes will not have a material adverse impact on the DBS Group's financial statements in future periods.

Singapore accounting and corporate disclosure standards may result in more limited disclosure than in other jurisdictions.

The DBS Group is subject to Singapore's accounting standards and requirements that differ in certain material respects from those applicable to banks in certain other countries. Also, there may be less publicly available information about Singapore listed companies, such as DBSH, than is regularly made available by or about listed companies in certain other countries. This Offering Circular does not include a reconciliation of the financial statements of DBSH, DBS Bank, the DBS Bank Group or the DBS Group to U.S. GAAP and there can be no assurance that such reconciliation would not identify material quantitative differences.

Investors should consult their own professional advisers for an understanding of the differences between SFRS(I) and U.S. GAAP and the generally accepted accounting principles of other jurisdictions and how those differences might affect the financial information contained in this Offering Circular.

Noteholders may be subject to Singapore taxation.

The Notes to be issued from time to time under the Programme during the period from the date of this Offering Circular to 31 December 2028 are intended to be "qualifying debt securities" for the purposes of the Income Tax Act subject to the fulfilment of certain conditions more particularly described in the section "Taxation – Singapore Taxation".

However, there is no assurance that such Notes will continue to enjoy the tax concessions in connection therewith should the relevant tax laws be amended or revoked at any time.

Tax treatment of Subordinated Notes or Perpetual Capital Securities that contain non-viability loss absorption provisions is unclear.

It is not clear whether any particular tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable, which contains non-viability loss absorption provisions will be regarded as debt securities by the Inland Revenue Authority of Singapore ("IRAS") for the purposes of the Income Tax Act and whether the tax concessions available for qualifying debt securities under the qualifying debt securities scheme (as set out in "Taxation — Singapore Taxation") would apply to such tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable. There is also no assurance that any tranche of Subordinated Notes or Perpetual Capital Securities, as the case may be, to be issued from time to time under the Programme will be able to enjoy such tax concessions should the relevant tax laws be amended or revoked at any time.

If any tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable, is not regarded as debt securities for the purposes of the Income Tax Act and/or holders thereof are not eligible for the tax concessions under the qualifying debt securities scheme, the tax treatment to holders may differ. Investors and holders of any tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable,

should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of such tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable.

Characterisation of certain Notes may be unclear for U.S. federal income tax purposes.

The characterisation of a Series or Tranche of Notes (including Subordinated Notes and Perpetual Capital Securities) may be uncertain for U.S. federal income tax purposes and will depend on the terms of those Notes. The determination of whether an obligation represents debt, equity, or some other instrument or interest is based on all the relevant facts and circumstances. There may be no United States statutory, judicial or administrative authority directly addressing the characterisation of some of the types of Notes that are anticipated to be issued under the Programme or of instruments similar to the Notes. Each U.S. Holder (as defined in “*Taxation – United States Taxation*”) should consult its own tax adviser about the proper characterisation of the Notes for U.S. federal income tax purposes and consequences to the U.S. Holder of acquiring, owning or disposing of the Notes.

Issuance of additional Notes may be treated as a separate series for U.S. federal income tax purposes.

The Issuers may, without the consent of the Noteholders, issue additional Notes with identical terms. These additional Notes, even if they are treated for non-tax purposes as part of the same series as the original Notes, in some cases may be treated as a separate issue for U.S. federal income tax purposes. In such a case, among other things, the additional Notes may be considered to have been issued with OID (as defined in “*Taxation – United States Taxation*”) even if the original Notes had no OID, or the additional Notes may have a greater amount of OID than the original Notes. These differences may affect the market value of the original Notes if the additional Notes are not otherwise distinguishable from the original Notes.

Any credit ratings on DBSH, DBS Bank or the Notes may not reflect all risks associated with investing in DBSH, DBS Bank or the Notes, and a downgrade in the ratings of DBSH, DBS Bank or the Notes may affect the market price of the Notes.

DBSH has long-term issuer ratings of “AA-” from Fitch and “Aa2” from Moody’s. DBS Bank is one of the highest rated commercial banks in Asia with long-term issuer ratings of “AA-” from Fitch, “Aa1” from Moody’s and “AA-” from Standard & Poor’s. DBSH’s and DBS Bank’s credit ratings have stable outlooks from Fitch, Moody’s and Standard & Poor’s. The ratings reflect the ability of the Issuers to make timely payment of principal and interest on senior unsecured debts. There can be no assurance that the ratings will remain in effect for any given period or that the ratings will not be revised by the rating agencies in the future if, in their judgment, circumstances so warrant. For example, on 4 March 2020, Fitch released a statement in which it noted that it had, amongst other things, placed 26 Asia Pacific banks under criteria observation, which included DBS Bank and, subsequently, on 9 April 2020, Fitch placed DBSH’s and DBS Bank’s Long-Term Issuer Default ratings and Viability Ratings on Rating Watch Negative to reflect the increased near-term downside risks from the economic implications of the COVID-19 pandemic. On 8 April 2021, Fitch revised DBSH’s and DBS Bank’s Long-Term Issuer Default ratings to Stable. Any actual or perceived reduction in DBSH’s or DBS Bank’s financial strength or viability, whether due to a credit rating downgrade or any other factor, could materially and adversely affect DBSH’s or DBS Bank’s business, financial condition or results of operations as any such development may, among other things, negatively affect DBSH’s and/or DBS Bank’s relationship with its stakeholders (including, for example, customers or employees, shareholders, creditors or investors), and impact DBSH’s or DBS Bank’s ability to obtain financing on a timely and competitive basis.

In addition, not all issues of Notes may be rated and even if one or more independent credit rating agencies assigns credit ratings to an issue of Notes, the ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the

Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be suspended, revised, downgraded or withdrawn by the assigning rating agency at any time.

The book-entry registration system of the Notes may reduce the liquidity of any secondary market for the Notes and may limit the receipt of payments by the beneficial owners of the Notes.

As transfers of interests in the Global Notes or Global Certificates can be effected only through book entries at CDP, the CMU, Euroclear or Clearstream, in the case of the Global Notes or Global Certificates to be issued in reliance on Regulation S, or DTC, in the case of the Global Certificates to be issued in reliance on Rule 144A, for the accounts of their respective participants, the liquidity of any secondary market for Global Notes or Global Certificates may be reduced to the extent that some investors are unwilling to hold Notes in book-entry form in the name of a CDP, the CMU, DTC, Euroclear or Clearstream participant. The ability to pledge interests in the Global Notes or Global Certificates may be limited due to the lack of a physical certificate. Beneficial owners of Global Notes or Global Certificates may, in certain cases, experience delay in the receipt of payments of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, since such payments will be forwarded by the paying agent to CDP, the CMU, DTC, Euroclear or Clearstream, as applicable, who will then forward payment to their respective participants, who (if not themselves the beneficial owners) will thereafter forward payments to the beneficial owners of the interests in the Global Notes or Global Certificates. In the event of the insolvency of CDP, the CMU, DTC, Euroclear or Clearstream or any of their respective participants in whose name interests in the Global Notes or Global Certificates are recorded, the ability of beneficial owners to obtain timely or ultimate payment of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, on Global Notes or Global Certificates may be impaired.

Where the AMTNs are lodged with the Austraclear System, investors will have to rely on the procedures of Austraclear for transfer, payment and communication with the Issuers.

AMTNs will be issued in registered certificated form. Each Tranche of AMTNs will be represented by an AMTN Certificate. Each AMTN Certificate is a certificate representing the AMTNs of a particular Tranche and will be substantially in the form set out in the Note (AMTN) Deed Poll, duly completed and signed by the Issuers and authenticated by the Registrar in respect of AMTNs. An AMTN Certificate is not a negotiable instrument nor is it a document of title. Title to any AMTNs, which is the subject of an AMTN Certificate, is evidenced by entry in the Register and, in the event of a conflict, the Register shall prevail (subject to correction for fraud or proven error).

The Issuers may procure that the AMTNs are lodged with the Austraclear System. On lodgement, Austraclear will become the sole registered holder and legal owner of the AMTNs. Subject to the rules and regulations of the Austraclear System (the “**Austraclear System Regulations**”) established by Austraclear (as amended or replaced from time to time) to govern the use of the Austraclear System, participants of the Austraclear System (“**Accountholders**”) may acquire rights against Austraclear in relation to those AMTNs as beneficial owners and Austraclear is required to deal with the AMTNs in accordance with the directions and instructions of the Accountholders. Investors in AMTNs who are not Accountholders would need to hold their interest in the relevant AMTNs through a nominee who is an Accountholder. All payments made by the Issuers in respect of AMTNs lodged with the Austraclear System will be made directly to an account agreed with Austraclear or as it directs in accordance with the Austraclear System Regulations.

Where the AMTNs are lodged with the Austraclear System, any transfer of AMTNs will be subject to the Austraclear System Regulations. Secondary market sales of AMTNs cleared through the Austraclear System will be settled in accordance with the Austraclear System Regulations.

The Notes may not be a suitable investment for all investors.

The Notes are complex and high-risk financial instruments. Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained in this Offering Circular or any applicable supplement;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal or interest or distribution is payable in one or more currencies, or where the currency for principal or interest or distribution payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets;
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks; and
- (vi) understand the accounting, legal, regulatory and tax implications of a purchase, holding and disposal of an interest in the Notes.

Some Notes are complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured and appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio. A potential investor should ensure that it has sufficient knowledge and experience (either alone or with the help of a financial adviser) to make its own legal, tax, accounting and financial evaluation of the merits and risks of investing in the Notes and that it considers the suitability of the Notes as an investment in light of its own circumstances and financial condition.

Legal investment considerations may restrict certain investments.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent:

- (i) the Notes are legal investments for it;
- (ii) the Notes can be used as collateral for various types of borrowing; and
- (iii) other restrictions apply to its purchase or pledge of any Notes.

Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

Risks Relating to the Market Generally

Investment in Notes may be subject to certain risks associated with exchange rate fluctuations and any modifications to exchange controls.

The Relevant Issuer will pay principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, on the Notes in the currency specified (the “**Settlement Currency**”). This presents certain risks relating to currency conversions if an investor’s financial activities are denominated principally in a currency or currency unit (the “**Investor’s Currency**”) other than the Settlement Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Settlement Currency or revaluation of the Investor’s Currency) and the risk that authorities with jurisdiction over the Investor’s Currency may impose or modify exchange controls. An appreciation in the value of the Investor’s Currency relative to the Settlement Currency would decrease:

- (i) the Investor’s Currency equivalent yield on the Notes;
- (ii) the Investor’s Currency equivalent value of the principal payable on the Notes; and
- (iii) the Investor’s Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, or principal than expected, or no interest (in respect of Notes other than Perpetual Capital Securities), or Distributions (in respect of Perpetual Capital Securities only), as applicable, or principal.

Implementation of the final set of Basel III reforms may affect the capital requirements and/or liquidity associated with a holding of the Notes for certain investors.

Regulated institutions may be subject to capital adequacy and liquidity standards under Basel III (which may be incorporated into local legislation by the MAS or other regulators). These requirements can include, amongst others, capital adequacy requirements and liquidity coverage requirements.

The implementation of most of the final Basel III reforms in Singapore will come into effect from 1 July 2024.

These revisions may have an impact on the capital requirements in respect of holdings of the Notes and/or on incentives to hold the Notes for investors that are subject to requirements that follow the revised framework and, as a result, they may affect the liquidity and/or value of the Notes.

In general, investors should consult their own advisers as to the regulatory capital and liquidity requirements in respect of the Notes and as to the consequences for and effect on them of any changes to the Basel framework and the relevant implementing measures. No predictions can be made as to the precise effects of such matters on any investor or otherwise.

Risks Relating to Renminbi-Denominated Notes

Notes denominated in Renminbi (“**RMB Notes**”) may be issued under the Programme. RMB Notes contain particular risks for potential investors.

Renminbi is not freely convertible and there are significant restrictions on remittance of Renminbi into and outside the PRC.

Renminbi is not freely convertible at present. The PRC government continues to regulate conversion between Renminbi and foreign currencies despite significant reduction in control by it in recent years over

trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items.

However, remittance of Renminbi by foreign investors into the PRC for the purposes of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities on a case-by-case basis and is subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into the PRC for settlement of capital account items are developing gradually.

Although since 1 October 2016, the Renminbi has been added to the Special Drawing Rights basket created by the International Monetary Fund, there is no assurance that the PRC government will continue to gradually liberalise control over cross-border remittance of Renminbi in the future, that the pilot schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or out of the PRC. In the event that funds cannot be repatriated out of the PRC in Renminbi, this may affect the overall availability of Renminbi outside the PRC and the ability of the Relevant Issuer to source Renminbi to finance its obligations under Notes denominated in Renminbi. Each investor should consult its own advisers to obtain a more detailed explanation of how the PRC regulations and rules may affect their investment decisions.

There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of RMB Notes and the Relevant Issuer's ability to source Renminbi outside the PRC to service such RMB Notes.

As a result of the restrictions by the PRC government on cross-border Renminbi fund flows, the availability of Renminbi outside of the PRC is limited. While the People's Bank of China ("PBOC") has entered into agreements on the clearing of Renminbi business with financial institutions in a number of financial centres and cities (the "Renminbi Clearing Banks") and are in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions (the "Settlement Arrangements"), the current size of Renminbi denominated financial assets outside the PRC is limited.

There are restrictions imposed by PBOC on Renminbi business participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from PBOC. The Renminbi Clearing Banks only have access to onshore liquidity support from PBOC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In such cases, the participating banks will need to source Renminbi from outside the PRC to square such open positions.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC rules and regulations will not be promulgated or amended or the Settlement Arrangements will not be terminated or amended in the future which will have the effect of restricting availability of Renminbi offshore. The limited availability of Renminbi outside the PRC may affect the liquidity of RMB Notes. To the extent the Relevant Issuer is required to source Renminbi in the offshore market to service its RMB Notes, there is no assurance that the Relevant Issuer will be able to source such Renminbi on satisfactory terms, if at all. If Renminbi is not available in certain circumstances as described under the Notes, the Relevant Issuer can make payments under the Notes in a currency other than Renminbi.

Investment in RMB Notes is subject to exchange rate risks.

The value of Renminbi against U.S. dollars and other foreign currencies fluctuates and is affected by changes in the PRC and international political and economic conditions and other factors. In August 2015,

the PBOC implemented changes to the way it calculates the Renminbi's daily mid-point against U.S. dollars to take into account market-maker quotes before announcing such daily mid-point. This change, and others that may be implemented, may increase the volatility in the value of the Renminbi against foreign currencies. All payments of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and principal will be made with respect to RMB Notes in Renminbi, save as provided in the terms and conditions in accordance with Note Condition 7(k) (in respect of Notes other than Perpetual Capital Securities) and Perpetual Capital Securities Condition 8(f) (in respect of Perpetual Capital Securities only), as applicable. As a result, the value of these Renminbi payments may vary with the changes in the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against another foreign currency, the value of the investment made by a holder of the RMB Notes in that foreign currency will decline. If an investor measures its investment returns by reference to a currency other than Renminbi, an investment in the RMB Notes entails foreign exchange related risks, including possible significant changes in the value of RMB relative to the currency by reference to which an investor measures its investment returns. Depreciation of the Renminbi against such currency could cause a decrease in the effective yield of the RMB Notes below their stated coupon rates and could result in a loss when the return on the RMB Notes is translated into such currency. In addition, there may be tax consequences for investors as a result of any foreign currency gains resulting from any investment in RMB Notes.

Investment in the RMB Notes is subject to currency risk.

If the Relevant Issuer is not able, or it is impracticable for it, to satisfy its obligation to pay interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and principal on the RMB Notes as a result of Inconvertibility, Non-transferability or Illiquidity (each as defined in the relevant Conditions), the Relevant Issuer shall be entitled, on giving not less than five or more than 30 days' irrevocable notice to the Noteholders prior to the due date for payment, to settle any such payment in U.S. dollars or Singapore dollars, as the case may be, on the due date at the U.S. Dollar Equivalent or the Singapore Dollar Equivalent, respectively, of any such Renminbi denominated amount.

Payments in respect of RMB Notes will only be made to investors in the manner specified in such RMB Notes.

All payments to investors in respect of RMB Notes will be made solely:

- (i) when RMB Notes are represented by global certificates, by transfer to a Renminbi bank account maintained in Hong Kong or Singapore, as the case may be, in accordance with prevailing CMU Rules and procedures or Euroclear rules or Clearstream rules or CDP rules, as the case may be; or
- (ii) when RMB Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong or Singapore in accordance with prevailing rules and regulations.

In the event that a holder of RMB Notes fails to maintain a valid Renminbi account with a bank in Hong Kong or Singapore, as the case may be, and, accordingly, payments are unsuccessful, it is possible that such amounts may be settled in a currency other than Renminbi. The Relevant Issuer cannot be required to make payment by any other means (including in any other currency or in bank notes, by cheque or draft or by transfer to a bank account in the PRC).

EXCHANGE RATES

The following table sets forth, for the periods indicated, information concerning the exchange rates between Singapore dollars and U.S. dollars based on the average mid-day rate published by the MAS on each business day during the relevant period.

Fiscal Year/Period	Singapore Dollars per USD 1.00 Mid-Day Rate			
	Average	Low	High	Period End
2019	1.3642	1.3465	1.3940	1.3472
2020	1.3792	1.3221	1.4592	1.3221
2021	1.3439	1.3174	1.3709	1.3517
2022	1.3789	1.3431	1.4471	1.3446
2023	1.3431	1.3043	1.3751	1.3186
Two months ended 29 February 2024	1.3398	1.3227	1.3504	1.3446

The following table sets forth, for the periods indicated, information concerning the exchange rates between Singapore dollars and U.S. dollars based on the average mid-day rate published by the MAS on each business day during the relevant period.

Month	Singapore Dollars per USD 1.00 Mid-Day Rate			
	Average	Low	High	Period End
January 2024	1.3355	1.3227	1.3441	1.3409
February 2024	1.3446	1.3358	1.3504	1.3446
March 2024 (up to 5 March 2024)	1.3444	1.3436	1.3454	1.3436

The above tables illustrate how many Singapore dollars it would take to buy one U.S. dollar for the periods indicated. These transactions should not be construed as a representation that those Singapore dollar or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Singapore dollars, as the case may be, at any particular rate, or at all.

Exchange Controls

Currently, there are no exchange control restrictions in Singapore.

TERMS AND CONDITIONS OF THE NOTES OTHER THAN THE PERPETUAL CAPITAL SECURITIES

The following is the text of the terms and conditions (the “Conditions”) that, save for the words in italics and, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the applicable Pricing Supplement, shall be applicable to the Notes in definitive form (if any) issued in exchange for the Global Note(s) representing each Series and to AMTNs (as defined below). Either (i) the full text of these terms and conditions together with the relevant provisions of the applicable Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes (other than AMTNs). All capitalised terms that are not defined in these Conditions will have the meanings given to them in the applicable Pricing Supplement or the Trust Deed, as the case may be. Those definitions will be endorsed on the Definitive Notes or Certificates, as the case may be. References in the Conditions to “Notes” are to (where the Issuer is DBS Bank) the DBS Bank Notes of one Series only or (where the Issuer is a branch of DBS Bank outside Singapore (including, without limitation, DBS Bank Ltd., Australia branch, DBS Bank Ltd., (DIFC Branch), DBS Bank Ltd., Hong Kong branch, DBS Bank Ltd., London branch and DBS Bank Ltd., Taipei branch)) the Notes issued by such branch of one Series only or (where the Issuer is DBSH) the DBSH Notes of one Series only, not to all Notes that may be issued under the Programme. References in these Conditions to the “Issuer” are references to: (i) DBS Bank; (ii) in the case of Senior Notes issued by any branch of DBS Bank outside Singapore, any of its branches outside Singapore (including, without limitation, DBS Bank Ltd., Australia branch, DBS Bank Ltd., (DIFC Branch), DBS Bank Ltd., Hong Kong branch, DBS Bank Ltd., London branch and DBS Bank Ltd., Taipei branch); and (iii) DBSH, as specified in the applicable Pricing Supplement.

The Notes (other than Notes denominated in Australian dollars, issued in the Australian domestic capital market and ranking as senior obligations of the Issuer (“AMTNs”)) are constituted by an amended and restated trust deed dated on or about 13 March 2024 (the “Programme Date”) (as amended or supplemented as at the date of issue of the Notes (the “Issue Date”), the “Trust Deed”) (and as may be further amended, restated, novated or supplemented) between DBS Bank Ltd. (“DBS Bank”), DBS Group Holdings Ltd (“DBSH” and, together with DBS Bank and any of its branches outside Singapore, the “Issuers” and each an “Issuer”) and The Bank of New York Mellon, London Branch (the “Trustee”, which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Noteholders (as defined below) [as supplemented by the Singapore Supplemental Trust Deed dated on or about 13 March 2024 (as amended or supplemented as at the Issue Date) among the Issuers and the Trustee]¹ and, where applicable, the Notes which are specified in the applicable Pricing Supplement to be held in and cleared through The Central Depository (Pte) Limited (“CDP”) are issued with the benefit of a deed of covenant dated 26 March 2014 as supplemented by a deed of covenant dated 14 April 2016 each relating to the Notes executed by the Relevant Issuer (each as amended, varied or supplemented from time to time (the “CDP Deed of Covenant”)). AMTNs will be constituted by a Deed Poll dated 14 April 2016 (as amended and supplemented from time to time, the “Note (AMTN) Deed Poll”). The provisions of these Conditions (as defined below) relating to Bearer Notes, Certificates, Receipts, Coupons and Talons do not apply to AMTNs. The Trustee is not appointed in respect of any AMTNs and, accordingly, if the agreement, opinion, approval, consent, satisfaction or any similar action or decision (however described) is specified or required of, from, by or on the part of the Trustee with respect to any Notes or documents in these Conditions, such agreement, opinion, approval, consent, satisfaction or any similar action or decision (however described) of the Trustee shall not be required in respect of any AMTNs, the Note (AMTN) Deed Poll or any other document or agreement in connection with them.

¹ Include for Notes governed by Singapore law.

These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Notes, Certificates, Receipts, Coupons and Talons referred to below. An amended and restated agency agreement dated 13 March 2024 (as amended or supplemented as at the Issue Date, the “**Agency Agreement**”) (and as may be further amended, restated, novated or supplemented) has been entered into in relation to the Notes (other than AMTNs) among the Issuers, the Trustee, The Bank of New York Mellon, London Branch as initial issuing and paying agent (except as otherwise described below), The Bank of New York Mellon, Hong Kong Branch as the lodging and paying agent for Notes to be held in the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (the “**CMU Service**”), The Bank of New York Mellon, Singapore Branch as paying agent for Notes to be cleared through the computerised system (the “**CDP System**”) operated by CDP, The Bank of New York Mellon as issuing and paying agent for the Notes to be cleared through The Depository Trust Company (“**DTC**”) and the other agents named in it. The issuing and paying agent, the CMU lodging and paying agent, the CDP paying agent, the other paying agents, the registrars, the transfer agents and the calculation agent(s) for the time being (if any) are referred to below respectively as the “**Issuing and Paying Agent**”, the “**CMU Lodging and Paying Agent**”, the “**CDP Paying Agent**”, the “**Paying Agents**” (which expression shall include the Issuing and Paying Agent, the CMU Lodging and Paying Agent and the CDP Paying Agent), the “**Registrar**”, the “**Transfer Agents**” (which expression shall include the Registrars) and the “**Calculation Agent(s)**”. DBS Bank and BTA Institutional Services Australia Limited (ABN 48 002 916 396) (the “**Australian Agent**”) as registrar and issuing and paying agent in Australia have entered into an Agency and Registry Services Agreement (as amended and supplemented from time to time, the “**Australian Agency Agreement**”) dated 14 April 2016 in relation to the AMTNs. For the purposes of these Conditions, all references (other than in relation to the determination of interest and other amounts payable in respect of the Notes) to the Issuing and Paying Agent shall, unless provided otherwise, with respect to a Series of Notes to be held in the CMU Service, be deemed to be a reference to the CMU Lodging and Paying Agent and all such references shall be construed accordingly. References in these conditions to the “**Issuer**” are to the entity named as such in the applicable Pricing Supplement and “**subsidiary**” has the meaning given to this term under the Companies Act 1967 of Singapore. For the purposes of these Conditions, all references to the Issuing and Paying Agent shall, unless provided otherwise, with respect to a Series of Notes to be held in the CDP, be deemed to be a reference to the CDP Paying Agent and all such references shall be construed accordingly. Copies of the Trust Deed, CDP Deed of Covenant and the Agency Agreement referred to above are available for inspection free of charge during usual business hours at the principal office of the Trustee (presently at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom) and at the specified offices of the Paying Agents and the Transfer Agent. The Note (AMTN) Deed Poll will be held by the Australian Agent and copies of the Note (AMTN) Deed Poll and the Australian Agency Agreement referred to above are available for inspection free of charge during usual business hours at the principal office of the Australian Agent (presently at Level 2, 1 Bligh Street, Sydney NSW 2000, Australia). If required in connection with any legal proceedings, claims or actions brought by a holder of AMTNs, DBS Bank must procure that the Australian Agent provide a certified copy of the Note (AMTN) Deed Poll and the Australian Agency Agreement to such holder within 14 days of a written request to the Issuer to so provide.

The Noteholders, the holders of the interest coupons (the “**Coupons**”) relating to interest-bearing Notes in bearer form and, where applicable in the case of such Bearer Notes, talons for further Coupons (the “**Talons**”) (the “**Couponholders**”) and the holders of the receipts for the payment of instalments of principal (the “**Receipts**”) relating to Bearer Notes of which the principal is payable in instalments (the “**Receiptholders**”) are entitled to the benefit of, are bound by, and are deemed to have notice of, these Conditions, (in respect of the holders of Notes (other than AMTNs)) all the provisions of the Trust Deed, the applicable Pricing Supplement and (in respect of the AMTN holders only) the Note (AMTN) Deed Poll, and are deemed to have notice of those provisions applicable to them of (in respect of the holders of Notes (other than AMTNs)) the Agency Agreement or (in respect of holders of AMTNs only) the Australian Agency Agreement. The Pricing Supplement for this Note (or the relevant provisions thereof) is attached to or

endorsed on this Note. References to “**applicable Pricing Supplement**” are to the Pricing Supplement (or relevant provisions thereof) attached to or endorsed on this Note.

All capitalised terms that are not defined in these Conditions have the meanings given to them in the applicable Pricing Supplement or the Trust Deed, as the case may be.

As used in these Conditions, “**Tranche**” means Notes which are identical in all respects.

1 Form, Denomination and Title

The Notes are issued in bearer form (“**Bearer Notes**”) or in registered form (“**Registered Notes**”), in each case in the Specified Denomination(s) shown hereon. AMTNs and Subordinated Notes (as defined in Condition 3(b)) will only be issued in registered certificated form.

*All Registered Notes shall have the same Specified Denomination. Unless otherwise permitted by the then current laws and regulations, those Registered Notes which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Relevant Issuer in the UK or whose issue otherwise constitutes a contravention of Section 19 of the Financial Services and Markets Act 2000 will have a minimum denomination of GBP 100,000 (or its equivalent in other currencies). Notes sold in reliance on Rule 144A will be in minimum denominations of USD 200,000 (or its equivalent in other currencies) and integral multiples of USD 1,000 (or its equivalent in other currencies) in excess thereof, subject to compliance with all legal and/or regulatory requirements applicable to the relevant currency. Notes which are listed on the Singapore Exchange Securities Trading Limited or any successor thereto (the “**SGX-ST**”) will be traded on the SGX-ST in a minimum board lot size of SGD 200,000 (or its equivalent in other currencies) or such other amount as may be allowed or required from time to time. In the case of any Notes which are to be admitted to trading on a regulated market within the European Economic Area or in the UK or offered to the public in a Member State of the European Economic Area or in the UK in circumstances which require the publication of a prospectus under the Prospectus Regulation or the UK Prospectus Regulation, the minimum Specified Denomination shall be EUR 100,000 or GBP 100,000 (or its equivalent in any other currency as at the date of issue of the relevant Notes).*

Each Note may be a Fixed Rate Note, a Floating Rate Note, a Zero Coupon Note, a combination of any of the foregoing or any other kind of Note, depending upon the Interest and Redemption/Payment Basis shown thereon.

Bearer Notes are serially numbered and are issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Zero Coupon Notes in which case references to interest (other than in relation to interest due after the Maturity Date), Coupons and Talons in these Conditions are not applicable. Any Bearer Note, the nominal amount of which is redeemable in instalments, is issued with one or more Receipts attached.

Registered Notes (other than AMTNs) are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Notes by the same holder.

Title to the Bearer Notes and to the Receipts, Coupons and Talons shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the Issuer shall procure to be kept by the relevant Registrar or, in the case of AMTNs, the Australian Agent (the “**Register**”). The Issuer may appoint a registrar (the “**Alternative Registrar**”) in accordance with the provisions of the Agency Agreement other than the Registrar in relation to any Series comprising Registered Notes. In these Conditions, “**Registrar**” includes, if applicable, in relation to any Series comprising Registered Notes, the Registrar or the Australian Agent or, as the case may be, the Alternative Registrar, as specified hereon. Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Note, Receipt, Coupon or Talon shall be deemed to be and may be treated as its absolute owner for all purposes whether or not

it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it (or on the Certificate representing it) or its theft or loss (or that of the related Certificate) and no person shall be liable for so treating the holder.

In these Conditions, “**Noteholder**” means the bearer of any Bearer Note and the Receipts relating to it or the person in whose name a Registered Note is registered (as the case may be), “**holder**” (in relation to a Note, Receipt, Coupon or Talon) means the bearer of any Bearer Note, Receipt, Coupon or Talon or the person in whose name a Registered Note is registered (as the case may be) and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Notes.

References in the Conditions to Coupons, Talons, Couponholders, Receipts and Receiptholders relate to Bearer Notes only.

In the case of AMTNs, the following provisions shall apply in lieu of the foregoing provisions of this Condition 1 in the event of any inconsistency.

AMTNs will be the debt obligations of DBS Bank owing under the Note (AMTN) Deed Poll. The AMTNs will be represented by a certificate (“**AMTN Certificate**”) and will take the form of entries in a Register to be established and maintained by the Australian Agent in Sydney unless otherwise agreed with the Australian Agent (pursuant to the Australian Agency Agreement). The Agency Agreement is not applicable to the AMTNs.

AMTNs will not be serially numbered. Each entry in the Register constitutes a separate and individual acknowledgement to the relevant Noteholder of the indebtedness of DBS Bank to the relevant Noteholder. The obligations of DBS Bank in respect of each AMTN constitute separate and independent obligations which the Noteholder is entitled to enforce in accordance with these Conditions and the Note (AMTN) Deed Poll. Other than an AMTN Certificate, no certificate or other evidence of title will be issued by or on behalf of DBS Bank unless DBS Bank determines that certificates should be made available or it is required to do so pursuant to any applicable law or regulation.

No AMTN will be registered in the name of more than four persons. AMTNs registered in the name of more than one person are held by those persons as joint tenants. AMTNs will be registered by name only, without reference to any trusteeship and an entry in the Register in relation to an AMTN constitutes conclusive evidence that the person so entered is the registered owner of such AMTN, subject to rectification for fraud or error.

Upon a person acquiring title to any AMTNs by virtue of becoming registered as the owner of that AMTN, all rights and entitlements arising by virtue of the Note (AMTN) Deed Poll in respect of that AMTN vest absolutely in the registered owner of the AMTN, such that no person who has previously been registered as the owner of the AMTN has or is entitled to assert against DBS Bank or the Australian Agent or the registered owner of the AMTN for the time being and from time to time any rights, benefits or entitlements in respect of the AMTN.

Each Tranche of AMTNs will be represented by a single AMTN Certificate substantially in the form set out in the Note (AMTN) Deed Poll. DBS Bank shall issue and deliver, and procure the authentication by the Australian Agent of, such number of AMTN Certificates as are required from time to time to represent all of the AMTNs of each Tranche. An AMTN Certificate is neither a negotiable instrument nor a document of title in respect of any AMTNs represented by it. In the event of a conflict between any AMTN Certificate and the Register, the Register shall prevail (subject to correction for fraud or proven error).

2 No Exchange of Notes and Transfers of Registered Notes

- (a) **No Exchange of Notes:** Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Specified Denomination may not be exchanged for Bearer Notes of another Specified Denomination. Bearer Notes may not be exchanged for Registered Notes.
- (b) **Transfer of Registered Notes (other than AMTNs):** This Condition 2(b) does not apply to AMTNs which are specified in the applicable Pricing Supplement as Registered Notes. Subject to Condition 6, one or more Registered Notes may be transferred upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or Transfer Agent may reasonably require without service charge and subject to payment of any taxes, duties and other governmental charges in respect of such transfer. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Notes and entries on the Register will be made subject to the detailed regulations concerning transfers of Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Trustee and the Registrar. A copy of the current regulations will be made available by the Registrar to any Noteholder upon request.

Transfers of interests in the Notes evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

Transfers of interests in any DBS Bank Subordinated Notes that are the subject of a DBS Bank Trigger Event Notice issued in accordance with Condition 6 or notice of issue of a Bail-in Certificate shall not be permitted during any Suspension Period (as defined in Condition 2(g)).

Transfers of interests in any DBSH Subordinated Notes that are the subject of a DBSH Trigger Event Notice issued in accordance with Condition 6 or notice of issue of a Bail-in Certificate shall not be permitted during any Suspension Period.

- (c) **Exercise of Options or Partial Redemption or Partial Write-off in Respect of Registered Notes:** In the case of an exercise of an Issuer's or Noteholders' option in respect of, or a partial redemption of or a partial DBS Bank Write-off or DBSH Write-off (as the case may be) of or cancellation, modification, conversion and/or change in form pursuant to a Bail-in Certificate of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed or Written-off in accordance with Condition 6 or subject to cancellation, modification, conversion and/or change in form pursuant to a Bail-in Certificate, as the case may be. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Notes of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.
- (d) **Delivery of New Certificates:** Each new Certificate to be issued pursuant to Condition 2(b) or (c) shall be available for delivery within five business days of receipt of the request for transfer, exercise, redemption or exchange, form of transfer or Exercise Notice (as defined in Condition 5(e)) and surrender of the Certificate for exchange, except (in the case of DBS Bank) for any write-off pursuant to Condition 6(a) or (in the case of DBSH) for any write-off pursuant to Condition 6(b) in which case

any new Certificate to be issued shall be available for delivery as soon as reasonably practicable. Delivery of the new Certificate(s) shall be made at the specified office of the Transfer Agent or of the Registrar (as the case may be) to whom delivery or surrender of such request for transfer, exercise, redemption or exchange, form of transfer, Exercise Notice or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer, Exercise Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the relevant Transfer Agent or the Registrar the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d), “**business day**” means a day, other than a Saturday or Sunday, on which banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar (as the case may be).

- (e) **Transfers of AMTNs:** AMTNs may be transferred in whole but not part. Unless lodged in the clearing system operated by Austraclear Ltd, the AMTNs will be transferable by duly completed and (if applicable) stamped transfer and acceptance forms in the form specified by, and obtainable from, the Australian Agent or by any other manner approved by DBS Bank and the Australian Agent. Each transfer and acceptance form must be accompanied by such evidence (if any) as the Australian Agent may require to prove the title of the transferor or the transferor’s right to transfer the AMTNs and be signed by both the transferor and the transferee. The Australian Agent may refuse to register a transfer and acceptance form if it contravenes or fails to comply with the Conditions or the transfer of Notes pursuant to that transfer and acceptance form would result in a contravention of any applicable law.

AMTNs may only be transferred within, to or from Australia if:

- (i) the aggregate consideration payable by the transferee at the time of transfer is at least AUD 500,000 (or its equivalent in any other currency and, in either case, disregarding monies lent by the transferor or its associates) or the offer or invitation giving rise to the transfer otherwise does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia (the “**Australian Corporations Act**”);
- (ii) the transfer is not to a “retail client” for the purposes of Section 761G of the Australian Corporations Act;
- (iii) the transfer is in compliance with all applicable laws, regulations or directives (including, without limitation, in the case of a transfer to or from Australia, the laws of the jurisdiction in which the transfer takes place); and
- (iv) in the case of a transfer between persons outside Australia, if a transfer and acceptance form is signed outside Australia. A transfer to an unincorporated association is not permitted.

A person becoming entitled to an AMTN as a consequence of the death or bankruptcy of a Noteholder or of a vesting order or a person administering the estate of a Noteholder may, upon producing such evidence as to that entitlement or status as the Australian Agent considers sufficient, transfer such AMTN or, if so entitled, become registered as the holder of the AMTN.

Where the transferor executes a transfer of less than all of the AMTNs registered in its name, and the specific AMTNs to be transferred are not identified, the Australian Agent may register the transfer in respect of such of the AMTNs registered in the name of the transferor as the Australian Agent thinks fit, provided the aggregate nominal amount of the AMTNs registered as having been transferred equals the aggregate nominal amount of the AMTNs expressed to be transferred in the transfer.

- (f) **Transfers Free of Charge:** Transfers of Notes and Certificates on registration, transfer, exercise of an option or partial redemption or partial write-off shall be effected without charge by or on behalf of the Issuer, the Registrar, the Australian Agent or the Transfer Agents, but upon payment by the relevant Noteholder of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity as the Registrar, the Australian Agent or the relevant Transfer Agent may require).
- (g) **Closed Periods:** No Noteholder may require the transfer of a Registered Note to be registered:
 - (i) during the period of 15 days ending on the due date for redemption of, or payment of any Instalment Amount in respect of, that Note;
 - (ii) during the period of 15 days prior to any date on which Notes may be called for redemption by the Issuer at its option pursuant to Condition 5(d);
 - (iii) after any such Note has been called for redemption;
 - (iv) during the period of 15 days ending on (and including) any date on which payment is due; or
 - (v) in respect of any Subordinated Notes, during a Suspension Period.

In these Conditions:

“Suspension Period” means the period commencing on the business day in Singapore immediately following the date of a DBS Bank Trigger Event Notice, a DBSH Trigger Event Notice or notice of issue of a Bail-in Certificate (as the case may be) and ending on, in the event that a DBS Bank Trigger Event Notice or DBSH Trigger Event Notice is issued, the earlier of the close of business in Singapore on:

- (i) the date on which the Registrar or any other Agent has (A) reflected the relevant DBS Bank Write-off or DBSH Write-off (as the case may be) in the Register or (B) issued a new Certificate (as the case may be) to such Noteholder in respect of the related DBS Bank Write-off or DBSH Write-off (as the case may be); and
- (ii) with respect to the Notes represented by a Global Certificate and cleared through a clearing system, the 10th business day in Singapore immediately following the date of receipt of any such notice by the relevant clearing system(s), or

in the event that a Bail-in Certificate has been issued, when the Bail-in Certificate has been effected.

3 Status

- (a) **Status of Senior Notes:**
 - (i) *Status of DBS Bank Senior Notes:* The senior notes (being those Notes that specify their status as Senior in the applicable Pricing Supplement (the **“DBS Bank Senior Notes”**)) and the Receipts and the Coupons relating to them constitute direct and unsecured obligations of DBS Bank Ltd. (**“DBS Bank”**) and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of DBS Bank under the DBS Bank Senior Notes and the Receipts and the Coupons relating to them shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of DBS Bank, respectively, present and future.
 - (ii) *Status of DBSH Senior Notes:* The senior notes (being those Notes that specify their status as Senior in the applicable Pricing Supplement) (the **“DBSH Senior Notes”** and, together with the DBS Bank Senior Notes, the **“Senior Notes”**) and the Receipts and the Coupons

relating to them constitute direct and unsecured obligations of DBS Group Holdings Ltd (“DBSH”) and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of DBSH under the DBSH Senior Notes and the Receipts and the Coupons relating to them shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of DBSH, respectively, present and future.

(b) **Status of Subordinated Notes:**

- (i) *Status of DBS Bank Subordinated Notes:* The subordinated notes (being those Notes that specify their status as Subordinated in the applicable Pricing Supplement) (the “**DBS Bank Subordinated Notes**”) constitute direct, unsecured and subordinated obligations of DBS Bank. The rights and claims of the Noteholders are subordinated as described below.
- (ii) *Status of DBSH Subordinated Notes:* The subordinated notes (being those Notes that specify their status as Subordinated in the applicable Pricing Supplement) (the “**DBSH Subordinated Notes**”) and, together with the DBS Bank Subordinated Notes, the “**Subordinated Notes**”) constitute direct, unsecured and subordinated obligations of DBSH. The rights and claims of the Noteholders are subordinated as described below.

(c) **Subordination:**

- (i) *DBS Bank Subordination:* Upon the occurrence of any winding-up proceedings, the rights of the Noteholders to payment of principal of and interest on the DBS Bank Subordinated Notes and any other obligations in respect of the DBS Bank Subordinated Notes are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBS Bank Relevant Creditors and will rank senior to all share capital of DBS Bank and the DBS Bank Additional Tier 1 Capital Securities. The DBS Bank Subordinated Notes will rank *pari passu* with all subordinated debt issued by DBS Bank that qualifies as DBS Bank Tier 2 Capital Securities and any instrument or security issued, entered into or guaranteed by DBS Bank that ranks or is expressed to rank, by its terms or operation of law, *pari passu* with a DBS Bank Subordinated Note. In the event that:
 - (A) the Noteholders do not receive payment in full of principal due and payable in respect of the DBS Bank Subordinated Notes plus interest thereon accrued to the date of repayment in any winding-up of DBS Bank; and
 - (B) the winding-up order or resolution passed for the winding-up of DBS Bank or the dissolution of DBS Bank is subsequently stayed, discharged, rescinded, avoided, annulled or otherwise rendered inoperative,

then to the extent that such Noteholders did not receive payment in full of such principal of and interest on such DBS Bank Subordinated Notes, such unpaid amounts shall remain payable in full; *provided that* payment of such unpaid amounts shall be subject to the provisions under this Condition 3 and Condition 10(b) and Clause 5 and Clause 7 of the Trust Deed.

The subordination provisions set out in this Condition 3(c) are effective only upon the occurrence of any winding-up proceedings of DBS Bank. In the event that a DBS Bank Trigger Event occurs and/or a Bail-in Certificate is issued, the rights of holders of DBS Bank Subordinated Notes shall be subject to Condition 6. This may not result in the same outcome for DBS Bank Subordinated Noteholders as would otherwise occur under this Condition 3(c) upon the occurrence of any winding-up proceedings of DBS Bank.

- (ii) *DBSH Subordination*: Upon the occurrence of any winding-up proceedings, the rights of the Noteholders to payment of principal of and interest on the DBSH Subordinated Notes and any other obligations in respect of the DBSH Subordinated Notes are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBSH Relevant Creditors and will rank senior to all share capital of DBSH and the DBSH Additional Tier 1 Capital Securities. The DBSH Subordinated Notes will rank *pari passu* with all subordinated debt issued by DBSH that qualifies as DBSH Tier 2 Capital Securities and any instrument or security issued, entered into or guaranteed by DBSH that ranks or is expressed to rank, by its terms or operation of law, *pari passu* with a DBSH Subordinated Note. In the event that:
- (A) the Noteholders do not receive payment in full of principal due and payable in respect of the DBSH Subordinated Notes plus interest thereon accrued to the date of repayment in any winding-up of DBSH; and
 - (B) the winding-up order or resolution passed for the winding-up of DBSH or the dissolution of DBSH is subsequently stayed, discharged, rescinded, avoided, annulled or otherwise rendered inoperative,

then to the extent that such Noteholders did not receive payment in full of such principal of and interest on such DBSH Subordinated Notes, such unpaid amounts shall remain payable in full; *provided that* payment of such unpaid amounts shall be subject to the provisions under this Condition 3 and Condition 10(b) and Clause 5 and Clause 7 of the Trust Deed.

The subordination provisions set out in this Condition 3(c) are effective only upon the occurrence of any winding-up proceedings of DBSH. In the event that a DBSH Trigger Event occurs and/or a Bail-in Certificate is issued, the rights of holders of DBSH Subordinated Notes shall be subject to Condition 6. This may not result in the same outcome for DBSH Subordinated Noteholders as would otherwise occur under this Condition 3(c) upon the occurrence of any winding-up proceedings of DBSH.

The Issuer has agreed, pursuant to the terms of the Trust Deed, to indemnify the Noteholders against any loss incurred as a result of any judgment or order being given or made for any amount due under the Subordinated Notes and such judgment or order being expressed and paid in a currency other than the Specified Currency. Any amounts due under such indemnification will be similarly subordinated in right of payment with other amounts due on the Subordinated Notes and payment thereof shall be subject to the provisions under this Condition 3 and Condition 10(b)(ii) and Clause 7.2 of the Trust Deed.

On a winding-up of the Issuer, there may be no surplus assets available to meet the claims of the Noteholders after the claims of the parties ranking senior to the Noteholders (as provided in this Condition 3 and Clause 5 of the Trust Deed) have been satisfied.

In these Conditions:

“DBS Bank Group” means DBS Bank and its consolidated subsidiaries;

“DBS Bank Relevant Creditors” means creditors of DBS Bank (including DBS Bank’s depositors) other than those whose claims are expressed to rank *pari passu* or junior to the claims of the holders of the DBS Bank Subordinated Notes;

“DBS Bank Additional Tier 1 Capital Securities” means:

- (i) any security issued by DBS Bank; or
- (ii) any other similar obligation issued by any subsidiary of DBS Bank that is guaranteed by DBS Bank,

that, in each case, constitutes Additional Tier 1 capital of:

- (x) DBS Bank, on an unconsolidated basis,
- (y) the DBS Bank Group, on a consolidated basis, or
- (z) the DBS Group, on a consolidated basis, pursuant to the relevant requirements set out in:
 - (I) (in the case of (x) and (y) above) MAS Notice 637; or
 - (II) (in the case of (z) above) MAS Notice FHC-N637;

“DBS Bank Tier 2 Capital Securities” means any security or other similar obligation issued by DBS Bank that, in each case, constitutes Tier 2 capital of:

- (x) DBS Bank, on an unconsolidated basis,
- (y) the DBS Bank Group, on a consolidated basis, or
- (z) the DBS Group, on a consolidated basis, pursuant to the relevant requirements set out in:
 - (I) (in the case of (x) and (y) above) MAS Notice 637; or
 - (II) (in the case of (z) above) MAS Notice FHC-N637;

“DBS Group” means DBSH and its consolidated subsidiaries;

“DBSH Relevant Creditors” means creditors of DBSH other than those whose claims are expressed to rank *pari passu* or junior to the claims of the holders of DBSH Subordinated Notes;

“DBSH Additional Tier 1 Capital Securities” means:

- (i) any security issued by DBSH; or
- (ii) any other similar obligation issued by any subsidiary of DBSH that is guaranteed by DBSH,

that, in each case, constitutes Additional Tier 1 capital of:

- (x) DBSH, on an unconsolidated basis; or
- (y) the DBS Group, on a consolidated basis, pursuant to the relevant requirements set out in MAS Notice FHC-N637;

“DBSH Tier 2 Capital Securities” means

- (i) any security issued by DBSH; or
- (ii) any other similar obligation issued by any subsidiary of DBSH that is guaranteed by DBSH

that, in each case, constitutes Tier 2 capital of:

- (x) DBSH, on an unconsolidated basis; or
- (y) the DBS Group, on a consolidated basis, pursuant to the relevant requirements set out in MAS Notice FHC-N637;

“Designated Financial Holding Companies” shall have the meaning ascribed to it in the Financial Holding Companies Act 2013, as amended, replaced or supplemented from time to time;

“MAS” means the Monetary Authority of Singapore or such other governmental authority having primary bank supervisory authority with respect to the Issuers;

"MAS Notice FHC-N637" means MAS Notice FHC-N637 – *"Risk Based Capital Adequacy Requirements"* issued by the MAS, as amended, replaced or supplemented from time to time;

"MAS Notice 637" means MAS Notice 637 – *"Notice on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore"* issued by the MAS, as amended, replaced or supplemented from time to time; and

"Tier 2 Capital Securities" means both the DBS Bank Tier 2 Capital Securities and the DBSH Tier 2 Capital Securities, as the context may require.

- (d) **Set-off and Payment Void:** No holder of Subordinated Notes may exercise, claim or plead any right of set-off, counterclaim or retention in respect of any amount owed to it by the Issuer arising under or in connection with the Subordinated Notes. Each Noteholder of the Subordinated Notes shall, by acceptance of any Subordinated Note be deemed to have waived all such rights of set-off, counterclaim or retention to the fullest extent permitted by law. If, at any time, any Noteholder receives payment or benefit of any sum in respect of the Subordinated Notes (including any benefit received pursuant to any such set-off, counter-claim or retention) other than in accordance with Clause 7.2.2 of the Trust Deed and the second paragraph of Condition 10(b)(ii), the payment of such sum or receipt of such benefit shall, to the fullest extent permitted by law, be deemed void for all purposes and such Noteholder, by acceptance of such Subordinated Note, shall agree as a separate and independent obligation that any such sum or benefit so received shall forthwith be paid or returned in full by such Noteholder to the Issuer upon demand by the Issuer or, in the event of the winding-up of the Issuer, the liquidator of the Issuer, whether or not such payment or receipt shall have been deemed void under the Trust Deed. Any sum so paid or returned shall then be treated for purposes of the Issuer's obligations as if it had not been paid by the Issuer, and its original payment shall be deemed not to have discharged any of the obligations of the Issuer under the Subordinated Notes.

4 Interest and other Calculations

The amount payable in respect of the aggregate nominal amount of Notes represented by a Global Certificate or a Global Note (as the case may be) shall be made in accordance with the methods of calculation provided for in the Conditions and the applicable Pricing Supplement, save that the calculation is made in respect of the total aggregate amount of the Notes represented by a Global Certificate or a Global Note (as the case may be), together with such other sums and additional amounts (if any) as may be payable under the Conditions. The amount payable in respect of each AMTN whether or not represented by an AMTN Certificate shall be made in accordance with the methods of calculation provided for in the Conditions and the applicable Pricing Supplement, being the amount payable per Specified Denomination in respect of each AMTN.

- (a) **Interest on Fixed Rate Notes:** Each Fixed Rate Note bears interest on its outstanding nominal amount from and including the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 4(f).
- (b) **Interest on Floating Rate Notes:**
- (i) *Interest Payment Dates:* Each Floating Rate Note bears interest on its outstanding nominal amount from and including the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 4(f). Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are

shown hereon, Interest Payment Date shall mean each date which falls the number of months or other period shown hereon as the Interest Period after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

- (ii) *Business Day Convention*: If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is:

- (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (x) such date shall be brought forward to the immediately preceding Business Day and (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment;
- (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day;
- (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day; or
- (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.

- (iii) *Rate of Interest for Floating Rate Notes*: The Rate of Interest in respect of Floating Rate Notes for each Interest Period or Interest Accrual Period shall be determined in the manner specified hereon and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified hereon.

- (A) ISDA Determination for Floating Rate Notes

Where ISDA Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Period or Interest Accrual Period shall be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate. For the purposes of this paragraph (A), “**ISDA Rate**” for an Interest Period or Interest Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- (x) the Floating Rate Option is as specified hereon;
- (y) if applicable, the Designated Maturity is a period specified hereon;
- (z) if applicable, the relevant Reset Date is the first day of that Interest Period or Interest Accrual Period unless otherwise specified hereon;
- (aa) if applicable, the Overnight Rate Compounding Method and the applicable number of business days for Lookback, Observation Period Shift, or Lockout as specified hereon; and
- (bb)
 - (1) Administrator/Benchmark Event shall be disappplied; and
 - (2) if the Temporary Non-Publication Fallback for any specified Floating Rate Option is specified to be “Temporary Non-Publication Fallback –

Alternative Rate” in the Floating Rate Matrix of the 2021 ISDA Definitions, the reference to “Calculation Agent Alternative Rate Determination” in the definition of “Temporary Non-Publication Fallback – Alternative Rate” shall be replaced by “Temporary Non-Publication Fallback – Previous Day’s Rate”.

For the purposes of this paragraph (A), “**Floating Rate**”, “**Calculation Agent**”, “**Floating Rate Option**”, “**Designated Maturity**”, “**Overnight Rate Compounding Method**”, “**Lookback**”, “**Observation Period Shift**”, “**Lockout**”, “**Reset Date**”, “**Swap Transaction**”, “**Administrator/Benchmark Event**” and “**Temporary Non-Publication Fallback**” have the meanings given to those terms in the ISDA Definitions.

(B) Screen Rate Determination for Floating Rate Notes where the Reference Rate is not specified as being BBSW Rate, AONIA Rate, SORA Benchmark, SONIA Benchmark or SOFR Benchmark

(x) Where Screen Rate Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Period or Interest Accrual Period will, subject as provided below, be either:

(I) the offered quotation; or

(II) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page as at either 11:00 a.m. (Brussels time in the case of EURIBOR or Hong Kong time in the case of HIBOR) on the Interest Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than EURIBOR or HIBOR, the Rate of Interest in respect of such Notes will be determined as provided hereon;

(y) If the Relevant Screen Page is not available or if, sub-paragraph (x)(I) above applies and no such offered quotation appears on the Relevant Screen Page or if sub-paragraph (x)(II) above applies and fewer than three such offered quotations appear on the Relevant Screen Page in each case as at the time specified above, subject as provided below, the Issuer shall request, if the Reference Rate is EURIBOR, the principal Euro-zone office of each of the Reference Banks or, if the Reference Rate is HIBOR, the principal Hong Kong office of each of the Reference Banks, to provide the Issuer with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate if the Reference Rate is EURIBOR, at approximately 11:00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11:00 a.m. (Hong Kong time) on the Interest Determination Date in question and such rate shall be notified to the Calculation Agent. If two or more of the Reference Banks provide

the Issuer with such offered quotations, the Rate of Interest for such Interest Period or Interest Accrual Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and

- (z) If paragraph (y) above applies and the Issuer determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Issuer by the Reference Banks or any two or more of them, at which such banks were offered, if the Reference Rate is EURIBOR, at approximately 11:00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11:00 a.m. (Hong Kong time) on the relevant Interest Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in, if the Reference Rate is EURIBOR, the Euro-zone interbank market or, if the Reference Rate is HIBOR, the Hong Kong interbank market, as the case may be, or, if fewer than two of the Reference Banks provide the Issuer with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, if the Reference Rate is EURIBOR, at approximately 11:00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11:00 a.m. (Hong Kong time), on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Issuer suitable for such purpose) informs the Issuer it is quoting to leading banks in, if the Reference Rate is EURIBOR, the Euro-zone interbank market or, if the Reference Rate is HIBOR, the Hong Kong interbank market, as the case may be, *provided that*, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Period or Interest Accrual Period from that which applied to the last preceding Interest Period or Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Period or Interest Accrual Period, in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Period or Interest Accrual Period).

(C) [Reserved]

- (D) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SORA Benchmark

For each Floating Rate Note where the Reference Rate is specified as being SORA Benchmark, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be equal to the relevant SORA Benchmark plus or minus (as indicated in the applicable Pricing Supplement) the Margin.

The “**SORA Benchmark**” will be determined based on Compounded Daily SORA or SORA Index Average, as follows (subject in each case to Condition 4(i)(v)):

- (x) If Compounded Daily SORA (“**Compounded Daily SORA**”) is specified in the applicable Pricing Supplement, the SORA Benchmark for each Interest Accrual

Period shall be equal to the value of the SORA rates for each day during the relevant Interest Accrual Period (where SORA Lookback or SORA Payment Delay is specified in the applicable Pricing Supplement to determine Compounded Daily SORA) or SORA Observation Period (where SORA Backward Shifted Observation Period is specified in the applicable Pricing Supplement to determine Compounded Daily SORA).

Compounded Daily SORA shall be calculated by the Calculation Agent on the relevant Interest Determination Date in accordance with one of the formulas referenced below depending upon which is specified in the applicable Pricing Supplement:

- (i) Where SORA Lookback is specified in the applicable Pricing Supplement:

“Compounded Daily SORA” means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Interest Accrual Period (with the reference rate for the calculation of interest being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards:

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{SORA_{i-x_{SBD}} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“d” is the number of calendar days in the relevant Interest Accrual Period;

“d_o”, for any Interest Accrual Period, is the number of Singapore Business Days in the relevant Interest Accrual Period;

“i”, for the relevant Interest Accrual Period, is a series of whole numbers from one to d_o, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Interest Accrual Period to, but excluding, the last Singapore Business Day in such Interest Accrual Period;

“Interest Determination Date” means, with respect to a Rate of Interest and Interest Accrual Period, the date falling one Singapore Business Day after the end of each Observation Period;

“n_i”, for any day “i”, is the number of calendar days from and including such day “i” up to but excluding the following Singapore Business Day;

“Observation Period” means, for the relevant Interest Accrual Period, the period from, and including, the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the first day of such Interest

Accrual Period (and the first Interest Accrual Period shall begin on and include the Interest Commencement Date) and to, but excluding, the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the Interest Payment Date at the end of such Interest Accrual Period (or the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to such earlier date, if any, on which the Notes become due and payable);

“Singapore Business Days” or **“SBD”** means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“SORA” means, in respect of any Singapore Business Day “i”, a reference rate equal to the daily Singapore Overnight Rate Average provided by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) on the Singapore Business Day immediately following such day “i”; and

“SORA_i – x SBD” means, in respect of any Singapore Business Day “i” in the relevant Interest Accrual Period, the reference rate equal to SORA in respect of the Singapore Business Day falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the relevant Singapore Business Day “i”.

- (ii) Where SORA Backward Shifted Observation Period is specified in the applicable Pricing Supplement:

“Compounded Daily SORA” means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Interest Accrual Period (with the reference rate for the calculation of interest being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards.

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“d” is the number of calendar days in the relevant Observation Period;

“d_o”, for any Interest Accrual Period, is the number of Singapore Business Days in the relevant Observation Period;

“ i ”, for the relevant Interest Accrual Period, is a series of whole numbers from one to d_0 , each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Observation Period to, but excluding, the last Singapore Business Day in such Observation Period;

“**Interest Determination Date**” means, with respect to a Rate of Interest and Interest Accrual Period, the date falling one Singapore Business Day after the end of each Observation Period;

“ n_i ”, for any day “ i ”, is the number of calendar days from and including such day “ i ” up to but excluding the following Singapore Business Day;

“**Observation Period**” means, for the relevant Interest Accrual Period, the period from, and including, the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the first day of such Interest Accrual Period (and the first Interest Accrual Period shall begin on and include the Interest Commencement Date) and to, but excluding, the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the Interest Payment Date at the end of such Interest Accrual Period (or the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to such earlier date, if any, on which the Notes become due and payable);

“**Singapore Business Days**” or “**SBD**” means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA**” means, in respect of any Singapore Business Day “ i ”, a reference rate equal to the daily Singapore Overnight Rate Average provided by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) on the Singapore Business Day immediately following such day “ i ”; and

“**SORA_i**” means, in respect of any Singapore Business Day falling in the relevant Observation Period, the reference rate equal to SORA in respect of that Singapore Business Day.

- (iii) Where SORA Payment Delay is specified in the applicable Pricing Supplement:

“**Compounded Daily SORA**” means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment during such Interest Accrual Period (with the reference rate for the calculation of interest being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, with the resulting percentage being rounded, if

necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards.

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” is the number of calendar days in the relevant Interest Accrual Period;

“**d_o**”, for any Interest Accrual Period, is the number of Singapore Business Days in the relevant Interest Accrual Period;

“**i**”, for the relevant Interest Accrual Period, is a series of whole numbers from one to d_o, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Interest Accrual Period to, but excluding, the last Singapore Business Day in such Interest Accrual Period;

“**Interest Determination Date**” means, with respect to a Rate of Interest and Interest Accrual Period, the date falling one Singapore Business Day after the end of each Interest Accrual Period, *provided that* the Interest Determination Date with respect to the final Interest Accrual Period will be the SORA Rate Cut-Off Date;

“**Interest Payment Date**” shall be the date falling the number of Business Days equal to the Interest Payment Delay following each Interest Period End Date; *provided that* (i) the Interest Payment Date with respect to the Interest Accrual Period ending on the Maturity Date will be the Maturity Date or (ii) if the Issuer elects to redeem the Notes prior to the Maturity Date, the redemption date;

“**Interest Payment Delay**” means five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement);

“**n_i**”, for any day “**i**”, is the number of calendar days from and including such day “**i**” up to but excluding the following Singapore Business Day;

“**Singapore Business Days**” or “**SBD**” means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA**” means, in respect of any Singapore Business Day “**i**”, a reference rate equal to the daily Singapore Overnight Rate Average provided by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) on the Singapore Business Day immediately following such day “**i**”;

“**SORA_i**” means, in respect of any Singapore Business Day falling in the relevant Interest Accrual Period, the reference rate equal to SORA in respect of that Singapore Business Day; and

“SORA Rate Cut-Off Date” means the date that is a number of Singapore Business Days prior to the end of each Interest Accrual Period, the Maturity Date or the relevant redemption date, as applicable, as specified in the applicable Pricing Supplement.

For the purposes of calculating Compounded Daily SORA with respect to the final Interest Accrual Period ending on the Maturity Date or the redemption date, the level of SORA for each Singapore Business Day in the period from (and including) the SORA Rate Cut-Off Date to (but excluding) the Maturity Date or the relevant redemption date, as applicable, shall be the level of SORA in respect of such SORA Rate Cut-Off Date.

- (y) For each Floating Rate Note where the Reference Rate is specified as being SORA Index Average (**“SORA Index Average”**), the SORA Benchmark for each Interest Accrual Period shall be equal to the value of the SORA rates for each day during the relevant Interest Accrual Period as calculated by the Calculation Agent on the relevant Interest Determination Date as follows:

$$\left(\frac{SORA Index_{End}}{SORA Index_{Start}} - 1 \right) \times \left(\frac{365}{d_c} \right)$$

and the resulting percentage being rounded if necessary to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards, where:

“d_c” means the number of calendar days from (and including) the SORA Index_{Start} to (but excluding) the SORA Index_{End};

“Singapore Business Days” means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“SORA Index” means, in relation to any Singapore Business Day, the SORA Index as published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) at the SORA Index Determination Time, *provided that* if the SORA Index does not so appear at the SORA Index Determination Time, then:

- (i) if a SORA Index Cessation Event has not occurred, the “SORA Index Average” shall be calculated on any Interest Determination Date with respect to an Interest Accrual Period, in accordance with the Compounded Daily SORA formula described above in Condition 4(b)(iii)(D)(x)(ii), and the Observation Period shall be calculated with reference to the number of Singapore Business Days preceding the first date of the relevant Interest Accrual Period that is used in the definition of SORA Index_{Start} as specified in the applicable Pricing Supplement; or
- (ii) if a SORA Index Cessation Event has occurred, the provisions set forth in Condition 4(i)(v) shall apply;

“SORA Index_{End}” means the SORA Index value on the date falling five Singapore Business Days (or such other number of Singapore Business Days

as specified in the applicable Pricing Supplement) preceding the Interest Period End Date relating to such Interest Accrual Period;

“SORA Index_{start}” means the SORA Index value on the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) preceding the first date of the relevant Interest Accrual Period; and

“SORA Index Determination Time” means, in relation to any Singapore Business Day, approximately 3:00 p.m. (Singapore time) on such Singapore Business Day.

- (z) If, subject to Condition 4(i), by 5:00 p.m., Singapore time, on the Singapore Business Day immediately following such day “i”, SORA in respect of such day “i” has not been published and a SORA Index Cessation Event has not occurred, then SORA for that day “i” will be SORA as published in respect of the first preceding Singapore Business Day for which SORA was published.
 - (aa) If the Rate of Interest cannot be determined in accordance with the foregoing provisions by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement), subject to Condition 4(i), the Rate of Interest shall be:
 - (i) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period); or
 - (ii) if there is no such preceding Interest Determination Date, the initial Rate of Interest which would have been applicable to such Series of Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Accrual Period).
 - (bb) If the relevant Series of Notes becomes due and payable in accordance with Condition 10, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the applicable SORA Benchmark formula) and the Rate of Interest on such Notes shall, for so long as any such Note remains outstanding, be that determined on such date.
- (E) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SONIA Benchmark

For each Floating Rate Note where the Reference Rate is specified as being SONIA Benchmark, the Rate of Interest for each Interest Accrual Period will, subject as

provided below, be equal to the relevant SONIA Benchmark plus or minus (as indicated in the applicable Pricing Supplement) the Margin.

The “**SONIA Benchmark**” will be determined based on Compounded Daily SONIA or SONIA Index Average, as follows (subject in each case to Condition 4(i)(i)):

- (x) If Compounded Daily SONIA is specified in the applicable Pricing Supplement, Compounded Daily SONIA shall be calculated by the Calculation Agent on the relevant Interest Determination Date in accordance with the formula referenced below:

“**Compounded Daily SONIA**” means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment during the SONIA Observation Period corresponding to such Interest Accrual Period (with the daily Sterling Overnight Index Average (SONIA) as reference rate for the calculation of interest) and will be calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the relevant Interest Determination Date, as follows, and the resulting percentage will be rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{\text{SONIA}_{i-xLBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” means the number of calendar days in:

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the relevant Interest Accrual Period; or
- (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the relevant SONIA Observation Period;

“**d_o**” means:

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the number of London Business Days in the relevant Interest Accrual Period; or
- (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the number of London Business Days in the relevant SONIA Observation Period;

“**i**” means a series of whole numbers from one to d_o, each representing the relevant London Business Day in chronological order from (and including):

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the first London Business Day in the relevant Interest Accrual Period to (and including) the last London Business Day in such Interest Accrual Period; or
- (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the first London Business

Day in the relevant SONIA Observation Period to (and including) the last London Business Day in such SONIA Observation Period;

“London Business Day” or “LBD” means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

“ n_i ”, for any London Business Day “ i ”, means the number of calendar days from and including such London Business Day “ i ” up to but excluding the following London Business Day;

“SONIA_{i-xLBD}” means:

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, in respect of any London Business Day “ i ”, the SONIA Reference Rate for the London Business Day falling “ x ” London Business Days prior to such London Business Day “ i ”, or
- (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, in respect of any London Business Day “ i ”, the SONIA Reference Rate for that day;

“SONIA Observation Period” means the period from (and including) the date falling “ x ” London Business Days prior to the first day of the relevant Interest Accrual Period (and the first Interest Accrual Period shall begin on and include the Interest Commencement Date) and ending on (but excluding) the date falling “ x ” London Business Days prior to the Interest Period End Date at the end of such Interest Accrual Period (or the date falling “ x ” London Business Days prior to such earlier date, if any, on which the Notes become due and payable);

“SONIA Reference Rate” means, in respect of any London Business Day, a reference rate equal to the daily Sterling Overnight Index Average (SONIA) rate for such London Business Day as provided by the administrator of SONIA to authorised distributors and as then published on the Relevant Screen Page or, if the Relevant Screen Page is unavailable, as otherwise published by such authorised distributors (on the London Business Day immediately following such London Business Day); and

“ x ” means:

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, five London Business Days (or such other number of London Business Days in the SONIA Observation Period as specified in the applicable Pricing Supplement); or
 - (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, five London Business Days (or such other number of London Business Days in the SONIA Observation Period as specified in the applicable Pricing Supplement).
- (y) If SONIA Index Average (**“SONIA Index Average”**) is specified in the applicable Pricing Supplement as the relevant SONIA Benchmark, the SONIA Benchmark for each Interest Accrual Period shall be equal to the rate of return

of a daily compound interest investment during the Observation Period corresponding to such Interest Accrual Period (with the daily Sterling Overnight Index Average (SONIA) as reference rate for the calculation of interest) as will be calculated by the Calculation Agent on the relevant Interest Determination Date as follows, and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left(\frac{\text{SONIA Compounded Index}_{END}}{\text{SONIA Compounded Index}_{START}} - 1 \right) \times \left(\frac{365}{d} \right)$$

subject to Condition 4(i)(i), if the SONIA Compounded Index Value is not available in relation to any Interest Accrual Period on the Relevant Screen Page for the determination of either SONIA Compounded Index_{START} or SONIA Compounded Index_{END}, the Rate of Interest shall be calculated for such Interest Accrual Period on the basis of Compounded Daily SONIA (as set out in Condition 4(b)(iii)(E)(x)) and where “SONIA Observation Shift” is specified as the SONIA Observation Method.

Where:

“**d**” means the number of calendar days in the relevant SONIA Observation Period;

“**London Business Day**”, means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

“**p**” means, for any Interest Accrual Period, five London Business Days (or such other number of London Business Days as specified in the applicable Pricing Supplement);

“**SONIA Observation Period**” means, in respect of an Interest Accrual Period, the period from and including the date falling “p” London Business Days prior to the first day of such Interest Accrual Period and ending on (but excluding) the date which is “p” London Business Days prior to the Interest Payment Date for such Interest Accrual Period (or the date falling “p” London Business Days prior to such earlier date, if any, on which the Notes become due and payable);

“**SONIA Compounded Index**” means the index known as the SONIA Compounded Index administered by the Bank of England (or any successor administrator thereof);

“**SONIA Compounded Index_{START}**” means the SONIA Compounded Index Value on the date which is “p” London Business Days preceding the first day of the relevant Interest Accrual Period (or in the first Interest Accrual Period, the Issue Date);

“**SONIA Compounded Index_{END}**” means the SONIA Compounded Index Value on the date which is “p” London Business Days preceding:

- (i) the Interest Payment Date for the relevant Interest Accrual Period,
 - (ii) in the final Interest Accrual Period, the Maturity Date, or
 - (iii) the date on which the relevant Series of Notes becomes due and payable;
- and

“SONIA Compounded Index Value” means in relation to any London Business Day, the value of the SONIA Compounded Index as published by authorised distributors on the Relevant Screen Page on such London Business Day or, if the value of the SONIA Compounded Index cannot be obtained from such authorised distributors, as published on the Bank of England’s Website at <https://www.bankofengland.co.uk/boeapps/database/> (or such other page or website as may replace such page for the purposes of publishing the SONIA Compounded Index) on the next following London Business Day.

- (z) If, subject to Condition 4(i)(i), in respect of any London Business Day in the relevant Observation Period, the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) determines that the SONIA Reference Rate is not available on the Relevant Screen Page or has not otherwise been published by the relevant authorised distributors, such SONIA Reference Rate shall be:
- (i) the Bank of England’s Bank Rate (the **“Bank Rate”**) prevailing at 5:00 p.m. (or, if earlier, close of business) on the relevant London Business Day; plus
 - (ii) the mean of the spread of the SONIA Reference Rate to the Bank Rate over the previous five days on which a SONIA Reference Rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate.

Notwithstanding the paragraph above, and without prejudice to Condition 4(i)(i), in the event the Bank of England publishes guidance as to:

- (A) how the SONIA Reference Rate is to be determined; or
- (B) any rate that is to replace the SONIA Reference Rate,

the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest as specified in the applicable Pricing Supplement, and in consultation with the Issuer) shall, to the extent that it is reasonably practicable, follow such guidance in order to determine the SONIA Reference Rate for the purpose of the relevant Series of Notes for so long as the SONIA Reference Rate is not available or has not been published by the authorised distributors.

- (aa) If the Rate of Interest cannot be determined in accordance with the foregoing provisions by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement), subject to Condition 4(i), the Rate of Interest shall be:
- (i) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period); or

- (ii) if there is no such preceding Interest Determination Date, the initial Rate of Interest which would have been applicable to such Series of Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Accrual Period).
- (bb) If the relevant Series of Notes becomes due and payable in accordance with Condition 10, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the applicable SONIA Benchmark formula) and the Rate of Interest on such Notes shall, for so long as any such Note remains outstanding, be that determined on such date.
- (F) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SOFR Benchmark

For each Floating Rate Note where the Reference Rate is specified as being SOFR Benchmark, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be equal to the relevant SOFR Benchmark plus or minus (as indicated in the applicable Pricing Supplement) the Margin.

The “**SOFR Benchmark**” will be determined based on Compounded Daily SOFR or SOFR Index Average, as follows (subject in each case to Condition 4(i)):

- (x) If Compounded Daily SOFR (“**Compounded Daily SOFR**”) is specified in the applicable Pricing Supplement, the SOFR Benchmark for each Interest Accrual Period shall be equal to the value of the SOFR rates for each day during the relevant Interest Accrual Period (where “SOFR Observation Lag” or “SOFR Payment Delay” is specified in the applicable Pricing Supplement to determine Compounded Daily SOFR) or SOFR Observation Period (where “SOFR Observation Shift” is specified in the applicable Pricing Supplement to determine Compounded Daily SOFR).

Compounded Daily SOFR shall be calculated by the Calculation Agent on the relevant Interest Determination Date in accordance with the relevant formula referenced below (to be specified in the applicable Pricing Supplement):

- (i) *SOFR Observation Lag*:

$$\left(\prod_{i=1}^{d_o} \left(1 + \frac{SOFR_{i-\times USBD} \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards, where:

“**d**” means the number of calendar days in the relevant Interest Accrual Period;

“**d_o**” means the number of U.S. Government Securities Business Days in the relevant Interest Accrual Period;

“**i**” means a series of whole numbers ascending from one to d_o , representing each relevant U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant Interest Accrual Period (each a “**U.S. Government Securities Business Day(i)**”);

“**Lookback Days**” means five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement);

“**n_i**” for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day; and

“**SOFR_{i-xUSBD}**” for any U.S. Government Securities Business Day(i) in the relevant Interest Accrual Period, is equal to the SOFR reference rate for the U.S. Government Securities Business Day falling the number of Lookback Days prior to that U.S. Government Securities Business Day(i).

(ii) *SOFR Observation Shift:*

$$\left(\prod_{i=1}^{d_o} \left(1 + \frac{SOFR_i \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards, where:

“**d**” means the number of calendar days in the relevant SOFR Observation Period;

“**d_o**” means the number of U.S. Government Securities Business Days in the relevant SOFR Observation Period;

“**i**” means a series of whole numbers ascending from one to d_o , representing each U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant SOFR Observation Period (each a “**U.S. Government Securities Business Day(i)**”);

“**n_i**” for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day;

“**SOFR Observation Period**” means, in respect of an Interest Accrual Period, the period from (and including) the date falling the number of SOFR Observation Shift Days prior to the first day of such Interest Accrual Period to (but excluding) the date falling the number of SOFR Observation Shift Days prior to the Interest Period End Date at the end of such Interest Accrual Period;

“**SOFR Observation Shift Days**” means five U.S. Government Securities Business Days (or such other number of U.S. Government

Securities Business Days as specified in the applicable Pricing Supplement); and

“**SOFR_i**” for any U.S. Government Securities Business Day(i) in the relevant SOFR Observation Period, is equal to the SOFR reference rate for that U.S. Government Securities Business Day(i).

(iii) *SOFR Payment Delay*:

$$\left(\prod_{i=1}^{d_o} \left(1 + \frac{SOFR_i \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards, where:

“**d**” means the number of calendar days in the relevant Interest Accrual Period;

“**d_o**” means the number of U.S. Government Securities Business Days in the relevant Interest Accrual Period;

“**i**” means a series of whole numbers ascending from one to d_o, representing each relevant U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant Interest Accrual Period (each a “**U.S. Government Securities Business Day(i)**”);

“**Interest Payment Date**” shall be the date falling the number of Business Days equal to the Interest Payment Delay following each Interest Period End Date; *provided that* the Interest Payment Date with respect to the final Interest Accrual Period will be the Maturity Date or, if the Issuer elects to redeem the Notes prior to the Maturity Date, the relevant redemption date;

“**Interest Payment Delay**” means five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement);

“**Interest Determination Date**” means the Interest Period End Date at the end of each Interest Accrual Period, *provided that* the Interest Determination Date with respect to the final Interest Accrual Period will be the SOFR Rate Cut-Off Date;

“**n_i**”, for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day;

“**SOFR_i**” for any U.S. Government Securities Business Day(i) in the relevant Interest Accrual Period, is equal to the SOFR reference rate for that U.S. Government Securities Business Day(i); and

“**SOFR Rate Cut-Off Date**” means the date that is a number of U.S. Government Securities Business Days prior to the end of each Interest Accrual Period, the Maturity Date or the relevant redemption date, as applicable, as specified in the applicable Pricing Supplement.

For the purposes of calculating Compounded Daily SOFR with respect to the final Interest Accrual Period, the level of SOFR for each U.S. Government Securities Business Day in the period from (and including) the SOFR Rate Cut-Off Date to (but excluding) the Maturity Date or the relevant redemption date of the Notes, as applicable, shall be the level of SOFR in respect of such SOFR Rate Cut-Off Date.

In connection with the SOFR provisions set out in this Condition 4(b)(iii)(F)(x), the following definitions apply:

“Bloomberg Screen SOFRRATE Page” means the Bloomberg screen designated “SOFRRATE” or any successor page or service;

“Reuters Page USDSOFR=” means the Reuters page designated “USDSOFR=” or any successor page or service;

“SOFR” means, with respect to any U.S. Government Securities Business Day, the rate determined by the Calculation Agent in accordance with the following provision:

- (i) the Secured Overnight Financing Rate published at the SOFR Determination Time, as such rate is reported on the Bloomberg Screen SOFRRATE Page, the Secured Overnight Financing Rate published at the SOFR Determination Time, as such rate is reported on the Reuters Page USDSOFR=, or the Secured Overnight Financing Rate published at the SOFR Determination Time on the SOFR Administrator’s Website;
- (ii) if the rate specified in (i) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the SOFR published on the SOFR Administrator’s Website for the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator’s Website; or
- (iii) if the rate specified in (i) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 4(i)(iii) shall apply;

“SOFR Determination Time” means approximately 3:00 p.m. (New York City time) on the immediately following U.S. Government Securities Business Day.

- (y) If SOFR Index Average (**“SOFR Index Average”**) is specified in the applicable Pricing Supplement, the SOFR Benchmark for each Interest Accrual Period shall be equal to the value of the SOFR rates for each day during the relevant Interest Accrual Period as calculated by the Calculation Agent on the relevant Interest Determination Date as follows:

$$\left(\frac{SOFR\ Index_{End}}{SOFR\ Index_{Start}} - 1 \right) \times \left(\frac{360}{d_c} \right)$$

and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards, where:

“d_c” means the number of calendar days from (and including) the SOFR Index_{Start} to (but excluding) the SOFR Index_{End};

“SOFR Index” means, in relation to any U.S. Government Securities Business Day, the SOFR Index as published by the SOFR Administrator on the SOFR Administrator’s Website at the SOFR Index Determination Time on such U.S. Government Securities Business Day, *provided that* if the SOFR Index does not so appear at the SOFR Index Determination Time, then:

- (i) if a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the “SOFR Index Average” shall be calculated on any Interest Determination Date with respect to an Interest Accrual Period, in accordance with the Compounded Daily SOFR formula described above in Condition 4(b)(iii)(F)(x)(ii) “SOFR Observation Shift”, and the term “SOFR Observation Shift Days” shall mean such number of U.S. Government Securities Business Days preceding the first date of a relevant Interest Accrual Period as is used for the purposes of the definition of “SOFR Index_{Start}” and “SOFR Index_{End}”; or
- (ii) if a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 4(i)(iii) shall apply;

“SOFR Index_{End}” means the SOFR Index value on the date that is five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement) preceding the Interest Period End Date relating to such Interest Accrual Period (or in the final Interest Accrual Period, the Maturity Date);

“SOFR Index_{Start}” means the SOFR Index value on the date that is five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement) preceding the first date of the relevant Interest Accrual Period; and

“SOFR Index Determination Time” means, in relation to any U.S. Government Securities Business Day, approximately 3:00 p.m. (New York City time) on such U.S. Government Securities Business Day.

“SOFR Administrator” means the Federal Reserve Bank of New York (or a successor administrator of SOFR);

“SOFR Administrator’s Website” means the website of the Federal Reserve Bank of New York, or any successor source;

“SOFR Benchmark Replacement Date” means the Benchmark Replacement Date with respect to the then-current SOFR Benchmark; and

“SOFR Benchmark Transition Event” means the occurrence of a Benchmark Event with respect to the then-current SOFR Benchmark.

- (z) If the Rate of Interest cannot be determined in accordance with the foregoing provisions by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement), subject to Condition 4(i), the Rate of Interest shall be:
 - (l) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of

Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period); or

- (II) if there is no such preceding Interest Determination Date, the initial Rate of Interest which would have been applicable to such Series of Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Accrual Period).
- (aa) If the relevant Series of Notes becomes due and payable in accordance with Condition 10, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the applicable SOFR Benchmark formula) and the Rate of Interest on such Notes shall, for so long as any such Note remains outstanding, be that determined on such date.
- (G) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being BBSW Rate or AONIA Rate
 - (x) For each Floating Rate Note where the Reference Rate is specified as being BBSW Rate or AONIA Rate in the relevant Pricing Supplement, the Rate of Interest for each Interest Accrual Period will be equal to the sum of the Margin and either (x) the BBSW Rate or (y) the AONIA Rate as specified in the relevant Pricing Supplement.
 - (y) Each Noteholder shall be deemed to acknowledge, accept and agree to be bound by, and consents to, the determination of, substitution for and any adjustments made to the BBSW Rate or the AONIA Rate, as applicable, in each case as described in this Condition 4(b)(iii)(G) (in all cases without the need for any Noteholder consent). Any determination, decision or election (including a decision to take or refrain from taking any action or as to the occurrence or non-occurrence of any event or circumstance), and any substitution for and adjustments made to, the BBSW Rate or the AONIA Rate, as applicable, and in each case made in accordance with this Condition 4(b)(iii)(G), will, in the absence of manifest or proven error, be conclusive and binding on the Issuer, the Noteholder and each Agent and, notwithstanding anything to the contrary in these Conditions or other documentation relating to the Notes, shall become effective without the consent of any person.
 - (z) If the Calculation Agent is unwilling or unable to determine a necessary rate, adjustment, quantum, formula, methodology or other variable in order to calculate the applicable Rate of Interest, such rate, adjustment, quantum, formula, methodology or other variable will be determined by the Issuer (acting in good faith and in a commercially reasonable manner) or, an alternate financial institution (acting in good faith and in a commercially reasonable manner) appointed by the Issuer (in its sole discretion) to so determine.

- (aa) All rates determined pursuant to this Condition 4(b)(iii)(G) shall be expressed as a percentage rate per annum and the resulting percentage will be rounded if necessary to the fourth decimal place (i.e., to the nearest one ten-thousandth of a percentage point) with 0.00005 being rounded upwards.

However, if:

- (A) a Temporary Disruption Trigger has occurred; or
- (B) a Permanent Discontinuation Trigger has occurred,

then the Reference Rate for an Interest Accrual Period, whilst such Temporary Disruption Trigger is continuing or after a Permanent Discontinuation Trigger has occurred, means (in the following order of application and precedence):

- (i) where BBSW Rate is the Applicable Reference Rate, if a Temporary Disruption Trigger has occurred with respect to the BBSW Rate, in the following order of precedence:
 - (1) first, the Administrator Recommended Rate;
 - (2) then the Supervisor Recommended Rate; and
 - (3) lastly, the Final Fallback Rate;
- (ii) where AONIA Rate is the Applicable Reference Rate or a determination of the AONIA Rate is required for the purposes of paragraph (i) above, if a Temporary Disruption Trigger has occurred with respect to AONIA, the rate for any day for which AONIA is required will be the last provided or published level of AONIA;
- (iii) where a determination of the RBA Recommended Rate is required for the purposes of paragraph (i) or (ii) above, if a Temporary Disruption Trigger has occurred with respect to the RBA Recommended Rate, the rate for any day for which the RBA Recommended Rate is required will be the last rate provided or published by the Administrator of the RBA Recommended Rate (or if no such rate has been so provided or published, the last provided or published level of AONIA);
- (iv) where BBSW Rate is the Applicable Reference Rate, if a Permanent Discontinuation Trigger has occurred with respect to the BBSW Rate, the rate for any day for which the BBSW Rate is required on or after the Permanent Fallback Effective Date will be the first rate available in the following order of precedence:
 - (1) first, if at the time of the BBSW Rate Permanent Fallback Effective Date, no AONIA Permanent Fallback Effective Date has occurred, the AONIA Rate;
 - (2) then, if at the time of the BBSW Rate Permanent Fallback Effective Date, an AONIA Permanent Fallback Effective Date has occurred, an RBA Recommended Rate has been created but no RBA Recommended Rate Permanent Fallback Effective Date has occurred, the RBA Recommended Fallback Rate; and
 - (3) lastly, if neither paragraph (1) nor paragraph (2) above apply, the Final Fallback Rate;

- (v) where AONIA Rate is the Applicable Reference Rate or a determination of the AONIA Rate is required for the purposes of paragraph (iv)(1) above, if a Permanent Discontinuation Trigger has occurred with respect to AONIA, the rate for any day for which AONIA is required on or after the AONIA Permanent Fallback Effective Date will be the first rate available in the following order of precedence:
 - (1) first, if at the time of the AONIA Permanent Fallback Effective Date, an RBA Recommended Rate has been created but no RBA Recommended Rate Permanent Fallback Effective Date has occurred, the RBA Recommended Rate; and
 - (2) lastly, if paragraph (1) above does not apply, the Final Fallback Rate; and
- (vi) where a determination of the RBA Recommended Rate is required for the purposes of paragraph (iv) or (v) above, respectively, if a Permanent Discontinuation Trigger has occurred with respect to the RBA Recommended Rate, the rate for any day for which the RBA Recommended Rate is required on or after that Permanent Fallback Effective Date will be the Final Fallback Rate.

When calculating an amount of interest in circumstances where a Fallback Rate other than the Final Fallback Rate applies, that interest will be calculated as if references to the BBSW Rate or AONIA Rate (as applicable) were references to that Fallback Rate. When calculating interest in circumstances where the Final Fallback Rate applies, the amount of interest will be calculated on the same basis as if the Applicable Reference Rate in effect immediately prior to the application of that Final Fallback Rate remained in effect but with necessary adjustments to substitute all references to that Applicable Reference Rate with corresponding references to the Final Fallback Rate.

Notwithstanding any other provision of this Condition 4(b)(iii)(G), no Administrator Recommended Rate, Supervisor Recommended Rate, or Final Fallback Rate (as the case may be) will be adopted, nor will the applicable Adjustment Spread be applied, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of the Notes as Tier 2 capital and/or the Notes as eligible liabilities or loss absorbing capacity instruments for the purposes of any applicable loss absorption regulations.

For the avoidance of doubt, this Condition 4(b)(iii)(G) will apply in lieu of Condition 4(i).

Definitions

For the purposes of this Condition 4(b)(iii)(G):

“Adjustment Spread” means the adjustment spread as at the Adjustment Spread Fixing Date (which may be a positive or negative value or zero and determined pursuant to a formula or methodology) that is:

- (x) determined as the median of the historical differences between the BBSW Rate and AONIA over a five calendar year period prior to the Adjustment Spread Fixing Date using practices based on those used for the determination of the Bloomberg Adjustment Spread as at 1 December 2022, provided that for so long as the Bloomberg Adjustment Spread is published

and determined based on the five year median of the historical differences between the BBSW Rate and AONIA, that adjustment spread will be deemed to be acceptable for the purposes of this paragraph (x); or

- (y) if no such median can be determined in accordance with paragraph (x), set using the method for calculating or determining such adjustment spread determined by the Calculation Agent (after consultation with the Issuer where practicable) to be appropriate;

“Adjustment Spread Fixing Date” means the first date on which a Permanent Discontinuation Trigger occurs with respect to the BBSW Rate;

“Administrator” means:

- (x) in respect of the BBSW Rate, ASX Benchmarks Pty Limited (ABN 38 616 075 417);
- (y) in respect of AONIA (or where AONIA is used to determine an Applicable Reference Rate), the Reserve Bank of Australia; and
- (z) in respect of any other Applicable Reference Rate, the administrator for that rate or benchmark or, if there is no administrator, the provider of that rate or benchmark,

and, in each case, any successor administrator or, as applicable, any successor administrator or provider;

“Administrator Recommended Rate” means the rate formally recommended for use as the temporary replacement for the BBSW Rate by the Administrator of the BBSW Rate;

“AONIA” means the Australian dollar interbank overnight cash rate (known as AONIA);

“AONIA Rate” means, for an Interest Accrual Period and in respect of an Interest Determination Date, the rate determined by the Calculation Agent to be Compounded Daily AONIA for that Interest Accrual Period and Interest Determination Date plus, if determining the AONIA Rate for the purposes of a fallback from the BBSW Rate, the Adjustment Spread;

“Applicable Reference Rate” means the Reference Rate specified in the relevant Pricing Supplement and, if a Permanent Fallback Effective Date has occurred with respect to the BBSW Rate, AONIA or the RBA Recommended Rate, then the rate determined in accordance with this Condition 4(b)(iii)(G);

“BBSW Rate” means, for an Interest Accrual Period, the rate for prime bank eligible securities having a tenor closest to the Interest Period which is designated as the “AVG MID” on the ‘Refinitiv Screen ASX29 Page’ or “MID” rate on the ‘Bloomberg Screen BBSW Page’ (or any designation which replaces that designation on the applicable page, or any replacement page) at the Publication Time on the first day of that Interest Accrual Period;

“Bloomberg Adjustment Spread” means the term adjusted AONIA spread relating to the BBSW Rate provided by Bloomberg Index Services Limited (or a successor provider as approved and/or appointed by ISDA from time to time as the provider of term adjusted AONIA and the spread) (“BISL”) on the Fallback Rate (AONIA) Screen (or by other means), or provided to, and published by, authorised distributors where

Fallback Rate (AONIA) Screen means the Bloomberg Screen corresponding to the Bloomberg ticker for the fallback for the BBSW Rate accessed via the Bloomberg Screen <FBAK> <GO> Page (or, if applicable, accessed via the Bloomberg Screen <HP> <GO>) or any other published source designated by BISL;

"Compounded Daily AONIA" means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment as calculated by the Calculation Agent on the Interest Determination Date, as follows:

$$\left[\prod_{i=1}^{d_0} \left(1 + \frac{AONIA_{i-5SBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

$AONIA_{i-5SBD}$ means the per annum rate expressed as a decimal which is the level of AONIA provided by the Administrator and published as of the Publication Time for the Sydney Business Day falling five Sydney Business Days prior to such Sydney Business Day " i ";

d is the number of calendar days in the relevant Interest Accrual Period;

d_0 is the number of Sydney Business Days in the relevant Interest Accrual Period;

i is a series of whole numbers from 1 to d_0 , each representing the relevant Sydney Business Day in chronological order from (and including) the first Sydney Business Day in the relevant Interest Accrual Period to (and including) the last Sydney Business Day in such Interest Accrual Period;

n_i for any Sydney Business Day " i ", means the number of calendar days from (and including) such Sydney Business Day " i " up to (but excluding) the following Sydney Business Day; and

Sydney Business Day or **SBD** means any day on which commercial banks are open for general business in Sydney.

If, for any reason, Compounded Daily AONIA needs to be determined for a period other than an Interest Accrual Period, Compounded Daily AONIA is to be determined as if that period were an Interest Accrual Period starting on (and including) the first day of that period and ending on (but excluding) the last day of that period;

"Fallback Rate" means, where a Permanent Discontinuation Trigger for an Applicable Reference Rate has occurred, the rate that applies to replace that Applicable Reference Rate in accordance with this Condition 4(b)(iii)(G);

"Final Fallback Rate" means, in respect of an Applicable Reference Rate, the rate:

- (x) determined by the Calculation Agent as a commercially reasonable alternative for the Applicable Reference Rate taking into account all available information that, in good faith, it considers relevant, provided that any rate (inclusive of any spreads or adjustments) implemented by central counterparties and / or futures exchanges with representative trade volumes in derivatives or futures referencing the Applicable Reference Rate will be deemed to be acceptable for the purposes of this paragraph (x), together with (without double counting) such adjustment spread (which may be a positive or negative value or zero) that is customarily applied to the relevant successor rate or alternative rate (as the case may be) in international debt

capital markets transactions to produce an industry-accepted replacement rate for Reference Rate-linked floating rate notes at such time (together with such other adjustments to the Business Day Convention, interest determination dates and related provisions and definitions, in each case that are consistent with accepted market practice for the use of such successor rate or alternative rate for Reference Rate-linked floating rate notes at such time), or, if no such industry standard is recognised or acknowledged, the method for calculating or determining such adjustment spread determined by the Calculation Agent (in consultation with the Issuer) to be appropriate; provided that

- (y) if and for so long as no such successor rate or alternative rate can be determined in accordance with paragraph (x), the Final Fallback Rate will be the last provided or published level of that Applicable Reference Rate;

“Interest Determination Date” means, in respect of an Interest Accrual Period:

- (x) where the BBSW Rate applies or the Final Fallback Rate applies under paragraph (iv) of this Condition 4(b)(iii)(G), the first day of that Interest Accrual Period; and
- (y) otherwise, the third Business Day prior to the last day of that Interest Accrual Period;

“Non-Representative” means, in respect of an Applicable Reference Rate, that the Supervisor of that Applicable Reference Rate if the Applicable Reference Rate is the BBSW Rate, or the Administrator of the Applicable Reference Rate if the Applicable Reference Rate is the AONIA Rate or the RBA Recommended Rate:

- (x) has determined that such Applicable Reference Rate is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality that such Applicable Reference Rate is intended to measure and that representativeness will not be restored; and
- (y) is aware that such determination will engage certain contractual triggers for fallbacks activated by pre-cessation announcements by such Supervisor (howsoever described) in contracts;

“Permanent Discontinuation Trigger” means, in respect of an Applicable Reference Rate:

- (x) a public statement or publication of information by or on behalf of the Administrator of the Applicable Reference Rate announcing that it has ceased or that it will cease to provide the Applicable Reference Rate permanently or indefinitely, provided that, at the time of the statement or publication, there is no successor administrator or provider, as applicable, that will continue to provide the Applicable Reference Rate and, in the case of the BBSW Rate, a public statement or publication of information by or on behalf of the Supervisor of the BBSW Rate has confirmed that cessation;
- (y) a public statement or publication of information by the Supervisor of the Applicable Reference Rate, the Reserve Bank of Australia (or any successor central bank for Australian dollars), an insolvency official or resolution authority with jurisdiction over the Administrator of the Applicable Reference Rate or a court or an entity with similar insolvency or resolution authority over the Administrator of the Applicable Reference Rate which states that the Administrator of the Applicable Reference Rate has ceased or will cease to

provide the Applicable Reference Rate permanently or indefinitely, provided that, at the time of the statement or publication, there is no successor administrator or provider that will continue to provide the Applicable Reference Rate and, in the case of the BBSW Rate and a public statement or publication of information other than by the Supervisor, a public statement or publication of information by or on behalf of the Supervisor of the BBSW Rate has confirmed that cessation;

- (z) a public statement by the Supervisor of the Applicable Reference Rate if the Applicable Reference Rate is the BBSW Rate, or the Administrator of the Applicable Reference Rate if the Applicable Reference Rate is the AONIA Rate or the RBA Recommended Rate, as a consequence of which the Applicable Reference Rate will be prohibited from being used either generally, or in respect of the Notes, or that its use will be subject to restrictions or adverse consequences to the Issuer or a Noteholder;
- (aa) as a consequence of a change in law or directive arising after the Issue Date of the first Tranche of Notes of a Series, it has become unlawful for the Calculation Agent, the Issuer or any other party responsible for calculations of interest under the Conditions to calculate any payments due to be made to any Noteholder using the Applicable Reference Rate;
- (bb) a public statement or publication of information by the Supervisor of the Applicable Reference Rate if the Applicable Reference Rate is the BBSW Rate, or the Administrator of the Applicable Reference Rate if the Applicable Reference Rate is the AONIA Rate or the RBA Recommended Rate, stating that the Applicable Reference Rate is Non-Representative; or
- (cc) the Applicable Reference Rate has otherwise ceased to exist or be administered on a permanent or indefinite basis;

“Permanent Fallback Effective Date” means, in respect of a Permanent Discontinuation Trigger for an Applicable Reference Rate:

- (x) in the case of paragraphs (x) and (y) of the definition of “Permanent Discontinuation Trigger”, the first date on which the Applicable Reference Rate would ordinarily have been published or provided and is no longer published or provided;
- (y) in the case of paragraphs (z) and (aa) of the definition of “Permanent Discontinuation Trigger”, the date from which use of the Applicable Reference Rate is prohibited or becomes subject to restrictions or adverse consequences or the calculation becomes unlawful (as applicable);
- (z) in the case of paragraph (bb) of the definition of “Permanent Discontinuation Trigger”, the first date on which the Applicable Reference Rate would ordinarily have been published or provided but is Non-Representative by reference to the most recent statement or publication contemplated in that paragraph and even if such Applicable Reference Rates continues to be published or provided on such date; or
- (aa) in the case of paragraph (cc) of the definition of “Permanent Discontinuation Trigger”, the date that event occurs;

“Publication Time” means:

- (x) in respect of the BBSW Rate, 12.00 noon (Sydney time) or any amended publication time for the final intraday refix of such rate specified by the Administrator for the BBSW Rate in its benchmark methodology; and
- (y) in respect of AONIA, 4.00 pm (Sydney time) or any amended publication time for the final intraday refix of such rate specified by the Administrator for AONIA in its benchmark methodology;

"RBA Recommended Fallback Rate" means, for an Interest Accrual Period and in respect of an Interest Determination Date, the rate determined by the Calculation Agent to be the RBA Recommended Rate for that Interest Accrual Period and Interest Determination Date;

"RBA Recommended Rate" means, in respect of any relevant day (including any day "I"), the rate (inclusive of any spreads or adjustments) recommended as the replacement for AONIA by the Reserve Bank of Australia (which rate may be produced by the Reserve Bank of Australia or another administrator) and as provided by the Administrator of that rate or, if that rate is not provided by the Administrator thereof, published by an authorised distributor in respect of that day;

"Reference Rate" means, for an Interest Period, either the BBSW Rate or the AONIA Rate as specified in the relevant Pricing Supplement;

"Supervisor" means, in respect of an Applicable Reference Rate, the supervisor or competent authority that is responsible for supervising that Applicable Reference Rate or the Administrator of that Applicable Reference Rate, or any committee officially endorsed or convened by any such supervisor or competent authority that is responsible for supervising that Applicable Reference Rate or the Administrator of that Applicable Reference Rate;

"Supervisor Recommended Rate" means the rate formally recommended for use as the temporary replacement for the BBSW Rate by the Supervisor of the BBSW Rate; and

"Temporary Disruption Trigger" means, in respect of any Applicable Reference Rate which is required for any determination:

- (x) the Applicable Reference Rate has not been published by the applicable Administrator or an authorised distributor and is not otherwise provided by the Administrator, in respect of, on, for or by the time and date on which that Applicable Reference Rate is required; or
 - (y) the Applicable Reference Rate is published or provided but the Calculation Agent determines that there is an obvious or proven error in that rate.
- (c) **Zero Coupon Notes:** Where a Note the Interest Basis of which is specified to be Zero Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount of such Note. As from the Maturity Date, the Rate of Interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Amortisation Yield (as described in Condition 5(b)(i)(B)).
- (d) **Accrual of Interest:** Interest shall cease to accrue on each Note on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event interest shall continue to accrue (both before and after judgment) at the Rate of Interest in the manner provided in this Condition 4 to the Relevant Date (as defined in Condition 7).

- (e) **Margin, Maximum/Minimum Rates of Interest, Instalment Amounts and Redemption Amounts and Rounding:**
- (i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Interest Accrual Periods), an adjustment shall be made to all Rates of Interest, in the case of (x), or the Rates of Interest for the specified Interest Accrual Periods, in the case of (y), calculated in accordance with Condition 4(b) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin, subject always to the next paragraph.
 - (ii) If any Maximum Rate of Interest or Minimum Rate of Interest, Instalment Amount or Redemption Amount is specified hereon, then any Rate of Interest, Instalment Amount or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
 - (iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the fifth decimal place (with halves being rounded up), (y) all figures shall be rounded to seven significant figures (with halves being rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of Japanese yen, which shall be rounded down to the nearest Japanese yen. For these purposes, “unit” means the lowest amount of such currency that is available as legal tender in the country(ies) of such currency.
- (f) **Calculations:** The amount of interest payable per calculation amount specified hereon (or, if no such amount is so specified, the Specified Denomination) (the “**Calculation Amount**”) in respect of any Note for any Interest Accrual Period shall be equal to the product of the Rate of Interest, the Calculation Amount, and the Day Count Fraction for such Interest Accrual Period, unless an Interest Amount (or a formula for its calculation) is applicable to such Interest Accrual Period, in which case the amount of interest payable per Calculation Amount in respect of such Note for such Interest Accrual Period shall equal such Interest Amount (or be calculated in accordance with such formula). Where any Interest Period comprises two or more Interest Accrual Periods, the amount of interest payable per Calculation Amount in respect of such Interest Period shall be the sum of the Interest Amounts payable in respect of each of those Interest Accrual Periods. In respect of any other period for which interest is required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which interest is required to be calculated.
- (g) **Determination and Publication of Rates of Interest, Interest Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts and Instalment Amounts:** The Calculation Agent shall, as soon as practicable on each Interest Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Interest Amounts for the relevant Interest Accrual Period, calculate the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or Instalment Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Rate of Interest and the Interest Amounts for each Interest Accrual Period and the relevant Interest Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or any Instalment Amount to be notified to the Trustee, the Issuer, each of the Paying Agents, the Noteholders, any other Calculation Agent appointed in respect of the Notes that is to make a further calculation upon receipt of such information and, if the Notes are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than:
- (i) the commencement of the relevant Interest Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Interest and Interest Amount; or

- (ii) in all other cases, the fourth Business Day after such determination.

Where any Interest Payment Date or Interest Period End Date is subject to adjustment pursuant to Condition 4(b)(ii), the Interest Amounts and the Interest Payment Date so published may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. If the Notes become due and payable under Condition 10, the accrued interest and the Rate of Interest payable in respect of the Notes shall nevertheless continue to be calculated as previously in accordance with this Condition 4(g) but no publication of the Rate of Interest or the Interest Amount so calculated need be made. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.

- (h) **Determination or Calculation by an agent of the Issuer:** In the case of Notes other than AMTNs, if the Calculation Agent does not at any time for any reason determine or calculate the Rate of Interest for an Interest Accrual Period or any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, the Issuer shall appoint an agent on its behalf to do so and such determination or calculation shall be deemed to have been made by the Calculation Agent. In doing so, such agent shall apply the foregoing provisions of this Condition 4(h), with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the circumstances. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation such agent pursuant to this Condition 4(h) shall (in the absence of manifest error) be final and binding upon all parties.

- (i) **Benchmark Discontinuation**

- (i) Benchmark Discontinuation (General)

Where the Pricing Supplement specifies this Condition 4(i)(i) as applicable:

- (A) Independent Adviser

If a Benchmark Event occurs in relation to an Original Reference Rate when any Rate of Interest (or any component part thereof) remains to be determined by reference to such Original Reference Rate, the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine a Successor Rate, or failing which, an Alternative Rate (in accordance with Condition 4(i)(i)(B)) and, in either case, an Adjustment Spread (in accordance with Condition 4(i)(i)(C)) and any Benchmark Amendments (in accordance with Condition 4(i)(i)(D)).

In making such determination, the Independent Adviser appointed pursuant to this Condition 4(i)(i) shall act in good faith as an expert and in consultation with the Issuer. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Paying Agents or the Noteholders for any determination made by it, pursuant to this Condition 4(i)(i).

If:

- (i) the Issuer is unable to appoint an Independent Adviser; or
 - (ii) the Independent Adviser fails to determine a Successor Rate or, failing which, an Alternative Rate, in accordance with this Condition 4(i)(i)(A) prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Accrual Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the immediately preceding

Interest Accrual Period. If there has not been a first Interest Payment Date, the Rate of Interest shall be the initial Rate of Interest. Where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period shall be substituted in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Interest Accrual Period only and any subsequent Interest Accrual Periods are subject to the subsequent operation of, and to adjustment as provided in, the first paragraph of this Condition 4(i)(i)(A).

(B) Successor Rate or Alternative Rate

If the Independent Adviser determines that:

- (i) there is a Successor Rate, then such Successor Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 4(i)(i)); or
- (ii) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 4(i)(i)).

(C) Adjustment Spread

The Adjustment Spread (or the formula or methodology for determining the Adjustment Spread) shall be applied to the Successor Rate or the Alternative Rate (as the case may be). If the Independent Adviser (in consultation with the Issuer) is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then the Successor Rate or Alternative Reference Rate (as applicable) will apply without an Adjustment Spread.

(D) Benchmark Amendments

If any Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread is determined in accordance with this Condition 4(i)(i) and the Independent Adviser (in consultation with the Issuer) determines:

- (i) that amendments to these Conditions and/or the Trust Deed are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and/or (in either case) the applicable Adjustment Spread (such amendments, the “**Benchmark Amendments**”); and
- (ii) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 4(i)(i)(E), without any requirement for the consent or approval of Noteholders, the Trustee or the Agents, vary these Conditions and/or the Trust Deed to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee of a certificate signed by two authorised signatories of the Issuer pursuant to Condition 4(i)(i)(E), the Trustee shall (at the expense of the Issuer), without any requirement for the consent or approval of the Noteholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, *inter alia*, by the execution of a deed supplemental to or amending the Trust Deed), *provided that* the Trustee shall not be obliged so to concur if in the opinion of the Trustee doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) in any way.

For the avoidance of doubt, the Trustee and the Issuing and Paying Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 4(i)(i)(D). Noteholders' consent shall not be required in connection with the effecting of the Successor Rate or the Alternative Rate (as applicable) or such other changes, including the execution of any documents or any steps by the Trustee or the Issuing and Paying Agent (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents shall be responsible or liable for any determinations or certifications made by the Issuer or the Independent Adviser with respect to any Successor Rate or Alternative Rate (as applicable) or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

In connection with any such variation in accordance with this Condition 4(i)(i)(D), the Issuer shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

(E) Notices

The occurrence of a Benchmark Event shall be determined by the Issuer and any Successor Rate, Alternative Rate, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 4(i)(i) will be notified promptly by the Issuer to the Trustee, the Calculation Agent, the Paying Agents and, in accordance with Condition 16, the Noteholders or the Couponholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any. For the avoidance of doubt, neither the Trustee, the Calculation Agent nor the Paying Agents shall have any responsibility for making such determination.

No later than notifying the Noteholders of the same, the Issuer shall deliver to the Trustee a certificate signed by two authorised signatories of the Issuer:

(x) confirming

- (i) that a Benchmark Event has occurred;
- (ii) the Successor Rate or, as the case may be, the Alternative Rate;
- (iii) the applicable, Adjustment Spread; and
- (iv) the specific terms of the Benchmark Amendments (if any),

in each case as determined in accordance with the provisions of this Condition 4(i)(i); and

- (y) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and (in either case) the applicable Adjustment Spread.

The Trustee shall be entitled to rely on such certificate (without liability to any person) as sufficient evidence thereof. The Successor Rate, Alternative Rate, the Adjustment Spread or the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Successor Rate, Alternative Rate, the Adjustment Spread or the Benchmark Amendments (if any) and without prejudice to the Trustee's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Calculation Agent, the Paying Agents, the Noteholders and Couponholders.

(F) Survival of Original Reference Rate

Without prejudice to the obligations of the Issuer under Condition 4(i)(i)(A), 4(i)(i)(B), 4(i)(i)(C) and 4(i)(i)(D), the Original Reference Rate and the fallback provisions provided for in Condition 4(b)(iii)(B) or (C), as applicable, will continue to apply unless and until a Benchmark Event has occurred.

(G) Definitions

As used in this Condition 4(i)(i):

"Adjustment Spread" means either:

- (i) a spread (which may be positive, negative or zero); or
- (ii) a formula or methodology for calculating a spread, in each case to be applied to the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:
 - (x) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or (if no such recommendation has been made, or in the case of an Alternative Rate);
 - (y) the Independent Adviser determines as being customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate; or (if the Independent Adviser determines that no such spread is customarily applied);
 - (z) the Independent Adviser (in consultation with the Issuer) determines, and which is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be).

"Alternative Rate" means an alternative benchmark or screen rate which the Independent Adviser determines in accordance with Condition 4(i)(i)(B) is customarily applied in international debt capital markets transactions for the purposes of determining rates of interest (or the relevant component part thereof) in the same Specified Currency as the Notes.

"Benchmark Amendments" has the meaning given to it in Condition 4(i)(i)(D).

“Benchmark Event” means:

- (i) the Original Reference Rate ceasing to be published for a period of at least five Business Days or ceasing to exist; or
- (ii) a public statement by the administrator of the Original Reference Rate that it has ceased or that it will cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or
- (iii) a public statement by the supervisor of the administrator of the Original Reference Rate, that the Original Reference Rate has been or will be permanently or indefinitely discontinued; or
- (iv) a public statement by the supervisor of the administrator of the Original Reference Rate as a consequence of which the Original Reference Rate will be prohibited from being used either generally, or in respect of the Notes; or
- (v) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market; or
- (vi) it has become unlawful for any Paying Agent, Calculation Agent, the Issuer or other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate,

provided that the Benchmark Event shall be deemed to occur (a) in the case of sub-paragraphs (ii) and (iii) above, on the date of the cessation of publication of the Original Reference Rate or the discontinuation of the Original Reference Rate, as the case may be, (b) in the case of sub-paragraph (iv) above, on the date of the prohibition of use of the Original Reference Rate and (c) in the case of sub-paragraph (v) above, on the date with effect from which the Original Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement, and, in each case, not the date of the relevant public statement.

“Independent Adviser” means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by and at the expense of the Issuer under Condition 4(i)(i)(A).

“Original Reference Rate” means the originally-specified benchmark or screen rate (as applicable) used to determine the Rate of Interest (or any component part thereof) on the Notes.

“Relevant Nominating Body” means, in respect of a benchmark or screen rate (as applicable):

- (i) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- (ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of

- (w) the central bank for the currency to which the benchmark or screen rate (as applicable) relates;
- (x) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable);
- (y) a group of the aforementioned central banks or other supervisory authorities; or
- (z) the Financial Stability Board or any part thereof.

“Successor Rate” means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body.

(ii) [Reserved]

(iii) Benchmark Discontinuation (SOFR)

This Condition 4(i)(iii) shall only apply to U.S. dollar-denominated Notes where so specified in the relevant Pricing Supplement.

Where the Pricing Supplement specifies this Condition 4(i)(iii) as applicable:

(A) Benchmark Replacement

If the Issuer or its designee determines on or prior to the relevant Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the then-current Benchmark, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Notes in respect of all determinations on such date and for all determinations on all subsequent dates.

(B) Benchmark Replacement Conforming Changes

In connection with the implementation of a Benchmark Replacement, the Issuer or its designee will have the right to make Benchmark Replacement Conforming Changes from time to time. For the avoidance of doubt, the Trustee and the Issuing and Paying Agent shall, at the direction and expense of the Issuer, but subject to receipt by the Trustee of a certificate signed by two authorised signatories of the Issuer confirming that a Benchmark Event has occurred, be obliged to concur with the Issuer in effecting such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required to give effect to this Condition 4(i)(iii)(B), *provided that* the Trustee shall not be obliged so to concur if in the opinion of the Trustee doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) in any way. Noteholders' consent shall not be required in connection with the effecting of any such changes, including the execution of any documents or any steps by the Trustee or the Issuing and Paying Agent (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents shall be responsible or liable for any determinations, decisions or elections made by the Issuer or its designee with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

(C) Decisions and Determinations

Any determination, decision or election that may be made by the Issuer or its designee pursuant to this Condition 4(i)(iii), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection will be conclusive and binding absent manifest error, will be made in the sole discretion of the Issuer or its designee, as applicable and notwithstanding anything to the contrary in the documentation relating to the Notes, shall become effective without consent from the holders of the Notes or any other party.

(D) Definitions

As used in this Condition 4(i)(iii):

“Benchmark” means, initially, the relevant SOFR Benchmark specified in the applicable Pricing Supplement (or any daily published component used in the calculation thereof); *provided that* if the Issuer or its designee determines on or prior to the Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the SOFR Benchmark (including any daily published component used in the calculation thereof) or the then-current Benchmark, then **“Benchmark”** means the applicable Benchmark Replacement;

“Benchmark Event” means the occurrence of one or more of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) a public statement or publication of information by or on behalf of the administrator of the Benchmark (or such component) announcing that such administrator has ceased or will cease to provide the Benchmark (or such component), permanently or indefinitely, *provided that*, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or
- (ii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark (or such component), the central bank for the currency of the Benchmark (or such component), an insolvency official with jurisdiction over the administrator for the Benchmark (or such component), a resolution authority with jurisdiction over the administrator for the Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark (or such component) has ceased or will cease to provide the Benchmark (or such component) permanently or indefinitely, *provided that*, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or
- (iii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative;

“Benchmark Replacement” means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (i) the sum of:

- (x) the alternate reference rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof); and
 - (y) the Benchmark Replacement Adjustment;
- (ii) the sum of:
 - (x) the ISDA Fallback Rate; and
 - (y) the Benchmark Replacement Adjustment; or
- (iii) the sum of:
 - (x) the alternate reference rate that has been selected by the Issuer or its designee as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) giving due consideration to any industry-accepted reference rate as a replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) for U.S. dollar-denominated floating rate notes at such time; and
 - (y) the Benchmark Replacement Adjustment;

“Benchmark Replacement Adjustment” means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (i) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;
- (ii) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, the ISDA Fallback Adjustment; or
- (iii) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer or its designee giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark (including any daily published component used in the calculation thereof) with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate notes at such time;

“Benchmark Replacement Conforming Changes” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of interest, rounding of amounts or tenors and other administrative matters) that the Issuer or its designee decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer or its designee decides that adoption of any portion of such market practice is not administratively feasible or if the Issuer or its designee determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Issuer or its designee determines is reasonably necessary);

“Benchmark Replacement Date” means the earliest to occur of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) in the case of sub-clauses (i) or (ii) of the definition of “Benchmark Event,” the later of:
 - (x) the date of the public statement or publication of information referenced therein; and
 - (y) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark (or such component); or
- (ii) in the case of sub-clause (iii) of the definition of “Benchmark Event,” the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination;

“designee” means a designee as selected and separately appointed by the Issuer in writing;

“ISDA Definitions” means the latest version of the 2021 ISDA Interest Rate Derivatives Definitions, including any Matrices referred to therein, published by the International Swaps and Derivatives Association, Inc. as at the Issue Date of the first Tranche of the Notes unless otherwise specified in the applicable Pricing Supplement;

“ISDA Fallback Adjustment” means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark;

“ISDA Fallback Rate” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark (including any daily published component used in the calculation thereof) for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

“Reference Time” with respect to any determination of the Benchmark means:

- (i) if the Benchmark is the SOFR Benchmark, the SOFR Determination Time (where Compounded Daily SOFR is specified as applicable in the applicable Pricing Supplement) or the SOFR Index Determination Time (where SOFR Index Average is specified as applicable in the applicable Pricing Supplement); or
- (ii) if the Benchmark is not the SOFR Benchmark, the time determined by the Issuer or its designee after giving effect to the Benchmark Replacement Conforming Changes;

“Relevant Governmental Body” means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto; and

“Unadjusted Benchmark Replacement” means Benchmark Replacement excluding the Benchmark Replacement Adjustment.

(iv) [Reserved]

(v) Benchmark Discontinuation (SORA)

This Condition 4(i)(v) shall only apply to Singapore dollar-denominated Notes where so specified in the relevant Pricing Supplement.

Where the Pricing Supplement specifies this Condition 4(i)(v) as applicable:

(A) Independent Adviser

Notwithstanding the provisions above in this Condition 4(i), if a SORA Index Cessation Event occurs in relation to an Original Reference Rate prior to the relevant Interest Determination Date when any Rate of Interest (or any component part thereof) remains to be determined by reference to such Original Reference Rate, then the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine the Benchmark Replacement (in accordance with Condition 4(i)(v)(B)) and an Adjustment Spread, if any (in accordance with Condition 4(i)(v)(C)), and any Benchmark Amendments (in accordance with Condition 4(i)(v)(D)) by the relevant Interest Determination Date.

An Independent Adviser appointed pursuant to this Condition 4(i)(v) as an expert shall act in good faith and in a commercially reasonable manner and in consultation with the Issuer. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Issuing and Paying Agent, the Noteholders or the Couponholders for any determination made by it or for any advice given to the Issuer in connection with any determination made by the Issuer, pursuant to this Condition 4(i)(v).

If the Issuer is unable to appoint an Independent Adviser after using its reasonable endeavours, or the Independent Adviser fails to determine a Benchmark Replacement prior to the relevant Interest Determination Date, the Issuer (acting in good faith and in a commercially reasonable manner) may determine the Benchmark Replacement (in accordance with Condition 4(i)(v)(B)) and an Adjustment Spread if any (in accordance with Condition 4(i)(v)(C)) and any Benchmark Amendments (in accordance with Condition 4(i)(v)(D)).

If the Issuer is unable to determine the Benchmark Replacement prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Accrual Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the immediately preceding Interest Accrual Period. If there has not been a first Interest Payment Date, the Rate of Interest shall be the initial Rate of Interest. Where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period shall be substituted in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Interest Accrual Period only and any subsequent Interest Accrual Periods are subject to the subsequent operation of, and to adjustments as provided in, the first paragraph of this Condition 4(i)(v)(A).

(B) Benchmark Replacement

The Benchmark Replacement determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) shall (subject to adjustment as provided for in Condition 4(i)(v)(C)) subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 4(i)(v)).

(C) Adjustment Spread

If the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines (i) that an Adjustment Spread is required to be applied to the Benchmark Replacement and (ii) the quantum of, or a formula or methodology for determining such Adjustment Spread, then such Adjustment Spread shall be applied to the Benchmark Replacement.

(D) Benchmark Amendments

If the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines that (i) Benchmark Amendments are necessary to ensure the proper operation of such Benchmark Replacement and/or Adjustment Spread, and (ii) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 4(i)(v)(E), without any requirement for the consent or approval of Noteholders, the Trustee or the Agents, vary these Conditions, the Trust Deed and/or the Agency Agreement to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee of a certificate signed by two authorised signatories of the Issuer pursuant to Condition 4(i)(v)(E), the Trustee shall (at the expense of the Issuer), without any requirement for the consent or approval of the Noteholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, inter alia, by the execution of a deed supplemental to or amending the Trust Deed), *provided that* the Trustee shall not be obliged so to concur if in the opinion of the Trustee doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) in any way.

For the avoidance of doubt, the Trustee and the Issuing and Paying Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 4(i)(v)(D). Noteholders' consent shall not be required in connection with the effecting of the Benchmark Replacement or such other changes, including the execution of any documents or any steps by the Trustee the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents shall be responsible or liable for any determinations, decisions or elections made by the Issuer or the Independent Adviser with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

In connection with any such variation in accordance with this Condition 4(i)(v)(D), the Issuer shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

(E) Notices, etc.

The occurrence of a SORA Index Cessation Event shall be determined by the Issuer and any Benchmark Replacement, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 4(i)(v) will be notified promptly by the Issuer to the Trustee, the Calculation Agent, the Issuing and Paying Agent and, in accordance with Condition 16, the Noteholders and the Couponholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any. For the avoidance of doubt, neither the Trustee, the Calculation Agent nor the Paying Agents shall have any responsibility for making such determination.

No later than notifying the Trustee of the same, the Issuer shall deliver to the Trustee a certificate signed by two authorised signatories of the Issuer:

(x) confirming

- (i) that a SORA Index Cessation Event has occurred;
- (ii) the Benchmark Replacement; and
- (iii) where applicable, any Adjustment Spread, and/or the specific terms of the Benchmark Amendments,

in each case as determined in accordance with the provisions of this Condition 4(i)(v); and

(y) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Benchmark Replacement and/or Adjustment Spread.

The Trustee shall be entitled to rely on such certificate (without liability to any person) as sufficient evidence thereof. The Benchmark Replacement (if any), the Adjustment Spread (if any) and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Benchmark Replacement (if any), the Adjustment Spread (if any) or the Benchmark Amendments (if any) and without prejudice to the Trustee's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Calculation Agent, the Paying Agents, the Noteholders and the Couponholders.

(F) Survival of Original Reference Rate

Without prejudice to the obligations of the Issuer under Conditions 4(i)(v)(A), 4(i)(v)(B), 4(i)(v)(C) and 4(i)(v)(D), the Original Reference Rate and the fallback provisions provided for in Condition 4(i)(v) will continue to apply unless and until the Calculation Agent has been notified of the Benchmark Replacement, and any applicable Adjustment Spread, and Benchmark Amendments, in accordance with Condition 4(i)(v)(E).

(G) Definitions

As used in this Condition 4(i)(v):

"Adjustment Spread" means either a spread (which may be positive, negative or zero), or a formula or methodology for calculating a spread, in either case, which the

Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines is required to be applied to the Benchmark Replacement to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as the case may be) to Noteholders and Couponholders as a result of the replacement of the Original Reference Rate with the Benchmark Replacement and is the spread, formula or methodology which:

- (1) is formally recommended in relation to the replacement of the Original Reference Rate with the applicable Benchmark Replacement by any Relevant Nominating Body;
- (2) if the applicable Benchmark Replacement is the ISDA Fallback Rate, is the ISDA Fallback Adjustment; or
- (3) is determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) having given due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the Original Reference Rate; or with the applicable Benchmark Replacement for the purposes of determining rates of interest (or the relevant component part thereof) for the same interest accrual period;

“Alternative Rate” means an alternative benchmark or screen rate which the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines in accordance with Condition 4(i)(v)(B) has replaced the Original Reference Rate in customary market usage in the international or, if applicable, domestic debt capital markets for the purposes of determining rates of interest (or the relevant component part thereof) and in the same currency as the Notes (including, but not limited to, Singapore Government Bonds);

“Benchmark Amendments” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of interest, rounding of amounts or tenors and other administrative matters) that the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines that adoption of any portion of such market practice is not administratively feasible or if the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines that no market practice for use of such Benchmark Replacement exists, in such other manner as the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be)) determines is reasonably necessary;

“Benchmark Replacement” means the first alternative set forth in the order below that can be determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be):

- (i) the Successor Rate;
- (ii) the ISDA Fallback Rate; and
- (iii) the Alternative Rate;

“Independent Adviser” means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by and at the expense of the Issuer under Condition 4(i)(v)(A);

“ISDA Fallback Adjustment” means the spread adjustment, (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Original Reference Rate for the applicable tenor;

“ISDA Fallback Rate” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Original Reference Rate for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

“Original Reference Rate” means, initially, SORA (being the originally-specified benchmark rate used to determine SORA Benchmark and the Rate of Interest), *provided that* if a SORA Index Cessation Event has occurred with respect to SORA or the then-current Original Reference Rate, then **“Original Reference Rate”** means the Benchmark Replacement;

“Relevant Nominating Body” means, in respect of a benchmark or screen rate (as applicable):

- (i) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- (ii) any working group or committee sponsored or endorsed by, chaired or co-chaired by or constituted at the request of:
 - (w) the central bank for the currency to which the benchmark or screen rate (as applicable) relates;
 - (x) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable);
 - (y) a group of the aforementioned central banks or other supervisory authorities; or
 - (z) the Financial Stability Board or any part thereof;

“SORA Index Cessation Event” means the occurrence of one or more of the following events:

- (i) the Original Reference Rate ceasing to be published for a period of at least five Singapore Business Days or ceasing to exist; or
- (ii) a public statement by the administrator of the Original Reference Rate that it has ceased or will, by a specified date, cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or
- (iii) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will, by a specified date, be permanently or indefinitely discontinued; or

- (iv) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been prohibited from being used or that its use has been subject to restrictions or adverse consequences, or that it will be prohibited from being used or that its use will be subject to restrictions or adverse consequences by a specified date; or
- (v) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is no longer representative or will, by a specified date, be deemed to be no longer representative; or
- (vi) it has become unlawful for the Issuing and Paying Agent, the Calculation Agent, the Issuer or any other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate,

provided that the SORA Index Cessation Event shall be deemed to occur (a) in the case of sub-paragraphs (ii) and (iii) above, on the date of the cessation of publication of the Original Reference Rate or the discontinuation of the Original Reference Rate, as the case may be, (b) in the case of sub-paragraph (iv) above, on the date of the prohibition of use of the Original Reference Rate and (c) in the case of sub-paragraph (v) above, on the date with effect from which the Original Reference Rate will no longer be (or will be deemed to no longer be) representative and which is specified in the relevant public statement, and, in each case, not the date of the relevant public statement; and

“Successor Rate” means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body as the replacement of the Original Reference Rate (which rate may be produced by the Monetary Authority of Singapore or such other administrator).

(vi) Qualification as Tier 2 Capital

Notwithstanding any other provision of Conditions 4(i)(i)(D), 4(i)(iii)(B), 4(i)(iii)(C), or 4(i)(v)(D) (as applicable), no Successor Rate, Alternative Rate or Benchmark Replacement (as the case may be) will be adopted, nor will the applicable Adjustment Spread or Benchmark Replacement Adjustment (as the case may be) be applied, nor will any Benchmark Amendments or Benchmark Replacement Conforming Changes (as the case may be) be made, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of the Notes as Tier 2 capital and/or the Notes as eligible liabilities or loss absorbing capacity instruments for the purposes of any applicable loss absorption regulations.

- (j) **Definitions:** In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“AUD” or “Australian dollars” means the lawful currency of the Commonwealth of Australia.

“Business Day” means:

- (i) in the case of Notes denominated in a currency other than Euro, Renminbi or Singapore dollars, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London and in the principal financial centre for such currency; and/or
- (ii) in the case of Notes denominated in Euro, a day on which T2 is operating (a **“TARGET Business Day”**) and a day (other than a Saturday or Sunday) on which commercial banks

and foreign exchange markets settle payments in London and the principal financial centre for such currency; and/or

- (iii) in the case of Notes denominated in Renminbi:
 - (A) if cleared through the CMU Service, a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong;
 - (B) if cleared through the CDP System, a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Singapore and Hong Kong; and
 - (C) if cleared through Euroclear and Clearstream, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London; and/or
- (iv) in the case of Notes denominated in Singapore dollars:
 - (A) if cleared through the CDP, a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore; and
 - (B) if cleared through Euroclear and Clearstream, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London; and/or
- (v) in the case of a currency and/or one or more Financial Centres, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Financial Centre(s) or, if no currency is indicated, generally in each of the Financial Centres.

“Day Count Fraction” means, in respect of the calculation of an amount of interest on any Note for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting an Interest Period or an Interest Accrual Period, the **“Calculation Period”**):

- (i) if **“Actual/Actual”** or **“Actual/Actual – ISDA”** is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of:
 - (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366; and
 - (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (ii) if **“Actual/365 (Fixed)”** is specified hereon, the actual number of days in the Calculation Period divided by 365;
- (iii) if **“Actual/360”** is specified hereon, the actual number of days in the Calculation Period divided by 360;
- (iv) if **“30/360”**, **“360/360”** or **“Bond Basis”** is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless such number is 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number is 31 and D₁ is greater than 29, in which case D₂ will be 30;

- (v) if “**30E/360**” or “**Eurobond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless such number is 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number is 31, in which case D₂ will be 30;

- (vi) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number is 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number is 31, in which case D₂ will be 30;

(vii) if “**Actual/Actual-ICMA**” is specified hereon:

(A) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of:

- (x) the number of days in such Determination Period; and
- (y) the number of Determination Periods normally ending in any year; and

(B) if the Calculation Period is longer than one Determination Period, the sum of:

(x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of:

- (1) the number of days in such Determination Period; and
- (2) the number of Determination Periods normally ending in any year; and

(y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of:

- (1) the number of days in such Determination Period; and
- (2) the number of Determination Periods normally ending in any year;

where:

“**Determination Date**” means the date(s) specified as such hereon or, if none is so specified, the Interest Payment Date(s); and “**Determination Period**” means the period from and including a Determination Date in any year to but excluding the next Determination Date;

(viii) if “**RBA Bond Basis**” is specified in the applicable Pricing Supplement, and means one divided by the number of Interest Payment Dates in a year (or where the Calculation Period does not constitute an Interest Period, the actual number of days in the Calculation Period divided by 365 (or, if any portion of the Calculation Period falls in a leap year, the sum of:

(A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366; and

(B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365)).

“**CNY**” or “**Renminbi**” means the lawful currency of the PRC.

“**Euro**” means the currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time.

“**Euro-zone**” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended.

“**HKD**” or “**Hong Kong dollars**” means the lawful currency of Hong Kong.

"Interest Accrual Period" means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period End Date and each successive period beginning on (and including) an Interest Period End Date and ending on (but excluding) the next succeeding Interest Period End Date.

"Interest Amount" means:

- (i) in respect of an Interest Accrual Period, the amount of interest payable per Calculation Amount for that Interest Accrual Period and which, in the case of Fixed Rate Notes, and unless otherwise specified hereon, shall mean the Fixed Coupon Amount or Broken Amount specified hereon as being payable on the Interest Payment Date ending the Interest Period of which such Interest Accrual Period forms part; and
- (ii) in respect of any other period, the amount of interest payable per Calculation Amount for that period.

"Interest Commencement Date" means the Issue Date or such other date as may be specified hereon.

"Interest Determination Date" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified:

- (i) the first day of such Interest Accrual Period if the Specified Currency is Sterling (and in such case only if the relevant Reference Rate is not SONIA Benchmark), Hong Kong dollars or Renminbi;
- (ii) the day falling two Business Days in the relevant Financial Centre for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is not Sterling, Hong Kong dollars, Euro or Renminbi and if the relevant Reference Rate is not SONIA Benchmark, SOFR Benchmark or SORA Benchmark;
- (iii) the day falling two TARGET Business Days prior to the first day of such Interest Accrual Period if the Specified Currency is Euro;
- (iv) (only if the relevant Reference Rate is SONIA Benchmark) the fifth London Business Day (or as otherwise specified in the applicable Pricing Supplement) prior to the last day of each Interest Accrual Period;
- (v) (only if the relevant Reference Rate is SOFR Benchmark and "SOFR Observation Lag" or "SOFR Observation Shift" has been specified as applicable in the applicable Pricing Supplement to determine Compounded Daily SOFR or where SOFR Index Average has been specified as applicable in the applicable Pricing Supplement) the fifth U.S. Government Securities Business Day (or as otherwise specified in the applicable Pricing Supplement) prior to the last day of each Interest Accrual Period;
- (vi) (only if the relevant Reference Rate is SOFR Benchmark and "SOFR Payment Delay" has been specified as applicable in the applicable Pricing Supplement to determine Compounded Daily SOFR) has the meaning given to it in Condition 4(b)(iii)(F)(x)(iii); and
- (vii) (only if the relevant Reference Rate is SORA Benchmark) has the meaning given to it in Conditions 4(b)(iii)(D)(x)(i), 4(b)(iii)(D)(x)(ii) or 4(b)(iii)(D)(x)(iii), as applicable.

"Interest Period" means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.

"Interest Period End Date" means each Interest Payment Date unless otherwise specified hereon.

“ISDA Definitions” means the latest version of the 2021 ISDA Interest Rate Derivative Definitions, including any Matrices referred to therein, published by the International Swaps and Derivatives Association, Inc. as at the Issue Date of the first Tranche of the Notes, unless otherwise specified in the applicable Pricing Supplement, provided that (i) references to a “Confirmation” in the ISDA Definitions should instead be read as references to the Notes; (ii) references to a “Calculation Period” in the ISDA Definitions should instead be read as references to an “Interest Accrual Period”.

“Rate of Interest” means the rate of interest payable from time to time in respect of this Note and that is either specified or calculated in accordance with the provisions hereon.

“Reference Banks” means:

- (i) in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone interbank market; and
- (ii) in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong interbank market,

in each case selected by the Issuer or as specified hereon.

“Reference Rate” means the rate specified as such hereon or such other page, section, caption, column or other part as may replace it on that information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Reference Rate.

“Relevant Screen Page” means such page, section, caption, column or other part of a particular information service as may be specified hereon (or any such successor or replacement page, section, caption, column or other part of a particular information service).

“Relevant Time” means, with respect to any Interest Determination Date, the local time in the relevant Financial Centre specified hereon or, if none is specified, the local time in the relevant financial centre at which it is customary to determine bid and offered rates in respect of deposits in the relevant currency in the interbank market in the relevant financial centre or, if no such customary local time exists, 11:00 a.m. in the relevant financial centre and, for the purpose of this definition, **“local time”** means, with respect to the Euro-zone as a relevant financial centre, Central European Time.

“Specified Currency” means the currency specified as such hereon or, if none is specified, the currency in which the Notes are denominated.

“Sterling” means the lawful currency of the UK.

“T2” means the real time gross settlement system operated by the Eurosystem, or any successor or replacement for that system.

“U.S. Government Securities Business Day” means any day except for a Saturday, Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

- (k) **Calculation Agent:** The Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for them hereon and for so long as any Note is outstanding (as defined, in the case of Notes (other than AMTNs), in the Trust Deed and, in the case of AMTNs, in the Note (AMTN) Deed Poll). Where more than one Calculation Agent is appointed in respect of the Notes, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under the Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Interest for an

Interest Accrual Period or to calculate any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the Issuer shall (with the prior approval of the Trustee) appoint a leading bank or financial institution engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal London office or any other office actively involved in such market) to act as such in its place. The Calculation Agent may not resign its duties without a successor having been appointed as aforesaid.

5 Redemption, Purchase and Options

(a) Redemption by Instalments and Final Redemption:

- (i) Unless previously redeemed, purchased and cancelled as provided in this Condition 5, each Note that provides for Instalment Dates and Instalment Amounts shall be partially redeemed on each Instalment Date at the related Instalment Amount specified hereon. The outstanding nominal amount of each such Note shall be reduced by the Instalment Amount (or, if such Instalment Amount is calculated by reference to a proportion of the nominal amount of such Note, such proportion) for all purposes with effect from the related Instalment Date, unless payment of the Instalment Amount is improperly withheld or refused, in which case such amount shall remain outstanding until the Relevant Date relating to such Instalment Amount.
- (ii) Unless otherwise provided hereon and unless previously redeemed, purchased and cancelled as provided below, each Note shall be finally redeemed on the Maturity Date specified hereon at its Final Redemption Amount (which, unless otherwise provided hereon, is its nominal amount) or, in the case of a Note falling within Condition 5(a)(i) above, its final Instalment Amount.

(b) Early Redemption:

(i) *Zero Coupon Notes:*

- (A) The Early Redemption Amount payable in respect of any Zero Coupon Note, the Early Redemption Amount of which is not linked to an index and/or a formula, upon redemption of such Note pursuant to Condition 5(c) or upon it becoming due and payable as provided in Condition 10 shall be the “**Amortised Face Amount**” (calculated as provided below) of such Note unless otherwise specified hereon.
- (B) Subject to the provisions of Condition 5(b)(i)(C) below, the Amortised Face Amount of any such Note shall be the scheduled Final Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Amortisation Yield (which, if none is shown hereon, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.
- (C) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 5(c) or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in Condition 5(b)(i)(B) above, except that such paragraph shall have effect as though the date on which the Note becomes due and payable were the Relevant Date. The calculation of the Amortised Face Amount in accordance with this paragraph shall continue to be made (both before and after judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due

and payable shall be the scheduled Final Redemption Amount of such Note on the Maturity Date together with any interest that may accrue in accordance with Condition 4(d).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown hereon.

- (ii) *Other Notes*: The Early Redemption Amount payable in respect of any Note (other than Notes described in paragraph (i) above), upon redemption of such Note pursuant to Condition 5(c) or upon it becoming due and payable as provided in Condition 10, shall be the Final Redemption Amount unless otherwise specified hereon.

(c) **Redemption for Taxation Reasons:**

- (i) *Senior Notes*: The Senior Notes may be redeemed at the option of the Issuer in whole, but not in part, (the “**Senior Notes Optional Tax Redemption**”) on any Interest Payment Date (if such Senior Note is a Floating Rate Note) or, if so specified thereon, at any time (if such Senior Note is not a Floating Rate Note), on giving not less than 30 nor more than 60 days’ notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 5(b)) (together with interest accrued to the date fixed for redemption and any Additional Amounts (as defined in Condition 8) then due or which will become due on or before the date fixed for redemption), if:
 - (A) the Issuer has or will become obliged to pay Additional Amounts as a result of any change in, or amendment to, the laws, treaties or regulations of a Relevant Taxing Jurisdiction (as defined in Condition 8) or any political subdivision or any authority thereof or therein having power to tax, or any change in the official application or interpretation of such laws, treaties or regulations, which change or amendment is announced and becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes; and
 - (B) such obligation cannot be avoided by the Issuer taking reasonable measures available to it,

provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such Additional Amounts were a payment in respect of the Notes then due.

Before the publication of any notice of redemption pursuant to this Condition 5(c)(i), the Issuer shall deliver to (in the case of Senior Notes other than AMTNs) the Trustee, or (in the case of AMTNs) the Australian Agent, a certificate signed by two Directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such Additional Amounts as a result of such change or amendment and the Trustee shall be entitled without further enquiry to accept such certificate and opinion as conclusive evidence of the satisfaction of paragraphs (A) and (B) above, in which event it shall be conclusive and binding on Noteholders and Couponholders. The Australian Agent will make such certificate available to the holders of the relevant AMTNs for inspection. Upon expiry of such notice of redemption, the Issuer shall redeem such Senior Notes in accordance with this Condition 5(c)(i).

- (ii) *Subordinated Notes*: Subject to Condition 5(k), the Subordinated Notes may be redeemed at the option of the Issuer in whole, but not in part, (the “**Subordinated Notes Optional Tax Redemption**” and together with the Senior Notes Optional Tax Redemption, the “**Optional**

Tax Redemption") on any Interest Payment Date (if such Subordinated Note is at the relevant time a Floating Rate Note) or at any time (if such Subordinated Note is at the relevant time not a Floating Rate Note), on giving not less than 30 but not more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 5(b)) together with interest accrued but unpaid (if any) to (but excluding) the date fixed for redemption and any Additional Amounts then due or which will become due on or before the date fixed for redemption or, if the Early Redemption Amount is not specified hereon, at their nominal amount, together with interest accrued but unpaid (if any) to (but excluding) the date fixed for redemption and any Additional Amounts then due or which will become due on or before the date fixed for redemption, if:

- (A) the Issuer has or will become obliged to pay Additional Amounts (as described under Condition 8); or
- (B) payments of interest on the Subordinated Notes will or would be treated as "distributions" or dividends within the meaning of the Income Tax Act 1947 of Singapore (the "**Income Tax Act**") or any other act in respect of or relating to Singapore taxation or would otherwise be considered as payments of a type that are non-deductible for Singapore income tax purposes,

in each case as a result of any change in, or amendment to, the laws or regulations of the Relevant Taxing Jurisdiction or any political subdivision or any authority thereof or therein having power to tax (or any taxing authority of any taxing jurisdiction in which the Issuer is a tax resident) or any change in the official application or interpretation of such laws or regulations, which change or amendment is announced and becomes effective on or after the date on which agreement is reached to issue the Subordinated Notes, and the foregoing cannot be avoided by the Issuer taking reasonable measures available to it, *provided that*, where the Issuer has or will become obliged to pay Additional Amounts, no such notice of redemption shall be given earlier than (a) if such Subordinated Note is a Floating Rate Note, 60 days, or (b) if such Subordinated Note is not a Floating Rate Note, 90 days, in each case, prior to the earliest date on which the Issuer would be obliged to pay such Additional Amounts were a payment in respect of the Subordinated Notes then due.

Before the publication of any notice of redemption pursuant to this Condition 5(c)(ii), the Issuer shall deliver to the Trustee a certificate signed by two Directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such Additional Amounts as a result of such change or amendment and the Trustee shall be entitled without further enquiry to accept such certificate and opinion as conclusive evidence of the satisfaction of the condition precedent set out above, in which event it shall be conclusive and binding on Noteholders.

Any redemption of Subordinated Notes by the Issuer is subject to the Issuer obtaining the prior approval of the MAS.

(d) **Redemption at the option of the Issuer:**

- (i) **Senior Notes:** If Call Option is specified hereon, the Issuer may, on giving not less than 10 nor more than 20 days' irrevocable notice to the Noteholders (or such other notice period as may be specified hereon), redeem all or, if so provided, some of the Notes on the date(s) specified hereon (the "**Senior Notes Optional Redemption Date**"). Any such redemption of Senior Notes shall be at the Optional Redemption Amount specified hereon together with interest accrued to the date fixed for redemption. Any such redemption or exercise must

relate to Senior Notes of a nominal amount at least equal to the Minimum Redemption Amount to be redeemed specified hereon and no greater than the Maximum Redemption Amount to be redeemed specified hereon.

All Senior Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 5(d).

In the case of a partial redemption of Senior Notes other than AMTNs, the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes, or in the case of Registered Notes shall specify the nominal amount of Registered Notes drawn and the holder(s) of such Registered Notes, to be redeemed, which shall have been drawn in such place and in such manner as may be fair and reasonable in the circumstances, taking account of prevailing market practices, subject to compliance with any applicable laws and stock exchange or other relevant authority requirements.

In the case of a partial redemption of AMTNs, the AMTNs to be redeemed must be specified in the notice and selected:

- (A) in a fair and reasonable manner; and
- (B) in compliance with any applicable law, directive or requirement of any stock exchange or other relevant authority on which the AMTNs are listed.

(ii) *Subordinated Notes:*

- (A) *DBS Bank Subordinated Notes:* Subject to Condition 5(k), and unless otherwise specified in the Pricing Supplement, if Call Option is specified hereon, DBS Bank may, on giving not less than 10 days' irrevocable notice to the Noteholders, elect to redeem all, but not some only, of the DBS Bank Subordinated Notes on the relevant date(s) specified hereon (which shall not be less than five years from the Issue Date) (the "**DBS Bank Subordinated Notes Optional Redemption Dates**") at their Optional Redemption Amount specified hereon or, if no Optional Redemption Amount is specified hereon, at their nominal amount together with interest accrued but unpaid (if any) to (but excluding) the date fixed for redemption in accordance with these Conditions.

All DBS Bank Subordinated Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 5(d).

Any redemption of DBS Bank Subordinated Notes by DBS Bank is subject to DBS Bank obtaining the prior approval of the MAS.

- (B) *DBSH Subordinated Notes:* Subject to Condition 5(k), and unless otherwise specified in the Pricing Supplement, if Call Option is specified hereon, DBSH may, on giving not less than 10 days' irrevocable notice to the Noteholders, elect to redeem all, but not some only, of the DBSH Subordinated Notes on the relevant date(s) specified hereon (which shall not be less than five years from the Issue Date) (the "**DBSH Subordinated Notes Optional Redemption Dates**") and together with the Senior Notes Optional Redemption Date and the DBS Bank Subordinated Notes Optional Redemption Dates, the "**Optional Redemption Dates**") at their Optional Redemption Amount specified hereon or, if no Optional Redemption Amount is specified hereon, at their nominal amount together with interest accrued but unpaid (if any) to (but excluding) the date fixed for redemption in accordance with these Conditions.

All DBSH Subordinated Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 5(d).

Any redemption of DBSH Subordinated Notes by DBSH is subject to DBSH obtaining the prior approval of the MAS.

- (e) **Redemption at the option of holders of Senior Notes:** If Put Option is specified hereon, the Issuer shall, at the option of the holder of any such Senior Note, upon the holder of such Senior Note giving not less than 15 nor more than 30 days' notice to the Issuer (or such other notice period as may be specified hereon), redeem such Note on the Optional Redemption Date(s) at its Optional Redemption Amount together with interest accrued to the date fixed for redemption.

To exercise such option the holder must deposit (in the case of Bearer Notes) such Senior Note (together with all unmatured Receipts and Coupons and unexchanged Talons) with any Paying Agent or (in the case of Registered Notes other than AMTNs) the Certificate representing such Senior Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice ("**Exercise Notice**") in the form obtainable from any Paying Agent, the Registrar or any Transfer Agent (as applicable) within the notice period or (in the case of AMTNs) a duly completed Exercise Notice in the form obtainable from the Registrar within the notice period. No such Senior Note or Certificate so deposited and option exercised may be withdrawn (except as provided in the Agency Agreement) without the prior written consent of the Issuer.

Unless otherwise provided in the applicable Pricing Supplement, the Subordinated Notes are not redeemable prior to the Maturity Date at the option of the Noteholders.

- (f) **Redemption for Change of Qualification Event in respect of Subordinated Notes:**

- (i) *Redemption for Change of Qualification Event in respect of DBS Bank Subordinated Notes:* Subject to Condition 5(k), if as a result of a change to the relevant requirements issued by the MAS in relation to:

- (A) the qualification of any DBS Bank Subordinated Notes as DBS Bank Tier 2 Capital Securities; or
- (B) the inclusion of any DBS Bank Subordinated Notes in the calculation of the capital adequacy ratio,

in each case of:

- (x) DBS Bank, on an unconsolidated basis;
- (y) the DBS Bank Group, on a consolidated basis; or
- (z) the DBS Group, on a consolidated basis

("DBS Bank Eligible Capital"), which change or amendment:

- (I) becomes, or would become, effective on or after the Issue Date; or
- (II) in the case of a change to the relevant requirements issued by the MAS, if such change is issued by the MAS, on or after the Issue Date,

the relevant DBS Bank Subordinated Notes (in whole or in part) would not qualify as DBS Bank Eligible Capital (a "**DBS Bank Change of Qualification Event**"), then DBS Bank may, having given not less than 30 but not more than 60 days' prior written notice to the Noteholders in accordance with Condition 16 (which notice shall be irrevocable), redeem in accordance with these Conditions on any Interest Payment Date (if this DBS Bank Subordinated Note is at the relevant time a Floating Rate Note) or at any time (if this DBS

Bank Subordinated Note is at the relevant time not a Floating Rate Note) all, but not some only, of the relevant DBS Bank Subordinated Notes, at their Early Redemption Amount or, if no Early Redemption Amount is specified hereon, at their nominal amount together with interest accrued but unpaid (if any) to (but excluding) the date of redemption in accordance with these Conditions.

Prior to the publication of any notice of redemption pursuant to this Condition 5(f), DBS Bank shall deliver to the Trustee a certificate signed by two Directors of DBS Bank stating that a DBS Bank Change of Qualification Event has occurred and the Trustee shall accept such certificate without any further inquiry as conclusive evidence of the satisfaction of the conditions set out above without liability to any person in which event it shall be conclusive and binding on the Noteholders. Upon expiry of such notice, DBS Bank shall redeem the DBS Bank Subordinated Notes in accordance with this Condition 5(f).

Any redemption of DBS Bank Subordinated Notes by DBS Bank is subject to DBS Bank obtaining the prior approval of the MAS.

- (ii) *Redemption for Change of Qualification Event in respect of DBSH Subordinated Notes:* Subject to Condition 5(k), if as a result of a change to the relevant requirements issued by the MAS in relation to:

- (A) the qualification of any DBSH Subordinated Notes as DBSH Tier 2 Capital Securities; or
- (B) the inclusion of any DBSH Subordinated Notes in the calculation of the capital adequacy ratio,

in each case of

- (x) DBSH, on an unconsolidated basis, or
- (y) the DBS Group, on a consolidated basis

(“**DBSH Eligible Capital**”), which change or amendment:

- (I) becomes, or would become, effective on or after the Issue Date; or
- (II) in the case of a change to the relevant requirements issued by the MAS, if such change is issued by the MAS, on or after the Issue Date,

the relevant DBSH Subordinated Notes (in whole or in part) would not qualify as DBSH Eligible Capital (a “**DBSH Change of Qualification Event**”), then DBSH may, having given not less than 30 but not more than 60 days’ prior written notice to the Noteholders in accordance with Condition 16 (which notice shall be irrevocable), redeem in accordance with these Conditions on any Interest Payment Date (if this DBSH Subordinated Note is at the relevant time a Floating Rate Note) or at any time (if this DBSH Subordinated Note is at the relevant time not a Floating Rate Note) all, but not some only, of the relevant DBSH Subordinated Notes, at their Early Redemption Amount or, if no Early Redemption Amount is specified hereon, at their nominal amount together with interest accrued but unpaid (if any) to (but excluding) the date of redemption in accordance with these Conditions.

Prior to the publication of any notice of redemption pursuant to this Condition 5(f), DBSH shall deliver to the Trustee a certificate signed by two Directors of DBSH stating that a DBSH Change of Qualification Event has occurred and the Trustee shall accept such certificate without any further inquiry as conclusive evidence of the satisfaction of the conditions set out above without liability to any person in which event it shall be conclusive and binding on the

Noteholders. Upon expiry of such notice, DBSH shall redeem the DBSH Subordinated Notes in accordance with this Condition 5(f).

Any redemption of DBSH Subordinated Notes by DBSH is subject to DBSH obtaining the prior approval of the MAS.

(g) Variation instead of Redemption of Subordinated Notes:

- (i) *Variation instead of Redemption of DBS Bank Subordinated Notes:* Where this Condition 5(g)(i) is specified as being applicable in the Pricing Supplement for the relevant DBS Bank Subordinated Notes and subject to Condition 5(k), DBS Bank may at any time without any requirement for the consent or approval of the Noteholders or the Trustee and having given not less than 30 nor more than 60 days' notice to the Noteholders in accordance with Condition 16 (which notice shall be irrevocable), vary the terms of those DBS Bank Subordinated Notes so that they remain or, as appropriate, become DBS Bank Qualifying Securities (as defined below) *provided that:*

- (A) such variation does not itself give rise to any right of DBS Bank to redeem the varied securities that are inconsistent with the redemption provisions of those DBS Bank Subordinated Notes;
- (B) neither a Tax Event nor a Capital Event arises as a result of such variation; and
- (C) DBS Bank is in compliance with the rules of any stock exchange on which the DBS Bank Subordinated Notes are for the time being listed or admitted to trading.

If a variation has occurred pursuant to, or otherwise in accordance with, this Condition 5(g)(i), such event will not constitute a Default under these Conditions.

Any variation (to the extent that any variation would affect the eligibility of the DBS Bank Subordinated Notes as DBS Bank Tier 2 Capital Securities) of DBS Bank Subordinated Notes by DBS Bank is subject to DBS Bank obtaining the prior approval of the MAS.

- (ii) *Variation instead of Redemption of DBSH Subordinated Notes:* Where this Condition 5(g)(ii) is specified as being applicable in the Pricing Supplement for the relevant DBSH Subordinated Notes and subject to Condition 5(k), DBSH may at any time without any requirement for the consent or approval of the Noteholders or the Trustee and having given not less than 30 nor more than 60 days' notice to the Noteholders in accordance with Condition 16 (which notice shall be irrevocable), vary the terms of those DBSH Subordinated Notes so that they remain or, as appropriate, become DBSH Qualifying Securities (as defined below) *provided that:*

- (A) such variation does not itself give rise to any right of DBSH to redeem the varied securities that are inconsistent with the redemption provisions of those DBSH Subordinated Notes;
- (B) neither a Tax Event nor a Capital Event arises as a result of such variation; and
- (C) DBSH is in compliance with the rules of any stock exchange on which the DBSH Subordinated Notes are for the time being listed or admitted to trading.

If a variation has occurred pursuant to, or otherwise in accordance with, this Condition 5(g)(ii), such event will not constitute a Default under these Conditions.

Any variation (to the extent that any variation would affect the eligibility of the DBSH Subordinated Notes as DBSH Tier 2 Capital Securities) of DBSH Subordinated Notes by DBSH is subject to DBSH obtaining the prior approval of the MAS.

In this Condition 5:

“Additional Amounts” means such additional amounts the Issuer shall pay as will result (after withholding or deduction) in receipt by the Noteholders of the sums which would have been receivable (in the absence of such withholding or deduction) from it in respect of their Subordinated Notes;

a **“Capital Event”** will be deemed to have occurred if the Subordinated Notes are not, or cease to be, eligible in their entirety to be treated, in the case of DBS Bank Subordinated Notes, as DBS Bank Tier 2 Capital Securities or, in the case of DBSH Subordinated Notes, as DBSH Tier 2 Capital Securities;

“DBS Bank Qualifying Securities” means securities, whether debt, equity, interests in limited partnerships or otherwise, issued directly or indirectly by DBS Bank that:

(A)

- (i) qualify (in whole or in part) as Tier 2 Capital Securities; or
- (ii) may be included (in whole or in part) in the calculation of the capital adequacy ratio,

in each case of:

- (x) DBS Bank, on an unconsolidated basis;
- (y) the DBS Bank Group, on a consolidated basis; or
- (z) the DBS Group, on a consolidated basis pursuant to the relevant requirements set out in:
 - (I) (in the case of (x) and (y) above) MAS Notice 637; or
 - (II) (in the case of (z) above) MAS Notice FHC-N637;

(B)

- (i) include a ranking at least equal to that of the DBS Bank Subordinated Notes;
- (ii) have at least the same interest rate and the same Interest Payment Dates as those from time to time applying to the DBS Bank Subordinated Notes;
- (iii) have the same redemption rights as the DBS Bank Subordinated Notes;
- (iv) preserve any existing rights under the DBS Bank Subordinated Notes to any accrued interest which has not been paid in respect of the period from (and including) the Interest Payment Date last preceding the date of variation; and
- (v) if applicable, are assigned (or maintain) the same or higher credit ratings as were assigned to the DBS Bank Subordinated Notes immediately prior to such variation; and

(C) are listed on a Recognised Stock Exchange if the DBS Bank Subordinated Notes were listed immediately prior to such variation;

“DBSH Qualifying Securities” means securities, whether debt, equity, interests in limited partnerships or otherwise, issued directly or indirectly by DBSH that:

(A)

- (i) qualify (in whole or in part) as Tier 2 Capital Securities; or

- (ii) may be included (in whole or in part) in the calculation of the capital adequacy ratio,

in each case of:

- (x) DBSH, on an unconsolidated basis; or
- (y) the DBS Group, on a consolidated basis pursuant to the relevant requirements set out in MAS Notice FHC-N637;

(B)

- (i) include a ranking at least equal to that of the DBSH Subordinated Notes;
- (ii) have at least the same interest rate and the same Interest Payment Dates as those from time to time applying to the DBSH Subordinated Notes;
- (iii) have the same redemption rights as the DBSH Subordinated Notes;
- (iv) preserve any existing rights under the DBSH Subordinated Notes to any accrued interest which has not been paid in respect of the period from (and including) the Interest Payment Date last preceding the date of variation; and
- (v) if applicable, are assigned (or maintain) the same or higher credit ratings as were assigned to the DBSH Subordinated Notes immediately prior to such variation; and

- (C) are listed on a Recognised Stock Exchange if the DBSH Subordinated Notes were listed immediately prior to such variation;

“Recognised Stock Exchange” means such stock exchange as the relevant Subordinated Notes were listed;

a **“Tax Event”** is deemed to have occurred if, in making any payments on the Subordinated Notes, the Issuer has paid or will or would on the next payment date be required to pay any Additional Amounts or payments of interest on the Subordinated Notes will or would be treated as “distributions” or dividends within the meaning of the Income Tax Act or any other act in respect of or relating to Singapore taxation or would otherwise be considered as payments of a type that are non-deductible for Singapore income tax purposes, in each case under the laws or regulations of a Relevant Taxing Jurisdiction or any political subdivision or authority therein or thereof having the power to tax, including any treaty to which a Relevant Taxing Jurisdiction is a party, or any generally published application or interpretation of such laws, including a decision of any court or tribunal, or the generally published application or interpretation of such laws by any relevant tax authority or any generally published pronouncement by any tax authority, and the Issuer cannot avoid the foregoing by taking measures reasonably available to it.

- (h) **Purchases:** The Issuer and any of its subsidiaries (with the prior approval of the MAS, for so long as the Issuer is required to obtain such approval, in the case of the Subordinated Notes) may at any time purchase Notes (*provided that* all unmatured Receipts and Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price in accordance with all relevant laws and regulations and, for so long as the Notes are listed, the requirements of the relevant stock exchange. The Relevant Issuer or any such subsidiary may, at its option, retain such purchased Notes for its own account and/or resell or cancel or otherwise deal with them at its discretion.
- (i) **Cancellation:** All Notes purchased by or on behalf of the Issuer or any of its subsidiaries may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Note together

with all unmatured Receipts and Coupons and all unexchanged Talons to the Issuing and Paying Agent and, in the case of Registered Notes (other than AMTNs), by surrendering the Certificate representing such Notes to the Registrar and, in each case, if so surrendered, shall, together with all Notes redeemed by the Issuer, be cancelled forthwith (together with all unmatured Receipts and Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Notes so surrendered for cancellation may not be reissued or resold and the obligations of the Issuer in respect of any such Notes shall be discharged. Any Subordinated Note that is Written-off in full in accordance with Condition 6 shall be automatically cancelled.

If any AMTN represented by an AMTN Certificate is redeemed or purchased and cancelled in accordance with this Condition 5 then:

- (i) the applicable AMTN Certificate will be deemed to be surrendered and cancelled without any further formality; and
 - (ii) where some, but not all, of the AMTNs represented by that AMTN Certificate are so redeemed or purchased and cancelled, DBS Bank will, promptly and without charge, issue and deliver, and procure the authentication by the Australian Agent of, a new AMTN Certificate in respect of those AMTNs that had been represented by the original AMTN Certificate and which remain outstanding following such redemption or purchase and cancellation.
- (j) **No Obligation to Monitor:** In the case of Notes, the Trustee (or in the case of AMTNs, the Australian Agent) shall not be under any duty to monitor whether any event or circumstance has happened or exists within this Condition 5 and will not be responsible to the Noteholders, the Receiptholders or the Couponholders for any loss arising from any failure by it to do so. Unless and until the Trustee or the Australian Agent (as applicable) has notice in writing of the occurrence of any event or circumstance within this Condition 5, it shall be entitled to assume that no such event or circumstance exists.
- (k) **Redemption or Variation Conditions of Subordinated Notes:** Any redemption under Condition 5(c), 5(d) or 5(f) or variation under Condition 5(g) (to the extent that any variation would affect the eligibility of the Subordinated Notes as DBS Bank Tier 2 Capital Securities or DBSH Tier 2 Capital Securities, as the case may be) of the Subordinated Notes by the Issuer is subject to the Issuer obtaining the prior approval of the MAS.

6 Loss Absorption upon a Trigger Event and Bail-in Power in respect of Subordinated Notes

Any Write-off of any Subordinated Notes under this Condition 6 or any cancellation, modification, conversion or change in form of the Subordinated Notes as a result of the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act with respect to the clearing and/or settlement of any Subordinated Notes is subject to the availability of procedures to effect any such Write-off or such cancellation, modification, conversion or change in form in the relevant clearing system(s). For the avoidance of doubt, however, any Write-off of any Subordinated Notes under this Condition 6, or the giving of effect of a Bail-in Certificate with respect to the Issuer, will be effective upon the date that the Issuer specifies in the Trigger Event Notice (or as may otherwise be notified in writing to Subordinated Noteholders, the Trustee and Agents by the Issuer) or on the date specified in the Bail-in Certificate notwithstanding any inability to operationally effect any such Write-off or any cancellation, modification, conversion or change in form as a result of the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act in the relevant clearing system(s).

The Trust Deed and Agency Agreement may contain certain protections and disclaimers as applicable to the Trustee and Agents in relation to this Condition 6. Each Noteholder shall be deemed to have

authorised, directed and requested the Trustee, the Registrar and the other Agents, as the case may be, to take any and all necessary action to give effect to any DBS Bank Loss Absorption Option or DBSH Loss Absorption Option, as the case may be, and any DBS Bank Write-off or a DBSH Write-off, as the case may be, following the occurrence of the DBS Bank Trigger Event or DBSH Trigger Event, respectively.

(a) **Loss Absorption upon a DBS Bank Trigger Event in respect of DBS Bank Subordinated Notes:**

(i) *DBS Bank Write-off on a DBS Bank Trigger Event:*

- (A) If “**Write-off**” is specified as being applicable for the Loss Absorption Option in the applicable Pricing Supplement for any DBS Bank Subordinated Notes and a DBS Bank Trigger Event occurs, DBS Bank shall, upon the issue of a DBS Bank Trigger Event Notice, irrevocably and without the need for the consent of the Trustee or the holders of any DBS Bank Subordinated Notes, reduce the principal amount and cancel any accrued but unpaid interest of each DBS Bank Subordinated Note (in whole or in part) by an amount equal to the DBS Bank Trigger Event Write-off Amount per DBS Bank Subordinated Note (a “**DBS Bank Write-off**”, and “**Written-off**” shall be construed accordingly). Once any principal or interest under a DBS Bank Subordinated Note has been Written-off, it will be extinguished and will not be restored in any circumstances, including where the relevant DBS Bank Trigger Event ceases to continue. No Noteholder may exercise, claim or plead any right to any DBS Bank Trigger Event Write-off Amount, and each Noteholder shall be deemed to have waived all such rights to such DBS Bank Trigger Event Write-off Amount. For the avoidance of doubt, any DBS Bank Write-off in accordance with this Condition 6(a) shall not constitute a Default.
- (B) If a DBS Bank Trigger Event Notice has been given in respect of any DBS Bank Subordinated Notes in accordance with this Condition 6(a), transfers of any such DBS Bank Subordinated Notes that are the subject of such notice shall not be permitted during the Suspension Period (as defined in Condition 2). From the date on which a DBS Bank Trigger Event Notice in respect of any DBS Bank Subordinated Notes in accordance with this Condition 6(a) is issued by DBS Bank to the end of the Suspension Period, the Trustee and the Registrar, if applicable, shall not register any attempted transfer of any DBS Bank Subordinated Notes. As a result, such an attempted transfer will not be effective.
- (C) Any reference in these Conditions to principal in respect of the DBS Bank Subordinated Notes shall refer to the principal amount of the DBS Bank Subordinated Note(s), reduced by any applicable DBS Bank Write-off(s).

(ii) *Multiple DBS Bank Trigger Events and DBS Bank Write-offs in part:*

- (A) Where only part of the principal and/or interest of DBS Bank Tier 2 Capital Securities is to be Written-off, DBS Bank shall use reasonable endeavours to conduct any DBS Bank Write-off such that:
 - (x) holders of any Series of DBS Bank Subordinated Notes are treated ratably and equally; and
 - (y) the DBS Bank Write-off of any DBS Bank Subordinated Notes is conducted:
 - (l) to the extent that the DBS Bank Trigger Event Write-off Amount (as applicable) exceeds the aggregate nominal amount of all DBS Bank Additional Tier 1 Capital Securities that are capable of being converted or written-down under any applicable laws and/or their terms of issue

analogous to these Conditions, so as to write-off DBS Bank Tier 2 Capital Securities (including the DBS Bank Subordinated Notes) in an aggregate nominal amount equal to the amount of that excess; and

- (II) on a *pro rata* and proportionate basis with all other DBS Bank Tier 2 Capital Securities, to the extent that such DBS Bank Tier 2 Capital Securities are capable of being converted or written-off under any applicable laws and/or their terms of issue analogous to these Conditions.

A write-off or conversion (if applicable) of any DBS Bank Common Equity Tier 1 Capital shall not be required before a DBS Bank Write-off of any DBS Bank Subordinated Notes can be effected in accordance with these Conditions.

- (B) Any Series of DBS Bank Subordinated Notes may be subject to one or more DBS Bank Write-offs in part (as the case may be), except where such Series of DBS Bank Subordinated Notes has been Written-off in its entirety.

(iii) *Definitions:*

In this Condition 6(a):

“DBS Bank Common Equity Tier 1 Capital” means:

- (A) any security issued by DBS Bank; or
- (B) any other similar obligation issued by any subsidiary of DBS Bank, that, in each case, constitutes Common Equity Tier 1 Capital of:
 - (x) DBS Bank, on an unconsolidated basis;
 - (y) the DBS Bank Group, on a consolidated basis; or
 - (z) the DBS Group, on a consolidated basis,
pursuant to the relevant requirements set out in
 - (I) (in the case of (x) and (y) above) MAS Notice 637; or
 - (II) (in the case of (z) above) MAS Notice FHC-N637.

“DBS Bank Loss Absorption Option” means such loss absorption option as may be specified in the applicable Pricing Supplement in respect of any DBS Bank Subordinated Notes;

“DBS Bank Trigger Event” means the earlier of:

- (A) the MAS notifying DBS Bank in writing that it is of the opinion that a write-off or conversion, is necessary, without which the DBS Bank Group or the DBS Group would become non-viable; and
- (B) a decision by the MAS to make a public sector injection of capital, or equivalent support, without which the DBS Bank Group or the DBS Group would have become non-viable, as determined by the MAS;

“DBS Bank Trigger Event Notice” means the notice specifying that a DBS Bank Trigger Event has occurred, which shall be issued by DBS Bank not more than two Business Days after the occurrence of a DBS Bank Trigger Event to the holders of the DBS Bank Subordinated Notes and the Issuing and Paying Agent in accordance with Condition 16 and which shall state with reasonable detail the nature of the relevant DBS Bank Trigger Event

and, if applicable, specify the DBS Bank Trigger Event Write-off Amount per DBS Bank Subordinated Note to be Written-off; and

“DBS Bank Trigger Event Write-off Amount” means the amount of interest and/or principal to be Written-off as the MAS may direct, or as DBS Bank shall determine in accordance with the MAS, which is required to be Written-off for the DBS Bank Trigger Event to cease to continue. For the avoidance of doubt, the write-off will be effected in full even in the event that the amount written-off is not sufficient for the DBS Bank Trigger Event to cease to continue.

(b) **Loss Absorption upon a DBSH Trigger Event in respect of DBSH Subordinated Notes:**

(i) *DBSH Write-off on a DBSH Trigger Event:*

- (A) If **“Write-off”** is specified as being applicable for the Loss Absorption Option in the applicable Pricing Supplement for any DBSH Subordinated Notes and a DBSH Trigger Event occurs, DBSH shall, upon the issue of a DBSH Trigger Event Notice, irrevocably and without the need for the consent of the Trustee or the holders of any DBSH Subordinated Notes, reduce the principal amount and cancel any accrued but unpaid interest of each DBSH Subordinated Note (in whole or in part) by an amount equal to the DBSH Trigger Event Write-off Amount per DBSH Subordinated Note (a **“DBSH Write-off”**, and **“Written-off”** shall be construed accordingly). Once any principal or interest under a DBSH Subordinated Note has been Written-off, it will be extinguished and will not be restored in any circumstances, including where the relevant DBSH Trigger Event ceases to continue. No Noteholder may exercise, claim or plead any right to any DBSH Trigger Event Write-off Amount, and each Noteholder shall be deemed to have waived all such rights to such DBSH Trigger Event Write-off Amount. For the avoidance of doubt, any DBSH Write-off in accordance with this Condition 6(b) shall not constitute a Default.
- (B) If a DBSH Trigger Event Notice has been given in respect of any DBSH Subordinated Notes in accordance with this Condition 6(b), transfers of any such DBSH Subordinated Notes that are the subject of such notice shall not be permitted during the Suspension Period (as defined in Condition 2). From the date on which a DBSH Trigger Event Notice in respect of any DBSH Subordinated Notes in accordance with this Condition 6(b) is issued by DBSH to the end of the Suspension Period, the Trustee and the Registrar, if applicable, shall not register any attempted transfer of any DBSH Subordinated Notes. As a result, such an attempted transfer will not be effective.
- (C) Any reference in these Conditions to principal in respect of the DBSH Subordinated Notes shall refer to the principal amount of the DBSH Subordinated Note(s), reduced by any applicable DBSH Write-off(s).

(ii) *Multiple DBSH Trigger Events and DBSH Write-offs in part:*

- (A) Where only part of the principal and/or interest of DBSH Tier 2 Capital Securities is to be Written-off, DBSH shall use reasonable endeavours to conduct any DBSH Write-off such that:
- (x) holders of any Series of DBSH Subordinated Notes are treated ratably and equally; and
- (y) the DBSH Write-off of any DBSH Subordinated Notes is conducted:
- (l) to the extent that the DBSH Trigger Event Write-off Amount (as applicable) exceeds the aggregate nominal amount of all DBSH

Additional Tier 1 Capital Securities that are capable of being converted or written-down under any applicable laws and/or their terms of issue analogous to these Conditions, so as to write-off DBSH Tier 2 Capital Securities (including the DBSH Subordinated Notes) in an aggregate nominal amount equal to the amount of that excess; and

- (II) on a *pro rata* and proportionate basis with all other DBSH Tier 2 Capital Securities, to the extent that such DBSH Tier 2 Capital Securities are capable of being converted or written-off under any applicable laws and/or their terms of issue analogous to these Conditions.

A write-off or conversion (if applicable) of any DBSH Common Equity Tier 1 Capital shall not be required before a DBSH Write-off of any DBSH Subordinated Notes can be effected in accordance with these Conditions.

- (B) Any Series of DBSH Subordinated Notes may be subject to one or more DBSH Write-offs in part (as the case may be), except where such Series of DBSH Subordinated Notes has been Written-off in its entirety.

(iii) *Definitions:*

In this Condition 6(b):

“DBSH Common Equity Tier 1 Capital” means:

- (A) any security issued by DBSH; or
- (B) any other similar obligation issued by any subsidiary of DBSH, that, in each case, constitutes Common Equity Tier 1 Capital of:
 - (x) DBSH, on an unconsolidated basis;
 - (y) the DBS Group, on a consolidated basis,pursuant to the relevant requirements set out in MAS Notice FHC-N637.

“DBSH Loss Absorption Option” means such loss absorption option as may be specified in the applicable Pricing Supplement in respect of any DBSH Subordinated Notes;

“DBSH Trigger Event” means the earlier of:

- (A) the MAS notifying DBSH in writing that it is of the opinion that a write-off or conversion, is necessary, without which DBSH or the DBS Group would become non-viable; and
- (B) a decision by the MAS to make a public sector injection of capital, or equivalent support, without which DBSH or the DBS Group would have become non-viable, as determined by the MAS;

“DBSH Trigger Event Notice” means the notice specifying that a DBSH Trigger Event has occurred, which shall be issued by DBSH not more than two Business Days after the occurrence of a DBSH Trigger Event to the holders of the DBSH Subordinated Notes and the Issuing and Paying Agent in accordance with Condition 16 and which shall state with reasonable detail the nature of the relevant DBSH Trigger Event and, if applicable, specify the DBSH Trigger Event Write-off Amount per DBSH Subordinated Note to be Written-off; and

“DBSH Trigger Event Write-off Amount” means the amount of interest and/or principal to be Written-off as the MAS may direct, or as DBSH shall determine in accordance with the MAS, which is required to be Written-off for the DBSH Trigger Event to cease to continue.

For the avoidance of doubt, the write-off will be effected in full even in the event that the amount written-off is not sufficient for the DBSH Trigger Event to cease to continue.

(c) **Bail-in Power in respect of Subordinated Notes**

- (i) Notwithstanding any other term of the Subordinated Notes, including without limitation Condition 6(a) or 6(b), or any other agreement or arrangement, the Subordinated Notes may be subject to cancellation, modification, conversion, change in form, or have the effect as if a right of modification, conversion, or change of form had been exercised by the MAS in the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act without prior notice. The Trustee (on behalf of the holders of Subordinated Notes) and each holder of a Subordinated Note shall be subject, and shall be deemed to agree, to be bound by and acknowledge that they are each subject to, having the Subordinated Notes being the subject of the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act. Further, the Trustee (on behalf of the holders of Subordinated Notes) and each holder of a Subordinated Note shall be deemed to agree to be bound by a Bail-in Certificate.

The rights of the holders of Subordinated Notes and the Trustee (on behalf of the holders of Subordinated Notes) under the Subordinated Notes and these Conditions are subject to, and will be amended and varied (if necessary), solely to give effect to, the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act.

No repayment of any outstanding principal amount of any Subordinated Notes or payment of any interest on any Subordinated Notes shall become due and payable or be paid after the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act unless, at the time that such repayment or payment, respectively, is scheduled to become due, such repayment or payment would be permitted to be made by the Issuer under the laws and regulations applicable to the Issuer.

Upon the issue of a Bail-in Certificate with respect to the Subordinated Notes, the Issuer shall provide written notice of such Bail-in Certificate to the holders of Subordinated Notes and the Trustee in accordance with Condition 16 not more than two Business Days after the issue of such Bail-in Certificate.

Neither the cancellation, modification, conversion or change in form of the Subordinated Notes as a result of the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act with respect to the Issuer or the Subordinated Notes shall constitute a Default under Condition 10(b).

- (ii) Definitions: In this Condition 6(c):

"Bail-in Certificate" means a bail-in certificate issued pursuant to Section 75 of the MAS Act; and

"MAS Act" means the Monetary Authority of Singapore Act 1970 of Singapore, as amended.

7 Payments and Talons

- (a) **Bearer Notes not held in the CMU:** Payments of principal and interest in respect of Bearer Notes not held in the CMU shall, subject as mentioned below, be made against presentation and surrender of the relevant Receipts (in the case of payments of Instalment Amounts other than on the due date for redemption and *provided that* the Receipt is presented for payment together with its relevant Note), Notes (in the case of all other payments of principal and, in the case of interest, as specified in Condition 7(h)(vi)) or Coupons (in the case of interest, save as specified in Condition 7(h)(ii)), as the case may be:

- (i) in the case of a currency other than Renminbi, at the specified office of any Paying Agent outside the United States by a cheque payable in the relevant currency drawn on, or, at the option of the holder, by transfer to an account denominated in such currency with, a Bank; and
- (ii) in the case of Renminbi, by transfer to a relevant account maintained by or on behalf of the Noteholder. If a holder does not maintain a relevant account in respect of a payment to be made under the Notes, the Issuer reserves the right, in its sole discretion and upon such terms as it may determine, to make arrangements to pay such amount to that holder by another means, *provided that* the Issuer shall not have any obligation to make any such arrangements.

In this Condition 7(a):

“Bank” means a bank in the principal financial centre for such currency or, in the case of Euro, in a city in which banks have access to T2.

“relevant account” means the Renminbi account maintained by or on behalf of the Noteholder with: in the case of Notes cleared through the CMU Service, a bank in Hong Kong; or in the case of Notes cleared through the CDP System or Notes in definitive form, a bank in Singapore or Hong Kong.

- (b) **Bearer Notes held in the CMU:** Payments of principal and interest in respect of Bearer Notes held in the CMU will be made to the person(s) for whose account(s) interests in the relevant Bearer Note are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time.
- (c) **Registered Notes (other than AMTNs) not held in the CMU:** This Condition 7(c) does not apply to AMTNs.
 - (i) Payments of principal (which for the purposes of this Condition 7(c) shall include final Instalment Amounts but not other Instalment Amounts) in respect of Registered Notes shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in paragraph (ii) below.
 - (ii) Interest (which for the purpose of this Condition 7(c) shall include all Instalment Amounts other than final Instalment Amounts) on Registered Notes shall be paid to the person shown on the Register at the close of business:
 - (A) in the case of a currency other than Renminbi, on the 15th day before the due date for payment thereof; and
 - (B) in the case of Notes denominated in Renminbi, on the fifth business day before the due date for payment (the **“Record Date”**). Payments of interest on each Registered Note shall be made:
 - (x) in the case of a currency other than Renminbi, in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Note at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any other Transfer Agent before the Record Date, such payment of interest may be made by transfer to an account in the relevant currency maintained by the payee with a Bank; and
 - (y) in the case of Renminbi, by transfer to the registered account of the Noteholder. If a holder does not maintain a registered account in respect of a payment to be made under the Notes, the Issuer reserves the right, in its sole discretion and upon such terms as it may determine, to make arrangements to pay such amount

to that holder by another means, *provided that* the Issuer shall not have any obligation to make any such arrangements.

In this Condition 7(c):

“registered account” means the Renminbi account maintained by or on behalf of the Noteholder with:

- (i) in the case of Notes cleared through the CMU Service, a bank in Hong Kong; or
- (ii) in the case of Notes cleared through the CDP System or Notes in definitive form, a bank in Singapore or Hong Kong,

details of which appear on the Register at the close of business on the fifth Business Day before the due date for payment.

- (d) **Registered Notes (other than AMTNs) held in the CMU:** This Condition 7(d) does not apply to AMTNs. Payments of principal and interest in respect of Registered Notes held in the CMU will be made to the person(s) for whose account(s) interests in the relevant Registered Note are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time as notified to the CMU Lodging and Paying Agent by the CMU in a relevant CMU Instrument Position Report (as defined in the Agency Agreement) or any other relevant notification by the CMU, which notification shall be conclusive evidence of the records of the CMU (save in the case of manifest error) and payment made in accordance thereof shall discharge the obligations of the Issuer in respect of that payment.

For so long as any of the Notes that are cleared through the CMU are represented by a Global Note or a Global Certificate, payments of interest or principal will be made to the persons for whose account a relevant interest in that Global Note or, as the case may be, that Global Certificate is credited as being held by the operator of the CMU Service at the relevant time, as notified to the CMU Lodging and Paying Agent by the operator of the CMU Service in a relevant CMU Instrument Position Report (as defined in the rules of the CMU) or in any other relevant notification by the operator of the CMU Service. Such payment will discharge the Issuer's obligations in respect of that payment. Any payments by the CMU participants to indirect participants will be governed by arrangements agreed between the CMU participants and the indirect participants and will continue to depend on the interbank clearing system and traditional payment methods. Such payments will be the sole responsibility of such CMU participants.

- (e) **Payments in the United States:** Notwithstanding the foregoing, if any Bearer Notes are denominated in U.S. dollars, payments in respect thereof may be made at the specified office of any Paying Agent in New York City in the same manner as aforesaid if:
 - (i) the Issuer shall have appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment of the amounts on the Notes in the manner provided above when due;
 - (ii) payment in full of such amounts at all such offices is illegal or effectively precluded by exchange controls or other similar restrictions on payment or receipt of such amounts; and
 - (iii) such payment is then permitted by United States law, without involving, in the opinion of the Issuer, any adverse tax consequence to the Issuer.
- (f) **Payments subject to fiscal laws:** Save as provided in Condition 8, payments will be subject in all cases to any applicable fiscal or other laws, regulations and directives in the place of payment or other laws to which the Issuer agrees to be subject and the Issuer will not be liable for any taxes or duties of whatever nature imposed or levied by such laws, regulations, directives or agreements.

No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.

- (g) **Appointment of Agents:** The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrars, the Australian Agent, the Transfer Agents and the Calculation Agent initially appointed by the Issuer and their respective specified offices are listed below. The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrar, the Australian Agent, the Transfer Agents and the Calculation Agent act solely as agents of the Issuer and do not assume any obligation or relationship of agency or trust for or with any Noteholder or Couponholder. The Issuer reserves the right at any time, with the approval of the Trustee to vary or terminate the appointment of the Issuing and Paying Agent, the Australian Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, any other Paying Agent, the Registrar, any Transfer Agent or the Calculation Agent(s) and to appoint additional or other Paying Agents or Transfer Agents, *provided that* the Issuer shall at all times maintain:

- (i) an Issuing and Paying Agent;
- (ii) a Registrar or Australian Agent (as applicable) in relation to Registered Notes;
- (iii) a Transfer Agent in relation to Registered Notes;
- (iv) a CMU Lodging and Paying Agent in relation to Notes accepted for clearance through the CMU Service;
- (v) a CDP Paying Agent in relation to Notes accepted for clearance through the CDP System;
- (vi) one or more Calculation Agent(s) where the Conditions so require;
- (vii) a Paying Agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, in the event that the Global Notes are exchanged for Definitive Notes, for so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require; and
- (viii) such other agents as may be required by any other stock exchange on which the Notes may be listed, in each case as approved by the Trustee.

In addition, the Issuer shall forthwith appoint a Paying Agent in New York City in respect of any Bearer Notes denominated in U.S. dollars in the circumstances described in paragraph (d) above.

Notice of any such change or any change of any specified office shall promptly be given to the Noteholders.

- (h) **Unmatured Coupons and Receipts and unexchanged Talons:**

- (i) Unless the Notes provide that the relevant Coupons are to become void upon the due date for redemption of those Notes, Bearer Notes which comprise Fixed Rate Notes should be surrendered for payment together with all unmaturing Coupons (if any) relating thereto, failing which an amount equal to the face value of each missing unmaturing Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unmaturing Coupon that the sum of principal so paid bears to the total principal due) shall be deducted from the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, due for payment. Any amount so deducted shall be paid in the manner mentioned above against surrender of such missing Coupon within a period of 10 years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 9).

- (ii) Upon the due date for redemption of any Bearer Note comprising a Floating Rate Note, unmatured Coupons relating to such Note (whether or not attached) shall become void and no payment shall be made in respect of them.
 - (iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
 - (iv) Upon the due date for redemption of any Bearer Note that is redeemable in instalments, all Receipts relating to such Note having an Instalment Date falling on or after such due date (whether or not attached) shall become void and no payment shall be made in respect of them.
 - (v) Where any Bearer Note that provides that the relevant unmatured Coupons are to become void upon the due date for redemption of those Notes is presented for redemption without all unmatured Coupons, and where any Bearer Note is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the Issuer may require.
 - (vi) If the due date for redemption of any Note is not a due date for payment of interest, interest accrued from the preceding due date for payment of interest or the Interest Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate representing it, as the case may be. Interest accrued on a Note that only bears interest after its Maturity Date shall be payable on redemption of such Note against presentation of the relevant Note or Certificate representing it, as the case may be.
- (i) **Talons:** On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 9).
- (j) **Non-Business Days:** If any date for payment in respect of any Note, Receipt or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this paragraph, “**business day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in the relevant place of presentation, in such other jurisdictions as shall be specified as “**Financial Centres**” hereon and:
- (i) (in the case of a payment in a currency other than Euro or Renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency; or
 - (ii) (in the case of a payment in Euro) which is a TARGET Business Day; or
 - (iii) (in the case of Renminbi where the Notes are cleared through the CMU Service) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong;
 - (iv) (in the case of Renminbi where the Notes are cleared through Euroclear or Clearstream) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in London; or

- (v) (in the case of Renminbi where the Notes are cleared through the CDP System or where the Notes are in definitive form) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Singapore and Hong Kong.
- (k) **Renminbi fallback:** Notwithstanding the foregoing, if by reason of Inconvertibility, Non-transferability or Illiquidity, the Issuer is not, in its sole and absolute discretion, able to satisfy payments of principal or interest in respect of the Notes when due in Renminbi (in the case of Notes cleared through the CMU Service, Euroclear or Clearstream) in Hong Kong, or (in the case of Notes cleared through the CDP System) in Singapore, the Issuer shall, on giving not less than five nor more than 30 days' irrevocable notice to the Noteholders prior to the due date for payment, settle any such payment (in the case of Notes cleared through the CMU Service, Euroclear or Clearstream) in U.S. dollars, or (in the case of Notes cleared through the CDP System) in Singapore dollars, on the due date at (in the case of Notes cleared through the CMU Service, Euroclear or Clearstream) the U.S. Dollar Equivalent, or (in the case of Notes cleared through the CDP System) the Singapore Dollar Equivalent, of any such Renminbi denominated amount. The due date for payment shall be the originally scheduled due date or such postponed due date as shall be specified in the notice referred to above, which postponed due date may not fall more than 20 days after the originally scheduled due date. Interest on the Notes will continue to accrue up to but excluding any such date for payment of principal.

In such event, payments of the U.S. Dollar Equivalent or the Singapore Dollar Equivalent (as applicable) of the relevant principal or interest in respect of the Notes shall be made by:

- (i) in the case of Notes cleared through the CMU Service, Euroclear or Clearstream, transfer to a U.S. dollar denominated account maintained by the payee with, or by a U.S. dollar denominated cheque drawn on, or, at the option of the holder, by transfer to a U.S. dollar account maintained by the holder with, a bank in New York City; and the definition of "**business day**" for the purpose of this Condition 7(k) shall mean any day on which banks and foreign exchange markets are open for general business in the relevant place of presentation, and New York City; or
- (ii) in the case of Notes cleared through the CDP System, transfer to a Singapore dollar denominated account maintained by the payee with, or by a Singapore dollar denominated cheque drawn on, a bank in Singapore.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 7(k) by the Calculation Agent will (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Agents and all Noteholders.

In this Condition 7(k):

"Determination Business Day" means a day (other than a Saturday or Sunday) on which commercial banks are open for general business (including dealings in foreign exchange):

- (i) in the case of Notes cleared through the CMU Service, Euroclear or Clearstream, in Hong Kong, in Singapore and New York City; or
- (ii) in the case of Notes cleared through the CDP System, in Singapore;

"Determination Date" means the day which:

- (i) in the case of Notes cleared through the CMU Service or Euroclear or Clearstream, is five Determination Business Days before the due date for payment of the relevant amount under these Conditions; or

- (ii) in the case of Notes cleared through the CDP System, is seven Determination Business Days before the due date for payment of the relevant amount under these Conditions;

“Governmental Authority” means:

- (i) in the case of Notes cleared through the CMU Service, Euroclear or Clearstream, any *de facto* or *de jure* government (or any agency or instrumentality thereof), court, tribunal, administrative or other governmental authority or any other entity (private or public) charged with the regulation of the financial markets (including the central bank) of Hong Kong; or
- (ii) in the case of Notes cleared through the CDP System, the MAS or any other governmental authority or any other entity (private or public) charged with the regulation of the financial markets of Singapore;

“Illiquidity” means:

- (i) in the case of Notes cleared through the CMU Service, Euroclear or Clearstream, the general Renminbi exchange market in Hong Kong becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay interest or principal in respect of the Notes as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two Renminbi Dealers; or
- (ii) in the case of Notes cleared through the CDP System, the general Renminbi exchange market in Singapore becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay interest or principal in respect of the Notes as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two Renminbi Dealers selected by the Issuer;

“Inconvertibility” means the occurrence of any event that makes it impossible (where it had been previously possible) for the Issuer to convert any amount due in respect of the Notes in the general Renminbi exchange market in, in the case of Notes cleared through the CMU Service, Euroclear or Clearstream, Hong Kong, or, in the case of Notes cleared through the CDP System, Singapore, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

“Non-transferability” means the occurrence of any event that makes it impossible for the Issuer to transfer Renminbi between accounts:

- (i) in the case of Notes cleared through the CMU Service, Euroclear or Clearstream, inside Hong Kong or from an account inside Hong Kong to an account outside Hong Kong, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation) in Hong Kong and in New York City; or
- (ii) in the case of Notes cleared through the CDP System, inside Singapore or from an account inside Singapore to an account outside Singapore and outside the PRC or from an account outside Singapore and outside the PRC to an account inside Singapore, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

“PRC” means the People’s Republic of China (excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan);

“Renminbi Dealer” means an independent foreign exchange dealer of international repute active in the Renminbi exchange market in:

- (i) in the case of Notes cleared through the CMU Service, Euroclear or Clearstream, in Hong Kong; and
- (ii) in the case of Notes cleared through the CDP System, in Singapore;

“Singapore Dollar Equivalent” means the Renminbi amount converted into Singapore dollars using the relevant Spot Rate for the relevant Determination Date;

“Spot Rate” means:

- (i) in the case of Notes cleared through the CMU Service, Euroclear or Clearstream, the spot CNY/U.S. dollar exchange rate for the purchase of U.S. dollars with Renminbi in the over-the-counter Renminbi exchange market in Hong Kong for settlement in two Determination Business Days, as determined by the Calculation Agent at or around 11:00 a.m. (Hong Kong time) on the Determination Date, on a deliverable basis by reference to Bloomberg Page <CNH Curncy> or, if no such rate is available, on a non-deliverable basis by reference to Bloomberg Page <CNH Curncy>;

If such rate is not available, the Calculation Agent will determine the Spot Rate at or around 11:00 a.m. (Hong Kong time) on the Determination Date as the most recently available CNY/U.S. dollar official fixing rate for settlement in two Determination Business Days reported by The State Administration of Foreign Exchange of the PRC, which is reported on Bloomberg Page <RMBMUSD Index>. Reference to a Bloomberg page includes such other display page as may replace that page for the purpose of displaying a comparable currency exchange rate; or

- (ii) in the case of Notes cleared through the CDP System, for a Determination Date, means the spot Renminbi/Singapore dollar exchange rate as determined by the Issuer at or around 11:00 a.m. (Singapore time) on such date in good faith and in a reasonable commercial manner, and if a spot rate is not readily available, the Issuer may determine the rate taking into consideration all available information which the Issuer deems relevant, including pricing information obtained from the Renminbi non-deliverable exchange market in Singapore or elsewhere and the PRC domestic foreign exchange market in Singapore.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 7(k) by the Calculation Agent will (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Agents and all Noteholders; and

“U.S. Dollar Equivalent” means the Renminbi amount converted into U.S. dollars using the Spot Rate for the relevant Determination Date as promptly notified to the Issuer and the Paying Agents.

(l) **AMTNs:**

- (i) The Australian Agent will act (through its office in Sydney) as paying agent for AMTNs pursuant to the Australian Agency Agreement. For the purposes of this Condition 7(l), in relation to AMTNs, **“Business Day”** has the meaning given to such term in the Australian Agency Agreement.
- (ii) Payments of principal and interest will be made in Australia, unless prohibited by law, in Australian dollars to the persons registered at the close of business in Sydney on the relevant

Record Date (as defined below) as the holders of such AMTNs, subject in all cases to normal banking practice and all applicable laws and regulations. Payment will be made by the Australian Agent giving in Sydney irrevocable instructions for the effecting of a transfer of the relevant funds to an Australian dollar account in Australia specified by the Noteholder to the Australian Agent (or in any other manner in Sydney which the Australian Agent and the Noteholder agree).

- (iii) Payment to Noteholders will be made:
 - (A) if the AMTN is held in the Austraclear System, by crediting on the payment date, the amount due to (x) the account of Austraclear (as the Noteholder) in Australia previously notified to the Issuer and the Australian Agent, or (y) if requested by Austraclear, the accounts in Australia of the persons in whose Security Record (as defined in the Austraclear Regulations) an AMTN is recorded as previously notified by Austraclear to the Issuer and the Australian Agent in accordance with the Austraclear Regulations; and
 - (B) if the AMTN is not held in the Austraclear System, by crediting on the payment date, the amount then due under each AMTN to an account in the relevant jurisdiction or financial centre for the currency in which the payment is made previously notified by the Noteholder to the Issuer and the Australian Agent.
- (iv) If a payment in respect of an AMTN is prohibited by law from being made in Australia, such payment will be made in an international financial centre for the account of the relevant payee, and on the basis that the relevant amounts are paid in immediately available funds, freely transferable at the order of the payee.
- (v) In the case of payments made by electronic transfer, payments will for all purposes be taken to be made when the Australian Agent gives irrevocable instructions in Sydney for the making of the relevant payment by electronic transfer, being instructions which would be reasonably expected to result, in the ordinary course of banking business, in the funds transferred reaching the account of the Noteholder on the same day as the day on which the instructions are given.
- (vi) If an electronic transfer for which irrevocable instructions have been given by the Australian Agent is shown, to the satisfaction of the Australian Agent, not to have reached the Noteholder and the Australian Agent is able to recover the relevant funds, the Australian Agent may make such other arrangements as it thinks fit for the effecting of the payment in Sydney.
- (vii) Interest will be calculated in the manner specified in Condition 4 and will be payable to the persons who are registered as Noteholders at the close of business in Sydney on the relevant Record Date, unless instructions to the contrary are given by the Noteholder (or, in the case of joint Noteholders, by all the Noteholders) in such form as may be prescribed by the Australian Agent. Payments of principal will be made to, or to the order of, the persons who are registered as Noteholders at the close of business in Sydney on the relevant Record Date, subject, if so directed by the Australian Agent, to receipt from them of such instructions as the Australian Agent may require.
- (viii) If any day for payment in respect of any AMTN is not a Business Day, such payment shall not be made until the next following day which is a Business Day, and no further interest shall be paid in respect of the delay in such payment.
- (ix) Payments will be subject in all cases to any fiscal or other laws and regulations applicable thereto. Neither the Issuer nor the Australian Agent shall be liable to any Noteholder or other

person for any commissions, costs, losses or expenses in relation to or resulting from such payments.

In this Condition 7(l) in relation to AMTNs:

“Austraclear Regulations” means the regulations known as the “Austraclear Regulations”, together with any instructions or directions, (as amended or replaced from time to time) established by Austraclear to govern the use of the Austraclear System and binding on the participants in that system; and

“Record Date” means, in the case of payments of principal or interest, the close of business in Sydney on the date which is the 15th calendar day before the due date of the relevant payment of principal or interest.

8 Taxation

All payments of principal and interest by or on behalf of the Issuer in respect of the Notes, the Receipts and the Coupons shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within (i) Singapore or, if different, the jurisdiction of tax residency of the Issuer, (ii) solely in the case of Notes issued by the Australia branch of the Issuer, Australia, (iii) solely in the case of Notes issued by the Hong Kong branch of the Issuer, Hong Kong, (iv) solely in the case of Notes issued by the London branch of the Issuer, the UK, and (v) solely in the case of Notes issued by the Taipei branch of the Issuer, the Republic of China, (each such jurisdiction, a **“Relevant Taxing Jurisdiction”**) or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the Issuer shall pay such additional amounts (the **“Additional Amounts”**) as shall result in receipt by the Receiptholders, Noteholders and Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such Additional Amounts shall be payable with respect to any Note, Receipt or Coupon:

- (a) **Other connection:** to, or to a third party on behalf of, a holder who is:
 - (i) treated as a resident of or as having a permanent establishment in the Relevant Taxing Jurisdiction for tax purposes; or
 - (ii) liable to such taxes, duties, assessments or governmental charges in respect of such Note, Receipt, Talon or Coupon by reason of his having some connection with the Relevant Taxing Jurisdiction other than the holding or ownership of the Note, Receipt, Talon or Coupon or receiving income therefrom, or the enforcement thereof; or
- (b) **Lawful avoidance of withholding:** to, or to a third party on behalf of, a holder who could lawfully avoid (but has not so avoided) such deduction or withholding by complying or procuring that any third party complies with any statutory requirements concerning the nationality, residence, identity or other attributes of the holder or beneficial owner or by making or procuring that any third party makes a declaration of non-residence or other similar claim for exemption to any tax authority in the place where the relevant Note (or the Certificate representing it), Receipt or Coupon is presented for payment; or
- (c) **Presentation more than 30 days after the Relevant Date:** where presentation is required or has occurred, presented (or in respect of which the Certificate representing it is presented) for payment more than 30 days after the Relevant Date except to the extent that the holder of it would have been entitled to such Additional Amounts on presenting it for payment on or before the 30th such day; or
- (d) **Payment to an associate:** to, or to a third party on behalf of, a holder of a Note issued by DBS Bank through its Australia branch who is an “associate” (as that term is defined in Section 128F(9))

of the Income Tax Assessment Act 1936 of Australia) of DBS Bank and such holder is not acting in the capacity of a clearing house, paying agent, custodian, funds manager or responsible entity of a registered scheme within the meaning of the Australian Corporations Act; or

- (e) **TFN/ABN withholding tax:** to, or to a third party on behalf of, a holder of a Registered Note issued by DBS Bank through its Australia branch, if that person has not supplied an appropriate Australian tax file number, Australian Business Number or details of an applicable exemption from these requirements; or
- (f) **Garnishee directions by the Australian Commissioner of Taxation:** to, or to a third party on behalf of, a holder of a Note where such withholding or deduction is required to be made pursuant to a notice or direction issued by the Commissioner of Taxation under Section 255 of the Income Tax Assessment Act 1936 of Australia or Section 260-5 of Schedule 1 to the Taxation Administration Act 1953 of Australia or any similar law.

As used in these Conditions, “**Relevant Date**” in respect of any Note, Receipt, Talon or Coupon means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Noteholders that, upon further presentation of the Note (or relevant Certificate), Receipt, Talon or Coupon being made in accordance with the Conditions, such payment will be made, *provided that* payment is in fact made upon such presentation. References in these Conditions to:

- (i) “**principal**” shall be deemed to include any premium payable in respect of the Notes, all Instalment Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts, Amortised Face Amounts and all other amounts in the nature of principal payable pursuant to Condition 5 or any amendment or supplement to it;
- (ii) “**interest**” shall be deemed to include all Interest Amounts and all other amounts payable pursuant to Condition 4 or any amendment or supplement to it; and
- (iii) “**principal**” and/or “**interest**” shall be deemed to include any Additional Amounts that may be payable under this Condition or any undertaking given in addition to or in substitution for it under the Trust Deed.

Notwithstanding any other provision of the Conditions, all payments of principal and interest by or on behalf of the Issuers in respect of the Notes, the Receipts and the Coupons will be paid net of any deduction or withholding imposed or required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), or otherwise imposed pursuant to Sections 1471 through 1474 of the Code (or any regulations thereunder or official interpretations thereof) or an intergovernmental agreement between the United States and another jurisdiction facilitating the implementation thereof (or any fiscal or regulatory legislation, rules or practices implementing such an intergovernmental agreement) (any such withholding or deduction, a “**FATCA Withholding**”). Neither the Issuer nor any other person will be required to pay any additional amounts in respect of FATCA Withholding.

Where interest, discount income, early redemption fee or redemption premium is derived from any of the Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, early redemption fee or redemption premium derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.

9 Prescription

Claims against the Issuer for payment in respect of the Notes, Receipts and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.

10 Events of Default

- (a) **Senior Notes:** If any of the following events (“**Events of Default**”) occurs and is continuing,
- (i) in the case of Senior Notes (other than AMTNs), the Trustee at its discretion may, and if so requested by holders of at least one-quarter in nominal amount of the Senior Notes then outstanding or if so directed by an Extraordinary Resolution shall (but in respect of the events in Conditions 10(a)(ii)(B) to (E) (inclusive) below, only if the Trustee certifies that the occurrence of such event is materially prejudicial to the interests of the Noteholders of any Series) (subject in each case to its being indemnified and/or secured and/or pre-funded to its satisfaction in its sole discretion), give notice to the Issuer that the Senior Notes are, and they shall immediately become, due and payable at their Early Redemption Amount together (if applicable) with accrued interest or
 - (ii) in the case of AMTNs, the holder of an AMTN may give notice to the Australian Agent and DBS Bank that the AMTNs held by that holder are, and they shall immediately become, due and payable at their Early Redemption Amount together (if applicable) with accrued interest:
 - (A) *Non-Payment:* default is made for more than 30 days in the payment on the due date of interest or principal in respect of any of the Senior Notes;
 - (B) *Breach of Other Obligations:* the Issuer does not perform or comply with any one or more of its other obligations under the Senior Notes, the Trust Deed or the Note (AMTN) Deed Poll, which default has not been remedied within 30 days after notice of such default shall have been given to the Issuer by the Trustee or a holder of the relevant AMTNs;
 - (C) *Enforcement Proceedings:* a distress, attachment, execution or other legal process is levied, enforced or sued out on or against the whole or a material part of the property, assets or revenues of the Issuer and is not discharged or stayed within 90 days;
 - (D) *Insolvency:* the Issuer is (or is deemed by law or a court of competent jurisdiction to be) insolvent or bankrupt or unable to pay its debts as they fall due, stops, suspends or threatens to stop or suspend payment of all or a material (in the opinion of the Trustee in respect of Notes other than AMTNs) part of its debts or makes a general assignment or an arrangement or composition with or for the benefit of all its creditors or a moratorium is agreed or declared in respect of all or a material part of the debts of the Issuer; or
 - (E) *Winding-up:* a judicial manager is appointed in relation to the Issuer, an order is made or an effective resolution passed for the winding-up or dissolution or administration of the Issuer, or the Issuer shall apply or petition for a winding-up or administration order in respect of itself or ceases or threatens, through an official action of its board of directors, to cease to carry on all or substantially all of its business or operations, in each case except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms previously approved by an Extraordinary Resolution (as defined in the Trust Deed).

(b) **Subordinated Notes:** In the case of the Subordinated Notes:

- (i) *Default: "Default"*, wherever used in this Condition 10(b), means (except as expressly provided below, whatever the reason for such Default and whether or not it shall be voluntary or involuntary or be effected by the operation of law or pursuant to any judgment, decree or order of any court or any order, rule or regulation of any administrative or governmental body) failure to pay principal of or interest on any Subordinated Note (which default in the case of principal continues for seven Business Days and in the case of interest continues for 14 Business Days) after the due date for such payment.

If a DBS Bank Write-off or a DBSH Write-off (as the case may be) has occurred pursuant to, or otherwise in accordance with, Condition 6, such event will not constitute a Default under these Conditions.

- (ii) *Enforcement:* If a Default occurs in relation to the Subordinated Notes and is continuing, the Trustee may institute proceedings in Singapore (but not elsewhere) for the winding-up of the Issuer. The Trustee shall have no right to enforce payment under or accelerate payment of any Subordinated Note in the case of such Default in payment on such Subordinated Note or a default in the performance of any other covenant of the Issuer in such Subordinated Note or in the Trust Deed except as provided for in this Condition 10 and Clause 7 of the Trust Deed.

Subject to the subordination provisions as set out in Condition 3 and in Clause 5 and Clause 7 of the Trust Deed, if a court order is made or an effective resolution is passed for the winding-up of the Issuer, there shall be payable on the relevant Subordinated Notes, after the payment in full of all claims of all DBS Bank Relevant Creditors (in the case of DBS Bank) or DBSH Relevant Creditors (in the case of DBSH), but in priority to holders of share capital of the Issuer and Additional Tier 1 Capital Securities of the Relevant Issuer, such amount remaining after the payment in full of all claims of all DBS Bank Relevant Creditors (in the case of DBS Bank) or DBSH Relevant Creditors (in the case of DBSH) up to, but not exceeding, the nominal amount of the relevant Subordinated Notes together with interest accrued to the date of repayment.

- (iii) *Rights and Remedies upon Default:* If a Default in respect of the payment of principal of or interest on the Subordinated Notes occurs and is continuing, the sole remedy available to the Trustee shall be the right to institute proceedings in Singapore (but not elsewhere) for the winding-up of the Issuer. If the Issuer shall default in the performance of any obligation contained in the Trust Deed, the relevant Subordinated Notes other than a Default specified in Condition 10(b)(i) above, the Trustee and the Noteholders shall be entitled to every right and remedy given hereunder or thereunder or now or hereafter existing at law or in equity or otherwise, provided, however, that the Trustee shall have no right to enforce payment under or accelerate payment of any Subordinated Note except as provided in this Condition 10 and Clause 7 of the Trust Deed. If any court awards money damages or other restitution for any default with respect to the performance by the Issuer of its obligations contained in the Trust Deed, the relevant Subordinated Notes, the payment of such money damages or other restitution shall be subject to the subordination provisions set out herein and in Clause 5 and Clause 7 of the Trust Deed.
- (iv) *Entitlement of the Trustee:* The Trustee shall not be bound to take any of the actions referred to in Condition 10(b)(ii) and Condition 10(b)(iii) above or Clause 7.2 of the Trust Deed or any other action under the Trust Deed unless (i) it shall have been so requested by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders or in writing by the holders of at least one-quarter in nominal amount of the relevant Subordinated Notes

then outstanding and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction in its sole discretion.

- (v) *Rights of Holders:* No Noteholder shall be entitled to proceed directly against the Issuer or to institute proceedings for the winding-up of the Issuer in Singapore or to prove in any winding-up of the Issuer unless the Trustee, having become so bound to proceed (in accordance with the terms of the Trust Deed and the Conditions) or being able to prove in such winding-up, fails to do so within a reasonable period and such failure shall be continuing, in which case the Noteholder shall have only such rights against the Issuer as those which the Trustee is entitled to exercise. No remedy against the Issuer, other than as referred to in this Condition 10 and Clause 7 of the Trust Deed, shall be available to the Trustee or any Noteholder whether for the recovery of amounts owing in relation to or arising from the relevant Subordinated Notes and/or the Trust Deed or in respect of any breach by the Issuer of any of its other obligations relating to or arising from the relevant Subordinated Notes and/or the Trust Deed.

11 Meetings of Noteholders, Modification and Waiver

Condition 11(a), Condition 11(b) and Condition 11(c) do not apply to AMTNs.

- (a) **Meetings of Noteholders:** The Trust Deed contains provisions for convening meetings of Noteholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Trust Deed) of a modification of any of these Conditions or any provision of the Trust Deed. Such a meeting may be convened by Noteholders holding not less than 10% in nominal amount of the Notes for the time being outstanding. The quorum for any meeting convened to consider an Extraordinary Resolution shall be two or more persons holding or representing a clear majority in nominal amount of the Notes for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the nominal amount of the Notes held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*,
 - (i) to amend the dates of maturity or redemption of the Notes, any Instalment Date or any date for payment of interest or Interest Amounts on the Notes,
 - (ii) to reduce or cancel the nominal amount of, or any Instalment Amount of, or any premium payable on redemption of, the Notes,
 - (iii) to reduce the rate or rates of interest in respect of the Notes or to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Interest Amount in respect of the Notes (except as a result of any modification contemplated in Condition 4(i)),
 - (iv) if a Minimum and/or a Maximum Rate of Interest, Instalment Amount or Redemption Amount is shown hereon, to reduce any such Minimum and/or Maximum,
 - (v) to vary any method of, or basis for, calculating the Final Redemption Amount, the Early Redemption Amount or the Optional Redemption Amount, including the method of calculating the Amortised Face Amount,
 - (vi) to vary the currency or currencies of payment or denomination of the Notes,
 - (vii) to take any steps that as specified hereon may only be taken following approval by an Extraordinary Resolution to which the special quorum provisions apply,
 - (viii) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass the Extraordinary Resolution, or

- (ix) to modify Condition 3 in respect of the Subordinated Notes, in which case the necessary quorum shall be two or more persons holding or representing not less than 75%, or at any adjourned meeting not less than 25%, in nominal amount of the Notes for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Noteholders (whether or not they were present at the meeting at which such resolution was passed) and on all Couponholders and Receiptholders.

The Trust Deed provides that a resolution in writing signed by or on behalf of the holders of not less than 90% in nominal amount of the Notes outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

The consent or approval of the Noteholders shall not be required in the case of amendments to the Conditions pursuant to Condition 4(i) to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Interest Amount in respect of the Notes or for any other variation of these Conditions and/or the Agency Agreement required to be made in the circumstances described in Condition 4(i), where the requirements of Condition 4(i) have been satisfied (including the provision of a certificate to the Trustee, where applicable).

These Conditions may be amended, modified or varied in relation to any Series of Notes by the terms of the applicable Pricing Supplement in relation to such Series.

- (b) **Modification of the Trust Deed and waiver:** The Trustee may agree, without the consent of the Noteholders, Receiptholders or Couponholders, to
 - (i) any modification of any of the provisions of the Trust Deed which is, in its opinion, of a formal, minor or technical nature or is made to correct a manifest error or to comply with any mandatory provisions of law or as required by CDP and/or the CMU and/or DTC and/or Euroclear and/or Clearstream; and
 - (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed that is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders. [Notwithstanding any other provision of these Conditions or the Trust Deed, no modification to any Condition or any provision of the Trust Deed may be made without the prior approval of the MAS, to the extent that such modification changes or otherwise affects the eligibility of the Subordinated Notes as Tier 2 Capital Securities.]¹ Any such modification, authorisation or waiver shall be binding on the Noteholders, the Receiptholders and the Couponholders and, if the Trustee so requires, such waiver or authorisation shall be notified to the Noteholders as soon as practicable.
- (c) **Entitlement of the Trustee:** In connection with the exercise of its functions (including, but not limited to, those referred to in this Condition 11) the Trustee shall have regard to the interests of the Noteholders, Receiptholders or Couponholders as a class and shall not have regard to the consequences of such exercise for individual Noteholders, Receiptholders or Couponholders and the Trustee shall not be entitled to require, nor shall any Noteholder, Receiptholders or Couponholder be entitled to claim, from the Issuer any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders, Receiptholders or Couponholders.

¹ Include for Subordinated Notes.

- (d) **Meetings of AMTN holders:** The Note (AMTN) Deed Poll contains provisions for convening meetings of holders of AMTNs to consider any matter affecting their interests.

12 Enforcement in respect of Senior Notes

In the case of Senior Notes (that are not AMTNs), at any time after the Senior Notes become due and payable, the Trustee may, at its discretion and without further notice, institute such proceedings against the Issuer as it may think fit to enforce the terms of the Trust Deed, the Senior Notes, the Receipts and the Coupons, but it need not take any such proceedings unless:

- (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Noteholders holding at least one-quarter in nominal amount of the Senior Notes outstanding; and
- (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction in its sole discretion. No Noteholder, Receiptholder or Couponholder in respect of Senior Notes (that are not AMTNs) may proceed directly against the Issuer unless the Trustee, having become bound so to proceed (in accordance with the terms of the Trust Deed and the Conditions), fails to do so within a reasonable time and such failure is continuing, in which case such Noteholder, Receiptholder or Couponholder shall have only such rights against the Issuer as those which the Trustee is entitled to exercise. In the case of any AMTN, at any time after such AMTN becomes due and payable, the holder of such AMTN may at its discretion and without further notice, institute such proceeding against DBS Bank as it may think fit to enforce the terms of the Note (AMTN) Deed Poll and such AMTN.

13 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the Issuer and any entity related to the Issuer without accounting for any profit.

The Trustee may accept and rely without liability to Noteholders, Receiptholders or Couponholders on a report, confirmation or certificate or any advice of any accountants, financial advisers, financial institution or any other expert, whether or not addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may conclusively (without liability) accept and shall be entitled to rely on such report, confirmation, certificate or advice and such report, confirmation, certificate or advice shall be binding on the Issuer, the Trustee, the Noteholders, the Receiptholders and the Couponholders.

14 Replacement of Notes, Certificates, AMTN Certificates, Receipts, Coupons and Talons

If a Note, Certificate, Receipt, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of the Issuing and Paying Agent (in the case of Bearer Notes, Receipts, Coupons or Talons) and of the Registrar (in the case of Certificates) or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Noteholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Note, Certificate, Receipt, Coupon or Talon is subsequently presented for payment or, as the case may be, for exchange for further Coupons, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Notes, Certificates, Receipts, Coupons or further Coupons) or Talons and otherwise as the Issuer and/or Agent

may require in their sole discretion. Mutilated or defaced Notes, Certificates, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

Should any AMTN Certificate be lost, stolen, mutilated, defaced or destroyed, upon written notice of such having been received by DBS Bank and the Australian Agent:

- (a) that AMTN Certificate will be deemed to be cancelled without any further formality; and
- (b) DBS Bank will, promptly and without charge, issue and deliver, and procure the authentication by the Australian Agent of, a new AMTN Certificate to represent the holding of the AMTNs that had been represented by the original AMTN Certificate.

15 Further Issues

The Issuer may from time to time without the consent of the Noteholders, Couponholders or Receiptholders create and issue further securities either having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Notes) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Notes include (unless the context requires otherwise) any other securities issued pursuant to this Condition 15 and forming a single series with the Notes. Any further securities forming a single series with the outstanding securities of any series (including the Notes) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Noteholders and the holders of securities of other series where the Trustee so decides.

16 Notices

Notices to the holders of Registered Notes shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notices to the holders of Bearer Notes shall be valid if published in a daily newspaper of general circulation in Singapore (which is expected to be The Business Times) or, so long as Notes are listed on the SGX-ST, published on the website of the SGX-ST <https://www.sgx.com>. If any such publication is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Singapore. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above. Notices regarding AMTNs may also be published in a leading daily newspaper of general circulation in Australia (which is expected to be The Australian Financial Review) or, so long as AMTNs are listed on the SGX-ST, published on the website of the SGX-ST <https://www.sgx.com>. Any such notice will be deemed to have been given on the date of such publication.

- (a) Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the holders of Bearer Notes in accordance with this Condition 16.

So long as the Notes are represented by the Global Certificate and the Global Certificate is held on behalf of:

- (i) CDP, DTC, Euroclear or Clearstream or the Alternative Clearing System (as defined in the form of the Global Certificate), notices to Noteholders shall be given by delivery of the relevant notice to CDP (subject to the agreement of CDP), DTC, Euroclear or Clearstream or the Alternative Clearing System, for communication by it to entitled accountholders in substitution for notification as required by the Conditions; or

- (ii) the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the Hong Kong Monetary Authority on the business day preceding the date of despatch of such notice,

except that if the Notes are listed on the SGX-ST, and the rules of the SGX-ST so require, notices to the holders of Notes of that Series shall be valid if published on the website of the SGX-ST at <https://www.sgx.com>.

- (b) A DBS Bank Trigger Event Notice or a DBSH Trigger Event Notice (as the case may be) or notice of the issue of a Bail-in Certificate to the holders of the relevant Subordinated Notes shall be deemed to have been validly given on the date on which such notice is published in a daily newspaper of general circulation in Singapore (which is expected to be The Business Times) or, so long as Notes are listed on the SGX-ST, published on the website of the SGX-ST <https://www.sgx.com>. If any such publication is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Singapore. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above.

17 Currency Indemnity

Any amount received or recovered in a currency other than the currency in which payment under the relevant Note, Coupon or Receipt is due (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the insolvency, winding-up or dissolution of the Issuer or otherwise) by any Noteholder or Couponholder in respect of any sum expressed to be due to it from the Issuer shall only constitute a discharge to the Issuer to the extent of the amount in the currency of payment under the relevant Note, Coupon or Receipt that the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If the amount received or recovered is less than the amount expressed to be due to the recipient under any Note, Coupon or Receipt, the Issuer shall indemnify it against any loss sustained by it as a result. In any event, the Issuer shall indemnify the recipient against the cost of making any such purchase. For the purposes of this Condition, it shall be sufficient for the Noteholder or Couponholder, as the case may be, to demonstrate that it would have suffered a loss had an actual purchase been made. These indemnities constitute a separate and independent obligation from the Issuer's other obligations, shall give rise to a separate and independent cause of action, shall apply irrespective of any indulgence granted by any Noteholder or Couponholder and shall continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Note, Coupon or Receipt or any other judgment or order.

18 Contracts (Rights of Third Parties) Act

[No person shall have any right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 1999 except and to the extent (if any) that the Notes expressly provide for such Act to apply to any of their terms.]¹

[No person shall have the right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 2001 of Singapore.]²

¹ Include for Notes governed by English law.

² Include for Notes governed by Singapore law.

19 Governing Law and Jurisdiction

Conditions 19(a), 19(b) and 19(c) do not apply to AMTNs.

- (a) **Governing Law:** The Trust Deed, the Notes, the Receipts, the Coupons and the Talons and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, [English law]¹ [save that Condition 6(c) and the provisions in relation to subordination, set-off and payment void and default and enforcement are governed by and shall be construed in accordance with Singapore law]² [Singapore law]³.
- (b) **Jurisdiction:** [The Courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with any Notes, Receipts, Coupons or Talons[, save that the courts of Singapore shall have exclusive jurisdiction to settle any disputes that arise out of or are in connection with Condition 6(c) and the provisions in relation to subordination, set-off and payment void and default and enforcement]² and accordingly any legal action or proceedings arising out of or in connection with any Notes, Receipts, Coupons or Talons (“**Proceedings**”) may be brought in such courts. [Insofar that the Proceedings do not arise out of or are in connection with Condition 6(c) and the provisions in relation to subordination, set-off and payment void and default and enforcement,]² T/the Issuer irrevocably submits to the jurisdiction of the courts of England and waives any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is made for the benefit of each of the holders of the Notes, Receipts, Coupons and Talons and shall not affect the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not). [Insofar that the Proceedings arise out of or are in connection with Condition 6(c) and the provisions in relation to subordination, set-off and payment void and default and enforcement, all parties irrevocably submit to the exclusive jurisdiction of the courts of Singapore and waive any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.]²¹

[The Courts of Singapore are to have jurisdiction to settle any disputes that may arise out of or in connection with any Notes, Receipts, Coupons or Talons and accordingly any legal action or proceedings arising out of or in connection with any Notes, Receipts, Coupons or Talons (“**Proceedings**”) may be brought in such courts. The Issuer irrevocably submits to the jurisdiction of the courts of Singapore and waives any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is made for the benefit of each of the holders of the Notes, Receipts, Coupons and Talons and shall not affect the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not).]⁴

[The Courts of Singapore are to have exclusive jurisdiction to settle any disputes that may arise out of or in connection with any Notes, Receipts, Coupons or Talons and accordingly any legal action or proceedings arising out of or in connection with any Notes, Receipts, Coupons or Talons (“**Proceedings**”) shall be brought in such courts. All parties irrevocably submit to the exclusive jurisdiction of the courts of Singapore and waive any objection to Proceedings in such courts on the

¹ Include for Notes governed by English law.

² Include for Subordinated Notes governed by English law.

³ Include for Notes governed by Singapore law.

⁴ Include for Senior Notes governed by Singapore law.

ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.]¹

(c) **[Service of Process:**

- (i) DBS Bank has in the Trust Deed agreed that its branch in England shall accept service of process on its behalf in respect of any Proceedings in England. If such branch ceases to be able to accept service of process in England, DBS Bank shall immediately appoint a new agent to accept such service of process in England.
- (ii) DBSH has in the Trust Deed agreed that DBS Bank's branch in England shall accept service of process on its behalf in respect of any proceeding in England. Such service shall be deemed completed on delivery to such process agent (whether or not it is forwarded to and received by the Issuer). If for any reason such branch ceases to be able to accept service of process in England, DBSH shall immediately appoint a new agent to accept such service of process in England.]²

(d) **AMTNs:**

This Condition 19(d) shall only apply to AMTNs.

- (i) The AMTNs, the Australian Agency Agreement and the Note (AMTN) Deed Poll shall be governed by the laws in force in New South Wales, Australia.
- (ii) The courts of New South Wales, Australia and the courts of appeal from them are to have non-exclusive jurisdiction to settle any disputes which may arise out of or in connection with them and any suit, action or proceedings arising out of or in connection with the AMTNs, the Australian Agency Agreement and the Note (AMTN) Deed Poll (together referred to as "**Australian Proceedings**") may be brought in such courts.
- (iii) For so long as any AMTNs are outstanding, DBS Bank agrees that its Australia branch shall accept service of process on its behalf in New South Wales, Australia in respect of any Australian Proceedings. In the event there is no such branch the Issuer shall immediately appoint another agent to accept such service of process in Australia.

20 Headings

Headings are for convenience only and do not affect the interpretation of these Conditions.

¹ Include for Subordinated Notes governed by Singapore law.

² Include for Notes governed by English law.

TERMS AND CONDITIONS OF THE PERPETUAL CAPITAL SECURITIES

*The following is the text of the terms and conditions (the “Conditions”) that, save for the words in italics and, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the applicable Pricing Supplement, shall be applicable to the Perpetual Capital Securities in definitive form (if any) issued in exchange for the Global Certificate(s) representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the applicable Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on the Certificates relating to such Perpetual Capital Securities. All capitalised terms that are not defined in these Conditions will have the meanings given to them in the applicable Pricing Supplement or the Trust Deed, as the case may be. Those definitions will be endorsed on the Certificates. References in the Conditions to “Perpetual Capital Securities” are to (where the Issuer is DBS Bank) the DBS Bank Perpetual Capital Securities of one Series only or (where the Issuer is DBSH) the DBSH Perpetual Capital Securities of one Series only, not to all Perpetual Capital Securities that may be issued under the Programme. References in these Conditions to the **Issuer** are references to: (i) DBS Bank; and (ii) DBSH, as specified in the applicable Pricing Supplement.*

The Perpetual Capital Securities are constituted by an amended and restated Trust Deed dated on or about 13 March 2024 (the “**Programme Date**”) (as amended or supplemented as at the date of issue of the Perpetual Capital Securities (the “**Issue Date**”), the “**Trust Deed**”) between DBS Bank Ltd. (“**DBS Bank**”), DBS Group Holdings Ltd (“**DBSH**” and, together with DBS Bank, the “**Issuers**” and each an “**Issuer**”) and The Bank of New York Mellon, London Branch (the “**Trustee**”, which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Securityholders (as defined below) [as supplemented by the Singapore Supplemental Trust Deed dated on or about 13 March 2024 (as amended or supplemented as at the Issue Date) among the Issuers and the Trustee]¹ and, where applicable, the Perpetual Capital Securities which are specified in the applicable Pricing Supplement to be held in and cleared through The Central Depository (Pte) Limited (“**CDP**”) are issued with the benefit of a deed of covenant dated 14 April 2016 each relating to the Perpetual Capital Securities executed by the Relevant Issuer (each as amended, varied or supplemented from time to time (the “**CDP Deed of Covenant**”)).

These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Perpetual Capital Securities and Certificates referred to below. An amended and restated Agency Agreement (as amended or supplemented as at the Issue Date, the “**Agency Agreement**”) dated 13 March 2024 (and as may be further amended, restated, novated or supplemented) has been entered into in relation to the Perpetual Capital Securities among the Issuers, the Trustee, The Bank of New York Mellon, London Branch as initial issuing and paying agent (except as otherwise described below), The Bank of New York Mellon, Hong Kong Branch as the lodging and paying agent for the Perpetual Capital Securities to be held in the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (the “**CMU Service**”), The Bank of New York Mellon, Singapore Branch as paying agent for the Perpetual Capital Securities to be cleared through the computerised system (the “**CDP System**”) operated by the CDP, The Bank of New York Mellon as issuing and paying agent for the Perpetual Capital Securities to be cleared through The Depository Trust Company (“**DTC**”) and the other agents named in it. The issuing and paying agent, the CMU lodging and paying agent, the CDP paying agent, the other paying agents, the registrars, the transfer agents and the calculation agent(s) for the time being (if any) are referred to below respectively as the “**Issuing and Paying Agent**”, the “**CMU Lodging and Paying Agent**”, the “**CDP Paying Agent**”, the “**Paying Agents**” (which expression shall include the Issuing and Paying Agent, the CMU Lodging and Paying Agent and the CDP Paying Agent), the “**Registrar**”, the “**Transfer Agents**” (which expression shall include the

¹ Include for Perpetual Capital Securities governed by Singapore law.

Registrars) and the **“Calculation Agent(s)”**. For the purposes of these Conditions, all references (other than in relation to the determination of Distribution and other amounts payable in respect of the Perpetual Capital Securities) to the Issuing and Paying Agent shall, unless provided otherwise, with respect to a Series of Perpetual Capital Securities to be held in the CMU Service, be deemed to be a reference to the CMU Lodging and Paying Agent and all such references shall be construed accordingly. References in these conditions to the **“Issuer”** are to the entity named as such in the applicable Pricing Supplement and **“subsidiary”** has the meaning given to this term under the Companies Act 1967 of Singapore. For the purposes of these Conditions, all references to the Issuing and Paying Agent shall, unless provided otherwise, with respect to a Series of Perpetual Capital Securities to be held in the CDP, be deemed to be a reference to the CDP Paying Agent and all such references shall be construed accordingly. Copies of the Trust Deed, CDP Deed of Covenant and the Agency Agreement referred to above are available for inspection free of charge during usual business hours at the principal office of the Trustee (presently at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom) and at the specified offices of the Paying Agents and the Transfer Agent.

The Securityholders are entitled to the benefit of, are bound by, and are deemed to have notice of, these Conditions, all the provisions of the Trust Deed and the applicable Pricing Supplement, and are deemed to have notice of those provisions applicable to them of the Agency Agreement. The Pricing Supplement for this Perpetual Capital Security (or the relevant provisions thereof) is attached to or endorsed on this Perpetual Capital Security. References to **“applicable Pricing Supplement”** are to the Pricing Supplement (or relevant provisions thereof) attached to or endorsed on this Perpetual Capital Security.

All capitalised terms that are not defined in these Conditions will have the meanings given to them in the applicable Pricing Supplement or the Trust Deed, as the case may be.

1 Form, Denomination and Title

The Perpetual Capital Securities are issued in registered form only, in each case in the Specified Denomination(s) shown hereon.

*All Perpetual Capital Securities shall have the same Specified Denomination. Unless otherwise permitted by the then current laws and regulations, Perpetual Capital Securities which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the UK or whose issue otherwise constitutes a contravention of Section 19 of the Financial Services and Markets Act 2000 will have a minimum denomination of GBP 100,000 (or its equivalent in other currencies). Perpetual Capital Securities sold in reliance on Rule 144A will be in minimum denominations of USD 200,000 (or its equivalent in other currencies) and integral multiples of USD 1,000 (or its equivalent in other currencies) in excess thereof, subject to compliance with all legal and/or regulatory requirements applicable to the relevant currency. Perpetual Capital Securities which are listed on the Singapore Exchange Securities Trading Limited or any successor thereto (the **“SGX-ST”**) will be traded on the SGX-ST in a minimum board lot size of SGD 200,000 (or its equivalent in other currencies) or such other amount as may be allowed or required from time to time. In the case of any Perpetual Capital Securities which are to be admitted to trading on a regulated market within the European Economic Area or in the UK or offered to the public in a Member State of the European Economic Area or in the UK in circumstances which require the publication of a prospectus under Regulation (EU) 2017/1129 (as amended or superseded), the minimum Specified Denomination shall be EUR 100,000 or GBP 100,000 (or its equivalent in any other currency as at the date of issue of the relevant Perpetual Capital Securities).*

Each Perpetual Capital Security may be a Fixed Rate Perpetual Capital Security or a Floating Rate Perpetual Capital Security, a combination of any of the foregoing or any other kind of Perpetual Capital Security, depending upon the Distribution and Redemption/Payment Basis shown thereon.

Perpetual Capital Securities are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(b), each Certificate shall represent the entire holding of Perpetual Capital Securities by the same holder.

Title to the Perpetual Capital Securities shall pass by registration in the register that the Issuer shall procure to be kept by the relevant Registrar (the “**Register**”). The Issuer may appoint a registrar (the “**Alternative Registrar**”) in accordance with the provisions of the Agency Agreement other than the Registrar in relation to any Series. In these Conditions, “**Registrar**” includes the Registrar or, as the case may be, the Alternative Registrar, as specified hereon. Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Perpetual Capital Security shall be deemed to be and may be treated as its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on the Certificate representing it or its theft or loss or that of the related Certificate and no person shall be liable for so treating the holder.

In these Conditions, “**Securityholder**” means the person in whose name a Perpetual Capital Security is registered (as the case may be), “**holder**” (in relation to a Perpetual Capital Security) means the person in whose name a Perpetual Capital Security is registered and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Perpetual Capital Securities.

2 Transfers of Perpetual Capital Securities

- (a) **Transfer of Perpetual Capital Securities:** Subject to Condition 7, one or more Perpetual Capital Securities may be transferred upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate representing such Perpetual Capital Securities to be transferred, together with the form of transfer endorsed on such Certificate, (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or Transfer Agent may reasonably require without service charge and subject to payment of any taxes, duties and other governmental charges in respect of such transfer. In the case of a transfer of part only of a holding of Perpetual Capital Securities represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Perpetual Capital Securities and entries on the Register will be made subject to the detailed regulations concerning transfers of Perpetual Capital Securities scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Trustee and the Registrar. A copy of the current regulations will be made available by the Registrar to any Securityholder upon request.

Transfers of interests in the Perpetual Capital Securities evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

Transfers of interests in any DBS Bank Perpetual Capital Securities that are the subject of a DBS Bank Trigger Event Notice issued in accordance with Condition 7 or notice of issue of a Bail-in Certificate shall not be permitted during any Suspension Period (as defined in this Condition 2).

Transfers of interests in any DBSH Perpetual Capital Securities that are the subject of a DBSH Trigger Event Notice issued in accordance with Condition 7 or notice of issue of a Bail-in Certificate shall not be permitted during any Suspension Period.

- (b) **Exercise of Options or Partial Redemption or Partial Write-off in Respect of Perpetual Capital Securities:** In the case of an exercise of an Issuer’s option in respect of, or a partial redemption of or a partial DBS Bank Write-off or DBSH Write-off (as the case may be) of or cancellation, modification, conversion and/or change in form pursuant to a Bail-in Certificate of, a holding of Perpetual Capital Securities represented by a single Certificate, a new Certificate shall be issued to

the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed or Written-off or subject to cancellation, modification, conversion and/or change in form pursuant to a Bail-in Certificate, as the case may be. In the case of a partial exercise of an option resulting in Perpetual Capital Securities of the same holding having different terms, separate Certificates shall be issued in respect of those Perpetual Capital Securities of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Perpetual Capital Securities to a person who is already a holder of Perpetual Capital Securities, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

- (c) **Delivery of New Certificates:** Each new Certificate to be issued pursuant to Condition 2(a) or (b) shall be available for delivery within five business days of receipt of the request for transfer, exercise, redemption or exchange, form of transfer and surrender of the Certificate for exchange, except (in the case of DBS Bank) for any write-off pursuant to Condition 7(a) or (in the case of DBSH) for any write-off pursuant to Condition 7(b) in which case any new Certificate to be issued shall be available for delivery as soon as reasonably practicable. Delivery of the new Certificate(s) shall be made at the specified office of the Transfer Agent or of the Registrar (as the case may be) to whom delivery or surrender of such request for transfer, exercise, redemption or exchange, form of transfer, Exercise Notice or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the relevant Transfer Agent or the Registrar the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(c), “**business day**” means a day, other than a Saturday or Sunday, on which banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar (as the case may be).
- (d) **Transfers Free of Charge:** Transfers of Perpetual Capital Securities and Certificates on registration, transfer, exercise of an option or partial redemption or partial write-off shall be effected without charge by or on behalf of the Issuer, the Registrar or the Transfer Agents, but upon payment by the relevant Securityholder of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity as the Registrar or the relevant Transfer Agent may require).
- (e) **Closed Periods:** No Securityholder may require the transfer of a Perpetual Capital Security to be registered:
 - (iv) during the period of 15 days ending on the due date for redemption of that Perpetual Capital Security;
 - (v) during the period of 15 days prior to any date on which Perpetual Capital Securities may be called for redemption by the Issuer at its option pursuant to Condition 6(d);
 - (vi) after any such Perpetual Capital Security has been called for redemption;
 - (vii) during the period of 15 days ending on (and including) any date on which payment is due; or
 - (viii) during a Suspension Period.

In these Conditions:

“**Suspension Period**” means the period commencing on the business day in Singapore immediately following the date of a DBS Bank Trigger Event Notice, a DBSH Trigger Event Notice or notice of issue of a Bail-in Certificate (as the case may be) and ending on, in the event that a

DBS Bank Trigger Event Notice or DBSH Trigger Event Notice is issued, the earlier of the close of business in Singapore on:

- (x) the date on which the Registrar or any other Agent has,
 - (A) reflected the relevant DBS Bank Write-off or DBSH Write-off (as the case may be) in the Register; or
 - (B) issued a new Certificate (as the case may be) to such Securityholder in respect of the related DBS Bank Write-off or DBSH Write-off (as the case may be); and
- (y) with respect to the Perpetual Capital Securities represented by a Global Certificate and cleared through a clearing system, the 10th business day in Singapore immediately following the date of receipt of any such notice by the relevant clearing system(s), or

in the event that a Bail-in Certificate has been issued, when the Bail-in Certificate has been effected.

3 Status

(a) **Status of Perpetual Capital Securities:**

- (i) *Status of DBS Bank Perpetual Capital Securities:* The Perpetual Capital Securities issued by DBS Bank (the “**DBS Bank Perpetual Capital Securities**”) constitute direct, unsecured and subordinated obligations of DBS Bank. The rights and claims of the Securityholders are subordinated as described below.
- (ii) *Status of DBSH Perpetual Capital Securities:* The Perpetual Capital Securities issued by DBSH (the “**DBSH Perpetual Capital Securities**”) constitute direct, unsecured and subordinated obligations of DBSH. The rights and claims of the Securityholders are subordinated as described below.

(b) **Subordination:**

- (i) *DBS Bank Subordination:* Upon the occurrence of any winding-up proceedings, the rights of the Securityholders to payment of principal of and Distributions (as described under Condition 4) on the DBS Bank Perpetual Capital Securities and any other obligations in respect of the DBS Bank Perpetual Capital Securities are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBS Bank Relevant Creditors and will rank senior to DBS Bank Junior Obligations. The DBS Bank Perpetual Capital Securities will rank *pari passu* with DBS Bank Additional Tier 1 Capital Securities and any instrument or security issued, entered into or guaranteed by DBS Bank that ranks or is expressed to rank, by its terms or operation of law, *pari passu* with a DBS Bank Perpetual Capital Security. In the event that:
 - (A) the Securityholders do not receive payment in full of principal due and payable in respect of the DBS Bank Perpetual Capital Securities plus Distributions thereon accrued to the date of repayment in any winding-up of DBS Bank; and
 - (B) the winding-up order or resolution passed for the winding-up of DBS Bank or the dissolution of DBS Bank is subsequently stayed, discharged, rescinded, avoided, annulled or otherwise rendered inoperative,

then to the extent that such Securityholders did not receive payment in full of such principal of and Distributions on such DBS Bank Perpetual Capital Securities, such unpaid amounts shall remain payable in full; *provided that* payment of such unpaid amounts shall be subject to the provisions under this Condition 3 and Condition 11 and Clause 5 and Clause 7 of the Trust Deed.

The subordination provisions set out in this Condition 3(b) are effective only upon the occurrence of any winding-up proceedings of DBS Bank. In the event that a DBS Bank Trigger Event occurs and/or a Bail-in Certificate is issued, the rights of holders of DBS Bank Perpetual Capital Securities shall be subject to Condition 7. This may not result in the same outcome for DBS Bank Securityholders as would otherwise occur under this Condition 3(b) upon the occurrence of any winding-up proceedings of DBS Bank.

- (ii) **DBSH Subordination:** Upon the occurrence of any winding-up proceedings, the rights of the Securityholders to payment of principal of and Distributions on the DBSH Perpetual Capital Securities and any other obligations in respect of the DBSH Perpetual Capital Securities are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBSH Relevant Creditors and will rank senior to DBSH Junior Obligations. The DBSH Perpetual Capital Securities will rank *pari passu* with DBSH Additional Tier 1 Capital Securities and any instrument or security issued, entered into or guaranteed by DBSH that ranks or is expressed to rank, by its terms or operation of law, *pari passu* with a DBSH Perpetual Capital Security. In the event that:
- (A) the Securityholders do not receive payment in full of principal due and payable in respect of the DBSH Perpetual Capital Securities plus Distributions thereon accrued to the date of repayment in any winding-up of DBSH; and
 - (B) the winding-up order or resolution passed for the winding-up of DBSH or the dissolution of DBSH is subsequently stayed, discharged, rescinded, avoided, annulled or otherwise rendered inoperative,

then to the extent that such Securityholders did not receive payment in full of such principal of and Distributions on such DBSH Perpetual Capital Securities, such unpaid amounts shall remain payable in full; *provided that* payment of such unpaid amounts shall be subject to the provisions under this Condition 3 and Condition 11 and Clause 5 and Clause 7 of the Trust Deed.

The subordination provisions set out in this Condition 3(b) are effective only upon the occurrence of any winding-up proceedings of DBSH. In the event that a DBSH Trigger Event occurs and/or a Bail-in Certificate is issued, the rights of holders of DBSH Perpetual Capital Securities shall be subject to Condition 7. This may not result in the same outcome for DBSH Securityholders as would otherwise occur under this Condition 3(b) upon the occurrence of any winding-up proceedings of DBSH.

The Issuer has agreed, pursuant to the terms of the Trust Deed, to indemnify the Securityholders against any loss incurred as a result of any judgment or order being given or made for any amount due under the Perpetual Capital Securities and such judgment or order being expressed and paid in a currency other than the Specified Currency. Any amounts due under such indemnification will be similarly subordinated in right of payment with other amounts due on the Perpetual Capital Securities and payment thereof shall be subject to the provisions under this Condition 3 and Condition 11(b) and Clause 7.3 of the Trust Deed.

On a winding-up of the Issuer, there may be no surplus assets available to meet the claims of the Securityholders after the claims of the parties ranking senior to the Securityholders (as provided in this Condition 3 and Clause 5 of the Trust Deed) have been satisfied.

In these Conditions:

“Additional Tier 1 Capital Securities” means the DBS Bank Additional Tier 1 Capital Securities and/or the DBSH Additional Tier 1 Capital Securities, as the context may require;

“DBS Bank Additional Tier 1 Capital Securities” means:

- (i) any security issued by DBS Bank; or
- (ii) any other similar obligation issued by any subsidiary of DBS Bank that is guaranteed by DBS Bank,

that, in each case, constitutes Additional Tier 1 capital of

- (x) DBS Bank, on an unconsolidated basis,
- (y) the DBS Bank Group, on a consolidated basis, or
- (z) the DBS Group, on a consolidated basis, pursuant to the relevant requirements set out in
 - (I) (in the case of (x) and (y) above) MAS Notice 637 or
 - (II) (in the case of (z) above) MAS Notice FHC-N637;

“DBS Bank Group” means DBS Bank and its consolidated subsidiaries;

“DBS Bank Junior Obligations” means:

- (i) any DBS Bank Share; and
- (ii) any class of DBS Bank’s share capital and any instrument or security (including without limitation any preference shares) issued, entered into or guaranteed by DBS Bank which ranks or is expressed to rank, by its terms or by operation of law, junior to a DBS Bank Perpetual Capital Security;

“DBS Bank Relevant Creditors” means creditors of DBS Bank (including DBS Bank’s depositors) other than those whose claims are expressed to rank *pari passu* or junior to the claims of the holders of the DBS Bank Perpetual Capital Securities;

“DBS Bank Shares” means the ordinary shares of DBS Bank;

“DBS Group” means DBSH and its consolidated subsidiaries;

“DBSH Additional Tier 1 Capital Securities” means:

- (i) any security issued by DBSH; or
 - (ii) any other similar obligation issued by any subsidiary of DBSH that is guaranteed by DBSH,
- that, in each case, constitutes Additional Tier 1 capital of
- (x) DBSH, on an unconsolidated basis, or
 - (y) the DBS Group, on a consolidated basis, pursuant to the relevant requirements set out in MAS Notice FHC-N637;

“DBSH Junior Obligations” means:

- (i) any DBSH Share; and
- (ii) any class of DBSH share capital and any instrument or security (including without limitation any preference shares) issued, entered into or guaranteed by DBSH which ranks or is expressed to rank, by its terms or by operation of law, junior to a DBSH Perpetual Capital Security;

“DBSH Relevant Creditors” means creditors of DBSH other than those whose claims are expressed to rank *pari passu* or junior to the claims of the holders of DBSH Perpetual Capital Securities;

"DBSH Shares" means the ordinary shares of DBSH;

"Designated Financial Holding Companies" shall have the meaning ascribed to it in the Financial Holding Companies Act 2013, as amended, replaced or supplemented from time to time;

"Junior Obligations" means the DBS Bank Junior Obligations and/or the DBSH Junior Obligations, as the context may require;

"MAS" means the Monetary Authority of Singapore or such other governmental authority having primary bank supervisory authority with respect to the Issuers;

"MAS Notice FHC-N637" means MAS Notice FHC-N637 – *"Risk Based Capital Adequacy Requirements"* issued by the MAS, as amended, replaced or supplemented from time to time; and

"MAS Notice 637" means MAS Notice 637 – *"Notice on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore"* issued by the MAS, as amended, replaced or supplemented from time to time.

- (c) **Set-off and Payment Void:** No Securityholder may exercise, claim or plead any right of set-off, counterclaim or retention in respect of any amount owed to it by the Issuer arising under or in connection with the Perpetual Capital Securities. Each Securityholder shall, by acceptance of any Perpetual Capital Security be deemed to have waived all such rights of set-off, counterclaim or retention to the fullest extent permitted by law. If, at any time, any Securityholder receives payment or benefit of any sum in respect of the Perpetual Capital Securities (including any benefit received pursuant to any such set-off, counter-claim or retention) other than in accordance with Clause 7.3.2 of the Trust Deed and the second paragraph of Condition 11(b), the payment of such sum or receipt of such benefit shall, to the fullest extent permitted by law, be deemed void for all purposes and such Securityholder, by acceptance of such Perpetual Capital Security, shall agree as a separate and independent obligation that any such sum or benefit so received shall forthwith be paid or returned in full by such Securityholder to the Issuer upon demand by the Issuer or, in the event of the winding-up of the Issuer, the liquidator of the Issuer, whether or not such payment or receipt shall have been deemed void under the Trust Deed. Any sum so paid or returned shall then be treated for purposes of the Issuer's obligations as if it had not been paid by the Issuer, and its original payment shall be deemed not to have discharged any of the obligations of the Issuer under the Perpetual Capital Securities.

4 Distributions and other Calculations

*The amount payable in respect of the aggregate nominal amount of Perpetual Capital Security represented by a Global Certificate or a Global Perpetual Capital Securities (as the case may be) shall be made in accordance with the methods of calculation provided for in the Conditions, **save that** the calculation is made in respect of the total aggregate amount of the Perpetual Capital Securities represented by a Global Certificate or a Global Perpetual Capital Security (as the case may be), together with such other sums and additional amounts (if any) as may be payable under the Conditions.*

- (a) **Distribution on Fixed Rate Perpetual Capital Securities:** Subject to Condition 5, each Fixed Rate Perpetual Capital Security confers a right to receive distribution (each a **"Distribution"**) on its outstanding nominal amount from and including the Distribution Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Distribution, such Distribution being payable in arrear on each Distribution Payment Date.

The Rate of Distribution in respect of a Fixed Rate Perpetual Capital Security shall be:

- (i) (if no Reset Date is specified in the applicable Pricing Supplement) the Initial Distribution Rate; or

- (ii) (If a Reset Date is specified in the applicable Pricing Supplement):
 - (A) for the period from, and including, the Distribution Commencement Date to, but excluding, the First Reset Date specified in the applicable Pricing Supplement, the Initial Distribution Rate; and
 - (B) for the period from, and including, the First Reset Date and each Reset Date (as specified in the applicable Pricing Supplement) falling thereafter to, but excluding, the immediately following Reset Date, the Reset Distribution Rate.

The amount of Distribution payable shall be determined in accordance with Condition 4(e).

For the purposes of this Condition 4(a), “**Reset Distribution Rate**” means the Relevant Rate with respect to the relevant Reset Date plus the Initial Spread.

(b) **Distribution on Floating Rate Perpetual Capital Securities:**

- (i) *Distribution Payment Dates:* Subject to Condition 5, each Floating Rate Perpetual Capital Security confers a right to receive distribution (each a “**Distribution**”) on its outstanding nominal amount from and including the Distribution Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Distribution, such Distribution being payable in arrear on each Distribution Payment Date. The amount of Distribution payable shall be determined in accordance with Condition 4(e). Such Distribution Payment Date(s) is/are either shown hereon as Specified Distribution Payment Dates or, if no Specified Distribution Payment Date(s) is/are shown hereon, Distribution Payment Date shall mean each date which falls the number of months or other period shown hereon as the Distribution Period after the preceding Distribution Payment Date or, in the case of the first Distribution Payment Date, after the Distribution Commencement Date.
- (ii) *Business Day Convention:* If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is:
 - (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (x) such date shall be brought forward to the immediately preceding Business Day and (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment;
 - (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day;
 - (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day; or
 - (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.
- (iii) *Rate of Distribution for Floating Rate Perpetual Capital Securities:* The Rate of Distribution in respect of Floating Rate Perpetual Capital Securities for each Distribution Period or Distribution Accrual Period shall be determined in the manner specified hereon and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified hereon.
 - (A) ISDA Determination for Floating Rate Perpetual Capital Securities

Where ISDA Determination is specified hereon as the manner in which the Rate of Distribution is to be determined, the Rate of Distribution for each Distribution Period or Distribution Accrual Period shall be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate. For the purposes of this paragraph (A), “**ISDA Rate**” for a Distribution Period or Distribution Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- (x) the Floating Rate Option is as specified hereon;
- (y) if applicable, the Designated Maturity is a period specified hereon;
- (z) if applicable, the relevant Reset Date is the first day of that Distribution Period or Distribution Accrual Period unless otherwise specified hereon;
- (aa) if applicable, the Overnight Rate Compounding Method and the applicable number of business days for Lookback, Observation Period Shift, or Lockout as specified hereon; and
- (bb)
 - (1) Administrator/Benchmark Event shall be disappplied; and
 - (2) if the Temporary Non-Publication Fallback for any specified Floating Rate Option is specified to be “Temporary Non-Publication Fallback – Alternative Rate” in the Floating Rate Matrix of the 2021 ISDA Definitions, the reference to “Calculation Agent Alternative Rate Determination” in the definition of “Temporary Non-Publication Fallback – Alternative Rate” shall be replaced by “Temporary Non-Publication Fallback – Previous Day’s Rate”.

For the purposes of this paragraph (A), “**Floating Rate**”, “**Calculation Agent**”, “**Floating Rate Option**”, “**Designated Maturity**”, “**Overnight Rate Compounding Method**”, “**Lookback**”, “**Observation Period Shift**”, “**Lockout**”, “**Reset Date**”, “**Swap Transaction**”, “**Administrator/Benchmark Event**” and “**Temporary Non-Publication Fallback**” have the meanings given to those terms in the ISDA Definitions.

- (B) Screen Rate Determination for Floating Rate Perpetual Capital Securities where the Reference Rate is not specified as being BBSW Rate, AONIA Rate, SONIA Benchmark, SOFR Benchmark or SORA Benchmark

- (x) Where Screen Rate Determination is specified hereon as the manner in which the Rate of Distribution is to be determined, the Rate of Distribution for each Distribution Period or Distribution Accrual Period will, subject as provided below, be either:

- (I) the offered quotation; or
- (II) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page as at either 11:00 a.m. (Brussels time in the case of EURIBOR or Hong Kong time in the case of HIBOR) on the Distribution Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations

are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Reference Rate from time to time in respect of Floating Rate Perpetual Capital Securities is specified hereon as being other than EURIBOR or HIBOR, the Rate of Distribution in respect of such Perpetual Capital Securities will be determined as provided hereon;

- (y) If the Relevant Screen Page is not available or if, sub-paragraph (x)(I) above applies and no such offered quotation appears on the Relevant Screen Page or if sub-paragraph (x)(II) above applies and fewer than three such offered quotations appear on the Relevant Screen Page in each case as at the time specified above, subject as provided below, the Issuer shall request, if the Reference Rate is EURIBOR, the principal Euro-zone office of each of the Reference Banks or, if the Reference Rate is HIBOR, the principal Hong Kong office of each of the Reference Banks, to provide the Issuer with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate if the Reference Rate is EURIBOR, at approximately 11:00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11:00 a.m. (Hong Kong time) on the Distribution Determination Date in question and such rate shall be notified to the Calculation Agent. If two or more of the Reference Banks provide the Issuer with such offered quotations, the Rate of Distribution for such Distribution Period or Distribution Accrual Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and
- (z) If paragraph (y) above applies and the Issuer determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Distribution shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Issuer by the Reference Banks or any two or more of them, at which such banks were offered, if the Reference Rate is EURIBOR, at approximately 11:00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11:00 a.m. (Hong Kong time) on the relevant Distribution Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in, if the Reference Rate is EURIBOR, the Euro-zone interbank market or, if the Reference Rate is HIBOR, the Hong Kong interbank market, as the case may be, or, if fewer than two of the Reference Banks provide the Issuer with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, if the Reference Rate is EURIBOR, at approximately 11:00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11:00 a.m. (Hong Kong time), on the relevant Distribution Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Issuer suitable for such purpose) informs the Issuer it is quoting to leading banks in, if the Reference Rate is EURIBOR, the Euro-zone interbank market or, if the Reference Rate is HIBOR, the Hong Kong interbank market, as the case may be, *provided that*, if the Rate of Distribution

cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Distribution shall be determined as at the last preceding Distribution Determination Date (though substituting, where a different Margin or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the relevant Distribution Period or Distribution Accrual Period from that which applied to the last preceding Distribution Period or Distribution Accrual Period, the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution relating to the relevant Distribution Period or Distribution Accrual Period, in place of the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Period or Distribution Accrual Period).

(C) [Reserved]

(D) Screen Rate Determination for Floating Rate Perpetual Capital Securities where the Reference Rate is specified as being SORA Benchmark

For each Floating Rate Perpetual Capital Security where the Reference Rate is specified as being SORA Benchmark, the Rate of Distribution for each Distribution Accrual Period will, subject as provided below, be equal to the relevant SORA Benchmark plus or minus (as indicated in the applicable Pricing Supplement) the Margin.

The “**SORA Benchmark**” will be determined based on Compounded Daily SORA or SORA Index Average, as follows (subject in each case to Condition 4(i)(v)):

(x) If Compounded Daily SORA (“**Compounded Daily SORA**”) is specified in the applicable Pricing Supplement, the SORA Benchmark for each Distribution Accrual Period shall be equal to the value of the SORA rates for each day during the relevant Distribution Accrual Period (where SORA Lookback or SORA Payment Delay is specified in the applicable Pricing Supplement to determine Compounded Daily SORA) or SORA Observation Period (where SORA Backward Shifted Observation Period is specified in the applicable Pricing Supplement to determine Compounded Daily SORA).

Compounded Daily SORA shall be calculated by the Calculation Agent on the relevant Distribution Determination Date in accordance with one of the formulas referenced below depending upon which is specified in the applicable Pricing Supplement:

(i) Where SORA Lookback is specified in the applicable Pricing Supplement:

“**Compounded Daily SORA**” means, with respect to an Distribution Accrual Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Distribution Accrual Period (with the reference rate for the calculation of distribution being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the Distribution Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards:

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{SORA_{i-xSBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” is the number of calendar days in the relevant Distribution Accrual Period;

“**d_o**”, for any Distribution Accrual Period, is the number of Singapore Business Days in the relevant Distribution Accrual Period;

“**i**”, for the relevant Distribution Accrual Period, is a series of whole numbers from one to d_o, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Distribution Accrual Period to, but excluding, the last Singapore Business Day in such Distribution Accrual Period;

“**Distribution Determination Date**” means, with respect to a Rate of Distribution and Distribution Accrual Period, the date falling one Singapore Business Day after the end of each Observation Period;

“**n_i**”, for any day “**i**”, is the number of calendar days from and including such day “**i**” up to but excluding the following Singapore Business Day;

“**Observation Period**” means, for the relevant Distribution Accrual Period, the period from, and including, the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the first day of such Distribution Accrual Period (and the first Distribution Accrual Period shall begin on and include the Distribution Commencement Date) and to, but excluding, the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the Distribution Payment Date at the end of such Distribution Accrual Period (or the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to such earlier date, if any, on which the Perpetual Capital Securities become due and payable);

“**Singapore Business Days**” or “**SBD**” means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA**” means, in respect of any Singapore Business Day “**i**”, a reference rate equal to the daily Singapore Overnight Rate Average provided by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) on the Singapore Business Day immediately following such day “**i**”; and

“**SORA_{i-xSBD}**” means, in respect of any Singapore Business Day “**i**” in the relevant Distribution Accrual Period, the reference rate equal to

SORA in respect of the Singapore Business Day falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the relevant Singapore Business Day “i”.

- (ii) Where SORA Backward Shifted Observation Period is specified in the applicable Pricing Supplement:

“Compounded Daily SORA” means, with respect to an Distribution Accrual Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Distribution Accrual Period (with the reference rate for the calculation of Distributions being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the Distribution Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards.

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“d” is the number of calendar days in the relevant Observation Period;

“d_o”, for any Distribution Accrual Period, is the number of Singapore Business Days in the relevant Observation Period;

“i”, for the relevant Distribution Accrual Period, is a series of whole numbers from one to d_o, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Observation Period to, but excluding, the last Singapore Business Day in such Observation Period;

“Distribution Determination Date” means, with respect to a Rate of Distribution and Distribution Accrual Period, the date falling one Singapore Business Day after the end of each Observation Period;

“n_i”, for any day “i”, is the number of calendar days from and including such day “i” up to but excluding the following Singapore Business Day;

“Observation Period” means, for the relevant Distribution Accrual Period, the period from, and including, the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the first day of such Distribution Accrual Period (and the first Distribution Accrual Period shall begin on and include the Distribution Commencement Date) and to, but excluding, the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the Distribution Payment Date at the end of such Distribution Accrual Period (or the date falling five Singapore Business Days (or such other number of Singapore Business Days as

specified in the applicable Pricing Supplement) prior to such earlier date, if any, on which the Perpetual Capital Securities become due and payable);

“Singapore Business Days” or **“SBD”** means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“SORA” means, in respect of any Singapore Business Day “i”, a reference rate equal to the daily Singapore Overnight Rate Average provided by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) on the Singapore Business Day immediately following such day “i”; and

“SORA_i” means, in respect of any Singapore Business Day falling in the relevant Observation Period, the reference rate equal to SORA in respect of that Singapore Business Day.

- (iii) Where SORA Payment Delay is specified in the applicable Pricing Supplement:

“Compounded Daily SORA” means, with respect to a Distribution Accrual Period, the rate of return of a daily compound interest investment during such Distribution Accrual Period (with the reference rate for the calculation of Distributions being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the Distribution Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards.

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“d” is the number of calendar days in the relevant Distribution Accrual Period;

“d_o”, for any Distribution Accrual Period, is the number of Singapore Business Days in the relevant Distribution Accrual Period;

“i”, for the relevant Distribution Accrual Period, is a series of whole numbers from one to d_o, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Distribution Accrual Period to, but excluding, the last Singapore Business Day in such Distribution Accrual Period;

“Distribution Determination Date” means, with respect to a Rate of Distribution and Distribution Accrual Period, the date falling one Singapore Business Day after the end of each Distribution Accrual Period, *provided that* if the Issuer elects to redeem the Perpetual Capital Securities, the Distribution Determination Date with respect to the final Distribution Accrual Period will be the SORA Rate Cut-Off Date;

“Distribution Payment Date” shall be the date falling the number of Business Days equal to the Distribution Payment Delay following each Distribution Period End Date; *provided that* if the Issuer elects to redeem the Perpetual Capital Securities, the Distribution Payment Date with respect to the final Distribution Accrual Period will be the redemption date;

“Distribution Payment Delay” means five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement);

“ n_i ”, for any day “ i ”, is the number of calendar days from and including such day “ i ” up to but excluding the following Singapore Business Day;

“Singapore Business Days” or **“SBD”** means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“SORA” means, in respect of any Singapore Business Day “ i ”, a reference rate equal to the daily Singapore Overnight Rate Average provided by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) on the Singapore Business Day immediately following such day “ i ”;

“SORA _{i} ” means, in respect of any Singapore Business Day falling in the relevant Distribution Accrual Period, the reference rate equal to SORA in respect of that Singapore Business Day; and

“SORA Rate Cut-Off Date” means the date that is a number of Singapore Business Days prior to the end of each Distribution Accrual Period or the relevant redemption date, as applicable, as specified in the applicable Pricing Supplement.

For the purposes of calculating Compounded Daily SORA with respect to the final Distribution Accrual Period ending on the redemption date (if the Issuer elects to redeem the Perpetual Capital Securities), the level of SORA for each Singapore Business Day in the period from (and including) the SORA Rate Cut-Off Date to (but excluding) the relevant redemption date, shall be the level of SORA in respect of such SORA Rate Cut-Off Date.

- (y) For each Floating Rate Perpetual Capital Security where the Reference Rate is specified as being SORA Index Average (**“SORA Index Average”**), the SORA Benchmark for each Distribution Accrual Period shall be equal to the value of the SORA rates for each day during the relevant Distribution Accrual

Period as calculated by the Calculation Agent on the relevant Distribution Determination Date as follows:

$$\left(\frac{SORA\ Index_{End}}{SORA\ Index_{Start}} - 1 \right) \times \left(\frac{365}{d_c} \right)$$

and the resulting percentage being rounded if necessary to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards, where:

“**d_c**” means the number of calendar days from (and including) the SORA Index_{Start} to (but excluding) the SORA Index_{End};

“**Singapore Business Days**” means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA Index**” means, in relation to any Singapore Business Day, the SORA Index as published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) at the SORA Index Determination Time, *provided that* if the SORA Index does not so appear at the SORA Index Determination Time, then:

- (a) if a SORA Index Cessation Event has not occurred, the “SORA Index Average” shall be calculated on any Distribution Determination Date with respect to an Distribution Accrual Period, in accordance with the Compounded Daily SORA formula described above in Condition 4(b)(iii)(D)(x)(ii), and the Observation Period shall be calculated with reference to the number of Singapore Business Days preceding the first date of the relevant Distribution Accrual Period that is used in the definition of SORA Index_{Start} as specified in the applicable Pricing Supplement; or
- (b) if a SORA Index Cessation Event has occurred, the provisions set forth in Condition 4(i)(v) shall apply;

“**SORA Index_{End}**” means the SORA Index value on the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) preceding the Distribution Period End Date relating to such Distribution Accrual Period;

“**SORA Index_{Start}**” means the SORA Index value on the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) preceding the first date of the relevant Distribution Accrual Period; and

“**SORA Index Determination Time**” means, in relation to any Singapore Business Day, approximately 3:00 p.m. (Singapore time) on such Singapore Business Day.

- (z) If, subject to Condition 4(i), by 5:00 p.m., Singapore time, on the Singapore Business Day immediately following such day “i”, SORA in respect of such day

“i” has not been published and a SORA Index Cessation Event has not occurred, then SORA for that day “i” will be SORA as published in respect of the first preceding Singapore Business Day for which SORA was published.

- (aa) If the Rate of Distribution cannot be determined in accordance with the foregoing provisions by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement), subject to Condition 4(i), the Rate of Distribution shall be:
 - (i) that determined as at the last preceding Distribution Determination Date (though substituting, where a different Margin or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution (as specified in the applicable Pricing Supplement) relating to the relevant Distribution Accrual Period in place of the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Accrual Period); or
 - (ii) if there is no such preceding Distribution Determination Date, the initial Rate of Distribution which would have been applicable to such Series of Perpetual Capital Securities for the first Distribution Accrual Period had the Perpetual Capital Securities been in issue for a period equal in duration to the scheduled first Distribution Accrual Period but ending on (and excluding) the Distribution Commencement Date (but applying the Margin and any Maximum Rate of Distribution or Minimum Rate of Distribution applicable to the first Distribution Accrual Period).
 - (bb) If the relevant Series of Perpetual Capital Securities becomes due and payable in accordance with Condition 11, the final Distribution Determination Date shall, notwithstanding any Distribution Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Perpetual Capital Securities became due and payable (with corresponding adjustments being deemed to be made to the applicable SORA Benchmark formula) and the Rate of Distribution on such Perpetual Capital Securities shall, for so long as any such Perpetual Capital Security remains outstanding, be that determined on such date.
- (E) Screen Rate Determination for Floating Rate Perpetual Capital Securities where the Reference Rate is specified as being SONIA Benchmark

For each Perpetual Capital Security where the Reference Rate is specified as being SONIA Benchmark, the Rate of Distribution for each Distribution Accrual Period will, subject as provided below, be equal to the relevant SONIA Benchmark plus or minus (as indicated in the applicable Pricing Supplement) the Margin.

The “**SONIA Benchmark**” will be determined based on Compounded Daily SONIA or SONIA Index Average, as follows (subject in each case to Condition 4(i)(i)):

- (x) If Compounded Daily SONIA is specified in the applicable Pricing Supplement, Compounded Daily SONIA shall be calculated by the Calculation Agent on the relevant Distribution Determination Date in accordance with the formula referenced below:

“Compounded Daily SONIA” means, with respect to a Distribution Accrual Period, the rate of return of a daily compound distribution investment during the SONIA Observation Period corresponding to such Distribution Accrual Period (with the daily Sterling Overnight Index Average (SONIA) as reference rate for the calculation of distribution) and will be calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the relevant Distribution Determination Date, as follows, and the resulting percentage will be rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{\text{SONIA}_{i-x\text{LBD}} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“d” means the number of calendar days in:

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the relevant Distribution Accrual Period; or
- (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the relevant SONIA Observation Period;

“d_o” means:

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the number of London Business Days in the relevant Distribution Accrual Period; or
- (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the number of London Business Days in the relevant SONIA Observation Period;

“i” means a series of whole numbers from one to d_o, each representing the relevant London Business Day in chronological order from (and including):

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the first London Business Day in the relevant Distribution Accrual Period to (and including) the last London Business Day in such Distribution Accrual Period; or
- (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the first London Business Day in the relevant SONIA Observation Period to (and including) the last London Business Day in such SONIA Observation Period;

“London Business Day” or **“LBD”** means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

“n_i”, for any London Business Day “i”, means the number of calendar days from and including such London Business Day “i” up to but excluding the following London Business Day;

“SONIA_{i-xLBD}” means:

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, in respect of any London Business Day “i”, the SONIA Reference Rate for the London Business Day falling “x” London Business Days prior to such London Business Day “i”; or
- (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, in respect of any London Business Day “i”, the SONIA Reference Rate for that day;

“**SONIA Observation Period**” means the period from (and including) the date falling “x” London Business Days prior to the first day of the relevant Distribution Accrual Period (and the first Distribution Accrual Period shall begin on and include the Distribution Commencement Date) and ending on (but excluding) the date falling “x” London Business Days prior to the Distribution Period End Date at the end of such Distribution Accrual Period (or the date falling “x” London Business Days prior to such earlier date, if any, on which the Perpetual Capital Securities become due and payable);

“**SONIA Reference Rate**” means, in respect of any London Business Day, a reference rate equal to the daily Sterling Overnight Index Average (SONIA) rate for such London Business Day as provided by the administrator of SONIA to authorised distributors and as then published on the Relevant Screen Page or, if the Relevant Screen Page is unavailable, as otherwise published by such authorised distributors (on the London Business Day immediately following such London Business Day); and

“x” means:

- (x) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, five London Business Days (or such other number of London Business Days in the SONIA Observation Period as specified in the applicable Pricing Supplement); or
 - (y) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, five London Business Days (or such other number of London Business Days in the SONIA Observation Period as specified in the applicable Pricing Supplement).
- (y) If SONIA Index Average (“**SONIA Index Average**”) is specified in the applicable Pricing Supplement as the relevant SONIA Benchmark, the SONIA Benchmark for each Distribution Accrual Period shall be equal to the rate of return of a daily compound interest investment during the Observation Period corresponding to such Distribution Accrual Period (with the daily Sterling Overnight Index Average (SONIA) as reference rate for the calculation of distributions) as will be calculated by the Calculation Agent on the relevant Distribution Determination Date as follows, and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left(\frac{\text{SONIA Compounded Index}_{END}}{\text{SONIA Compounded Index}_{START}} - 1 \right) \times \left(\frac{365}{d} \right)$$

subject to Condition 4(i)(i), if the SONIA Compounded Index Value is not available in relation to any Distribution Accrual Period on the Relevant Screen

Page for the determination of either SONIA Compounded Index_{START} or SONIA Compounded Index_{END}, the Rate of Distribution shall be calculated for such Distribution Accrual Period on the basis of Compounded Daily SONIA (as set out in Condition 4(b)(iii)(E)(x)) and where “SONIA Observation Shift” is specified as the SONIA Observation Method.

Where:

“**d**” means the number of calendar days in the relevant SONIA Observation Period;

“**London Business Day**”, means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

“**p**” means, for any Distribution Accrual Period, five London Business Days (or such other number of London Business Days as specified in the applicable Pricing Supplement);

“**SONIA Observation Period**” means, in respect of a Distribution Accrual Period, the period from and including the date falling “p” London Business Days prior to the first day of such Distribution Accrual Period and ending on (but excluding) the date which is “p” London Business Days prior to the Distribution Payment Date for such Distribution Accrual Period (or the date falling “p” London Business Days prior to such earlier date, if any, on which the Perpetual Capital Securities become due and payable);

“**SONIA Compounded Index**” means the index known as the SONIA Compounded Index administered by the Bank of England (or any successor administrator thereof);

“**SONIA Compounded Index_{START}**” means the SONIA Compounded Index Value on the date which is “p” London Business Days preceding the first day of the relevant Distribution Accrual Period (or in the first Distribution Accrual Period, the Issue Date);

“**SONIA Compounded Index_{END}**” means the SONIA Compounded Index Value on the date which is “p” London Business Days preceding (i) the Distribution Payment Date for the relevant Distribution Accrual Period, or (ii) the date on which the relevant Series of Perpetual Capital Securities becomes due and payable; and

“**SONIA Compounded Index Value**” means in relation to any London Business Day, the value of the SONIA Compounded Index as published by authorised distributors on the Relevant Screen Page on such London Business Day or, if the value of the SONIA Compounded Index cannot be obtained from such authorised distributors, as published on the Bank of England’s Website at <https://www.bankofengland.co.uk/boeapps/database/> (or such other page or website as may replace such page for the purposes of publishing the SONIA Compounded Index) on the next following London Business Day.

- (z) If, subject to Condition 4(i)(i), in respect of any London Business Day in the relevant Observation Period, the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) determines that the SONIA Reference Rate is

not available on the Relevant Screen Page or has not otherwise been published by the relevant authorised distributors, such SONIA Reference Rate shall be:

- (i) the Bank of England's Bank Rate (the "**Bank Rate**") prevailing at 5:00 p.m. (or, if earlier, close of business) on the relevant London Business Day; plus
- (ii) the mean of the spread of the SONIA Reference Rate to the Bank Rate over the previous five days on which a SONIA Reference Rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate.

Notwithstanding the paragraph above, and without prejudice to Condition 4(i)(i), in the event the Bank of England publishes guidance as to:

- (A) how the SONIA Reference Rate is to be determined; or
- (B) any rate that is to replace the SONIA Reference Rate,

the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution as specified in the applicable Pricing Supplement, and in consultation with the Issuer) shall, to the extent that it is reasonably practicable, follow such guidance in order to determine the SONIA Reference Rate for the purpose of the relevant Series of Perpetual Capital Securities for so long as the SONIA Reference Rate is not available or has not been published by the authorised distributors.

- (aa) If the Rate of Distribution cannot be determined in accordance with the foregoing provisions by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement), subject to Condition 4(i), the Rate of Distribution shall be:
 - (I) that determined as at the last preceding Distribution Determination Date (though substituting, where a different Margin or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution (as specified in the applicable Pricing Supplement) relating to the relevant Distribution Accrual Period in place of the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Accrual Period); or
 - (II) if there is no such preceding Distribution Determination Date, the initial Rate of Distribution which would have been applicable to such Series of Perpetual Capital Securities for the first Distribution Accrual Period had the Perpetual Capital Securities been in issue for a period equal in duration to the scheduled first Distribution Accrual Period but ending on (and excluding) the Distribution Commencement Date (but applying the Margin and any Maximum Rate of Distribution or Minimum Rate of Distribution applicable to the first Distribution Accrual Period).
- (bb) If the relevant Series of Perpetual Capital Securities becomes due and payable in accordance with Condition 11, the final Distribution Determination Date shall,

notwithstanding any Distribution Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Perpetual Capital Securities became due and payable (with corresponding adjustments being deemed to be made to the applicable SONIA Benchmark formula) and the Rate of Distribution on such Perpetual Capital Securities shall, for so long as any such Perpetual Capital Security remains outstanding, be that determined on such date.

- (F) Screen Rate Determination for Floating Rate Perpetual Capital Securities where the Reference Rate is specified as being SOFR Benchmark

For each Floating Rate Perpetual Capital Security where the Reference Rate is specified as being SOFR Benchmark, the Rate of Distribution for each Distribution Accrual Period will, subject as provided below, be equal to the relevant SOFR Benchmark plus or minus (as indicated in the applicable Pricing Supplement) the Margin.

The “**SOFR Benchmark**” will be determined based on Compounded Daily SOFR or SOFR Index Average, as follows (subject in each case to Condition 4(i)(iii)):

- (x) If Compounded Daily SOFR (“**Compounded Daily SOFR**”) is specified in the applicable Pricing Supplement, the SOFR Benchmark for each Distribution Accrual Period shall be equal to the value of the SOFR rates for each day during the relevant Distribution Accrual Period (where “SOFR Observation Lag” or “SOFR Payment Delay” is specified in the applicable Pricing Supplement to determine Compounded Daily SOFR) or SOFR Observation Period (where “SOFR Observation Shift” is specified in the applicable Pricing Supplement to determine Compounded Daily SOFR).

Compounded Daily SOFR shall be calculated by the Calculation Agent on the relevant Distribution Determination Date in accordance with the relevant formula referenced below (to be specified in the applicable Pricing Supplement):

- (i) *SOFR Observation Lag:*

$$\left(\prod_{i=1}^{d_o} \left(1 + \frac{SOFR_{i-\times USBD} \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards, where:

“**d**” means the number of calendar days in the relevant Distribution Accrual Period;

“**d_o**” means the number of U.S. Government Securities Business Days in the relevant Distribution Accrual Period;

“**i**” means a series of whole numbers ascending from one to d_o, representing each relevant U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant Distribution Accrual Period (each a “**U.S. Government Securities Business Day(i)**”);

“Lookback Days” means five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement);

“n_i” for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day; and

“SOFR_{i-×USBD}” for any U.S. Government Securities Business Day(i) in the relevant Distribution Accrual Period, is equal to the SOFR reference rate for the U.S. Government Securities Business Day falling the number of Lookback Days prior to that U.S. Government Securities Business Day(i).

(ii) *SOFR Observation Shift:*

$$\left(\prod_{i=1}^{d_o} \left(1 + \frac{SOFR_i \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards, where:

“d” means the number of calendar days in the relevant SOFR Observation Period;

“d_o” means the number of U.S. Government Securities Business Days in the relevant SOFR Observation Period;

“i” means a series of whole numbers ascending from one to d_o, representing each U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant SOFR Observation Period (each a **“U.S. Government Securities Business Day(i)”**);

“n_i” for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day;

“SOFR Observation Period” means, in respect of a Distribution Accrual Period, the period from (and including) the date falling the number of SOFR Observation Shift Days prior to the first day of such Distribution Accrual Period to (but excluding) the date falling the number of SOFR Observation Shift Days prior to the Distribution Period End Date at the end of such Distribution Accrual Period;

“SOFR Observation Shift Days” means five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement); and

“SOFR_i” for any U.S. Government Securities Business Day(i) in the relevant SOFR Observation Period, is equal to the SOFR reference rate for that U.S. Government Securities Business Day(i).

(iii) *SOFR Payment Delay*:

$$\left(\prod_{i=1}^{d_o} \left(1 + \frac{SOFR_i \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards, where:

“**d**” means the number of calendar days in the relevant Distribution Accrual Period;

“**d_o**” means the number of U.S. Government Securities Business Days in the relevant Distribution Accrual Period;

“**i**” means a series of whole numbers ascending from one to d_o, representing each relevant U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant Distribution Accrual Period (each a “**U.S. Government Securities Business Day(i)**”);

“**Distribution Payment Date**” shall be the date falling the number of Business Days equal to the Distribution Payment Delay following each Distribution Period End Date; *provided that* if the Issuer elects to redeem the Perpetual Capital Securities, the Distribution Payment Date with respect to the final Distribution Accrual Period will be the relevant redemption date of the Perpetual Capital Securities;

“**Distribution Payment Delay**” means five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement);

“**Distribution Determination Date**” means the Distribution Period End Date at the end of each Distribution Accrual Period, *provided that* if the Issuer elects to redeem the Perpetual Capital Securities, the Distribution Determination Date with respect to the final Distribution Accrual Period will be the SOFR Rate Cut-Off Date;

“**n_i**”, for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day;

“**SOFR_i**” for any U.S. Government Securities Business Day(i) in the relevant Distribution Accrual Period, is equal to the SOFR reference rate for that U.S. Government Securities Business Day(i); and

“**SOFR Rate Cut-Off Date**” means the date that is a number of U.S. Government Securities Business Days prior to the end of each Distribution Accrual Period or the relevant redemption date of the Perpetual Capital Securities, as applicable.

For the purposes of calculating Compounded Daily SOFR with respect to the final Distribution Accrual Period (if the Issuer elects to redeem the Perpetual Capital Securities), the level of SOFR for each U.S.

Government Securities Business Day in the period from (and including) the SOFR Rate Cut-Off Date to (but excluding) the relevant redemption date of the Perpetual Capital Securities, shall be the level of SOFR in respect of such SOFR Rate Cut-Off Date.

In connection with the SOFR provisions set out in this Condition 4(b)(iii)(F)(x), the following definitions apply:

“Bloomberg Screen SOFRRATE Page” means the Bloomberg screen designated “SOFRRATE” or any successor page or service;

“Reuters Page USDSOFR=” means the Reuters page designated “USDSOFR=” or any successor page or service;

“SOFR” means, with respect to any U.S. Government Securities Business Day, the rate determined by the Calculation Agent in accordance with the following provision:

- (i) the Secured Overnight Financing Rate published at the SOFR Determination Time, as such rate is reported on the Bloomberg Screen SOFRRATE Page, the Secured Overnight Financing Rate published at the SOFR Determination Time, as such rate is reported on the Reuters Page USDSOFR=, the Secured Overnight Financing Rate published at the SOFR Determination Time on the SOFR Administrator’s Website;
- (ii) if the rate specified in (i) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the SOFR published on the SOFR Administrator’s Website for the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator’s Website; or
- (iii) if the rate specified in (i) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 4(i)(iii) shall apply;

“SOFR Determination Time” means approximately 3:00 p.m. (New York City time) on the immediately following U.S. Government Securities Business Day.

- (y) If SOFR Index Average (**“SOFR Index Average”**) is specified in the applicable Pricing Supplement, the SOFR Benchmark for each Distribution Accrual Period shall be equal to the value of the SOFR rates for each day during the relevant Distribution Accrual Period as calculated by the Calculation Agent on the relevant Distribution Determination Date as follows:

$$\left(\frac{SOFR\ Index_{End}}{SOFR\ Index_{Start}} - 1 \right) \times \left(\frac{360}{d_c} \right)$$

and the resulting percentage being rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards, where:

“d_c” means the number of calendar days from (and including) the SOFR Index_{Start} to (but excluding) the SOFR Index_{End};

“SOFR Index” means, in relation to any U.S. Government Securities Business Day, the SOFR Index as published by the SOFR Administrator on the SOFR Administrator’s Website at the SOFR Index Determination Time on such U.S.

Government Securities Business Day, *provided that*, if the SOFR Index does not so appear at the SOFR Index Determination Time, then:

- (i) if a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the “SOFR Index Average” shall be calculated on any Distribution Determination Date with respect to an Distribution Accrual Period, in accordance with the Compounded Daily SOFR formula described above in Condition 4(b)(iii)(F)(x)(ii) “SOFR Observation Shift”, and the term “SOFR Observation Shift Days” shall mean such number of U.S. Government Securities Business Days preceding the first date of a relevant Distribution Accrual Period as is used for the purposes of the definition of “SOFR Index_{Start}” and “SOFR Index_{End}”; or
- (ii) if a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 4(i)(iii) shall apply;

“**SOFR Index_{End}**” means the SOFR Index value on the date that is five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement) preceding the Distribution Period End Date relating to such Distribution Accrual Period;

“**SOFR Index_{Start}**” means the SOFR Index value on the date that is five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement) preceding the first date of the relevant Distribution Accrual Period; and

“**SOFR Index Determination Time**” means, in relation to any U.S. Government Securities Business Day, approximately 3:00 p.m. (New York City time) on such U.S. Government Securities Business Day.

“**SOFR Administrator**” means the Federal Reserve Bank of New York (or a successor administrator of SOFR);

“**SOFR Administrator’s Website**” means the website of the Federal Reserve Bank of New York, or any successor source;

“**SOFR Benchmark Replacement Date**” means the Benchmark Replacement Date with respect to the then-current SOFR Benchmark; and

“**SOFR Benchmark Transition Event**” means the occurrence of a Benchmark Event with respect to the then-current SOFR Benchmark.

- (z) If the Rate of Distribution cannot be determined in accordance with the foregoing provisions by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement), subject to Condition 4(i), the Rate of Distribution shall be:
 - (l) that determined as at the last preceding Distribution Determination Date (though substituting, where a different Margin or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum Rate of

Distribution or Minimum Rate of Distribution (as specified in the applicable Pricing Supplement) relating to the relevant Distribution Accrual Period in place of the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Accrual Period); or

- (II) if there is no such preceding Distribution Determination Date, the initial Rate of Distribution which would have been applicable to such Series of Perpetual Capital Securities for the first Distribution Accrual Period had the Perpetual Capital Securities been in issue for a period equal in duration to the scheduled first Distribution Accrual Period but ending on (and excluding) the Distribution Commencement Date (but applying the Margin and any Maximum Rate of Distribution or Minimum Rate of Distribution applicable to the first Distribution Accrual Period).
- (aa) If the relevant Series of Perpetual Capital Securities becomes due and payable in accordance with Condition 11, the final Distribution Determination Date shall, notwithstanding any Distribution Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Perpetual Capital Securities became due and payable (with corresponding adjustments being deemed to be made to the applicable SOFR Benchmark formula) and the Rate of Distribution on such Perpetual Capital Securities shall, for so long as any such Perpetual Capital Security remains outstanding, be that determined on such date.
- (G) Screen Rate Determination for Floating Rate Perpetual Capital Securities where the Reference Rate is specified as being BBSW Rate or AONIA Rate
 - (x) For each Floating Rate Perpetual Capital Security where the Reference Rate is specified as being BBSW Rate or AONIA Rate in the relevant Pricing Supplement, the Rate of Distribution for each Distribution Accrual Period will be equal to the sum of the Margin and either (x) the BBSW Rate or (y) the AONIA Rate as specified in the relevant Pricing Supplement.
 - (y) Each Securityholder shall be deemed to acknowledge, accept and agree to be bound by, and consents to, the determination of, substitution for and any adjustments made to the BBSW Rate or the AONIA Rate, as applicable, in each case as described in this Condition 4(b)(iii)(G) (in all cases without the need for any Securityholder consent). Any determination, decision or election (including a decision to take or refrain from taking any action or as to the occurrence or non-occurrence of any event or circumstance), and any substitution for and adjustments made to, the BBSW Rate or the AONIA Rate, as applicable, and in each case made in accordance with this Condition 4(b)(iii)(G), will, in the absence of manifest or proven error, be conclusive and binding on the Issuer, the Securityholder and each Agent and, notwithstanding anything to the contrary in these Conditions or other documentation relating to the Floating Rate Perpetual Capital Security, shall become effective without the consent of any person.
 - (z) If the Calculation Agent is unwilling or unable to determine a necessary rate, adjustment, quantum, formula, methodology or other variable in order to calculate the applicable Rate of Distribution, such rate, adjustment, quantum, formula, methodology or other variable will be determined by the Issuer (acting in good faith and in a commercially reasonable manner) or, an alternate financial institution (acting in good faith and in a commercially

reasonable manner) appointed by the Issuer (in its sole discretion) to so determine.

- (aa) All rates determined pursuant to this Condition 4(b)(iii)(G) shall be expressed as a percentage rate per annum and the resulting percentage will be rounded if necessary to the fourth decimal place (i.e., to the nearest one ten-thousandth of a percentage point) with 0.00005 being rounded upwards.

However, if:

- (A) a Temporary Disruption Trigger has occurred; or
- (B) a Permanent Discontinuation Trigger has occurred,

then the Reference Rate for a Distribution Accrual Period, whilst such Temporary Disruption Trigger is continuing or after a Permanent Discontinuation Trigger has occurred, means (in the following order of application and precedence):

- (i) where BBSW Rate is the Applicable Reference Rate, if a Temporary Disruption Trigger has occurred with respect to the BBSW Rate, in the following order of precedence:
 - (1) first, the Administrator Recommended Rate;
 - (2) then the Supervisor Recommended Rate; and
 - (3) lastly, the Final Fallback Rate;
- (ii) where AONIA Rate is the Applicable Reference Rate or a determination of the AONIA Rate is required for the purposes of paragraph (i) above, if a Temporary Disruption Trigger has occurred with respect to AONIA, the rate for any day for which AONIA is required will be the last provided or published level of AONIA;
- (iii) where a determination of the RBA Recommended Rate is required for the purposes of paragraph (i) or (ii) above, if a Temporary Disruption Trigger has occurred with respect to the RBA Recommended Rate, the rate for any day for which the RBA Recommended Rate is required will be the last rate provided or published by the Administrator of the RBA Recommended Rate (or if no such rate has been so provided or published, the last provided or published level of AONIA);
- (iv) where BBSW Rate is the Applicable Reference Rate, if a Permanent Discontinuation Trigger has occurred with respect to the BBSW Rate, the rate for any day for which the BBSW Rate is required on or after the Permanent Fallback Effective Date will be the first rate available in the following order of precedence:
 - (1) first, if at the time of the BBSW Rate Permanent Fallback Effective Date, no AONIA Permanent Fallback Effective Date has occurred, the AONIA Rate;
 - (2) then, if at the time of the BBSW Rate Permanent Fallback Effective Date, an AONIA Permanent Fallback Effective Date has occurred, an RBA Recommended Rate has been created but no RBA Recommended Rate Permanent

Fallback Effective Date has occurred, the RBA Recommended Fallback Rate; and

- (3) lastly, if neither paragraph (1) nor paragraph (2) above apply, the Final Fallback Rate;
- (v) where AONIA Rate is the Applicable Reference Rate or a determination of the AONIA Rate is required for the purposes of paragraph (iv)(1) above, if a Permanent Discontinuation Trigger has occurred with respect to AONIA, the rate for any day for which AONIA is required on or after the AONIA Permanent Fallback Effective Date will be the first rate available in the following order of precedence:
 - (1) first, if at the time of the AONIA Permanent Fallback Effective Date, an RBA Recommended Rate has been created but no RBA Recommended Rate Permanent Fallback Effective Date has occurred, the RBA Recommended Rate; and
 - (2) lastly, if paragraph (1) above does not apply, the Final Fallback Rate; and
- (vi) where a determination of the RBA Recommended Rate is required for the purposes of paragraph (iv) or (v) above, respectively, if a Permanent Discontinuation Trigger has occurred with respect to the RBA Recommended Rate, the rate for any day for which the RBA Recommended Rate is required on or after that Permanent Fallback Effective Date will be the Final Fallback Rate.

When calculating an amount of a distribution in circumstances where a Fallback Rate other than the Final Fallback Rate applies, that distribution will be calculated as if references to the BBSW Rate or AONIA Rate (as applicable) were references to that Fallback Rate. When calculating distributions in circumstances where the Final Fallback Rate applies, the amount of distribution will be calculated on the same basis as if the Applicable Reference Rate in effect immediately prior to the application of that Final Fallback Rate remained in effect but with necessary adjustments to substitute all references to that Applicable Reference Rate with corresponding references to the Final Fallback Rate.

Notwithstanding any other provision of this Condition 4(b)(iii)(G), no Administrator Recommended Rate, Supervisor Recommended Rate, or Final Fallback Rate (as the case may be) will be adopted, nor will the applicable Adjustment Spread be applied, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of the Perpetual Capital Securities as Additional Tier 1 capital and/or the Perpetual Capital Securities as eligible liabilities or loss absorbing capacity instruments for the purposes of any applicable loss absorption regulations.

For the avoidance of doubt, this Condition 4(b)(iii)(G) will apply in lieu of Condition 4(i).

Definitions

For the purposes of this Condition 4(b)(iii)(G):

“Adjustment Spread” means the adjustment spread as at the Adjustment Spread Fixing Date (which may be a positive or negative value or zero and determined pursuant to a formula or methodology) that is:

- (x) determined as the median of the historical differences between the BBSW Rate and AONIA over a five calendar year period prior to the Adjustment Spread Fixing Date using practices based on those used for the determination of the Bloomberg Adjustment Spread as at 1 December 2022, provided that for so long as the Bloomberg Adjustment Spread is published and determined based on the five year median of the historical differences between the BBSW Rate and AONIA, that adjustment spread will be deemed to be acceptable for the purposes of this paragraph (x); or
- (y) if no such median can be determined in accordance with paragraph (x), set using the method for calculating or determining such adjustment spread determined by the Calculation Agent (after consultation with the Issuer where practicable) to be appropriate;

“Adjustment Spread Fixing Date” means the first date on which a Permanent Discontinuation Trigger occurs with respect to the BBSW Rate;

“Administrator” means:

- (x) in respect of the BBSW Rate, ASX Benchmarks Pty Limited (ABN 38 616 075 417);
- (y) in respect of AONIA (or where AONIA is used to determine an Applicable Reference Rate), the Reserve Bank of Australia; and
- (z) in respect of any other Applicable Reference Rate, the administrator for that rate or benchmark or, if there is no administrator, the provider of that rate or benchmark,

and, in each case, any successor administrator or, as applicable, any successor administrator or provider;

“Administrator Recommended Rate” means the rate formally recommended for use as the temporary replacement for the BBSW Rate by the Administrator of the BBSW Rate;

“AONIA” means the Australian dollar interbank overnight cash rate (known as AONIA);

“AONIA Rate” means, for a Distribution Accrual Period and in respect of an Distribution Determination Date, the rate determined by the Calculation Agent to be Compounded Daily AONIA for that Distribution Accrual Period and on that corresponding Distribution Determination Date plus, if determining the AONIA Rate for the purposes of a fallback from the BBSW Rate, the Adjustment Spread;

“Applicable Reference Rate” means the Reference Rate specified in the relevant Pricing Supplement and, if a Permanent Fallback Effective Date has occurred with respect to the BBSW Rate, AONIA or the RBA Recommended Rate, then the rate determined in accordance with this Condition 4(b)(iii)(G);

“BBSW Rate” means, for an Distribution Accrual Period, the rate for prime bank eligible securities having a tenor closest to the Distribution Period which is designated as the “AVG MID” on the ‘Refinitiv Screen ASX29 Page’ or “MID” rate on the ‘Bloomberg Screen BBSW Page’ (or any designation which replaces that designation on the applicable page, or any replacement page) at the Publication Time on the first day of that Distribution Accrual Period;

“Bloomberg Adjustment Spread” means the term adjusted AONIA spread relating to the BBSW Rate provided by Bloomberg Index Services Limited (or a successor provider as approved and/or appointed by ISDA from time to time as the provider of term adjusted AONIA and the spread) (**“BISL”**) on the Fallback Rate (AONIA) Screen (or by other means), or provided to, and published by, authorised distributors where Fallback Rate (AONIA) Screen means the Bloomberg Screen corresponding to the Bloomberg ticker for the fallback for the BBSW Rate accessed via the Bloomberg Screen <FBAK> <GO> Page (or, if applicable, accessed via the Bloomberg Screen <HP> <GO>) or any other published source designated by BISL;

“Compounded Daily AONIA” means, with respect to a Distribution Accrual Period, the rate of return of a daily compound interest investment as calculated by the Calculation Agent on the Distribution Determination Date, as follows:

$$\left[\prod_{i=1}^{d_0} \left(1 + \frac{AONIA_{i-5SBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

$AONIA_{i-5SBD}$ means the per annum rate expressed as a decimal which is the level of AONIA provided by the Administrator and published as of the Publication Time for the Sydney Business Day falling five Sydney Business Days prior to such Sydney Business Day “ i ”;

d is the number of calendar days in the relevant Distribution Accrual Period;

d_0 is the number of Sydney Business Days in the relevant Distribution Accrual Period;

i is a series of whole numbers from 1 to d_0 , each representing the relevant Sydney Business Day in chronological order from (and including) the first Sydney Business Day in the relevant Distribution Accrual Period to (and including) the last Sydney Business Day in such Distribution Accrual Period; and

n_i for any Sydney Business Day “ i ”, means the number of calendar days from (and including) such Sydney Business Day “ i ” up to (but excluding) the following Sydney Business Day.

Sydney Business Day or **SBD** means any day on which commercial banks are open for general business in Sydney.

If, for any reason, Compounded Daily AONIA needs to be determined for a period other than a Distribution Accrual Period, Compounded Daily AONIA is to be determined as if that period were a Distribution Accrual Period starting on (and including) the first day of that period and ending on (but excluding) the last day of that period;

“Distribution Determination Date” means, in respect of a Distribution Accrual Period:

- (x) where the BBSW Rate applies or the Final Fallback Rate applies under paragraph (iv) of this Condition 4(b)(iii)(G), the first day of that Distribution Accrual Period; and
- (y) otherwise, the third Business Day prior to the last day of that Distribution Accrual Period;

"Fallback Rate" means, where a Permanent Discontinuation Trigger for an Applicable Reference Rate has occurred, the rate that applies to replace that Applicable Reference Rate in accordance with this Condition 4(b)(iii)(G);

"Final Fallback Rate" means, in respect of an Applicable Reference Rate, the rate:

- (x) determined by the Calculation Agent as a commercially reasonable alternative for the Applicable Reference Rate taking into account all available information that, in good faith, it considers relevant, provided that any rate (inclusive of any spreads or adjustments) implemented by central counterparties and / or futures exchanges with representative trade volumes in derivatives or futures referencing the Applicable Reference Rate will be deemed to be acceptable for the purposes of this paragraph (x), together with (without double counting) such adjustment spread (which may be a positive or negative value or zero) that is customarily applied to the relevant successor rate or alternative rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for Reference Rate-linked floating rate securities at such time (together with such other adjustments to the Business Day Convention, distribution determination dates and related provisions and definitions, in each case that are consistent with accepted market practice for the use of such successor rate or alternative rate for Reference Rate-linked floating rate securities at such time), or, if no such industry standard is recognised or acknowledged, the method for calculating or determining such adjustment spread determined by the Calculation Agent (in consultation with the Issuer) to be appropriate; provided that
- (y) if and for so long as no such successor rate or alternative rate can be determined in accordance with paragraph (x), the Final Fallback Rate will be the last provided or published level of that Applicable Reference Rate;

"Non-Representative" means, in respect of an Applicable Reference Rate, that the Supervisor of that Applicable Reference Rate if the Applicable Reference Rate is the BBSW Rate, or the Administrator of the Applicable Reference Rate if the Applicable Reference Rate is the AONIA Rate or the RBA Recommended Rate:

- (x) has determined that such Applicable Reference Rate is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality that such Applicable Reference Rate is intended to measure and that representativeness will not be restored; and
- (y) is aware that such determination will engage certain contractual triggers for fallbacks activated by pre-cessation announcements by such Supervisor (howsoever described) in contracts;

"Permanent Discontinuation Trigger" means, in respect of an Applicable Reference Rate:

- (x) a public statement or publication of information by or on behalf of the Administrator of the Applicable Reference Rate announcing that it has ceased or that it will cease to provide the Applicable Reference Rate permanently or indefinitely, provided that, at the time of the statement or publication, there is no successor administrator or provider, as applicable, that will continue to provide the Applicable Reference Rate and, in the case of the BBSW Rate, a public statement or publication of information by or on behalf of the Supervisor of the BBSW Rate has confirmed that cessation;

- (y) a public statement or publication of information by the Supervisor of the Applicable Reference Rate, the Reserve Bank of Australia (or any successor central bank for Australian dollars), an insolvency official or resolution authority with jurisdiction over the Administrator of the Applicable Reference Rate or a court or an entity with similar insolvency or resolution authority over the Administrator of the Applicable Reference Rate which states that the Administrator of the Applicable Reference Rate has ceased or will cease to provide the Applicable Reference Rate permanently or indefinitely, provided that, at the time of the statement or publication, there is no successor administrator or provider that will continue to provide the Applicable Reference Rate and, in the case of the BBSW Rate and a public statement or publication of information other than by the Supervisor, a public statement or publication of information by or on behalf of the Supervisor of the BBSW Rate has confirmed that cessation;
- (z) a public statement by the Supervisor of the Applicable Reference Rate if the Applicable Reference Rate is the BBSW Rate, or the Administrator of the Applicable Reference Rate if the Applicable Reference Rate is the AONIA Rate or the RBA Recommended Rate, as a consequence of which the Applicable Reference Rate will be prohibited from being used either generally, or in respect of the Perpetual Capital Securities, or that its use will be subject to restrictions or adverse consequences to the Issuer or a Securityholder;
- (aa) as a consequence of a change in law or directive arising after the Issue Date of the first Tranche of Perpetual Capital Securities of a Series, it has become unlawful for the Calculation Agent, the Issuer or any other party responsible for calculations of distributions under the Conditions to calculate any payments due to be made to any Securityholder using the Applicable Reference Rate;
- (bb) a public statement or publication of information by the Supervisor of the Applicable Reference Rate if the Applicable Reference Rate is the BBSW Rate, or the Administrator of the Applicable Reference Rate if the Applicable Reference Rate is the AONIA Rate or the RBA Recommended Rate, stating that the Applicable Reference Rate is Non-Representative; or
- (cc) the Applicable Reference Rate has otherwise ceased to exist or be administered on a permanent or indefinite basis;

“Permanent Fallback Effective Date” means, in respect of a Permanent Discontinuation Trigger for an Applicable Reference Rate:

- (x) in the case of paragraphs (x) and (y) of the definition of “Permanent Discontinuation Trigger”, the first date on which the Applicable Reference Rate would ordinarily have been published or provided and is no longer published or provided;
- (y) in the case of paragraphs (z) and (aa) of the definition of “Permanent Discontinuation Trigger”, the date from which use of the Applicable Reference Rate is prohibited or becomes subject to restrictions or adverse consequences or the calculation becomes unlawful (as applicable);
- (z) in the case of paragraph (bb) of the definition of “Permanent Discontinuation Trigger”, the first date on which the Applicable Reference Rate would ordinarily have been published or provided but is Non-Representative by

reference to the most recent statement or publication contemplated in that paragraph and even if such Applicable Reference Rates continues to be published or provided on such date; or

- (aa) in the case of paragraph (cc) of the definition of “Permanent Discontinuation Trigger”, the date that event occurs;

“**Publication Time**” means:

- (x) in respect of the BBSW Rate, 12.00 noon (Sydney time) or any amended publication time for the final intraday refix of such rate specified by the Administrator for the BBSW Rate in its benchmark methodology; and
- (y) in respect of AONIA, 4.00 pm (Sydney time) or any amended publication time for the final intraday refix of such rate specified by the Administrator for AONIA in its benchmark methodology;

“**RBA Recommended Fallback Rate**” means, for a Distribution Accrual Period and in respect of a Distribution Determination Date, the rate determined by the Calculation Agent to be the RBA Recommended Rate for that Distribution Accrual Period and Distribution Determination Date;

“**RBA Recommended Rate**” means, in respect of any relevant day (including any day “f”), the rate (inclusive of any spreads or adjustments) recommended as the replacement for AONIA by the Reserve Bank of Australia (which rate may be produced by the Reserve Bank of Australia or another administrator) and as provided by the Administrator of that rate or, if that rate is not provided by the Administrator thereof, published by an authorised distributor in respect of that day;

“**Reference Rate**” means, for a Distribution Period, either the BBSW Rate or the AONIA Rate as specified in the relevant Pricing Supplement;

“**Supervisor**” means, in respect of an Applicable Reference Rate, the supervisor or competent authority that is responsible for supervising that Applicable Reference Rate or the Administrator of that Applicable Reference Rate, or any committee officially endorsed or convened by any such supervisor or competent authority that is responsible for supervising that Applicable Reference Rate or the Administrator of that Applicable Reference Rate;

“**Supervisor Recommended Rate**” means the rate formally recommended for use as the temporary replacement for the BBSW Rate by the Supervisor of the BBSW Rate; and

“**Temporary Disruption Trigger**” means, in respect of any Applicable Reference Rate which is required for any determination:

- (x) the Applicable Reference Rate has not been published by the applicable Administrator or an authorised distributor and is not otherwise provided by the Administrator, in respect of, on, for or by the time and date on which that Applicable Reference Rate is required; or
- (y) the Applicable Reference Rate is published or provided but the Calculation Agent determines that there is an obvious or proven error in that rate.

- (c) **Accrual of Distribution:** Subject to Condition 5, Distribution shall cease to accrue on each Perpetual Capital Security on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event Distribution shall continue to accrue (both before

and after judgment) at the Rate of Distribution in the manner provided in this Condition 4 to the Relevant Date (as defined in Condition 9).

- (d) **Margin, Maximum/Minimum Rates of Distribution and Redemption Amounts and Rounding:**
- (i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Distribution Accrual Periods), an adjustment shall be made to all Rates of Distribution, in the case of (x), or the Rates of Distribution for the specified Distribution Accrual Periods, in the case of (y), calculated in accordance with Condition 4(b) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin, subject always to the next paragraph.
 - (ii) If any Maximum Rate of Distribution or Minimum Rate of Distribution or Redemption Amount is specified hereon, then any Rate of Distribution or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
 - (iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the fifth decimal place (with halves being rounded up), (y) all figures shall be rounded to seven significant figures (with halves being rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of Japanese yen, which shall be rounded down to the nearest Japanese yen. For these purposes, “unit” means the lowest amount of such currency that is available as legal tender in the country(ies) of such currency.
- (e) **Calculations:** The amount of Distribution payable per calculation amount specified hereon (or, if no such amount is so specified, the Specified Denomination) (the “**Calculation Amount**”) in respect of any Perpetual Capital Security for any Distribution Accrual Period shall be equal to the product of the Rate of Distribution, the Calculation Amount, and the Day Count Fraction for such Distribution Accrual Period, unless a Distribution Amount (or a formula for its calculation) is applicable to such Distribution Accrual Period, in which case the amount of Distribution payable per Calculation Amount in respect of such Perpetual Capital Security for such Distribution Accrual Period shall equal such Distribution Amount (or be calculated in accordance with such formula). Where any Distribution Period comprises two or more Distribution Accrual Periods, the amount of Distribution payable per Calculation Amount in respect of such Distribution Period shall be the sum of the Distribution Amounts payable in respect of each of those Distribution Accrual Periods. In respect of any other period for which Distributions are required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which Distributions are required to be calculated.
- (f) **Determination and Publication of Reset Distribution Rate:** The Calculation Agent shall, on the second Business Day prior to each Reset Date, calculate the applicable Reset Distribution Rate and cause the Reset Distribution Rate to be notified to the Trustee, the Issuer, each of the Paying Agents, the Securityholders, any other Calculation Agent appointed in respect of the Perpetual Capital Securities that is to make a further calculation upon receipt of such information and, if the Perpetual Capital Securities are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than:
- (i) the commencement of the relevant Distribution Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Distribution and Distribution Amount; or
 - (ii) in all other cases, the fourth Business Day after such determination.

The determination of any rate, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.

- (g) **Determination and Publication of Rates of Distribution, Distribution Amounts, Final Redemption Amounts, Early Redemption Amounts and Optional Redemption Amounts:** The Calculation Agent shall, as soon as practicable on each Distribution Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Distribution Amounts for the relevant Distribution Accrual Period, calculate the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Rate of Distribution and the Distribution Amounts for each Distribution Accrual Period and the relevant Distribution Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount or any Optional Redemption Amount to be notified to the Trustee, the Issuer, each of the Paying Agents, the Securityholders, any other Calculation Agent appointed in respect of the Perpetual Capital Securities that is to make a further calculation upon receipt of such information and, if the Perpetual Capital Securities are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than:
- (i) the commencement of the relevant Distribution Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Distribution and Distribution Amount, or
 - (ii) in all other cases, the fourth Business Day after such determination. Where any Distribution Payment Date or Distribution Period End Date is subject to adjustment pursuant to Condition 4(b)(ii), the Distribution Amounts and the Distribution Payment Date so published may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Distribution Period. If the Perpetual Capital Securities become due and payable under Condition 9, the accrued Distribution and the Rate of Distribution payable in respect of the Perpetual Capital Securities shall nevertheless continue to be calculated as previously in accordance with this Condition 4(g) but no publication of the Rate of Distribution or the Distribution Amount so calculated need be made. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.
- (h) **Determination or Calculation by an agent of the Issuer:** If the Calculation Agent does not at any time for any reason determine or calculate the Rate of Distribution for a Distribution Accrual Period or any Distribution Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, the Issuer shall appoint an agent on its behalf to do so and such determination or calculation shall be deemed to have been made by the Calculation Agent. In doing so, such Agent shall apply the foregoing provisions of this Condition 4(h), with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the circumstances. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by such agent pursuant to this Condition 4(h) shall (in the absence of manifest error) be final and binding upon all parties.
- (i) **Benchmark Discontinuation**
- (i) Benchmark Discontinuation (General)

Where the Pricing Supplement specifies this Condition 4(i)(i) as applicable:

(A) Independent Adviser

If a Benchmark Event occurs in relation to an Original Reference Rate when any Rate of Distribution (or any component part thereof) remains to be determined by reference to such Original Reference Rate, the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine a Successor Rate, or failing which, an Alternative Rate (in accordance with Condition 4(i)(i)(B)) and, in either case, an Adjustment Spread (in accordance with Condition 4(i)(i)(C)) and any Benchmark Amendments (in accordance with Condition 4(i)(i)(D)).

In making such determination, the Independent Adviser appointed pursuant to this Condition 4(i)(i) shall act in good faith as an expert and in consultation with the Issuer. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Paying Agents, or the Securityholders for any determination made by it, pursuant to this Condition 4(i)(i).

If

- (i) the Issuer is unable to appoint an Independent Adviser; or
- (ii) the Independent Adviser fails to determine a Successor Rate or, failing which, an Alternative Rate, in accordance with this Condition 4(i)(i)(A) prior to the relevant Distribution Determination Date, the Rate of Distribution applicable to the next succeeding Distribution Accrual Period shall be equal to the Rate of Distribution last determined in relation to the Perpetual Capital Securities in respect of the immediately preceding Distribution Accrual Period. If there has not been a first Distribution Payment Date, the Rate of Distribution shall be the initial Rate of Distribution. Where a different Margin or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution relating to the relevant Distribution Accrual Period shall be substituted in place of the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Accrual Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Distribution Accrual Period only and any subsequent Distribution Accrual Periods are subject to the subsequent operation of, and to adjustment as provided in, the first paragraph of this Condition 4(i)(i)(A).

(B) Successor Rate or Alternative Rate

If the Independent Adviser determines that:

- (i) there is a Successor Rate, then such Successor Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Distribution (or the relevant component part thereof) for all future payments of distribution on the Perpetual Capital Securities (subject to the operation of this Condition 4(i)(i)); or
- (ii) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Distribution (or the relevant component part thereof) for all future payments of

distribution on the Perpetual Capital Securities (subject to the operation of this Condition 4(i)(i)).

(C) Adjustment Spread

The Adjustment Spread (or the formula or methodology for determining the Adjustment Spread) shall be applied to the Successor Rate or the Alternative Rate (as the case may be). If the Independent Adviser (in consultation with the Issuer) is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then the Successor Rate or Alternative Reference Rate (as applicable) will apply without an Adjustment Spread.

(D) Benchmark Amendments

If any Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread is determined in accordance with this Condition 4(i)(i) and the Independent Adviser (in consultation with the Issuer) determines

- (i) that amendments to these Conditions and/or the Trust Deed are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and/or (in either case) the applicable Adjustment Spread (such amendments, the "Benchmark Amendments"); and
- (ii) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 4(i)(i)(E), without any requirement for the consent or approval of Securityholders, the Trustee or the Agents, vary these Conditions and/or the Trust Deed to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee of a certificate signed by two authorised signatories of the Issuer pursuant to Condition 4(i)(i)(E), the Trustee shall (at the expense of the Issuer), without any requirement for the consent or approval of the Securityholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, *inter alia*, by the execution of a deed supplemental to or amending the Trust Deed), *provided that* the Trustee shall not be obliged so to concur if in the opinion of the Trustee doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) in any way.

For the avoidance of doubt, the Trustee and the Issuing and Paying Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 4(i)(i)(D). Securityholders' consent shall not be required in connection with the effecting of the Successor Rate or the Alternative Rate (as applicable) or such other changes, including the execution of any documents or any steps by the Trustee or the Issuing and Paying Agent (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents shall be responsible or liable for any determinations or certifications made by the Issuer or the Independent Adviser with respect to any Successor Rate or Alternative Rate (as applicable) or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

In connection with any such variation in accordance with this Condition 4(i)(i)(D), the Issuer shall comply with the rules of any stock exchange on which the Perpetual Capital Securities are for the time being listed or admitted to trading.

(E) Notices

The occurrence of a Benchmark Event shall be determined by the Issuer and any Successor Rate, Alternative Rate, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 4(i)(i) will be notified promptly by the Issuer to the Trustee, the Calculation Agent, the Paying Agents and, in accordance with Condition 16, the Securityholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any. For the avoidance of doubt, neither the Trustee, the Calculation Agent nor the Paying Agents shall have any responsibility for making such determination.

No later than notifying the Securityholders of the same, the Issuer shall deliver to the Trustee a certificate signed by two authorised signatories of the Issuer:

(x) confirming

- (I) that a Benchmark Event has occurred,
 - (II) the Successor Rate or, as the case may be, the Alternative Rate,
 - (III) the applicable Adjustment Spread, and
 - (IV) the specific terms of the Benchmark Amendments (if any),
- in each case as determined in accordance with the provisions of this Condition 4(i)(i); and

(y) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and (in either case) the applicable Adjustment Spread.

The Trustee shall be entitled to rely on such certificate (without liability to any person) as sufficient evidence thereof. The Successor Rate, Alternative Rate, the Adjustment Spread or the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Successor Rate, Alternative Rate, the Adjustment Spread or the Benchmark Amendments (if any) and without prejudice to the Trustee's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Calculation Agent, the Paying Agents and the Securityholders.

(F) Survival of Original Reference Rate

Without prejudice to the obligations of the Issuer under Condition 4(i)(i)(A), 4(i)(i)(B), 4(i)(i)(C) and 4(i)(i)(D), the Original Reference Rate and the fallback provisions provided for in Condition 4(b)(iii)(B) or (C), as applicable, will continue to apply unless and until a Benchmark Event has occurred.

(G) Definitions:

As used in this Condition 4(i)(i):

"Adjustment Spread" means either

- (i) a spread (which may be positive, negative or zero) or

- (ii) a formula or methodology for calculating a spread, in each case to be applied to the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:
 - (x) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or (if no such recommendation has been made, or in the case of an Alternative Rate);
 - (y) the Independent Adviser determines, as being customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate; or (if the Independent Adviser determines that no such spread is customarily applied);
 - (z) the Independent Adviser (in consultation with the Issuer) determines, and which is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be).

“Alternative Rate” means an alternative benchmark or screen rate which the Independent Adviser determines in accordance with Condition 4(i)(i)(B) is customarily applied in international debt capital markets transactions for the purposes of determining rates of interest or distribution (or the relevant component part thereof) in the same Specified Currency as the Perpetual Capital Securities.

“Benchmark Amendments” has the meaning given to it in Condition 4(i)(i)(D).

“Benchmark Event” means:

- (i) the Original Reference Rate ceasing to be published for a period of at least five Business Days or ceasing to exist; or
- (ii) a public statement by the administrator of the Original Reference Rate that it has ceased or that it will, cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or
- (iii) a public statement by the supervisor of the administrator of the Original Reference Rate, that the Original Reference Rate has been or will be permanently or indefinitely discontinued; or
- (iv) a public statement by the supervisor of the administrator of the Original Reference Rate as a consequence of which the Original Reference Rate will be prohibited from being used either generally, or in respect of the Perpetual Capital Securities; or
- (v) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market; or

- (vi) it has become unlawful for any Paying Agent, Calculation Agent, the Issuer or other party to calculate any payments due to be made to any Securityholder using the Original Reference Rate,

provided that the Benchmark Event shall be deemed to occur (a) in the case of sub-paragraphs (ii) and (iii) above, on the date of the cessation of publication of the Original Reference Rate or the discontinuation of the Original Reference Rate, as the case may be, (b) in the case of sub-paragraph (iv) above, on the date of the prohibition of use of the Original Reference Rate and (c) in the case of sub-paragraph (v) above, on the date with effect from which the Original Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement, and, in each case, not the date of the relevant public statement.

“Independent Adviser” means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by and at the expense of the Issuer under Condition 4(i)(i)(A).

“Original Reference Rate” means the originally-specified benchmark or screen rate (as applicable) used to determine the Rate of Distribution (or any component part thereof) on the Perpetual Capital Securities.

“Relevant Nominating Body” means, in respect of a benchmark or screen rate (as applicable):

- (i) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- (ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of:
 - (w) the central bank for the currency to which the benchmark or screen rate (as applicable) relates;
 - (x) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable);
 - (y) a group of the aforementioned central banks or other supervisory authorities; or
 - (z) the Financial Stability Board or any part thereof; and

“Successor Rate” means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body.

- (ii) [Reserved]
- (iii) Benchmark Discontinuation (SOFR)

This Condition 4(i)(iii) shall only apply to U.S. dollar-denominated Perpetual Capital Securities where so specified in the relevant Pricing Supplement.

Where the Pricing Supplement specifies this Condition 4(i)(iii) as applicable:

- (A) Benchmark Replacement

If the Issuer or its designee determines on or prior to the relevant Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the then-current Benchmark, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Perpetual Capital Securities in respect of all determinations on such date and for all determinations on all subsequent dates.

(B) Benchmark Replacement Conforming Changes

In connection with the implementation of a Benchmark Replacement, the Issuer or its designee will have the right to make Benchmark Replacement Conforming Changes from time to time. For the avoidance of doubt, the Trustee and the Issuing and Paying Agent shall, at the direction and expense of the Issuer, but subject to receipt by the Trustee of a certificate signed by two authorised signatories of the Issuer confirming that a Benchmark Event has occurred, be obliged to concur with the Issuer in effecting such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required to give effect to this Condition 4(i)(iii)(B), *provided that* the Trustee shall not be obliged so to concur if in the opinion of the Trustee doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) in any way. Securityholders' consent shall not be required in connection with the effecting of any such changes, including the execution of any documents or any steps by the Trustee or the Issuing and Paying Agent (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents shall be responsible or liable for any determinations, decisions or elections made by the Issuer or its designee with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

(C) Decisions and Determinations

Any determination, decision or election that may be made by the Issuer or its designee pursuant to this Condition 4(i)(iii), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection will be conclusive and binding absent manifest error, will be made in the sole discretion of the Issuer or its designee, as applicable and notwithstanding anything to the contrary in the documentation relating to the Perpetual Capital Securities, shall become effective without consent from the holders of the Perpetual Capital Securities or any other party.

(D) Definitions

As used in this Condition 4(i)(iii):

"Benchmark" means, initially, the relevant SOFR Benchmark specified in the applicable Pricing Supplement (or any daily published component used in the calculation thereof); *provided that* if the Issuer or its designee determines on or prior to the Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the SOFR Benchmark (including any daily published component used in the calculation thereof) or the then-current Benchmark, then **"Benchmark"** means the applicable Benchmark Replacement;

“Benchmark Event” means the occurrence of one or more of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) a public statement or publication of information by or on behalf of the administrator of the Benchmark (or such component) announcing that such administrator has ceased or will cease to provide the Benchmark (or such component), permanently or indefinitely, *provided that*, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or
- (ii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark (or such component), the central bank for the currency of the Benchmark (or such component), an insolvency official with jurisdiction over the administrator for the Benchmark (or such component), a resolution authority with jurisdiction over the administrator for the Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark (or such component) has ceased or will cease to provide the Benchmark (or such component) permanently or indefinitely, *provided that*, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or
- (iii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative;

“Benchmark Replacement” means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (i) the sum of:
 - (x) the alternate reference rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof); and
 - (y) the Benchmark Replacement Adjustment;
- (ii) the sum of:
 - (x) the ISDA Fallback Rate; and
 - (y) the Benchmark Replacement Adjustment; or
- (iii) the sum of:
 - (x) the alternate reference rate that has been selected by the Issuer or its designee as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) giving due consideration to any industry-accepted reference rate as a replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) for U.S. dollar-denominated floating rate securities at such time; and

- (y) the Benchmark Replacement Adjustment;

“Benchmark Replacement Adjustment” means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (i) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;
- (ii) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, the ISDA Fallback Adjustment; or
- (iii) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer or its designee giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark (including any daily published component used in the calculation thereof) with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate securities at such time;

“Benchmark Replacement Conforming Changes” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of distribution, rounding of amounts or tenors and other administrative matters) that the Issuer or its designee decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer or its designee decides that adoption of any portion of such market practice is not administratively feasible or if the Issuer or its designee determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Issuer or its designee determines is reasonably necessary);

“Benchmark Replacement Date” means the earliest to occur of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) in the case of sub-clauses (i) or (ii) of the definition of “Benchmark Event,” the later of:
 - (x) the date of the public statement or publication of information referenced therein; and
 - (y) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark (or such component); or
- (ii) in the case of sub-clause (iii) of the definition of “Benchmark Event,” the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination;

“designee” means a designee as selected and separately appointed by the Issuer in writing;

“ISDA Fallback Adjustment” means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark;

“ISDA Fallback Rate” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark (including any daily published component used in the calculation thereof) for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

“Reference Time” with respect to any determination of the Benchmark means:

- (1) if the Benchmark is the SOFR Benchmark, the SOFR Determination Time (where Compounded Daily SOFR is specified as applicable in the applicable Pricing Supplement) or the SOFR Index Determination Time (where SOFR Index Average is specified as applicable in the applicable Pricing Supplement); or
- (2) if the Benchmark is not the SOFR Benchmark, the time determined by the Issuer or its designee after giving effect to the Benchmark Replacement Conforming Changes;

“Relevant Governmental Body” means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto; and

“Unadjusted Benchmark Replacement” means Benchmark Replacement excluding the Benchmark Replacement Adjustment.

(iv) [Reserved]

(v) Benchmark Discontinuation (SORA)

This Condition 4(i)(v) shall only apply to Singapore dollar-denominated Perpetual Capital Securities where so specified in the relevant Pricing Supplement.

Where the Pricing Supplement specifies this Condition 4(i)(v) as applicable:

(A) Independent Adviser

Notwithstanding the provisions above in this Condition 4(i), if a SORA Index Cessation Event occurs in relation to an Original Reference Rate prior to the relevant Distribution Determination Date when any Rate of Distribution (or any component part thereof) remains to be determined by reference to such Original Reference Rate, then the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine the Benchmark Replacement (in accordance with Condition 4(i)(v)(B)) and an Adjustment Spread, if any (in accordance with Condition 4(i)(v)(C)), and any Benchmark Amendments (in accordance with Condition 4(i)(v)(D)) by the relevant Distribution Determination Date.

An Independent Adviser appointed pursuant to this Condition 4(i)(v) as an expert shall act in good faith and in a commercially reasonable manner and in consultation with the Issuer. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Issuing and Paying Agent, or the Securityholders for any determination made by it or for any advice given to the Issuer

in connection with any determination made by the Issuer, pursuant to this Condition 4(i)(v).

If the Issuer is unable to appoint an Independent Adviser after using its reasonable endeavours, or the Independent Adviser fails to determine the Benchmark Replacement prior to the relevant Distribution Determination Date, the Issuer (acting in good faith and in a commercially reasonable manner) may determine the Benchmark Replacement (in accordance with Condition 4(i)(v)(B)) and an Adjustment Spread if any (in accordance with Condition 4(i)(v)(C)) and any Benchmark Amendments (in accordance with Condition 4(i)(v)(D)).

If the Issuer is unable to determine the Benchmark Replacement prior to the relevant Distribution Determination Date, the Rate of Distribution applicable to the next succeeding Distribution Accrual Period shall be equal to the Rate of Distribution last determined in relation to the Perpetual Capital Securities in respect of the immediately preceding Distribution Accrual Period. If there has not been a first Distribution Payment Date, the Rate of Distribution shall be the initial Rate of Distribution. Where a different Margin or Maximum Rate of Interest or Minimum Rate of Distribution is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Distribution relating to the relevant Distribution Accrual Period shall be substituted in place of the Margin or Maximum Rate of Interest or Minimum Rate of Distribution relating to that last preceding Distribution Accrual Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Distribution Accrual Period only and any subsequent Distribution Accrual Periods are subject to the subsequent operation of, and to adjustment as provided in, the first paragraph of this Condition 4(i)(v)(A).

(B) Benchmark Replacement

The Benchmark Replacement determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) shall (subject to adjustment as provided for in Condition 4(i)(v)(C)) subsequently be used in place of the Original Reference Rate to determine the Rate of Distribution (or the relevant component part thereof) for all future payments of distribution on the Perpetual Capital Securities (subject to the operation of this Condition 4(i)(v)).

(C) Adjustment Spread

If the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines (i) that an Adjustment Spread is required to be applied to the Benchmark Replacement and (ii) the quantum of, or a formula or methodology for determining such Adjustment Spread, then such Adjustment Spread shall be applied to the Benchmark Replacement.

(D) Benchmark Amendments

If the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines that (i) Benchmark Amendments are necessary to ensure the proper operation of such Benchmark Replacement and/or Adjustment Spread, and (ii) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 4(i)(v)(E), without any requirement for the consent or approval of Securityholders, the Trustee or the Agents, vary these Conditions, the Trust Deed and/or the Agency Agreement to give

effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee of a certificate signed by two authorised signatories of the Issuer pursuant to Condition 4(i)(v)(E), the Trustee shall (at the expense of the Issuer), without any requirement for the consent or approval of the Securityholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, inter alia, by the execution of a deed supplemental to or amending the Trust Deed), *provided that* the Trustee shall not be obliged so to concur if in the opinion of the Trustee doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) in any way.

For the avoidance of doubt, the Trustee and the Issuing and Paying Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 4(i)(v)(D). Securityholders' consent shall not be required in connection with the effecting of the Benchmark Replacement or such other changes, including the execution of any documents or any steps by the Trustee the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents shall be responsible or liable for any determinations, decisions or elections made by the Issuer or the Independent Adviser with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

In connection with any such variation in accordance with this Condition 4(i)(v)(D), the Issuer shall comply with the rules of any stock exchange on which the Perpetual Capital Securities are for the time being listed or admitted to trading.

(E) Notices, etc.

The occurrence of a SORA Index Cessation Event shall be determined by the Issuer and any Benchmark Replacement, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 4(i)(v) will be notified promptly by the Issuer to the Trustee, the Calculation Agent, the Issuing and Paying Agent and, in accordance with Condition 16, the Securityholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any. For the avoidance of doubt, neither the Trustee, the Calculation Agent nor the Paying Agents shall have any responsibility for making such determination.

No later than notifying the Trustee of the same, the Issuer shall deliver to the Trustee a certificate signed by two authorised signatories of the Issuer:

- (x) confirming
 - (i) that a SORA Index Cessation Event has occurred;
 - (ii) the Benchmark Replacement; and
 - (iii) where applicable, any Adjustment Spread, and/or the specific terms of the Benchmark Amendments,

in each case as determined in accordance with the provisions of this Condition 4(i)(v); and

- (y) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Benchmark Replacement and/or Adjustment Spread.

The Trustee shall be entitled to rely on such certificate (without liability to any person) as sufficient evidence thereof. The Benchmark Replacement (if any), the Adjustment Spread and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Benchmark Replacement, the Adjustment Spread (if any) or the Benchmark Amendments (if any) and without prejudice to the Trustee's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Calculation Agent, the Paying Agents and the Securityholders.

(F) Survival of Original Reference Rate

Without prejudice to the obligations of the Issuer under Conditions 4(i)(v)(A), 4(i)(v)(B), 4(i)(v)(C) and 4(i)(v)(D), the Original Reference Rate and the fallback provisions provided for in Condition 4(i)(v) will continue to apply unless and until the Calculation Agent has been notified of the Benchmark Replacement, and any applicable Adjustment Spread and Benchmark Amendments, in accordance with Condition 4(i)(v)(E).

(G) Definitions:

As used in this Condition 4(i)(v):

"Adjustment Spread" means either a spread (which may be positive, negative or zero), or a formula or methodology for calculating a spread, in either case, which the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines is required to be applied to the Benchmark Replacement to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as the case may be) to Securityholders as a result of the replacement of the Original Reference Rate with the Benchmark Replacement and is the spread, formula or methodology which:

- (1) is formally recommended in relation to the replacement of the Original Reference Rate with the applicable Benchmark Replacement by any Relevant Nominating Body;
- (2) if the applicable Benchmark Replacement is the ISDA Fallback Rate, is the ISDA Fallback Adjustment; or
- (3) is determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) and having given due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the Original Reference Rate; or with the applicable Benchmark Replacement for the purposes of determining rates of distribution (or the relevant component part thereof) for the same distribution accrual period and in the same currency as the Perpetual Capital Securities;

"Alternative Rate" means an alternative benchmark or screen rate which the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A))

(as the case may be) determines in accordance with Condition 4(i)(v)(B) has replaced the Original Reference Rate in customary market usage in the international or, if applicable, domestic debt capital markets for the purposes of determining rates of interest or distribution (or the relevant component part thereof) for the same distribution period and in the same currency as the Perpetual Capital Securities (including, but not limited to, Singapore Government Bonds);

“Benchmark Amendments” means with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of distribution, rounding of amounts or tenors and other administrative matters) that the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines that adoption of any portion of such market practice is not administratively feasible or if the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines that no market practice for use of such Benchmark Replacement exists, in such other manner as the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be) determines is reasonably necessary);

“Benchmark Replacement” means the first alternative set forth in the order below that can be determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(i)(v)(A)) (as the case may be):

- (i) the Successor Rate;
- (ii) the ISDA Fallback Rate; and
- (iii) the Alternative Rate;

“Independent Adviser” means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by and at the expense of the Issuer under Condition 4(i)(v)(A);

“ISDA Definitions” means the latest version of the 2021 ISDA Interest Rate Derivative Definitions, including any Matrices referred to therein, published by the International Swaps and Derivatives Association, Inc. as at the Issue Date of the first Tranche of the Perpetual Capital Securities unless otherwise specified in the applicable Pricing Supplement;

“ISDA Fallback Adjustment” means the spread adjustment, (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Original Reference Rate for the applicable tenor;

“ISDA Fallback Rate” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Original Reference Rate for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

“Original Reference Rate” means, initially, SORA (being the originally-specified benchmark rate used to determine SORA Benchmark and the Rate of Distribution), *provided that* if a SORA Index Cessation Event has occurred with respect to SORA or

the then-current Original Reference Rate, then “**Original Reference Rate**” means the Benchmark Replacement;

“**Relevant Nominating Body**” means, in respect of a benchmark or screen rate (as applicable):

- (i) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- (ii) any working group or committee sponsored or endorsed by, chaired or co-chaired by or constituted at the request of:
 - (w) the central bank for the currency to which the benchmark or screen rate (as applicable) relates;
 - (x) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable);
 - (y) a group of the aforementioned central banks or other supervisory authorities; or
 - (z) the Financial Stability Board or any part thereof;

“**SORA Index Cessation Event**” means the occurrence of one or more of the following events:

- (i) the Original Reference Rate ceasing to be published for a period of at least five Singapore Business Days or ceasing to exist; or
- (ii) a public statement by the administrator of the Original Reference Rate that it has ceased or will, by a specified date, cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or
- (iii) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will, by a specified date, be permanently or indefinitely discontinued; or
- (iv) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been prohibited from being used or that its use has been subject to restrictions or adverse consequences, or that it will be prohibited from being used or that its use will be subject to restrictions or adverse consequences by a specified date; or
- (v) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is no longer representative or will, by a specified date, be deemed to be no longer representative; or
- (vi) it has become unlawful for the Issuing and Paying Agent, the Calculation Agent, the Issuer or any other party to calculate any payments due to be made to any Securityholder using the Original Reference Rate,

provided that the SORA Index Cessation Event shall be deemed to occur (a) in the case of sub-paragraphs (ii) and (iii) above, on the date of the cessation of publication

of the Original Reference Rate or the discontinuation of the Original Reference Rate, as the case may be, (b) in the case of sub-paragraph (iv) above, on the date of the prohibition of use of the Original Reference Rate and (c) in the case of sub-paragraph (v) above, on the date with effect from which the Original Reference Rate will no longer be (or will be deemed to no longer be) representative and which is specified in the relevant public statement, and, in each case, not the date of the relevant public statement; and

“Successor Rate” means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body as the replacement of the Original Reference Rate (which rate may be produced by the Monetary Authority of Singapore or such other administrator).

(vi) Qualification as Additional Tier 1 Capital

Notwithstanding any other provision of Conditions 4(i)(i)(D), 4(i)(iii)(B), 4(i)(iii)(C) or 4(i)(v)(D) (as applicable), no Successor Rate, Alternative Rate or Benchmark Replacement (as the case may be) will be adopted, nor will the applicable Adjustment Spread or Benchmark Replacement Adjustment (as the case may be) be applied, nor will any Benchmark Amendments or Benchmark Replacement Conforming Changes (as the case may be) be made, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of the Perpetual Capital Securities as Additional Tier 1 capital and/or the Perpetual Capital Securities as eligible liabilities or loss absorbing capacity instruments for the purposes of any applicable loss absorption regulations.

(j) **Definitions:** In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“Business Day” means:

- (i) in the case of Perpetual Capital Securities denominated in a currency other than Euro, Renminbi or Singapore dollars, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London and in the principal financial centre for such currency; and/or
- (ii) in the case of Perpetual Capital Securities denominated in Euro, a day on which T2 is operating (a **“TARGET Business Day”**) and a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London and the principal financial centre for such currency; and/or
- (iii) in the case of Perpetual Capital Securities denominated in Renminbi:
 - (A) if cleared through the CMU Service, a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong;
 - (B) if cleared through the CDP System, a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Singapore and Hong Kong; and
 - (C) if cleared through Euroclear and Clearstream, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London; and/or
- (iv) in the case of Perpetual Capital Securities denominated in Singapore dollars:

- (A) if cleared through the CDP, a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore; and
- (B) if cleared through Euroclear and Clearstream, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London; and/or
- (v) in the case of a currency and/or one or more Financial Centres, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Financial Centre(s) or, if no currency is indicated, generally in each of the Financial Centres.

“Day Count Fraction” means, in respect of the calculation of an amount of Distribution on any Perpetual Capital Security for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting a Distribution Period or a Distribution Accrual Period, the **“Calculation Period”**):

- (i) if **“Actual/Actual”** or **“Actual/Actual – ISDA”** is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of
 - (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366; and
 - (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (ii) if **“Actual/365 (Fixed)”** is specified hereon, the actual number of days in the Calculation Period divided by 365;
- (iii) if **“Actual/360”** is specified hereon, the actual number of days in the Calculation Period divided by 360;
- (iv) if **“30/360”**, **“360/360”** or **“Bond Basis”** is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

Where:

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless such number is 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number is 31 and D₁ is greater than 29, in which case D₂ will be 30;

- (v) if “**30E/360**” or “**Eurobond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

Where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number is 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number is 31, in which case D₂ will be 30;

- (vi) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number is 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number is 31, in which case D₂ will be 30; and

- (vii) if “**Actual/Actual - ICMA**” is specified hereon:

- (A) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of
- (x) the number of days in such Determination Period and
 - (y) the number of Determination Periods normally ending in any year; and
- (B) if the Calculation Period is longer than one Determination Period, the sum of:

- (x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of,
 - (1) the number of days in such Determination Period, and
 - (2) the number of Determination Periods normally ending in any year; and
- (y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of,
 - (1) the number of days in such Determination Period, and
 - (2) the number of Determination Periods normally ending in any year,

where:

“Determination Date” means the date(s) specified as such hereon or, if none is so specified, the Distribution Payment Date(s); and **“Determination Period”** means the period from and including a Determination Date in any year to but excluding the next Determination Date.

“Distribution Accrual Period” means the period beginning on (and including) the Distribution Commencement Date and ending on (but excluding) the first Distribution Period End Date and each successive period beginning on (and including) a Distribution Period End Date and ending on (but excluding) the next succeeding Distribution Period End Date.

“Distribution Amount” means:

- (i) in respect of a Distribution Accrual Period, the amount of Distribution payable per Calculation Amount for that Distribution Accrual Period and which, in the case of Fixed Rate Perpetual Capital Securities, and unless otherwise specified hereon, shall mean the Fixed Distribution Amount or Broken Amount specified hereon as being payable on the Distribution Payment Date ending the Distribution Period of which such Distribution Accrual Period forms part; and
- (ii) in respect of any other period, the amount of Distribution payable per Calculation Amount for that period.

“Distribution Commencement Date” means the Issue Date or such other date as may be specified hereon.

“Distribution Determination Date” means, with respect to a Rate of Distribution and Distribution Accrual Period, the date specified as such hereon or, if none is so specified:

- (i) the first day of such Distribution Accrual Period if the Specified Currency is Sterling (and in such case only if the relevant Reference Rate is not SONIA Benchmark), Hong Kong dollars or Renminbi, or
- (ii) the day falling two Business Days in the relevant Financial Centre for the Specified Currency prior to the first day of such Distribution Accrual Period if the Specified Currency is not Sterling, Hong Kong dollars, Euro or Renminbi and if the relevant Reference Rate is not SONIA Benchmark, SOFR Benchmark or SORA Benchmark,
- (iii) the day falling two TARGET Business Days prior to the first day of such Distribution Accrual Period if the Specified Currency is Euro,
- (iv) (only if the relevant Reference Rate is SONIA Benchmark) the fifth London Business Day (or as otherwise specified in the applicable Pricing Supplement) prior to the last day of each Distribution Accrual Period;

- (v) (only if the relevant Reference Rate is SOFR Benchmark and “SOFR Observation Lag” or “SOFR Observation Shift” has been specified as applicable in the applicable Pricing Supplement to determine Compounded Daily SOFR or where SOFR Index Average has been specified as applicable in the applicable Pricing Supplement) the fifth U.S. Government Securities Business Day (or as otherwise specified in the applicable Pricing Supplement) prior to the last day of each Distribution Accrual Period;
- (vi) (only if the relevant Reference Rate is SOFR Benchmark and “SOFR Payment Delay” has been specified as applicable in the applicable Pricing Supplement to determine Compounded Daily SOFR) has the meaning given to it in Condition 4(b)(iii)(F)(x)(iii); and
- (vii) (only if the relevant Reference Rate is SORA Benchmark) has the meaning given to it in Conditions 4(b)(iii)(D)(x)(i), 4(b)(iii)(D)(x)(ii) or 4(b)(iii)(D)(x)(iii), as applicable.

“Distribution Period” means the period beginning on (and including) the Distribution Commencement Date and ending on (but excluding) the first Distribution Payment Date and each successive period beginning on (and including) a Distribution Payment Date and ending on (but excluding) the next succeeding Distribution Payment Date.

“Distribution Period End Date” means each Distribution Payment Date unless otherwise specified hereon.

“Euro” means the currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time.

“Euro-zone” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended.

“HKD” or “Hong Kong dollars” means the lawful currency of Hong Kong.

“ISDA Definitions” means the latest version of the 2021 ISDA Interest Rate Derivative Definitions, including any Matrices referred to therein, as published by the International Swaps and Derivatives Association, Inc. as at the Issue Date of the first Tranche of the Perpetual Capital Securities unless otherwise specified in the applicable Pricing Supplement, provided that (i) references to a “Confirmation” in the ISDA Definitions should instead be read as references to the Perpetual Capital Securities; (ii) references to a “Calculation Period” in the ISDA Definitions should instead be read as references to a “Distribution Accrual Period”.

“Rate of Distribution” means the rate of Distribution payable from time to time in respect of this Perpetual Capital Security and that is either specified or calculated in accordance with the provisions hereon.

“Reference Banks” means

- (i) in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone interbank market; and
- (ii) in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong interbank market, in each case selected by the Issuer or as specified hereon.

“Reference Rate” means the rate specified as such hereon or such other page, section, caption, column or other part as may replace it on that information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Reference Rate.

“Relevant Screen Page” means such page, section, caption, column or other part of a particular information service as may be specified hereon (or any such successor or replacement page, section, caption, column or other part of a particular information service).

“Relevant Time” means, with respect to any Distribution Determination Date, the local time in the relevant Financial Centre specified hereon or, if none is specified, the local time in the relevant financial centre at which it is customary to determine bid and offered rates in respect of deposits in the relevant currency in the interbank market in the relevant financial centre or, if no such customary local time exists, 11:00 a.m. in the relevant financial centre and, for the purpose of this definition **local time** means, with respect to the Euro-zone as a relevant financial centre, Central European Time.

“Renminbi” or **“CNY”** means the lawful currency of the PRC.

“Specified Currency” means the currency specified as such hereon or, if none is specified, the currency in which the Perpetual Capital Securities are denominated.

“Sterling” means the lawful currency of the UK.

“T2” means the real time gross settlement system operated by the Eurosystem, or any successor or replacement for that system.

“U.S. Government Securities Business Day” means any day except for a Saturday, Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

- (k) **Calculation Agent:** The Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for them hereon and for so long as any Perpetual Capital Security is outstanding (as defined in the Trust Deed). Where more than one Calculation Agent is appointed in respect of the Perpetual Capital Securities, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under the Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Distribution for a Distribution Accrual Period or to calculate any Distribution Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the Issuer shall (with the prior approval of the Trustee) appoint a leading bank or financial institution engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal London office or any other office actively involved in such market) to act as such in its place. The Calculation Agent may not resign its duties without a successor having been appointed as aforesaid.

5 Distribution Restrictions

- (a) **Distribution Cancellation:** The Issuer may at its sole discretion elect to cancel any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date by giving notice (such notice, a **“Distribution Cancellation Notice”**) of such election to the Securityholders in accordance with Condition 16, the Trustee and the Agents at least 10 Business Days prior to the relevant Distribution Payment Date. The Issuer shall have no obligation to pay any Distribution on any Distribution Payment Date if it validly elects not to do so in accordance with this Condition 5(a) and any failure to pay such Distribution shall not constitute a Default (as described in Condition 11).

- (b) **Distribution Restrictions:** Notwithstanding that a Distribution Cancellation Notice has not been given, the Issuer will not be obliged to pay, and will not pay, any Distribution on the relevant Distribution Payment Date (and such Distribution will not be considered to be due or payable) if:
- (i) the Issuer is prevented by applicable Singapore banking regulations or other requirements of the MAS from making payment of dividends or distributions when due on its Additional Tier 1 Capital Securities;
 - (ii) the Issuer is unable to make such payment of dividends or distributions on its Additional Tier 1 Capital Securities without causing a breach of the MAS' consolidated or unconsolidated capital adequacy requirements set out in:
 - (A) (where the Issuer is DBS Bank) MAS Notice 637; or
 - (B) (where the Issuer is DBSH) MAS Notice FHC-N637; or
 - (iii) the aggregate of the amount of the Distribution (if paid in full), together with the sum of any dividends and distributions originally scheduled to be paid (whether or not paid in whole or in part) during the Issuer's then-current fiscal year on the Perpetual Capital Securities or its other Additional Tier 1 Capital Securities, would exceed the Distributable Reserves as of the Distributable Reserves Determination Date.

The Issuer shall have no obligation to pay any Distribution on any Distribution Payment Date if such non-payment is in accordance with this Condition 5(b) and any failure to pay such Distribution shall not constitute a Default.

For the purpose of these Conditions:

"Distributable Reserves" means, at any time, the amounts for the time being available to the Issuer for distribution as a dividend in compliance with Section 403 of the Companies Act 1967 of Singapore, as amended or modified from time to time (**"Available Amounts"**) as of the date of the Issuer's latest audited balance sheet; *provided that* if the Issuer reasonably believes that the Available Amounts as of any Distributable Reserves Determination Date are lower than the Available Amounts as of the date of the Issuer's latest audited balance sheet and are insufficient to pay the dividends and distributions on its Additional Tier 1 Capital Securities on the relevant Distribution Payment Date, then an authorised signatory of the Issuer will be required to provide a certificate, on or prior to such Distributable Reserves Determination Date, to the Securityholders accompanied by a certificate of the Issuer's auditors for the time being of the Available Amounts as of such Distributable Reserves Determination Date (which certificate of the authorised signatory will be binding absent manifest error) and **"Distributable Reserves"** as of such Distributable Reserves Determination Date for the purposes of such Distribution will mean the Available Amounts as set forth in such certificate; and

"Distributable Reserves Determination Date" means, with respect to any Distribution Payment Date, the day falling two business days prior to that Distribution Payment Date.

- (c) **Non-cumulative Distribution:** If a Distribution is not paid in accordance with Condition 5(a) and/or Condition 5(b), the Issuer is not under any obligation to pay that or any other Distributions that have not been paid. Such unpaid Distributions are non-cumulative and do not accrue interest. There is no limit on the number of times or the extent of the amount with respect to which the Issuer can elect not to pay Distributions pursuant to this Condition 5.
- (d) **Distributable Reserves:** Any Distribution may only be paid out of Distributable Reserves.
- (e) **Distribution Stopper:** If Distribution Stopper is specified as being applicable in the applicable Pricing Supplement and on any Distribution Payment Date, payment of Distributions scheduled to be made on such date is not made by reason of this Condition 5, the Issuer shall not:

- (i) declare or pay any dividends or distributions in respect of its Junior Obligations (or contribute any monies to a sinking fund for the payment of any dividends or distributions in respect of any such Junior Obligations);
- (ii) declare or pay, or permit any subsidiary (where relevant) of the Issuer to declare or pay, any dividends or distributions in respect of its Additional Tier 1 Capital Securities the terms of which provide that making payments of dividends or distributions in respect thereof are fully at the discretion of the Issuer (or contribute any monies to a sinking fund for the payment of any dividends or distributions in respect of any such Additional Tier 1 Capital Securities); and
- (iii) redeem, reduce, cancel, buy-back or acquire any of its Additional Tier 1 Capital Securities or its Junior Obligations or permit any subsidiary (where relevant) of the Issuer to redeem, reduce, cancel, buy-back or acquire any of its Additional Tier 1 Capital Securities or its Junior Obligations (or contribute any monies to a sinking fund for the redemption, capital reduction, buy-back or acquisition of any such Additional Tier 1 Capital Securities or Junior Obligations),

in each case, until

- (w) a redemption of all the outstanding Perpetual Capital Securities has occurred;
 - (x) the outstanding Perpetual Capital Securities has been Written-off in its entirety;
 - (y) the next two scheduled Distributions has been paid in full (or an amount equivalent to the next two scheduled Distribution has been paid, or irrevocably set aside in a separately designated trust account for payment to the Securityholders); or
 - (z) the Issuer is permitted to do so by an Extraordinary Resolution (as defined in the Trust Deed).
- (f) **No Default:** Notwithstanding any other provision in these Conditions, the cancellation or non-payment of any Distribution in accordance with this Condition 5 shall not constitute a default for any purpose (including, without limitation, pursuant to Condition 11) on the part of the Issuer.

6 Redemption, Purchase and Options

- (a) **No Fixed Redemption Date:** The Perpetual Capital Securities are perpetual securities in respect of which there is no fixed redemption date. The Perpetual Capital Securities may not be redeemed at the option of the Issuer other than in accordance with this Condition 6.
- (b) **Early Redemption:** The Early Redemption Amount payable in respect of any Perpetual Capital Security, upon redemption of such Perpetual Capital Security pursuant to Condition 6(c) or upon it becoming due and payable as provided in Condition 11, shall be the Final Redemption Amount unless otherwise specified hereon.
- (c) **Redemption for Taxation Reasons:** Subject to Condition 6(j), the Perpetual Capital Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date (if such Security is at the relevant time a Floating Rate Perpetual Capital Security) or at any time (if such Perpetual Capital Security is at the relevant time not a Floating Rate Perpetual Capital Security), on giving not less than 30 but not more than 60 days' notice to the Securityholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 6(b)) together with Distributions accrued but unpaid (if any) to (but excluding) the date fixed for redemption and any Additional Amounts (as described under Condition 9) then due or which will become due on or before the date fixed for redemption or, if the Early Redemption Amount is not specified hereon, at their nominal amount, together with Distributions accrued but unpaid (if any) to (but excluding) the date fixed for redemption and any Additional Amounts then due or which will become due on or before the date fixed for redemption, if:
 - (i) the Issuer has or will become obliged to pay Additional Amounts; or

- (ii) payments of Distribution on the Perpetual Capital Securities will or would be treated as “distributions” or dividends within the meaning of the Income Tax Act 1947 of Singapore (the “**Income Tax Act**”) or any other act in respect of or relating to Singapore taxation or would otherwise be considered as payments of a type that are non-deductible for Singapore income tax purposes,

in each case as a result of any change in, or amendment to, the laws or regulations of the Relevant Taxing Jurisdiction (as defined in Condition 9) or any political subdivision or any authority thereof or therein having power to tax (or any taxing authority of any taxing jurisdiction in which the Issuer is a tax resident) or any change in the official application or interpretation of such laws or regulations, which change or amendment is announced and becomes effective on or after the date on which agreement is reached to issue the Perpetual Capital Securities, and the foregoing cannot be avoided by the Issuer taking reasonable measures available to it, *provided that*, where the Issuer has or will become obliged to pay Additional Amounts, no such notice of redemption shall be given earlier than (a) if such Perpetual Capital Security is a Floating Rate Perpetual Capital Security, 60 days, or (b) if such Perpetual Capital Security is not a Floating Rate Perpetual Capital Security, 90 days, in each case, prior to the earliest date on which the Issuer would be obliged to pay such Additional Amounts were a payment in respect of the Perpetual Capital Securities then due.

Before the publication of any notice of redemption pursuant to this Condition 6(c), the Issuer shall deliver to the Trustee a certificate signed by two Directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such Additional Amounts as a result of such change or amendment and the Trustee shall be entitled without further enquiry to accept such certificate and opinion as conclusive evidence of the satisfaction of the condition precedent set out above, in which event it shall be conclusive and binding on Securityholders.

Any redemption of Perpetual Capital Securities by the Issuer is subject to the Issuer obtaining the prior approval of the MAS.

- (d) **Redemption at the option of the Issuer:** Subject to Condition 6(j), and unless otherwise specified in the applicable Pricing Supplement, if Call Option is specified hereon, the Issuer may, on giving not less than 10 days’ irrevocable notice to the Securityholders, elect to redeem all, but not some only, of the Perpetual Capital Securities on the relevant date(s) specified hereon (which shall not be less than five years from the Issue Date) at their Optional Redemption Amount specified hereon or, if no Optional Redemption Amount is specified hereon, at their nominal amount together with Distributions accrued but unpaid (if any) to (but excluding) the date fixed for redemption in accordance with these Conditions.

All Perpetual Capital Securities in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 6.

Any redemption of Securities by the Issuer is subject to the Issuer obtaining the prior approval of the MAS.

- (e) **Redemption for Change of Qualification Event:**

- (i) *Redemption for Change of Qualification Event in respect of DBS Bank Perpetual Capital Securities:* Subject to Condition 6(j), if as a result of a change to the relevant requirements issued by the MAS in relation to:

- (A) the qualification of any DBS Bank Perpetual Capital Securities as DBS Bank Additional Tier 1 Capital Securities; or

- (B) the inclusion of any DBS Bank Perpetual Capital Securities in the calculation of the capital adequacy ratio,

in each case of

- (x) DBS Bank, on an unconsolidated basis,
- (y) the DBS Bank Group, on a consolidated basis, or
- (z) the DBS Group, on a consolidated basis

(“**DBS Bank Eligible Capital**”), which change or amendment:

- (i) becomes, or would become, effective on or after the Issue Date; or
- (ii) in the case of a change to the relevant requirements issued by the MAS, if such change is issued by the MAS, on or after the Issue Date,

the relevant DBS Bank Perpetual Capital Securities (in whole or in part) would not qualify as DBS Bank Eligible Capital (a “**DBS Bank Change of Qualification Event**”), then DBS Bank may, having given not less than 30 but not more than 60 days’ prior written notice to the Securityholders in accordance with Condition 16 (which notice shall be irrevocable), redeem in accordance with these Conditions on any Distribution Payment Date (if this DBS Bank Perpetual Capital Security is at the relevant time a Floating Rate Perpetual Capital Security) or at any time (if this DBS Bank Perpetual Capital Security is at the relevant time not a Floating Rate Perpetual Capital Security) all, but not some only, of the relevant DBS Bank Perpetual Capital Securities, at their Early Redemption Amount or, if no Early Redemption Amount is specified hereon, at their nominal amount together with Distributions accrued but unpaid (if any) to (but excluding) the date of redemption in accordance with these Conditions.

Prior to the publication of any notice of redemption pursuant to this Condition 6(e), DBS Bank shall deliver to the Trustee a certificate signed by two Directors of DBS Bank stating that a DBS Bank Change of Qualification Event has occurred and the Trustee shall accept such certificate without any further inquiry as conclusive evidence of the satisfaction of the conditions set out above without liability to any person in which event it shall be conclusive and binding on the Securityholders. Upon expiry of such notice, DBS Bank shall redeem the DBS Bank Perpetual Capital Securities in accordance with this Condition 6(e).

Any redemption of DBS Bank Perpetual Capital Securities by DBS Bank is subject to DBS Bank obtaining the prior approval of the MAS.

- (ii) *Redemption for Change of Qualification Event in respect of DBSH Perpetual Capital Securities:* Subject to Condition 6(j), if as a result of a change to the relevant requirements issued by the MAS in relation to:

- (A) the qualification of any DBSH Perpetual Capital Securities as DBSH Additional Tier 1 Capital Securities; or
- (B) the inclusion of any DBSH Perpetual Capital Securities in the calculation of the capital adequacy ratio,

in each case of

- (x) DBSH, on an unconsolidated basis, or
- (y) the DBS Group, on a consolidated basis

(“**DBSH Eligible Capital**”), which change or amendment:

- (I) becomes, or would become, effective on or after the Issue Date; or
- (II) in the case of a change to the relevant requirements issued by the MAS, if such change is issued by the MAS, on or after the Issue Date,

the relevant DBSH Perpetual Capital Securities (in whole or in part) would not qualify as DBSH Eligible Capital (a “**DBSH Change of Qualification Event**”), then DBSH may, having given not less than 30 but not more than 60 days’ prior written notice to the Securityholders in accordance with Condition 16 (which notice shall be irrevocable), redeem in accordance with these Conditions on any Distribution Payment Date (if this DBSH Perpetual Capital Security is at the relevant time a Floating Rate Perpetual Capital Security) or at any time (if this DBSH Perpetual Capital Security is at the relevant time not a Floating Rate Perpetual Capital Security) all, but not some only, of the relevant DBSH Perpetual Capital Securities, at their Early Redemption Amount or, if no Early Redemption Amount is specified hereon, at their nominal amount together with Distributions accrued but unpaid (if any) to (but excluding) the date of redemption in accordance with these Conditions.

Prior to the publication of any notice of redemption pursuant to this Condition 6(e), DBSH shall deliver to the Trustee a certificate signed by two Directors of DBSH stating that a DBSH Change of Qualification Event has occurred and the Trustee shall accept such certificate without any further inquiry as conclusive evidence of the satisfaction of the conditions set out above without liability to any person in which event it shall be conclusive and binding on the Securityholders. Upon expiry of such notice, DBSH shall redeem the DBSH Perpetual Capital Securities in accordance with this Condition 6(e).

Any redemption of DBSH Perpetual Capital Securities by DBSH is subject to DBSH obtaining the prior approval of the MAS.

(f) **Variation instead of Redemption of Perpetual Capital Securities:**

- (i) *Variation instead of Redemption of DBS Bank Perpetual Capital Securities:* Where this Condition 6(f)(i) is specified as being applicable in the Pricing Supplement for the relevant DBS Bank Perpetual Capital Securities and subject to Condition 6(j), DBS Bank may at any time without any requirement for the consent or approval of the Securityholders or the Trustee and having given not less than 30 nor more than 60 days’ notice to the Securityholders in accordance with Condition 16 (which notice shall be irrevocable), vary the terms of those DBS Bank Perpetual Capital Securities so that they remain or, as appropriate, become DBS Bank Qualifying Securities (as defined below) *provided that:*
 - (A) such variation does not itself give rise to any right of DBS Bank to redeem the varied securities that are inconsistent with the redemption provisions of those DBS Bank Perpetual Capital Securities;
 - (B) neither a Tax Event nor a Capital Event arises as a result of such variation; and
 - (C) DBS Bank is in compliance with the rules of any stock exchange on which the DBS Bank Perpetual Capital Securities are for the time being listed or admitted to trading.

If a variation has occurred pursuant to, or otherwise in accordance with, this Condition 6(f)(i), such event will not constitute a Default under these Conditions.

Any variation (to the extent that any variation would affect the eligibility of the DBS Bank Perpetual Capital Securities as DBS Bank Additional Tier 1 Capital Securities) of DBS Bank Perpetual Capital Securities by DBS Bank is subject to DBS Bank obtaining the prior approval of the MAS.

- (ii) *Variation instead of Redemption of DBSH Perpetual Capital Securities*: Where this Condition 6(f)(ii) is specified as being applicable in the Pricing Supplement for the relevant DBSH Perpetual Capital Securities and subject to Condition 6(j), DBSH may at any time without any requirement for the consent or approval of the Securityholders or the Trustee and having given not less than 30 nor more than 60 days' notice to the Securityholders in accordance with Condition 16 (which notice shall be irrevocable), vary the terms of those DBSH Perpetual Capital Securities so that they remain or, as appropriate, become DBSH Qualifying Securities (as defined below) *provided that*:

- (A) such variation does not itself give rise to any right of DBSH to redeem the varied securities that are inconsistent with the redemption provisions of those DBSH Perpetual Capital Securities;
- (B) neither a Tax Event nor a Capital Event arises as a result of such variation; and
- (C) DBSH is in compliance with the rules of any stock exchange on which the DBSH Perpetual Capital Securities are for the time being listed or admitted to trading.

If a variation has occurred pursuant to, or otherwise in accordance with, this Condition 6(f)(ii), such event will not constitute a Default under these Conditions.

Any variation (to the extent that any variation would affect the eligibility of the DBSH Perpetual Capital Securities as DBSH Additional Tier 1 Capital Securities) of DBSH Perpetual Capital Securities by DBSH is subject to DBSH obtaining the prior approval of the MAS.

In this Condition 6(f):

"Additional Amounts" means such additional amounts the Issuer shall pay as will result (after withholding or deduction) in receipt by the Securityholders of the sums which would have been receivable (in the absence of such withholding or deduction) from it in respect of their Perpetual Capital Securities;

a **"Capital Event"** will be deemed to have occurred if the Perpetual Capital Securities are not, or cease to be, eligible in their entirety to be treated, in the case of DBS Bank Perpetual Capital Securities, as DBS Bank Additional Tier 1 Capital Securities or, in the case of DBSH Perpetual Capital Securities, as DBSH Additional Tier 1 Capital Securities;

"DBS Bank Qualifying Securities" means securities, whether debt, equity, interests in limited partnerships or otherwise, issued directly or indirectly by DBS Bank that:

- (A)
 - (i) qualify (in whole or in part) as Additional Tier 1 Capital Securities; or
 - (ii) may be included (in whole or in part) in the calculation of the capital adequacy ratio,
in each case of
 - (x) DBS Bank, on an unconsolidated basis,
 - (y) the DBS Bank Group, on a consolidated basis, or
 - (z) the DBS Group, on a consolidated basis pursuant to the relevant requirements set out in:
 - (1) (in the case of (x) and (y) above) MAS Notice 637; or
 - (2) (in the case of (z) above) MAS Notice FHC-N637;

(B)

- (i) include a ranking at least equal to that of the DBS Bank Perpetual Capital Securities;
 - (ii) have at least the same Distribution rate and the same Distribution Payment Dates as those from time to time applying to the DBS Bank Perpetual Capital Securities;
 - (iii) have the same redemption rights as the DBS Bank Perpetual Capital Securities;
 - (iv) preserve any existing rights under the DBS Bank Perpetual Capital Securities to any accrued Distributions which has not been paid in respect of the period from (and including) the Distribution Payment Date last preceding the date of variation; and
 - (v) if applicable, are assigned (or maintain) the same or higher credit ratings as were assigned to the DBS Bank Perpetual Capital Securities immediately prior to such variation; and
- (C) are listed on a Recognised Stock Exchange if the DBS Bank Perpetual Capital Securities were listed immediately prior to such variation;

“DBSH Qualifying Securities” means securities, whether debt, equity, interests in limited partnerships or otherwise, issued directly or indirectly by DBSH that:

(A)

- (i) qualify (in whole or in part) as Additional Tier 1 Capital Securities; or
 - (ii) may be included (in whole or in part) in the calculation of the capital adequacy ratio,
- in each case of
- (x) DBSH, on an unconsolidated basis, or
 - (y) the DBS Group, on a consolidated basis pursuant to the relevant requirements set out in MAS Notice FHC-N637;

(B)

- (i) include a ranking at least equal to that of the DBSH Perpetual Capital Securities;
- (ii) have at least the same Distribution rate and the same Distribution Payment Dates as those from time to time applying to the DBSH Perpetual Capital Securities;
- (iii) have the same redemption rights as the DBSH Perpetual Capital Securities;
- (iv) preserve any existing rights under the DBSH Perpetual Capital Securities to any accrued Distributions which has not been paid in respect of the period from (and including) the Distribution Payment Date last preceding the date of variation; and
- (v) if applicable, are assigned (or maintain) the same or higher credit ratings as were assigned to the DBSH Perpetual Capital Securities immediately prior to such variation; and

- (C) are listed on a Recognised Stock Exchange if the DBSH Perpetual Capital Securities were listed immediately prior to such variation;

“Recognised Stock Exchange” means such stock exchange as the relevant Perpetual Capital Securities were listed; and

a **“Tax Event”** is deemed to have occurred if, in making any payments on the Perpetual Capital Securities, the Issuer has paid or will or would on the next payment date be required to pay any Additional Amounts or payments of Distribution on the Perpetual Capital Securities will or would be treated as “distributions” or dividends within the meaning of the Income Tax Act or any other act in respect of or relating to Singapore taxation or would otherwise be considered as payments of a type that are non-deductible for Singapore income tax purposes, in each case under the laws or regulations of a Relevant Taxing Jurisdiction or any political subdivision or authority therein or thereof having the power to tax, including any treaty to which a Relevant Taxing Jurisdiction is a party, or any generally published application or interpretation of such laws, including a decision of any court or tribunal, or the generally published application or interpretation of such laws by any relevant tax authority or any generally published pronouncement by any tax authority, and the Issuer cannot avoid the foregoing by taking measures reasonably available to it.

- (g) **Purchases:** The Issuer and any of its subsidiaries (with the prior approval of the MAS, for so long as the Issuer is required to obtain such approval) may at any time purchase the Perpetual Capital Securities in the open market or otherwise at any price in accordance with all relevant laws and regulations and, for so long as the Perpetual Capital Securities are listed, the requirements of the relevant stock exchange. The Relevant Issuer or any such subsidiary may, at its option, retain such purchased Perpetual Capital Securities for its own account and/or resell or cancel or otherwise deal with them at its discretion.
- (h) **Cancellation:** All Perpetual Capital Securities purchased by or on behalf of the Issuer or any of its subsidiaries may be surrendered for cancellation by surrendering the Certificate representing such Perpetual Capital Securities to the Registrar and, in each case, if so surrendered, shall, together with all Perpetual Capital Securities redeemed by the Issuer, be cancelled forthwith. Any Perpetual Capital Securities so surrendered for cancellation may not be reissued or resold and the obligations of the Issuer in respect of any such Perpetual Capital Securities shall be discharged. Any Perpetual Capital Security that is Written-off in full in accordance with Condition 7 shall be automatically cancelled.
- (i) **No Obligation to Monitor:** The Trustee shall not be under any duty to monitor whether any event or circumstance has happened or exists within this Condition 6 and will not be responsible to the Securityholders for any loss arising from any failure by it to do so. Unless and until the Trustee has notice in writing of the occurrence of any event or circumstance within this Condition 6, it shall be entitled to assume that no such event or circumstance exists.
- (j) **Redemption or Variation Conditions of Perpetual Capital Securities:** Any redemption under Condition 6(c), 6(d) or 6(e) or variation under Condition 6(f) (to the extent that any variation would affect the eligibility of the Perpetual Capital Securities as DBS Bank Additional Tier 1 Capital Securities or DBSH Additional Tier 1 Capital Securities, as the case may be) of the Perpetual Capital Securities by the Issuer is subject to the Issuer obtaining the prior approval of the MAS.

7 Loss Absorption upon a Trigger Event, Bail-in Power

Any Write-off of any Perpetual Capital Securities under this Condition 7 or any cancellation, modification, conversion or change in form as a result of the exercise of the MAS’ powers under Division 4A of Part 4B of the MAS Act with respect to the clearing and/or settlement of any Perpetual Capital Securities is subject to the availability of procedures to effect any such Write-off or such cancellation, modification, conversion

or change in form in the relevant clearing system(s). For the avoidance of doubt, however, any Write-off of any Perpetual Capital Securities under this Condition 7, or the giving of effect of a Bail-in Certificate with respect to the Issuer, will be effective upon the date that the Issuer specifies in the Trigger Event Notice (or as may otherwise be notified in writing to Securityholders, the Trustee and Agents by the Issuer) or on the date specified in the Bail-in Certificate notwithstanding any inability to operationally effect any such Write-off or any cancellation, modification, conversion or change in form as a result of the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act in the relevant clearing system(s).

The Trust Deed and Agency Agreement may contain certain protections and disclaimers as applicable to the Trustee and Agents in relation to Condition 7. Each Securityholder shall be deemed to have authorised, directed and requested the Trustee, the Registrar and the other Agents, as the case may be, to take any and all necessary action to give effect to any DBS Bank Loss Absorption Option or DBSH Loss Absorption Option, as the case may be, and any DBS Bank Write-off or a DBSH Write-off, as the case may be, following the occurrence of the DBS Bank Trigger Event or DBSH Trigger Event, respectively.

(a) **Loss Absorption upon a DBS Bank Trigger Event:**

(i) *DBS Bank Write-off on a DBS Bank Trigger Event:*

- (A) If "**Write-off**" is specified as being applicable for the Loss Absorption Option in the applicable Pricing Supplement for any DBS Bank Perpetual Capital Securities and a DBS Bank Trigger Event occurs DBS Bank shall, upon the issue of a DBS Bank Trigger Event Notice, irrevocably and without the need for the consent of the Trustee or the holders of any DBS Bank Perpetual Capital Securities, reduce the principal amount and cancel any accrued but unpaid Distribution of each DBS Bank Perpetual Capital Security (in whole or in part) by an amount equal to the DBS Bank Trigger Event Write-off Amount per DBS Bank Perpetual Capital Security (a "**DBS Bank Write-off**", and "**Written-off**" shall be construed accordingly). Once any principal or Distribution under a DBS Bank Perpetual Capital Security has been Written-off, it will be extinguished and will not be restored in any circumstances, including where the relevant DBS Bank Trigger Event ceases to continue. No Securityholder may exercise, claim or plead any right to any DBS Bank Trigger Event Write-off Amount, and each Securityholder shall be deemed to have waived all such rights to such DBS Bank Trigger Event Write-off Amount. For the avoidance of doubt, any DBS Bank Write-off in accordance with this Condition 7(a) shall not constitute a Default.
- (B) If a DBS Bank Trigger Event Notice has been given in respect of any DBS Bank Perpetual Capital Securities in accordance with this Condition 7(a), transfers of any such DBS Bank Perpetual Capital Securities that are the subject of such notice shall not be permitted during the Suspension Period (as defined in Condition 2). From the date on which a DBS Bank Trigger Event Notice in respect of any DBS Bank Perpetual Capital Securities in accordance with this Condition 7(a) is issued by DBS Bank to the end of the Suspension Period, the Trustee and the Registrar, if applicable, shall not register any attempted transfer of any DBS Bank Perpetual Capital Securities. As a result, such an attempted transfer will not be effective.
- (C) Any reference in these Conditions to principal in respect of the DBS Bank Perpetual Capital Securities shall refer to the principal amount of the DBS Bank Perpetual Capital Security(ies), reduced by any applicable DBS Bank Write-off(s).

(ii) *Multiple DBS Bank Trigger Events and DBS Bank Write-offs in part:*

- (A) Where only part of the principal and/or Distribution of DBS Bank Additional Tier 1 Capital Securities is to be Written-off, DBS Bank shall use reasonable endeavors to conduct any DBS Bank Write-off such that:

- (x) holders of any Series of DBS Bank Perpetual Capital Securities are treated ratably and equally; and
- (y) the DBS Bank Write-off of any DBS Bank Perpetual Capital Securities is conducted on a *pro rata* and proportionate basis with all other DBS Bank Additional Tier 1 Capital Securities, to the extent that such DBS Bank Additional Tier 1 Capital Securities are capable of being converted or written-off under any applicable laws and/or their terms of issue analogous to these Conditions.

A write-off or conversion (if applicable) of any DBS Bank Common Equity Tier 1 Capital shall not be required before a DBS Bank Write-off of any DBS Bank Perpetual Capital Securities can be effected in accordance with these Conditions.

- (B) Any Series of DBS Bank Perpetual Capital Securities may be subject to one or more DBS Bank Write-offs in part (as the case may be), except where such Series of DBS Bank Perpetual Capital Securities has been Written-off in its entirety.

(iii) *Definitions:*

In this Condition 7(a):

“DBS Bank Common Equity Tier 1 Capital” means:

- (A) any security issued by DBS Bank; or
- (B) any other similar obligation issued by any subsidiary of DBS Bank, that, in each case, constitutes Common Equity Tier 1 Capital of:
 - (x) DBS Bank, on an unconsolidated basis;
 - (y) the DBS Bank Group, on a consolidated basis; or
 - (z) the DBS Group, on a consolidated basis,
 pursuant to the relevant requirements set out in
 - (i) (in the case of (x) and (y) above) MAS Notice 637 or
 - (ii) (in the case of (z) above) MAS Notice FHC-N637;

“DBS Bank Loss Absorption Option” means such loss absorption option as may be specified in the applicable Pricing Supplement in respect of any DBS Bank Perpetual Capital Securities;

“DBS Bank Trigger Event” means the earlier of:

- (A) the MAS notifying DBS Bank in writing that it is of the opinion that a write-off or conversion, is necessary, without which the DBS Bank Group or the DBS Group would become non-viable; and
- (B) a decision by the MAS to make a public-sector injection of capital, or equivalent support, without which the DBS Bank Group or the DBS Group would have become non-viable, as determined by the MAS;

“DBS Bank Trigger Event Notice” means the notice specifying that a DBS Bank Trigger Event has occurred, which shall be issued by DBS Bank not more than two Business Days after the occurrence of a DBS Bank Trigger Event to the holders of the DBS Bank Perpetual Capital Securities in accordance with Condition 16, the Trustee and the Agents and which shall state with reasonable detail the nature of the relevant DBS Bank Trigger Event and, if

applicable, specify the DBS Bank Trigger Event Write-off Amount per DBS Bank Perpetual Capital Security to be Written-off; and

“DBS Bank Trigger Event Write-off Amount” means the amount of Distribution and/or principal to be Written-off as the MAS may direct, or as DBS Bank shall determine in accordance with the MAS, which is required to be Written-off for the DBS Bank Trigger Event to cease to continue. For the avoidance of doubt, the write-off will be effected in full even in the event that the amount written-off is not sufficient for the DBS Bank Trigger Event to cease to continue.

(b) **Loss Absorption upon a DBSH Trigger Event in respect of DBSH Perpetual Capital Securities:**

(i) *DBSH Write-off on a DBSH Trigger Event:*

- (A) If **“Write-off”** is specified as being applicable for the Loss Absorption Option in the applicable Pricing Supplement for any DBSH Perpetual Capital Securities and a DBSH Trigger Event occurs DBSH shall, upon the issue of a DBSH Trigger Event Notice, irrevocably and without the need for the consent of the Trustee or the holders of any DBSH Perpetual Capital Securities, reduce the principal amount and cancel any accrued but unpaid Distribution of each DBSH Perpetual Capital Security (in whole or in part) by an amount equal to the DBSH Trigger Event Write-off Amount per DBSH Perpetual Capital Security (a **“DBSH Write-off”**, and **“Written-off”** shall be construed accordingly). Once any principal or Distribution under a DBSH Perpetual Capital Security has been Written-off, it will be extinguished and will not be restored in any circumstances, including where the relevant DBSH Trigger Event ceases to continue. No Securityholder may exercise, claim or plead any right to any DBSH Trigger Event Write-off Amount, and each Securityholder shall be deemed to have waived all such rights to such DBSH Trigger Event Write-off Amount. For the avoidance of doubt, any DBSH Write-off in accordance with this Condition 7(b) shall not constitute a Default.
- (B) If a DBSH Trigger Event Notice has been given in respect of any DBSH Perpetual Capital Securities in accordance with this Condition 7(b), transfers of any such DBSH Perpetual Capital Securities that are the subject of such notice shall not be permitted during the Suspension Period (as defined in Condition 2). From the date on which a DBSH Trigger Event Notice in respect of any DBSH Perpetual Capital Securities in accordance with this Condition 7(b) is issued by DBSH to the end of the Suspension Period, the Trustee and the Registrar, if applicable, shall not register any attempted transfer of any DBSH Perpetual Capital Securities. As a result, such an attempted transfer will not be effective.
- (C) Any reference in these Conditions to principal in respect of the DBSH Perpetual Capital Securities shall refer to the principal amount of the DBSH Perpetual Capital Security(ies), reduced by any applicable DBSH Write-off(s).

(ii) *Multiple DBSH Trigger Events and DBSH Write-offs in part:*

- (A) Where only part of the principal and/or Distribution of DBSH Additional Tier 1 Capital Securities is to be Written-off, DBSH shall use reasonable endeavors to conduct any DBSH Write-off such that:
 - (x) holders of any Series of DBSH Perpetual Capital Securities are treated ratably and equally; and
 - (y) the DBSH Write-off of any DBSH Perpetual Capital Securities is conducted on a *pro rata* and proportionate basis with all other DBSH Additional Tier 1 Capital

Securities, to the extent that such DBSH Additional Tier 1 Capital Securities are capable of being converted or written-off under any applicable laws and/or their terms of issue analogous to these Conditions.

A write-off or conversion (if applicable) of any DBSH Common Equity Tier 1 Capital shall not be required before a DBSH Write-off of any DBSH Perpetual Capital Securities can be effected in accordance with these Conditions.

- (B) Any Series of DBSH Perpetual Capital Securities may be subject to one or more DBSH Write-offs in part (as the case may be), except where such Series of DBSH Perpetual Capital Securities has been Written-off in its entirety.

(iii) *Definitions:*

In this Condition 7(b):

“DBSH Common Equity Tier 1 Capital” means:

- (A) any security issued by DBSH; or
- (B) any other similar obligation issued by any subsidiary of DBSH, that, in each case, constitutes Common Equity Tier 1 Capital of:
 - (x) DBSH, on an unconsolidated basis;
 - (y) the DBS Group, on a consolidated basis,pursuant to the relevant requirements set out in MAS Notice FHC-N637;

“DBSH Loss Absorption Option” means such loss absorption option as may be specified in the applicable Pricing Supplement in respect of any DBSH Perpetual Capital Securities;

“DBSH Trigger Event” means the earlier of:

- (A) the MAS notifying DBSH in writing that it is of the opinion that a write-off or conversion, is necessary, without which DBSH or the DBS Group would become non-viable; and
- (B) a decision by the MAS to make a public sector injection of capital, or equivalent support, without which DBSH or the DBS Group would have become non-viable, as determined by the MAS;

“DBSH Trigger Event Notice” means the notice specifying that a DBSH Trigger Event has occurred, which shall be issued by DBSH not more than two Business Days after the occurrence of a DBSH Trigger Event to the holders of the DBSH Perpetual Capital Securities in accordance with Condition 16, the Trustee and the Agents and which shall state with reasonable detail the nature of the relevant DBSH Trigger Event and, if applicable, specify the DBSH Trigger Event Write-off Amount per DBSH Perpetual Capital Security to be Written-off;

“DBSH Trigger Event Write-off Amount” means the amount of Distribution and/or principal to be Written-off as the MAS may direct, or as DBSH shall determine in accordance with the MAS, which is required to be Written-off for the DBSH Trigger Event to cease to continue. For the avoidance of doubt, the write-off will be effected in full even in the event that the amount written-off is not sufficient for the DBSH Trigger Event to cease to continue; and

“Trigger Event” means the DBS Trigger Event and/or the DBSH Trigger Event, as the context may require.

(c) **Bail-in Power**

- (i) Notwithstanding any other term of the Perpetual Capital Securities, including without limitation Condition 7(a) or 7(b), or any other agreement or arrangement, the Perpetual Capital Securities may be subject to cancellation, modification, conversion, change in form, or have the effect as if a right of modification, conversion, or change of form had been exercised by the MAS in the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act without prior notice. The Trustee (on behalf of the holders of the Perpetual Capital Securities) and each holder of a Perpetual Capital Security shall be subject, and shall be deemed to agree, to be bound by and acknowledge that they are each subject to having the Perpetual Capital Security being the subject of the exercise of the MAS' powers under Divisions 4A of Part 4B of the MAS Act. Further, the Trustee (on behalf of the holders of the Perpetual Capital Securities) and each holder of a Perpetual Capital Security shall be deemed to agree to be bound by a Bail-in Certificate.

The rights of the holders of Perpetual Capital Securities and the Trustee (on behalf of the holders of the Perpetual Capital Securities) under the Perpetual Capital Securities and these Conditions are subject to, and will be amended and varied (if necessary), solely to give effect to, the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act.

No repayment of any principal amount of any Perpetual Capital Securities or payment of Distributions shall become due and payable or be paid after the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act unless, at the time that such repayment or payment, respectively, is scheduled to become due, such repayment or payment would be permitted to be made by the Issuer under the laws and regulations applicable to the Issuer.

Upon the issue of a Bail-in Certificate with respect to the Perpetual Capital Securities, the Issuer shall provide written notice of such Bail-in Certificate to the holders of Perpetual Capital Securities and the Trustee in accordance with Condition 16 not more than two Business Days after the issue of such Bail-in Certificate.

Neither the cancellation, modification, conversion or change in form of the Perpetual Capital Securities as a result of the exercise of the MAS' powers under Division 4A of Part 4B of the MAS Act with respect to the Issuer or the Perpetual Capital Securities shall constitute a Default under Condition 11.

- (ii) In this Condition 7(c):

"Bail-in Certificate" means a bail-in certificate issued pursuant to Section 75 of the MAS Act; and

"MAS Act" means the Monetary Authority of Singapore Act 1970 of Singapore, as amended.

8 Payments

- (a) **Perpetual Capital Securities not held in the CMU:**

- (i) Payments of principal in respect of Perpetual Capital Securities shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in paragraph (ii) below.
- (ii) Distributions on Perpetual Capital Securities shall be paid to the person shown on the Register at the close of business:
- (A) in the case of a currency other than Renminbi, on the 15th day before the due date for payment thereof; and

- (B) in the case of Perpetual Capital Securities denominated in Renminbi, on the fifth business day before the due date for payment (the “**Record Date**”). Payments of Distribution on each Perpetual Capital Security shall be made:
- (C) in the case of a currency other than Renminbi, in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Perpetual Capital Security at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any other Transfer Agent before the Record Date, such payment of Distribution may be made by transfer to an account in the relevant currency maintained by the payee with a Bank; and
- (D) in the case of Renminbi, by transfer to the registered account of the Securityholder. If a holder does not maintain a registered account in respect of a payment to be made under the Perpetual Capital Securities, the Issuer reserves the right, in its sole discretion and upon such terms as it may determine, to make arrangements to pay such amount to that holder by another means, *provided that* the Issuer shall not have any obligation to make any such arrangements.

In this Condition 8(a):

“**registered account**” means the Renminbi account maintained by or on behalf of the Securityholder with:

- (x) in the case of Perpetual Capital Securities cleared through the CMU Service, a bank in Hong Kong; or
- (y) in the case of Perpetual Capital Securities cleared through the CDP System or Perpetual Capital Securities in definitive form, a bank in Singapore or Hong Kong,

details of which appear on the Register at the close of business on the fifth Business Day before the due date for payment.

- (b) **Perpetual Capital Securities held in the CMU:** Payments of principal and Distributions in respect of Perpetual Capital Securities held in the CMU will be made to the person(s) for whose account(s) interests in the relevant Perpetual Capital Security are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time as notified to the CMU Lodging and Paying Agent by the CMU in a relevant CMU Instrument Position Report (as defined in the Agency Agreement) or any other relevant notification by the CMU, which notification shall be conclusive evidence of the records of the CMU (save in the case of manifest error) and payment made in accordance thereof shall discharge the obligations of the Issuer in respect of that payment.

For so long as any of the Perpetual Capital Securities that are cleared through the CMU are represented by a Global Certificate, payments of Distribution or principal will be made to the persons for whose account a relevant interest in that Global Certificate is credited as being held by the operator of the CMU Service at the relevant time, as notified to the CMU Lodging and Paying Agent by the operator of the CMU Service in a relevant CMU Instrument Position Report (as defined in the rules of the CMU) or in any other relevant notification by the operator of the CMU Service. Such payment will discharge the Issuer’s obligations in respect of that payment. Any payments by the CMU participants to indirect participants will be governed by arrangements agreed between the CMU participants and the indirect participants and will continue to depend on the interbank clearing system and traditional payment methods. Such payments will be the sole responsibility of such CMU participants.

- (c) **Payments subject to fiscal laws:** Save as provided in Condition 9, payments will be subject in all cases to any applicable fiscal or other laws, regulations and directives in the place of payment or

other laws to which the Issuer agrees to be subject and the Issuer will not be liable for any taxes or duties of whatever nature imposed or levied by such laws, regulations, directives or agreements. No commission or expenses shall be charged to the Securityholders in respect of such payments.

- (d) **Appointment of Agents:** The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrars, the Transfer Agents and the Calculation Agent initially appointed by the Issuer and their respective specified offices are listed below. The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrar, the Transfer Agents and the Calculation Agent act solely as agents of the Issuer and do not assume any obligation or relationship of agency or trust for or with any Securityholder. The Issuer reserves the right at any time, with the approval of the Trustee to vary or terminate the appointment of the Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, any other Paying Agent, the Registrar, any Transfer Agent or the Calculation Agent(s) and to appoint additional or other Paying Agents or Transfer Agents, *provided that* the Issuer shall at all times maintain:
- (i) an Issuing and Paying Agent;
 - (ii) a Registrar;
 - (iii) a Transfer Agent;
 - (iv) a CMU Lodging and Paying Agent in relation to Perpetual Capital Securities accepted for clearance through the CMU Service;
 - (v) a CDP Paying Agent in relation to Perpetual Capital Securities accepted for clearance through the CDP System;
 - (vi) one or more Calculation Agent(s) where the Conditions so require;
 - (vii) a Paying Agent in Singapore, where the Perpetual Capital Securities may be presented or surrendered for payment or redemption, in the event that the Global Certificates are exchanged for Definitive Certificates, for so long as the Perpetual Capital Securities are listed on the SGX-ST and the rules of the SGX-ST so require; and
 - (viii) such other agents as may be required by any other stock exchange on which the Perpetual Capital Securities may be listed, in each case as approved by the Trustee.

Notice of any such change or any change of any specified office shall promptly be given to the Securityholders.

- (e) **Non-Business Days:** If any date for payment in respect of any Perpetual Capital Security is not a business day, the holder shall not be entitled to payment until the next following business day nor to any Distribution or other sum in respect of such postponed payment. In this paragraph, “**business day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in the relevant place of presentation, in such other jurisdictions as shall be specified as “**Financial Centres**” hereon and:
- (i) (in the case of a payment in a currency other than Euro or Renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency; or
 - (ii) (in the case of a payment in Euro) which is a TARGET Business Day; or
 - (iii) (in the case of Renminbi where the Perpetual Capital Securities are cleared through the CMU Service) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong; or

- (iv) (in the case of Renminbi where the Perpetual Capital Securities are cleared through Euroclear or Clearstream) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in London; or
 - (v) (in the case of Renminbi where the Perpetual Capital Securities are cleared through the CDP System or where the Perpetual Capital Securities are in definitive form) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Singapore and Hong Kong.
- (f) **Renminbi fallback:** Notwithstanding the foregoing and subject to Condition 5 and 6(j), if by reason of Inconvertibility, Non-transferability or Illiquidity, the Issuer is not, in its sole and absolute discretion, able to satisfy payments of principal or Distribution in respect of the Perpetual Capital Securities when due in Renminbi (in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream) in Hong Kong, or (in the case of Perpetual Capital Securities cleared through the CDP System) in Singapore, the Issuer shall, on giving not less than five nor more than 30 days' irrevocable notice to the Securityholders prior to the due date for payment, settle any such payment (in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream) in U.S. dollars, or (in the case of Perpetual Capital Securities cleared through the CDP System) in Singapore dollars, on the due date at (in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream) the U.S. Dollar Equivalent, or (in the case of Perpetual Capital Securities cleared through the CDP System) the Singapore Dollar Equivalent, of any such Renminbi denominated amount. The due date for payment shall be the originally scheduled due date or such postponed due date as shall be specified in the notice referred to above, which postponed due date may not fall more than 20 days after the originally scheduled due date. Distributions on the Perpetual Capital Securities will continue to accrue up to but excluding any such date for payment of principal.

In such event, payments of the U.S. Dollar Equivalent or the Singapore Dollar Equivalent (as applicable) of the relevant principal or Distribution in respect of the Perpetual Capital Securities shall be made by:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream, transfer to a U.S. dollar denominated account maintained by the payee with, or by a U.S. dollar denominated cheque drawn on, or, at the option of the holder, by transfer to a U.S. dollar account maintained by the holder with, a bank in New York City; and the definition of “**business day**” for the purpose of this Condition 8(f) shall mean any day on which banks and foreign exchange markets are open for general business in the relevant place of presentation, and New York City; or
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, transfer to a Singapore dollar denominated account maintained by the payee with, or by a Singapore dollar denominated cheque drawn on, a bank in Singapore.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 8(f) by the Calculation Agent will (in the absence of willful default, bad faith or manifest error) be binding on the Issuer, the Agents and all Securityholders.

In this Condition 8:

“**Determination Business Day**” means a day (other than a Saturday or Sunday) on which commercial banks are open for general business (including dealings in foreign exchange):

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream, in Hong Kong, in Singapore and New York City; or

- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, in Singapore;

“Determination Date” means the day which:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service or Euroclear or Clearstream, is five Determination Business Days before the due date for payment of the relevant amount under these Conditions; or
- (i) in the case of Perpetual Capital Securities cleared through the CDP System, is seven Determination Business Days before the due date for payment of the relevant amount under these Conditions;

“Governmental Authority” means:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream, any *de facto* or *de jure* government (or any agency or instrumentality thereof), court, tribunal, administrative or other governmental authority or any other entity (private or public) charged with the regulation of the financial markets (including the central bank) of Hong Kong; or
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, the MAS or any other governmental authority or any other entity (private or public) charged with the regulation of the financial markets of Singapore;

“Illiquidity” means:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream, the general Renminbi exchange market in Hong Kong becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay Distribution or principal in respect of the Perpetual Capital Securities as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two Renminbi Dealers; or
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, the general Renminbi exchange market in Singapore becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay Distribution or principal in respect of the Perpetual Capital Securities as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two Renminbi Dealers selected by the Issuer;

“Inconvertibility” means the occurrence of any event that makes it impossible (where it had been previously possible) for the Issuer to convert any amount due in respect of the Perpetual Capital Securities in the general Renminbi exchange market in, in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream, Hong Kong, or, in the case of Perpetual Capital Securities cleared through the CDP System, Singapore, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

“Non-transferability” means the occurrence of any event that makes it impossible for the Issuer to transfer Renminbi between accounts:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream, inside Hong Kong or from an account inside Hong Kong to an account outside Hong Kong, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such

law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation) in Hong Kong and in New York City; or

- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, inside Singapore or from an account inside Singapore to an account outside Singapore and outside the PRC or from an account outside Singapore and outside the PRC to an account inside Singapore, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

“PRC” means the People’s Republic of China (excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan);

“Renminbi Dealer” means an independent foreign exchange dealer of international repute active in the Renminbi exchange market in:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream, in Hong Kong; and
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, in Singapore;

“Singapore Dollar Equivalent” means the Renminbi amount converted into Singapore dollars using the relevant Spot Rate for the relevant Determination Date;

“Spot Rate” means:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, Euroclear or Clearstream, the spot CNY/U.S. dollar exchange rate for the purchase of U.S. dollars with Renminbi in the over-the-counter Renminbi exchange market in Hong Kong for settlement in two Determination Business Days, as determined by the Calculation Agent at or around 11:00 a.m. (Hong Kong time) on the Determination Date, on a deliverable basis by reference to Bloomberg Page <CNH Curncy> or, if no such rate is available, on a non-deliverable basis by reference to Bloomberg Page <CNH Curncy>;

If such rate is not available, the Calculation Agent will determine the Spot Rate at or around 11:00 a.m. (Hong Kong time) on the Determination Date as the most recently available CNY/U.S. dollar official fixing rate for settlement in two Determination Business Days reported by The State Administration of Foreign Exchange of the PRC, which is reported on Bloomberg Page <RBMUSD Index>. Reference to a Bloomberg page includes such other display page as may replace that page for the purpose of displaying a comparable currency exchange rate;

- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, for a Determination Date, means the spot Renminbi/Singapore dollar exchange rate as determined by the Issuer at or around 11:00 a.m. (Singapore time) on such date in good faith and in a reasonable commercial manner, and if a spot rate is not readily available, the Issuer may determine the rate taking into consideration all available information which the Issuer deems relevant, including pricing information obtained from the Renminbi non-deliverable exchange market in Singapore or elsewhere and the PRC domestic foreign exchange market in Singapore.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 8(f) by the

Calculation Agent will (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Agents and all Securityholders; and

“U.S. Dollar Equivalent” means the Renminbi amount converted into U.S. dollars using the Spot Rate for the relevant Determination Date as promptly notified to the Issuer and the Paying Agents.

9 Taxation

All payments of principal and Distributions by or on behalf of the Issuer in respect of the Perpetual Capital Securities shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within (i) Singapore or, if different, the jurisdiction of tax residency of the Issuer, (ii) solely in the case of Notes issued by the Hong Kong branch of the Issuer, Hong Kong, and (iii) solely in the case of Notes issued by the London branch of the Issuer, the UK, and (iv) solely in the case of Notes issued by the Taipei branch of the Issuer, the Republic of China, (each such jurisdiction, a **“Relevant Taxing Jurisdiction”**) or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the Issuer shall pay such additional amounts (the **“Additional Amounts”**) as shall result in receipt by the Securityholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such Additional Amounts shall be payable with respect to any Perpetual Capital Security:

- (a) **Other connection:** to, or to a third party on behalf of, a holder who is
 - (i) treated as a resident of or as having a permanent establishment in the Relevant Taxing Jurisdiction for tax purposes, or
 - (ii) liable to such taxes, duties, assessments or governmental charges in respect of such Perpetual Capital Security by reason of his having some connection with the Relevant Taxing Jurisdiction other than the holding or ownership of the Perpetual Capital Security or receiving income therefrom, or the enforcement thereof; or
- (b) **Lawful avoidance of withholding:** to, or to a third party on behalf of, a holder who could lawfully avoid (but has not so avoided) such deduction or withholding by complying or procuring that any third party complies with any statutory requirements concerning the nationality, residence, identity or other attributes of the holder or beneficial owner or by making or procuring that any third party makes a declaration of non-residence or other similar claim for exemption to any tax authority in the place where the relevant Certificate representing the Perpetual Capital Security is presented for payment; or
- (c) **Presentation more than 30 days after the Relevant Date:** where presentation is required or has occurred, presented (or in respect of which the Certificate representing it is presented) for payment more than 30 days after the Relevant Date except to the extent that the holder of it would have been entitled to such Additional Amounts on presenting it for payment on or before the 30th such day.

As used in these Conditions, **Relevant Date** in respect of any Perpetual Capital Security means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Securityholders that, upon further presentation of the Certificate representing the Perpetual Capital Security being made in accordance with the Conditions, such payment will be made, *provided that* payment is in fact made upon such presentation. References in these Conditions to

- (i) **“principal”** shall be deemed to include any premium payable in respect of the Perpetual Capital Securities, all Final Redemption Amounts, Early Redemption Amounts, Optional Redemption

Amounts and all other amounts in the nature of principal payable pursuant to Condition 6 or any amendment or supplement to it,

- (ii) **“Distribution”** shall be deemed to include all Distribution Amounts and all other amounts payable pursuant to Condition 4 or any amendment or supplement to it, and
- (iii) **“principal”** and/or **“Distribution”** shall be deemed to include any Additional Amounts that may be payable under this Condition or any undertaking given in addition to or in substitution for it under the Trust Deed.

Notwithstanding any other provision of the Conditions, any amounts to be paid on the Perpetual Capital Securities by or on behalf of the Issuer will be paid net of any deduction or withholding imposed or required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the **“Code”**), or otherwise imposed pursuant to Sections 1471 through 1474 of the Code (or any regulations thereunder or official interpretations thereof) or an intergovernmental agreement between the United States and another jurisdiction facilitating the implementation thereof (or any fiscal or regulatory legislation, rules or practices implementing such an intergovernmental agreement) (any such withholding or deduction, a **“FATCA Withholding”**). Neither the Issuer nor any other person will be required to pay any additional amounts in respect of FATCA Withholding.

Where interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, early redemption fee or redemption premium is derived from any of the Perpetual Capital Securities by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, shall not apply if such person acquires such Perpetual Capital Securities using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, early redemption fee or redemption premium derived from the Perpetual Capital Securities is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.

10 Prescription

Claims against the Issuer for payment in respect of the Perpetual Capital Securities shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of Distribution) from the appropriate Relevant Date in respect of them.

11 Default

- (a) **Default:** **“Default”**, wherever used in this Condition 11, means (except as expressly provided below, whatever the reason for such Default and whether or not it shall be voluntary or involuntary or be effected by the operation of law or pursuant to any judgment, decree or order of any court or any order, rule or regulation of any administrative or governmental body) failure to pay principal of or Distribution on any Perpetual Capital Security (which default in the case of principal continues for seven Business Days and in the case of Distribution continues for 14 Business Days) after the due date for such payment.

If a DBS Bank Write-off or a DBSH Write-off (as the case may be) has occurred pursuant to, or otherwise in accordance with, Condition 7, such event will not constitute a Default under these Conditions.

- (b) **Enforcement:** If a Default occurs in relation to the Perpetual Capital Securities and is continuing, the Trustee may institute proceedings in Singapore (but not elsewhere) for the winding-up of the Issuer. The Trustee shall have no right to enforce payment under or accelerate payment of any Perpetual Capital Security in the case of such Default in payment on such Perpetual Capital Security or a

default in the performance of any other covenant of the Issuer in such Perpetual Capital Security or in the Trust Deed except as provided for in this Condition 11 and Clause 7 of the Trust Deed.

Subject to the subordination provisions as set out in Condition 3 and in Clause 5 and Clause 7 of the Trust Deed, if a court order is made or an effective resolution is passed for the winding-up of the Issuer, there shall be payable on the relevant Perpetual Capital Securities, after the payment in full of all claims of all DBS Bank Relevant Creditors (in the case of DBS Bank) or DBSH Relevant Creditors (in the case of DBSH), but in priority to holders of Junior Obligations of the Relevant Issuer, such amount remaining after the payment in full of all claims of all DBS Bank Relevant Creditors (in the case of DBS Bank) or DBSH Relevant Creditors (in the case of DBSH) up to, but not exceeding, the nominal amount of the relevant Perpetual Capital Securities together with Distribution accrued to the date of repayment.

- (c) *Rights and Remedies upon Default:* If a Default in respect of the payment of principal of or Distribution on the Perpetual Capital Securities occurs and is continuing, the sole remedy available to the Trustee shall be the right to institute proceedings in Singapore (but not elsewhere) for the winding-up of the Issuer. If the Issuer shall default in the performance of any obligation contained in the Trust Deed, the relevant Perpetual Capital Securities other than a Default specified in Condition 11(a) above, the Trustee and the Securityholders shall be entitled to every right and remedy given hereunder or thereunder or now or hereafter existing at law or in equity or otherwise, provided, however, that the Trustee shall have no right to enforce payment under or accelerate payment of any Perpetual Capital Security except as provided in this Condition 11 and Clause 7 of the Trust Deed. If any court awards money damages or other restitution for any default with respect to the performance by the Issuer of its obligations contained in the Trust Deed, the relevant Perpetual Capital Securities, the payment of such money damages or other restitution shall be subject to the subordination provisions set out herein and in Clause 5 and Clause 7 of the Trust Deed.
- (d) *Entitlement of the Trustee:* The Trustee shall not be bound to take any of the actions referred to in Condition 11(b) and Condition 11(c) above or Clause 7.3 of the Trust Deed or any other action under the Trust Deed unless (i) it shall have been so requested by an Extraordinary Resolution (as defined in the Trust Deed) of the Securityholders or in writing by the holders of at least one-quarter in nominal amount of the relevant Perpetual Capital Securities then outstanding and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction in its sole discretion.
- (e) *Rights of Holders:* No Securityholder shall be entitled to proceed directly against the Issuer or to institute proceedings for the winding-up of the Issuer in Singapore or to prove in any winding-up of the Issuer unless the Trustee, having become so bound to proceed (in accordance with the terms of the Trust Deed and the Conditions) or being able to prove in such winding-up, fails to do so within a reasonable period and such failure shall be continuing, in which case the Securityholder shall have only such rights against the Issuer as those which the Trustee is entitled to exercise. No remedy against the Issuer, other than as referred to in this Condition 11 and Clause 7 of the Trust Deed, shall be available to the Trustee or any Securityholder whether for the recovery of amounts owing in relation to or arising from the relevant Perpetual Capital Securities and/or the Trust Deed or in respect of any breach by the Issuer of any of its other obligations relating to or arising from the relevant Perpetual Capital Securities and/or the Trust Deed.

12 Meetings of Securityholders, Modification and Waiver

- (a) **Meetings of Securityholders:** The Trust Deed contains provisions for convening meetings of Securityholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Trust Deed) of a modification of any of these Conditions or any provision of the Trust Deed. Such a meeting may be convened by Securityholders holding not less than 10% in nominal amount of the Perpetual Capital Securities for the time being outstanding. The quorum for any meeting convened to consider an Extraordinary Resolution shall

be two or more persons holding or representing a clear majority in nominal amount of the Perpetual Capital Securities for the time being outstanding, or at any adjourned meeting two or more persons being or representing Securityholders whatever the nominal amount of the Perpetual Capital Securities held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*,

- (i) to amend the dates of redemption of the Perpetual Capital Securities or any date for payment of Distribution or Distribution Amounts on the Perpetual Capital Securities,
- (ii) to reduce or cancel the nominal amount of, or any premium payable on redemption of, the Perpetual Capital Securities,
- (iii) to reduce the rate or rates of Distribution in respect of the Perpetual Capital Securities or to vary the method or basis of calculating the rate or rates or amount of Distribution or the basis for calculating any Distribution Amount in respect of the Perpetual Capital Securities (except as a result of any modification contemplated in Condition 4(i)),
- (iv) if a Minimum Rate of Distribution and/or a Maximum Rate of Distribution, or Redemption Amount is shown hereon, to reduce any such Minimum and/or Maximum,
- (v) to vary any method of, or basis for, calculating the Final Redemption Amount, the Early Redemption Amount or the Optional Redemption Amount,
- (vi) to vary the currency or currencies of payment or denomination of the Perpetual Capital Securities,
- (vii) to take any steps that as specified hereon may only be taken following approval by an Extraordinary Resolution to which the special quorum provisions apply,
- (viii) to modify the provisions concerning the quorum required at any meeting of Securityholders or the majority required to pass the Extraordinary Resolution, or
- (ix) to modify Condition 3 in respect of the Perpetual Capital Securities, in which case the necessary quorum shall be two or more persons holding or representing not less than 75%, or at any adjourned meeting not less than 25%, in nominal amount of the Perpetual Capital Securities for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on all Securityholders (whether or not they were present at the meeting at which such resolution was passed).

The Trust Deed provides that a resolution in writing signed by or on behalf of the holders of not less than 90% in nominal amount of the Perpetual Capital Securities outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Securityholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Securityholders.

The consent or approval of the Securityholders shall not be required in the case of amendments to the Conditions pursuant to Condition 4(i) to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Distribution Amount in respect of the Perpetual Capital Securities or for any other variation of these Conditions and/or the Agency Agreement required to be made in the circumstances described in Condition 4(i), where the requirements of Condition 4(i) have been satisfied (including the provision of a certificate to the Trustee, where applicable).

These Conditions may be amended, modified or varied in relation to any Series of Perpetual Capital Securities by the terms of the applicable Pricing Supplement in relation to such Series.

- (b) **Modification of the Trust Deed and Waiver:** The Trustee may agree, without the consent of the Securityholders to
- (i) any modification of any of the provisions of the Trust Deed which is, in its opinion, of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of applicable law or as required by CDP and/or the CMU and/or DTC and/or Euroclear and/or Clearstream; and
 - (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed that is in the opinion of the Trustee not materially prejudicial to the interests of the Securityholders. Notwithstanding any other provision of these Conditions or the Trust Deed, no modification to any Condition or any provision of the Trust Deed may be made without the prior approval of the MAS to the extent that such modification changes or otherwise affects the eligibility of the Perpetual Capital Securities as Additional Tier 1 Capital Securities. Any such modification, authorisation or waiver shall be binding on the Securityholders and, if the Trustee so requires, such waiver or authorisation shall be notified to the Securityholders as soon as practicable.
- (c) **Entitlement of the Trustee:** In connection with the exercise of its functions (including, but not limited to, those referred to in this Condition 12) the Trustee shall have regard to the interests of the Securityholders as a class and shall not have regard to the consequences of such exercise for individual Securityholders and the Trustee shall not be entitled to require, nor shall any Securityholder be entitled to claim, from the Issuer any indemnification or payment in respect of any tax consequence of any such exercise upon individual Securityholders.

13 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the Issuer and any entity related to the Issuer without accounting for any profit.

The Trustee may accept and rely without liability to Securityholders on a report, confirmation or certificate or any advice of any accountants, financial advisers, financial institution or any other expert, whether or not addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may conclusively (without liability) accept and shall be entitled to rely on such report, confirmation, certificate or advice and such report, confirmation, certificate or advice shall be binding on the Issuer, the Trustee and the Securityholders.

14 Replacement of Certificates

If a Certificate is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of the Registrar or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Securityholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Certificate is subsequently presented for payment, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Certificates) and otherwise as the Issuer and/or Agent may require in their sole discretion. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

15 Further Issues

The Issuer may from time to time without the consent of the Securityholders create and issue further securities either having the same terms and conditions as the Perpetual Capital Securities in all respects (or in all respects except for the first payment of Distribution on them) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Perpetual Capital Securities) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Perpetual Capital Securities include (unless the context requires otherwise) any other securities issued pursuant to this Condition and forming a single series with the Perpetual Capital Securities. Any further securities forming a single series with the outstanding securities of any series (including the Perpetual Capital Securities) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Securityholders and the holders of securities of other series where the Trustee so decides.

16 Notices

Notices to the holders of Perpetual Capital Securities shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing.

- (a) So long as the Perpetual Capital Securities are represented by the Global Certificate and the Global Certificate is held on behalf of:
 - (i) CDP, DTC, Euroclear or Clearstream or the Alternative Clearing System (as defined in the form of the Global Certificate), notices to Securityholders shall be given by delivery of the relevant notice to CDP (subject to the agreement of CDP), DTC, Euroclear or Clearstream or the Alternative Clearing System, for communication by it to entitled accountholders in substitution for notification as required by the Conditions; or
 - (ii) the CMU, notices to the holders of Perpetual Capital Securities of that Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the Hong Kong Monetary Authority on the business day preceding the date of dispatch of such notice,

except that if the Perpetual Capital Securities are listed on the SGX-ST, and the rules of the SGX-ST so require, notices to the holders of Perpetual Capital Securities of that Series shall be valid if published on the website of the SGX-ST at <https://www.sgx.com>.

- (b) A DBS Bank Trigger Event Notice or a DBSH Trigger Event Notice (as the case may be) or notice of the issue of a Bail-in Certificate to the holders of the relevant Perpetual Capital Securities shall be deemed to have been validly given on the date on which such notice is published in a daily newspaper of general circulation in Singapore (which is expected to be The Business Times) or, so long as Perpetual Capital Securities are listed on the SGX-ST, published on the website of the SGX-ST <https://www.sgx.com>. If any such publication is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Singapore. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above.

17 Currency Indemnity

Any amount received or recovered in a currency other than the currency in which payment under the relevant Perpetual Capital Security is due (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the insolvency, winding-up or dissolution of the Issuer or otherwise) by any Securityholder in respect of any sum expressed to be due to it from the Issuer shall only constitute a discharge to the Issuer to the extent of the amount in the currency of payment under the relevant

Perpetual Capital Security that the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If the amount received or recovered is less than the amount expressed to be due to the recipient under any Perpetual Capital Security, the Issuer shall indemnify it against any loss sustained by it as a result. In any event, the Issuer shall indemnify the recipient against the cost of making any such purchase. For the purposes of this Condition, it shall be sufficient for the Securityholder, as the case may be, to demonstrate that it would have suffered a loss had an actual purchase been made. These indemnities constitute a separate and independent obligation from the Issuer's other obligations, shall give rise to a separate and independent cause of action, shall apply irrespective of any indulgence granted by any Securityholder and shall continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Perpetual Capital Security or any other judgment or order.

18 Contracts (Rights of Third Parties) Act

[No person shall have any right to enforce any term or condition of the Perpetual Capital Securities under the Contracts (Rights of Third Parties) Act 1999 except and to the extent (if any) that the Perpetual Capital Securities expressly provide for such Act to apply to any of their terms.]¹

[No person shall have the right to enforce any term or condition of the Perpetual Capital Securities under the Contracts (Rights of Third Parties) Act 2001 of Singapore.]²

19 Governing Law and Jurisdiction

- (a) **Governing Law:** The Trust Deed, the Perpetual Capital Securities and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, [English law, save that Condition 7(c) and the provisions in relation to subordination, set-off and payment void and default and enforcement are governed by and shall be construed in accordance with Singapore law]¹ [Singapore law]².
- (b) **Jurisdiction:** [The Courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with any Perpetual Capital Securities, save that the courts of Singapore shall have exclusive jurisdiction to settle any disputes that arise out of or are in connection with the provisions in relation to subordination, set-off and payment void and default and enforcement and, accordingly, any legal action or proceedings arising out of or in connection with any Perpetual Capital Securities ("**Proceedings**") may be brought in such courts. Insofar that the Proceedings do not arise out of or are in connection with Condition 7(c) and the provisions in relation to subordination, set-off and payment void and default and enforcement, the Issuer irrevocably submits to the jurisdiction of the courts of England and waives any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is made for the benefit of each of the holders of the Perpetual Capital Securities and shall not affect the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not). Insofar as the Proceedings arise out of or are in connection with Condition 7(c) and the provisions in relation to subordination, set-off and payment void and default and enforcement, all parties irrevocably submit to the exclusive jurisdiction of the courts of Singapore and waive any objection to Proceedings in such courts on the ground of venue or on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.]¹

¹ Include for Perpetual Capital Securities governed by English law.

² Include for Perpetual Capital Securities governed by Singapore law.

[The courts of Singapore are to have exclusive jurisdiction to settle any disputes that may arise out of or in connection with any Perpetual Capital Securities and accordingly any legal action or proceedings arising out of or in connection with any Perpetual Capital Securities (“**Proceedings**”) shall be brought in such courts. All parties irrevocably submit to the exclusive jurisdiction of the courts of Singapore and waive any objection to Proceedings in such courts on the ground of venue or on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.]²

(c) **[Service of Process:**

- (i) DBS Bank has in the Trust Deed agreed that its branch in England shall accept service of process on its behalf in respect of any Proceedings in England. If such branch ceases to be able to accept service of process in England, DBS Bank shall immediately appoint a new agent to accept such service of process in England.
- (ii) DBSH has in the Trust Deed agreed that DBS Bank’s branch in England shall accept service of process on its behalf in respect of any proceeding in England. Such service shall be deemed completed on delivery to such process agent (whether or not it is forwarded to and received by the Issuer). If for any reason such branch ceases to be able to accept service of process in England, DBSH shall immediately appoint a new agent to accept such service of process in England.]¹

20 Headings

Headings are for convenience only and do not affect the interpretation of these Conditions.

¹ Include for Perpetual Capital Securities governed by English law.

SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM

The following section does not apply to AMTNs.

Initial Issue of Notes

The Notes will be issued in series (each a “**Series**”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and their issue price), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a “**Tranche**”) on the same or different issue dates. The specific terms of each Tranche (which will be supplemented, where necessary, with supplemental terms and conditions and, save in respect of the issue date, issue price, first payment of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be set out in a Pricing Supplement to this Offering Circular.

Global Notes and Global Certificates may be delivered on or prior to the original issue date of the Tranche to a Common Depositary or CDP.

Upon the initial deposit of a Global Note with a Common Depositary, CDP or a sub-custodian for the HKMA as operator of the CMU or registration of Registered Notes in the name of any nominee for CDP, the HKMA, Euroclear and Clearstream and delivery of the relative Global Certificate to the Common Depositary, CDP or the CMU (as the case may be) will credit each subscriber with a nominal amount of Notes equal to the nominal amount thereof for which it has subscribed and paid. Upon the initial deposit of a Global Certificate in respect of, and registration of, Registered Notes in the name of a nominee for DTC and delivery of the relevant Global Certificate to the Custodian for DTC, DTC will credit each participant with a nominal amount of Notes equal to the nominal amount thereof for which it has subscribed and paid.

Notes that are initially deposited with the Common Depositary may also be credited to the accounts of subscribers with (if indicated in the applicable Pricing Supplement) other clearing systems through direct or indirect accounts with CDP and/or the CMU and/or Euroclear and Clearstream held by such other clearing systems. Conversely, Notes that are initially deposited with any other clearing system may similarly be credited to the accounts of subscribers with CDP, the CMU, Euroclear, Clearstream or other clearing systems.

While any Note is represented by a Temporary Global Note, payments of principal, interest (if any) and any other amount payable in respect of the Notes due prior to the Exchange Date will be made against presentation of the Temporary Global Note only to the extent that certification (in a form to be provided) to the effect that the beneficial owners of interests in such Note are not U.S. persons or persons who have purchased for resale to any U.S. person, as required by U.S. Treasury regulations, has been received by CDP and/or the CMU Lodging and Paying Agent and/or Euroclear and/or Clearstream and (in the case of a Temporary Global Note delivered to a Common Depositary for Euroclear and/or Clearstream) Euroclear and/or Clearstream, as applicable, has given a like certification (based on the certifications it has received) to the Agent or (in the case of Notes cleared through CDP) CDP has given a like certificate (based on the certification it has received) to the CDP Paying Agent.

Relationship of Accountholders with Clearing Systems

Each of the persons shown in the records of CDP, DTC, Euroclear, Clearstream or any other permitted clearing system (“**Alternative Clearing System**”) as the holder of a Note represented by a Global Note or a Global Certificate must look solely to CDP, DTC, Euroclear, Clearstream or any such Alternative Clearing

System (as the case may be) for his share of each payment made by the Relevant Issuer to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, and in relation to all other rights arising under the Global Notes or Global Certificates, subject to and in accordance with the respective rules and procedures of DTC, Euroclear, Clearstream or such Alternative Clearing System (as the case may be). Such persons shall have no claim directly against the Relevant Issuer in respect of payments due on the Notes for so long as the Notes are represented by such Global Note or Global Certificate and such obligations of the Relevant Issuer will be discharged by payment to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, in respect of each amount so paid.

If a Global Note or Global Certificate is lodged with a sub-custodian for or registered with the CMU, the person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU in accordance with the CMU Rules shall be the only person(s) entitled (or, in the case of Registered Notes, directed or deemed by the CMU as entitled) to receive payments in respect of Notes represented by such Global Note or Global Certificate and the Relevant Issuer will be discharged by payment to, or to the order of, such person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU in respect of each amount so paid. Each of the persons shown in the records of the CMU as the beneficial holder of a particular nominal amount of Notes represented by such Global Note or Global Certificate must look solely to the CMU Lodging and Paying Agent for his share of each payment so made by the Relevant Issuer in respect of such Global Note or Global Certificate.

Exchange

1 Temporary Global Notes

Each Temporary Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date:

- (a) if the applicable Pricing Supplement indicates that such Global Note is issued in compliance with TEFRA C or in a transaction to which TEFRA is not applicable (as to which, see “*Summary of the Programme – Selling Restrictions*”), in whole, but not in part, for the Definitive Notes defined and described below; and
- (b) otherwise, in whole or in part, upon certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement for interests in a Permanent Global Note or, if so provided in the applicable Pricing Supplement, for Definitive Notes.

The CMU may require that any such exchange for a Permanent Global Note is made in whole and not in part and, in such event, no such exchange will be effected until all relevant account holders (as set out in a CMU Instrument Position Report (as defined in the rules of the CMU) or any other relevant notification supplied to the CMU Lodging and Paying Agent by the CMU) have so certified.

2 Permanent Global Notes

Each Permanent Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date in whole but not, except as provided under “*Partial Exchange of Permanent Global Notes*”, in part for Definitive Notes:

- (a) if the Permanent Global Note is held on behalf of the CMU, Euroclear or Clearstream or an Alternative Clearing System and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or in fact does so; or

- (b) if the Permanent Global Note is held on behalf of CDP, (a) an Issuer Event of Default, enforcement event or analogous event entitling an accountholder or the Trustee to declare the Notes due and payable as provided in the relevant Conditions has occurred and is continuing, (b) CDP is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise), (c) CDP announces an intention permanently to cease business and no Alternative Clearing System is available or (d) CDP has notified the Relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties as set out in the terms and conditions for the provision of depository services and no Alternative Clearing System is available; or
- (c) if principal in respect of any Notes is not paid when due, by the holder giving notice to the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent) of its election for such exchange.

In the event that a Global Note is exchanged for Definitive Notes, such Definitive Notes shall be issued in Specified Denomination(s) only. A Noteholder who holds a nominal amount of less than the minimum Specified Denomination will not receive a Definitive Note in respect of such holding and would need to purchase a nominal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

Notes which are represented by a Global Note will only be transferable in accordance with the rules and procedures for the time being of CDP, the CMU, Euroclear or Clearstream.

3 Global Certificates

Unrestricted Global Certificates

If the Pricing Supplement states that the Notes are to be represented by an Unrestricted Global Certificate on issue, the following will apply in respect of transfers of Notes held in CDP, the CMU, DTC, Euroclear or Clearstream or an Alternative Clearing System. These provisions will not prevent the trading of interests in the Notes within a clearing system while they are held on behalf of such clearing system, but will limit the circumstances in which the Notes may be withdrawn from the relevant clearing system. Transfers of the holding of Notes represented by any Unrestricted Global Certificate pursuant to Note Condition 2(b) and Perpetual Capital Securities Condition 2(a) may be made:

- (a) in whole or in part, if the Unrestricted Global Certificate is held on behalf of the CMU, Euroclear or Clearstream or an Alternative Clearing System and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or in fact does so; or
- (b) in whole or in part, if the Unrestricted Global Certificate is held on behalf of CDP,
 - (i) an Event of Default or Default, enforcement event or analogous event entitling an accountholder or the Trustee to declare the Notes due and payable as provided in the Conditions has occurred and is continuing,
 - (ii) CDP is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise),
 - (iii) CDP announces an intention permanently to cease business and no Alternative Clearing System is available, or
 - (iv) CDP has notified the Relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties as set out in the terms and conditions for the provision of depository services and no Alternative Clearing System is available; or

- (c) in whole but not in part, if such Notes are held on behalf of a Custodian for DTC and if DTC notifies the Relevant Issuer that it is no longer willing or able to discharge properly its responsibilities as depositary with respect to that Unrestricted Global Certificate or DTC ceases to be a “clearing agency” registered under the Exchange Act or is at any time no longer eligible to act as such, and the Relevant Issuer is unable to locate a qualified successor within 90 days of receiving notice of such ineligibility on the part of DTC; or
- (d) in whole or in part, with the consent of the Relevant Issuer,

provided that, in the case of the first transfer of part of a holding pursuant to paragraph (a) above, the registered holder of the Note (the “**Registered Holder**”) has given the Registrar not less than 30 days’ notice at its specified office of the Registered Holder’s intention to effect such transfer.

Restricted Global Certificates

If the Pricing Supplement states that the Restricted Notes are to be represented by a Restricted Global Certificate on issue, the following will apply in respect of transfers of Notes held in DTC. These provisions will not prevent the trading of interests in the Notes within a clearing system whilst they are held on behalf of DTC, but will limit the circumstances in which the Notes may be withdrawn from DTC. Transfers of the holding of Notes represented by that Restricted Global Certificate pursuant to Note Condition 2(b) (in respect of Notes other than Perpetual Capital Securities) and Perpetual Capital Securities Condition 2(a) (in respect of Perpetual Capital Securities) may only be made:

- (a) in whole but not in part, if such Notes are held on behalf of a Custodian for DTC and if DTC notifies the Relevant Issuer that it is no longer willing or able to discharge properly its responsibilities as depositary with respect to that Restricted Global Certificate or DTC ceases to be a “clearing agency” registered under the Exchange Act or is at any time no longer eligible to act as such, and the Relevant Issuer is unable to locate a qualified successor within 90 days of receiving notice of such ineligibility on the part of DTC; or
- (b) in whole or in part, with the Relevant Issuer’s consent,

provided that, in the case of any transfer pursuant to (a) above, the relevant Registered Holder has given the relevant Registrar not less than 30 days’ notice at its specified office of the Registered Holder’s intention to effect such transfer. Individual Certificates issued in exchange for a beneficial interest in a Restricted Global Certificate shall bear the legend applicable to such Notes as set out in “*Transfer Restrictions*”.

Partial Exchange of Permanent Global Notes

For so long as a Permanent Global Note is held on behalf of a clearing system and the rules of that clearing system permit, such Permanent Global Note will be exchangeable in part on one or more occasions for Definitive Notes if so provided in, and in accordance with, the Note Conditions (which will be set out in the applicable Pricing Supplement) relating to Partly-paid Notes.

4 Delivery of Notes

On or after any due date for exchange, the holder of a Global Note may surrender such Global Note or, in the case of a partial exchange, present it for endorsement to or to the order of the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent). In exchange for any Global Note, or the part thereof to be exchanged, the Relevant Issuer will:

- (a) in the case of a Temporary Global Note exchangeable for a Permanent Global Note, deliver, or procure the delivery of, a Permanent Global Note in an aggregate nominal amount equal to that of the whole or that part of a Temporary Global Note that is being exchanged or, in the case of a subsequent exchange, endorse, or procure the endorsement of, a Permanent Global Note to reflect such exchange; or

- (b) in the case of a Global Note exchangeable for Definitive Notes, deliver, or procure the delivery of, an equal aggregate nominal amount of duly executed and authenticated Definitive Notes. Global Notes and Definitive Notes will be delivered outside the United States and its possessions. In this Offering Circular, “**Definitive Notes**” means, in relation to any Global Note, the definitive Bearer Notes for which such Global Note may be exchanged (if appropriate, having attached to them all Coupons and Receipts in respect of interest (in respect of Notes other than Perpetual Capital Securities) or Instalment Amounts that have not already been paid on the Global Note and, if applicable, a Talon). Definitive Notes will be security printed in accordance with any applicable legal and stock exchange requirements in or substantially in the form set out in the Schedules to the Trust Deed. On exchange in full of each Permanent Global Note, the Relevant Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with the relevant Definitive Notes.

5 Exchange Date

“**Exchange Date**” means, in relation to a Temporary Global Note, the day falling after the expiry of 40 days after its issue date and, in relation to a Permanent Global Note, a day falling not less than 60 days after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Issuing and Paying Agent is located and in the city in which the relevant clearing system is located.

Amendment to Conditions

The Global Notes and Global Certificates contain provisions that apply to the Notes that they represent, some of which modify the effect of the terms and conditions of the Notes set out in this Offering Circular. The following is a summary of certain of those provisions:

(a) **Payments**

Except in the case of Definitive Notes where an applicable Fixed Coupon Amount or Broken Amount is specified in the applicable Pricing Supplement, interest shall be calculated in respect of any period by applying the Rate of Interest to:

- (A) in the case of Fixed Rate Notes which are represented by a Global Notes, the aggregate outstanding nominal amount of the Fixed Rate Notes represented by such Global Notes (or, if a Note is specified as being partly paid, the aggregate amount paid up); or
- (B) in the case of Fixed Rate Notes in definitive form, the Calculation Amount;

and, in each case, multiplying such sum by the applicable Day Count Fraction.

No payment falling due after the Exchange Date will be made on any Global Note unless exchange for an interest in a Permanent Global Note or for Definitive Notes is improperly withheld or refused. Payments on any Temporary Global Note issued in compliance with TEFRA D before the Exchange Date will only be made against presentation of certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement. All payments in respect of Notes represented by a Global Note (except with respect to a Global Note held through the CMU) will be made, against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of that Global Note to or to the order of the Issuing and Paying Agent or such other Paying Agent as shall have been notified to the Noteholders for such purpose. A record of each payment so made will be endorsed on each Global Note, which endorsement will be prima facie evidence that such payment has been made in respect of the Notes. For the purpose of any payments made in respect of a Global Note, the relevant place of presentation shall be disregarded in the definition of “business day” set out in Note Condition 7(j) (in respect of Notes other than Perpetual Capital Securities).

All payments made in respect of Notes represented by a Global Certificate held on behalf of Euroclear or Clearstream will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the record date which shall be on the Clearing System Business Day immediately prior to the date for payment, where “**Clearing System Business Day**” means Monday to Friday inclusive except 25 December and 1 January.

All payments made in respect of Notes represented by a Global Certificate held by CDP will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the fifth business day prior to the date of payment.

In respect of a Global Note or Global Certificate representing Notes held through the CMU, any payments of principal, interest (if any) or any other amounts shall be made to the person(s) for whose account(s) interests in the relevant Global Note or Global Certificate are credited (as set out in the records of the CMU) at the close of business on the Clearing System Business Day immediately prior to the date for payment and, save in the case of final payment, no presentation of the relevant bearer Global Note or Global Certificate shall be required for such purpose.

(b) Suspension of Transfers on Trigger Event or Bail-in

Subject to the procedures of CDP, the CMU, DTC, Euroclear or Clearstream, as applicable (in the case of Subordinated Notes or Perpetual Capital Securities held and cleared through CDP, the CMU, DTC, Euroclear or Clearstream, as the case may be), transfers of Subordinated Notes represented by the Global Notes or the Global Certificates and transfers of Perpetual Capital Securities represented by Global Certificates shall be suspended during any Suspension Period. As a result, holders will not be able to settle the transfer of any such Subordinated Notes or Perpetual Capital Securities from the commencement of the Suspension Period, and any sale or other transfer of such Subordinated Notes or Perpetual Capital Securities that a holder may have initiated prior to the commencement of the Suspension Period that is scheduled to settle during the Suspension Period will be rejected by CDP, the CMU, DTC, Euroclear or Clearstream, as applicable and will not be settled within CDP, the CMU, DTC, Euroclear or Clearstream, as the case may be.

(c) Prescription

Claims against the Relevant Issuer in respect of Notes that are represented by a Permanent Global Note will become void unless it is presented for payment within a period of 10 years (in the case of principal) and five years (in the case of interest (in respect of Notes other than Perpetual Capital Securities)) from the appropriate Relevant Date (as defined in Note Condition 8 (in respect of the Notes other than Perpetual Capital Securities)).

(d) Meetings

The holder of a Permanent Global Note or of the Notes represented by a Global Certificate shall (unless such Permanent Global Note or Global Certificate represents only one Note) be treated as being two persons for the purposes of any quorum requirements of a meeting of Noteholders and, at any such meeting, the holder of a Permanent Global Note shall be treated as having one vote in respect of each minimum integral currency unit of the Specified Currency of the Notes. (All holders of Registered Notes are entitled to one vote in respect of each integral currency unit of the Specified Currency of the Notes comprising such Noteholder's holding, whether or not represented by a Global Certificate.)

(e) Cancellation

Cancellation of any Note represented by a Permanent Global Note that is required by the Note Conditions to be cancelled (other than upon its redemption) will be effected by reduction in the nominal amount of the relevant Permanent Global Note.

(f) **Purchase**

Notes represented by a Permanent Global Note may, at any time, only be purchased by the Relevant Issuer or any of its subsidiaries if they are purchased together with the rights to receive all future payments of interest (in respect of Notes other than Perpetual Capital Securities) and Instalment Amounts (if any) thereon.

(g) **Issuers' Option**

Any option of the Relevant Issuer provided for in the Conditions of any Notes while such Notes are represented by a Permanent Global Note shall be exercised by the Relevant Issuer giving notice to the Noteholders within the time limits set out in and containing the information required by the Note Conditions, except that the notice shall not be required to contain the serial numbers of Bearer Notes drawn. In the event that any option of the Relevant Issuer is exercised in respect of some but not all of the Notes of any Series, the rights of accountholders with a clearing system in respect of the Notes will be governed by the standard procedures of CDP, the CMU, DTC, Euroclear and/or Clearstream (to be reflected in the records of Euroclear and Clearstream as either a pool factor or a reduction in nominal amount, at their discretion) or any other clearing system (as the case may be).

(h) **Noteholders' Options**

Any option of the Noteholders provided for in the relevant Conditions of any Notes while such Notes are represented by a Permanent Global Note or a Global Certificate may be exercised by the holder of the Permanent Global Note or Global Certificate giving notice to the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through CDP, the CDP Paying Agent) within the time limits relating to the deposit of Notes with a Paying Agent set out in the relevant Conditions substantially in the form of the notice available from any Paying Agent, except that the notice shall not be required to contain the serial numbers of the Bearer Notes, or in the case of Registered Notes, shall not be required to specify the nominal amount of Registered Notes and the holder(s) of such Registered Notes, in respect of which the option has been exercised, and stating the nominal amount of Notes in respect of which the option is exercised and at the same time presenting the Permanent Global Note or a Global Certificate to the Issuing and Paying Agent, or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through CDP, the CDP Paying Agent or to a Paying Agent acting on behalf of the Issuing and Paying Agent, for notation.

(i) **Trustee's Powers**

In considering the interests of Noteholders while any Global Note is held on behalf of, or Registered Notes are registered in the name of any nominee for, a clearing system, the Trustee may have regard to any information provided to it by such clearing system or its operator as to the identity (either individually or by category) of its accountholders with entitlements to such Global Note or Global Certificate and may consider such interests as if such accountholders were the holders of the Notes represented by such Global Note or Global Certificate.

(j) **Direct Rights in respect of Notes cleared through CDP**

If any Issuer Event of Default has occurred and is continuing, the Trustee may state in a notice given to the Issuing and Paying Agent and the Relevant Issuer (the "**default notice**") the nominal amount of Notes (which may be less than the outstanding nominal amount of the Global Note or Global Certificate) which is being declared due and payable. Following the giving of the default notice, the holder of the Notes represented by the Global Note or Global Certificate, as the case may be, cleared through CDP may (subject as provided below) elect that direct rights ("**Direct Rights**") under the provisions of the deeds of covenant executed as a deed by DBS Bank on 26 March 2014 or

DBSH on 26 March 2014, each as amended and supplemented on 14 April 2016, (and as further amended, restated or supplemented from time to time, the “**CDP Deed of Covenant**”) shall come into effect in respect of a nominal amount of Notes up to the aggregate nominal amount in respect of which such default notice has been given. Such election shall be made by notice to the Issuing and Paying Agent and the Registrar in the case of the Global Certificate and presentation of the Global Note or Global Certificate, as the case may be, to or to the order of the Issuing and Paying Agent for reduction of the nominal amount of Notes represented by the Global Note or Global Certificate, as the case may be, by such amount as may be stated in such notice and by endorsement of the appropriate Schedule hereto of the nominal amount of Notes in respect of which Direct Rights have arisen under the relevant CDP Deed of Covenant. Upon each such notice being given, the Global Note or Global Certificate, as the case may be, shall become void to the extent of the nominal amount stated in such notice, save to the extent that the appropriate Direct Rights shall fail to take effect. No such election may however be made on or before the Exchange Date or the date of transfer in respect of a Global Certificate unless the holder elects in such notice that the exchange for such Notes shall no longer take place.

(k) **Notices**

So long as any Notes are represented by a Global Note or Global Certificate and such Global Note or Global Certificate is held on behalf of a clearing system, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system (subject, in the case of the Global Note or Global Certificate held by CDP, to the agreement of CDP, and except for the Global Note or Global Certificate held by the CMU) for communication by it to entitled accountholders in substitution for publication as required by the relevant Conditions or by delivery of the relevant notice to the holder of the Global Note or Global Certificate except that if the Notes are listed on the SGX-ST, and the rules of the SGX-ST so require, notice will in any event be published in accordance with the relevant Conditions.

So long as any Notes are represented by a Global Note or Global Certificate and such Global Note or Global Certificate is held on behalf of the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the CMU in substitution for publication as required by the Conditions or by delivery of the relevant notice to the holder of the Global Note or Global Certificate, and any such notice shall be deemed to have been given to the Noteholders on the day on which such notice is delivered to the CMU.

(l) **Partly-paid Notes**

The provisions relating to Partly-paid Notes are not set out in this Offering Circular, but will be contained in the applicable Pricing Supplement and thereby in the Global Notes or the Global Certificate. While any instalments of the subscription monies due from the holder of Partly-paid Notes are overdue, no interest in a Global Note representing such Notes may be exchanged for an interest in a Permanent Global Note or for Definitive Notes (as the case may be). If any Noteholder fails to pay any instalment due on any Partly-paid Notes within the time specified, the Issuers may forfeit such Notes and shall have no further obligation to their holder in respect of them.

(m) **Electronic Consent and Written Resolution**

For so long as the Notes are in the form of a Global Note held on behalf of, or a Global Certificate registered in the name of any nominee for, one or more of Euroclear, Clearstream or another clearing system, then, in respect of any resolution proposed by the Relevant Issuer or the Trustee:

- (i) where the terms of the proposed resolution have been notified to the Noteholders through the relevant clearing system(s), each of the Relevant Issuer and the Trustee shall be entitled to rely upon approval of such resolution proposed by the Relevant Issuer or the Trustee (as the case may be) given by way of electronic consents communicated through the electronic

communications systems of the relevant clearing system(s) in accordance with their operating rules and procedures by or on behalf of the holders of not less than 90% in nominal amount of the Notes outstanding (an “**Electronic Consent**” as defined in the Trust Deed). Neither the Relevant Issuer nor the Trustee shall be liable or responsible for such reliance; and

- (ii) where Electronic Consent is not being sought, for the purpose of determining whether a Written Resolution has been validly passed, the Relevant Issuer and the Trustee shall be entitled to rely on consent or instructions given in writing directly to the Relevant Issuer and/or the Trustee, as the case may be, by accountholders in the clearing system with entitlements to such Global Note or Global Certificate or, where the accountholders hold any such entitlement on behalf of another person, on written consent from or written instruction by the person for whom such entitlement is ultimately beneficially held, whether such beneficiary holds directly with the accountholder or via one or more intermediaries and *provided that*, in each case, the Relevant Issuer and the Trustee have obtained commercially reasonable evidence to ascertain the validity of such holding and have taken reasonable steps to ensure that such holding does not alter following the giving of such consent or instruction and prior to the effecting of such amendment. Any resolution passed in such manner shall be binding on all Noteholders and Couponholders, even if the relevant consent or instruction proves to be defective. As used in this paragraph, “**commercially reasonable evidence**” includes any certificate or other document issued by Euroclear, Clearstream or any other relevant clearing system, or issued by an accountholder of them or an intermediary in a holding chain, in relation to the holding of interests in the Notes. Any such certificate or other document shall, in the absence of manifest error, be conclusive and binding for all purposes. Any such certificate or other document may comprise any form of statement or print out of electronic records provided by the relevant clearing system (including Euroclear’s EUCLID or Clearstream’s CreationOnline system) in accordance with its usual procedures and in which the accountholder of a particular principal or nominal amount of the Notes is clearly identified together with the amount of such holding. The Relevant Issuer shall not be liable to any person by reason of having accepted as valid or not having rejected any certificate or other document to such effect purporting to be issued by any such person and subsequently found to be forged or not authentic.

A Written Resolution and/or Electronic Consent shall take effect as an Extraordinary Resolution. A Written Resolution and/or Electronic Consent will be binding on all Noteholders and holders of Coupons, Talons and Receipts, whether or not they participated in such Written Resolution and/or Electronic Consent.

USE OF PROCEEDS

The net proceeds from the issue of each Tranche of Notes will be used for:

- (a) the general business purposes of the DBS Group; or
- (b) the finance and treasury activities of DBSH, including the provision of intercompany loans (or other forms of financing) to DBS Bank Group.

CAPITALISATION AND INDEBTEDNESS OF THE DBS GROUP

The following table sets forth the capitalisation and indebtedness of the DBS Group as at 31 December 2023, based on or derived from the audited consolidated financial statements of the DBS Group unless otherwise indicated.

	As at 31 December 2023
	<i>In SGD millions</i>
Short-term liabilities	
Customer deposits	535,103
Interbank liabilities	46,704
Other debt securities	26,316
Other liabilities	45,849
Total short-term liabilities	653,972
Long-term liabilities	
Other debt securities	21,763
Non-controlling interests	
Non-controlling interests in subsidiaries	182
Loan capital	
Subordinated term debts ⁽¹⁾	1,319
Shareholders' funds	
Share capital	11,604
Other equity instruments ⁽²⁾	2,392
Other reserves	(23)
Revenue reserves	48,092
Total shareholders' funds	62,065
Total capitalisation⁽³⁾	739,301
Contingent liabilities	38,619

Notes:

- (1) Includes AUD 300 million floating rate subordinated notes first callable in 2026, CNY 1,600 million 3.70% subordinated notes first callable in 2026, USD 500 million 1.822% subordinated notes callable in 2026 and JPY 10,000 million 0.918% subordinated notes due 2026. These qualify for Tier 2 capital treatment.
- (2) Comprises SGD 1,000 million 3.98% non-cumulative non-convertible perpetual capital securities first callable in 2025 and USD 1,000 million 3.30% non-cumulative non-convertible perpetual capital securities first callable in 2025. These qualify for Additional Tier 1 capital treatment.
- (3) Includes short-term liabilities, long-term liabilities, non-controlling interests, loan capital, and shareholders' funds.

CAPITALISATION AND INDEBTEDNESS OF THE DBS BANK GROUP

The following table sets forth the capitalisation and indebtedness of the DBS Bank Group as at 31 December 2023, based on or derived from the audited consolidated financial statements of the DBS Bank Group unless otherwise indicated.

	As at 31 December 2023
	<i>In SGD millions</i>
Short-term liabilities	
Customer deposits	535,103
Interbank liabilities	46,704
Other debt securities	24,899
Other liabilities ⁽¹⁾	51,850
Total short-term liabilities	658,556
Long-term liabilities	
Other debt securities	18,488
Non-controlling interests	
Preference shares and non-controlling interests in subsidiaries ⁽²⁾	1,106
Shareholders' funds	
Share capital	24,452
Other equity instruments ⁽³⁾	2,396
Other reserves	(4,425)
Revenue reserves	40,054
Total shareholders' funds	62,477
Total capitalisation ⁽⁴⁾	740,627
Contingent liabilities	38,619

Notes:

(1) Includes amount due to holding company.

(2) Includes SGD 344 million 1.6% perpetual subordinated loan issued by Heedum Pte Ltd, TWD 8,000 million 2.279% non-cumulative and perpetual preferred shares issued by DBS Bank (Taiwan) Ltd and HKD 1,400 million 2.86% perpetual securities issued by DBS Bank (Hong Kong) Limited.

(3) Includes SGD 1,000 million 3.98% non-cumulative, non-convertible perpetual capital securities first callable in 2025 and USD 1,000 million 3.30% non-cumulative non-convertible perpetual capital securities first callable in 2025.

(4) Includes short-term liabilities, long-term liabilities, non-controlling interests, and shareholders' funds.

DESCRIPTION OF THE BUSINESS OF THE DBS GROUP

The DBS Group is the largest banking group in Southeast Asia by total assets and is engaged in a range of commercial banking and financial services, principally in Asia. As at 31 December 2023, the DBS Group had SGD 739 billion in total assets, SGD 416 billion in customer loans and advances, SGD 535 billion in customer deposits and SGD 62 billion in total shareholders' funds.

The DBS Group is headquartered and listed in Singapore and has a growing presence in Greater China, South Asia and Southeast Asia. In Singapore, the DBS Group has leading positions in consumer banking, wealth management, institutional banking, treasury and capital markets. As at, and for the year ended 31 December 2023, Singapore accounted for 66% and 66% of the DBS Group's assets (excluding goodwill and intangible assets) and total income, respectively.

The DBS Group's Greater China presence is anchored in Hong Kong and also encompasses China and Taiwan, where it operates locally-incorporated subsidiaries. The DBS Group also operates locally-incorporated subsidiaries in Indonesia and India. Its diversification in the Asia Pacific region has resulted in a more balanced geographical distribution of its assets and total operating income.

Substantially all of the assets, liabilities and income of the DBS Group are derived from the DBS Bank Group. As at 31 December 2023, the DBS Bank Group accounted for nearly 100% of the DBS Group's consolidated total assets and net profit. DBSH has long-term issuer ratings of "AA-" from Fitch and "Aa2" from Moody's. DBS Bank is one of the highest rated commercial banks in Asia with long-term issuer ratings of "AA-" from Fitch, "Aa1" from Moody's and "AA-" from Standard & Poor's. DBSH's and DBS Bank's credit ratings have stable outlooks from Fitch, Moody's and Standard & Poor's.

DBS Bank was incorporated in July 1968 by the Singapore government as a financial institution to support Singapore's economic development and industrialisation. In June 1969, DBS Bank began commercial banking operations. In September 1999, DBS Bank was restructured to become a wholly-owned subsidiary of DBSH, which is listed on the SGX-ST. On 21 July 2003, DBS Bank changed its legal name from The Development Bank of Singapore Limited to DBS Bank Ltd.

DBS Bank's parent company, DBSH, is one of the largest listed companies in Singapore, with a market capitalisation of approximately SGD 86.2 billion based on the closing price per ordinary share on the Main Board of the SGX-ST, as at 31 December 2023.

Strengths

Strong credit profile and resilient capital base

The DBS Group has consistently maintained robust capital ratios and as at 31 December 2023, had a Common Equity Tier 1 ("CET1") capital adequacy ratio ("CAR") of 14.6%, a Tier 1 CAR of 15.3% and a Total CAR of 16.1%. The DBS Group's capital position is above the minimum CAR requirements under MAS Notice 637 that have been fully phased in from 1 January 2019. The DBS Group has adopted a dividend policy – to pay sustainable dividends that grow progressively with earnings – to ensure that strong capital ratios are maintained while it executes its strategy.

DBS has been recognised as "Safest Bank in Asia" by Global Finance for 15 consecutive years, from 2009 to 2023. Singapore, the DBS Group's core market, is the only sovereign in Asia with a "Aaa" credit rating from Moody's, and "AAA" credit ratings from Standard & Poor's and Fitch.

Diversified loan and earnings mix supported by stable deposits and diversified funding sources

The DBS Group has a diversified loan portfolio and earnings mix that is not overly concentrated in any particular industry, location or business segment. As at 31 December 2023, with the exception of the building and construction industry, which contributed 27% of the DBS Group's gross loans, no single

industry contributed more than 20% of the DBS Group's gross loans and, outside of Singapore, no single location contributed more than 20% of the DBS Group's gross loans. The DBS Group also has a balanced mix between interest and non-interest income, with non-interest income derived from diversified sources such as loan-related activities, transaction services, wealth management and treasury product sales.

In terms of funding, the DBS Group has a strong domestic deposit base and leading market position in low cost Singapore dollars deposits. The DBS Group has also grown its transactional accounts with corporate customers and institutional investors, in line with its strategy. In addition, the DBS Group diversifies its funding sources through the wholesale funding market. In 2015, DBS Bank undertook its inaugural covered bond issuance, making it the first issuer of covered bonds in Singapore.

Strong core banking business with proven earnings generation capability and exposure to key growth geographies in Asia

The DBS Group is the largest banking group in Southeast Asia by total assets. The DBS Group is anchored in Singapore and Hong Kong and has a growing presence in Greater China, South Asia and Southeast Asia. Over the past decade, the DBS Group has delivered consistent financial performance underpinned by increased strategic clarity and disciplined execution of its strategy. Total income (excluding one-time items) grew at a CAGR of 8% between 2013 and 2023 while profit before allowances and amortisation (excluding one-time items) recorded a CAGR of 9% over the same period.

Prudent and comprehensive risk management framework focused on asset quality

The DBS Group has a robust risk management framework in place to address key risk areas. Its risk management approach is based on

- (i) strong risk governance, with the Board, through the BRMC, setting out the DBS Group's Risk Appetite and overseeing the establishment of enterprise-wide risk management policies and processes, and setting risk limits to guide the DBS Group's risk taking;
- (ii) robust and comprehensive processes to identify, measure, monitor, control and report risks;
- (iii) sound assessments of capital adequacy relative to risks; and
- (iv) a rigorous system of internal control reviews involving internal and external auditors. The DBS Group's NPL ratio was 1.1%, 1.1% and 1.3% as at 31 December 2023, 2022 and 2021, respectively, and the DBS Group's allowance coverage ratio¹ (defined as total allowances as a percentage of NPAs) was 128%, 122% and 116% as at 31 December 2023, 2022 and 2021, respectively.

Asia-focused Strategy

The DBS Group's strategy is predicated on Asia's megatrends, including the rising middle class, growing intra-regional trade, urbanisation and the rapid adoption of technology that is fuelling new innovations.

The DBS Group seeks to intermediate trade and capital flows as well as support wealth creation in Asia, capitalising on its established and growing presence in Greater China, South Asia and Southeast Asia.

In Singapore, the DBS Group serves all customer segments. Outside Singapore, the DBS Group has extended its reach beyond serving the affluent individuals, corporates and institutional investors segments through leveraging digital technologies to engage individuals and SMEs.

The DBS Group is well underway in its digitalisation journey to transform the bank to be able to respond and innovate quickly to deliver simple, fast and contextual banking in the digital age.

¹ Computation includes regulatory loss allowance reserves ("RLAR") as part of total allowances.

The DBS Group periodically reviews its strategy, taking into account emerging megatrends, its operating environment and its stakeholders' input.

Key Businesses

The DBS Group's key business units are Consumer Banking/Wealth Management, Institutional Banking and Treasury and Markets business units.

Consumer Banking/Wealth Management (“CBGWM”)

The DBS Group serves almost eighteen million retail customers in Singapore, Hong Kong, China, Taiwan, Indonesia and India. It offers a comprehensive range of financial products and services, including savings and current accounts, fixed deposits, payment services, credit and debit cards, home loans and auto finance, wealth management, investment and insurance products.

CBGWM has built a differentiated wealth proposition across its six key markets with its wealth franchise where dedicated relationship managers and specialists deliver personalised advisory and solutions to affluent and high net-worth individuals (“HNWIs”). In Singapore and Hong Kong, the DBS Group provides a differentiated and holistic wealth value proposition across three wealth segments – DBS Treasures (for customers with more than SGD 350,000 AUM), DBS Treasures Private Clients (more than SGD 1.5 million AUM) and DBS Private Bank (more than SGD 5 million AUM) – allowing the DBS Group to grow alongside its clients across every stage of their wealth journey. In 2018, the DBS Treasures Private Clients platform was launched in Indonesia and Taiwan. In 2019, the DBS Group expanded its wealth franchise, leveraging its subsidiary DBS Vickers Securities (Thailand) to become the first to provide Thailand's wealth clients with a fully integrated onshore and offshore wealth proposition.

In Singapore, the DBS Group holds leading positions in savings and deposits, investments and insurance distribution. As at 31 December 2023, it had some 6.1 million retail customers in Singapore and more than half the market share in savings accounts. The bank also has agreements with 10 merchants which enables customers to make cash withdrawals at their touchpoints island-wide. The DBS Group also has the leading market share for mortgages in Singapore.

In Hong Kong, the DBS Group provides wealth management services and is also a key player in retail deposits and unsecured loans. As at 31 December 2023, it served almost one million retail customers. In 2018, the DBS Group concluded the integration of ANZ's retail banking and wealth management business across Singapore, Hong Kong, Mainland China, Taiwan and Indonesia, significantly boosting its consumer businesses in Indonesia and Taiwan. The DBS Group has further built up partnerships in China and Taiwan to scale up its consumer finance business. In India and Indonesia, the DBS Group serves retail and emerging affluent clients through “digibank by DBS”, the bank's world-class mobile banking platform, in addition to its branch network. The amalgamation of Lakshmi Vilas Bank (“LVB”) in 2020 expands the DBS Group's branch network and enlarges its retail customer base on which to overlay DBS' digital offering. In 2021, the DBS Group's Hong Kong franchise and Postal Savings Bank of China launched a partnership to participate in the Wealth Management Connect scheme. In May 2022, the DBS Group announced the partnership with Shenzhen Rural Commercial Bank. The DBS Group also launched its digital consumer finance business in China. Additionally, the DBS Group integrated with two major ecosystem platforms and plan to add more strategic partners.

In Taiwan, the DBS Group agreed to acquire Citigroup's Taiwan consumer banking business (Citi Consumer Taiwan). Citi Consumer Taiwan is an incredibly attractive and high-returns franchise, and widely considered to be the best foreign consumer bank in Taiwan. It is expected to accelerate DBS Taiwan's growth by at least 10 years, making it Taiwan's largest foreign bank by assets. The integration between DBS Taiwan and Citi Consumer Taiwan was successfully executed over the weekend of 12 and 13 August 2023. The acquisition is accretive to earnings and return on equity, propelling DBS Taiwan's annual revenue past the SGD 1.3 billion mark.

Digital Channels

The DBS Group offers a wide range of digital banking services in its key markets. In Singapore, DBS Bank has the highest number of digital banking customers. Its digital banking platform “digibank” had 4.6 million users, of which 4.3 million were also mobile banking users as at 31 December 2023. Most of the DBS Group’s wealth clients are already online and actively managing their wealth via the bank’s digital wealth management platform DBS digiBank.

Credit Cards

As at 31 December 2023, the DBS Group had approximately seven million credit cards in circulation in Singapore, Hong Kong, Taiwan, Indonesia and India. The DBS Group charges fees for the use of its credit cards, earns interest from customers and earns commissions from merchants for transactions processed. The DBS Group is one of the leading players for credit cards in Singapore, Hong Kong and Taiwan. In Indonesia and India, it has one million credit cards in circulation.

Debit Cards

As at 31 December 2023, the DBS Group had approximately five million debit cards in circulation in Singapore. The DBS Group earn fees from international card schemes for use of its debit cards and earns commissions from merchants for transactions processed. The DBS Group is the leading card issuer for debit cards in Singapore.

Consumer Lending

The DBS Group offers housing loans, automobile loans and other consumer lending services. Other consumer lending products offered by the DBS Group include standby credit lines, personal loans, education loans and renovation loans. In Singapore, the DBS Group has the largest market share of mortgages. In markets where DBS Group does not have a large physical distribution network, it expanded the consumer finance business by working with the ecosystem partners to offer lending solutions to their customers. The volume of loans DBS Group disbursed via ecosystem partners in China, India and Indonesia grew 50 times between 2019 and 2023.

Investments, Insurance and Treasury Products

The DBS Group offers a wide range of investment, insurance and treasury products, including structured deposits, unit trusts, insurance products, structured notes, bonds, currency linked investments, and equity linked notes.

From 1 January 2016, the DBS Group commenced its bancassurance partnership with Manulife Financial Asia Limited to distribute Manulife’s life insurance products in Singapore, Hong Kong, China and Indonesia. From 1 January 2018, the DBS Group commenced its partnership with Chubb Limited to distribute its general insurance products in Singapore, Hong Kong, China, Taiwan and Indonesia.

Wealth Management

The DBS Group is one of the largest wealth managers in Asia (ex-China onshore). Rated the “Safest Bank in Asia” by Global Finance for 15 consecutive years from 2009 to 2023, DBS is recognised for its financial strength and stability. The DBS Group provides a differentiated and holistic wealth value proposition across three wealth segments – DBS Treasures (for customers with more than SGD 350,000 AUM), DBS Treasures Private Clients (more than SGD 1.5 million AUM) and DBS Private Bank (more than SGD 5 million AUM) – allowing it to grow alongside its clients across every stage of their wealth journey. As at 31 December 2023, the DBS Group’s total wealth assets under management was SGD 365 billion.

Institutional Banking (“IBG”)

The DBS Group serves corporate, institutional and SME clients across Asia and provides a comprehensive selection of products and services, including a full range of credit facilities from short-term working capital financing to specialised lending. It also provides global transactional services such as cash management,

trade finance and securities and fiduciary services, treasury and markets products, corporate finance and advisory banking as well as capital markets solutions. The DBS Group utilises its regional network, product expertise and local market knowledge to connect corporate, institutional and SME clients with opportunities in Asia to help them expand across borders.

Lending to corporate, institutional and SME clients

The DBS Group provides financing to corporate, institutional and SME clients. The DBS Group originates, arranges, underwrites and distributes loan and loan-related products for corporate and institutional clients across the region to support a diverse range of financing needs, including leveraged finance, acquisition finance and project finance. The DBS Group also provides financing to SMEs across the region, in line with its strategy. In Singapore, the DBS Group participates in government programmes to extend loans to small newly-formed companies.

Transaction Services

The DBS Group provides a full suite of products and services focused on Trade Finance, Cash Management, Securities and Fiduciary Services to enable corporate and institutional clients to manage their operational workflow and financial needs.

Strategic Advisory

The Strategic Advisory unit is responsible for advising the DBS Group's corporate clients to originate, structure, price and execute merger and acquisition transactions, including leveraged buy-outs, demergers and divestitures. The DBS Group originates some of these M&A transactions by matching a corporate client in one geography with another client from another geography, by tapping the DBS Group's array of customers based in Southeast Asia, North Asia and West Asia. The Strategic Advisory unit also supports key corporate clients by rendering advice on corporate strategy, corporate structure, capital structure design and shareholder value creation.

Treasury and Markets ("T&M")

The DBS Group offers foreign exchange, money market and fixed income products, including derivative and structured products in foreign exchange, interest rates, equity, credit and commodities, as well as structured financing solutions. The DBS Group has a leading market share in Singapore dollars treasury products by volume and is an active market maker in regional currencies. As a primary dealer of Singapore government securities, the DBS Group is one of the largest participants in the Singapore government securities market and an active market maker in Singapore dollars swaps. The DBS Group is a specialist and a leading provider of Asian currency treasury products. In Hong Kong, it is an active market maker in Hong Kong dollars and offshore RMB derivatives. T&M works closely with CBGWM and IBG to structure treasury products for corporate and individual customers. T&M also helps customers raise funds through debt issuances.

Global Financial Markets ("GFM")

With effect from 1 March 2024, DBS Group merged equity capital markets, brokerage DBS Vickers and DBS Digital Exchange (DDEX) with the existing Treasury Markets business. The new group had been renamed as Global Financial Markets (GFM).

Investment Banking

The Investment Banking unit will encompass Debt and Equity capital markets.

Through its Debt capital markets unit, the DBS Group provides corporates, financial institutions, supranationals and sovereigns with customised debt solutions, including straight and equity-linked debt capital, structured debt products, hybrid capital, ratings & ESG advisory services, liability management and debt advisory services. The DBS Group is a market leader in the Singapore dollar denominated bond market and has consistently led the league tables in this market for more than a decade. In 2023, DBS

Bank acted as bookrunner on 37 transactions, representing around 23% share of SGD 19.9 billion in total market issuances. The DBS Group is also active in the G3 investment grade, high yield bond and certificate of deposit markets. In 2023, DBS was ranked 14th in the Bloomberg Asia ex-Japan G3 bond league table.

Through its Equity capital markets unit, the DBS Group advises and enables its corporate clients across the region to raise equity funds through initial public offerings, rights issues, and share placements. The DBS Group is a leading player in the region with extensive track record in managing and arranging equity issuance. In 2023, it lead-managed 95% of the total equity funds raised in Singapore.

DBS Vickers Securities

The DBS Group provides brokerage services for individual, corporate and institutional clients through DBS Vickers Securities, which has stockbroking licences in Singapore, Hong Kong, Thailand and Indonesia, as well as sales offices in London and New York. DBS Vickers Securities and DBS Bank work together on equity research to cover close to 500 listed companies across Asia. In October 2021, DBS Vickers Securities received formal approval from the Monetary Authority of Singapore under the Payment Services Act 2019 to provide digital payment token services, which would enable DBS Vickers Securities, as a member of DBS Digital Exchange, to directly support asset managers and companies to trade in digital payment tokens through DBS Digital Exchange.

DBS Digital Exchange

The DBS Digital Exchange is a full-service digital asset platform which enables Institutional Investors and Accredited Investors to tap into a fully integrated tokenisation, trading and custody ecosystem for digital assets. With the DBS Digital Exchange, the DBS Group will leverage blockchain technology to provide an ecosystem for fund raising through asset tokenisation and secondary trading of digital assets including security tokens (“**STO**”) and cryptocurrencies. In respect of the trading of STOs, DBS Digital Exchange is recognised by the MAS as a recognised market operator.

Regional Presence

As at 31 December 2023, the DBS Group had a presence in 19 markets. Apart from its six key markets in Singapore, Hong Kong, China, Taiwan, India and Indonesia, the DBS Group also had operations in locations such as Australia, the Middle East, and the UK. The DBS Group had fully-owned subsidiaries in Hong Kong, India, China and Taiwan and a 99%-owned subsidiary in Indonesia. In addition, it had affiliates in China through its 33%-owned Changsheng Fund Management Company and 13%-owned Shenzhen Rural Commercial Bank. In December 2023, DBS Group announced that it had obtained the requisite regulatory approvals to increase its existing stake in Shenzhen Rural Commercial Bank from 13% to 16.69%.

As at 31 December 2023, gross loans booked in overseas branches and subsidiaries accounted for approximately 39% of the DBS Group’s total customer loans and advances. The DBS Group’s main overseas operations are in Hong Kong, China, Taiwan, India and Indonesia.

Hong Kong

Hong Kong, the anchor of the DBS Group’s Greater China franchise, is the largest of the DBS Group’s operations outside Singapore, accounting for approximately 16% of the DBS Group’s earnings in 2023. A large part of the DBS Group’s Hong Kong operations is conducted through DBSHK, a wholly-owned subsidiary of DBS Bank. DBSHK provides a wide range of banking services, including wealth management, investment banking, foreign exchange and treasury services, to corporate, SME and affluent individuals. DBS Bank also operates a branch in Hong Kong. The DBS Group’s Hong Kong operations seek to leverage on innovation and digital technologies to grow its market position across large corporate, SME and wealth segments, and intermediate Greater China investment and capital flows.

As at 31 December 2023, the DBS Group's Hong Kong operations had total assets (excluding goodwill and intangible assets) of SGD 98.7 billion, gross customer loans and advances of SGD 67.2 billion, and customer deposits of SGD 77.8 billion.

China

The DBS Group was the first Singapore bank to incorporate a wholly-owned subsidiary in China, DBS Bank (China) Limited ("**DBS China**"). DBS China was incorporated in May 2007 and is headquartered in Shanghai. DBS China offers RMB and foreign currency banking products and services to large corporates, SMEs and affluent individuals.

As at 31 December 2023, DBS China had total assets of SGD 28.6 billion, gross customer loans and advances of SGD 15.0 billion and customer deposits of SGD 18.3 billion. The DBS Group also holds a 33% interest in Changsheng Fund Management Company, a sizable fund management company in China, through DBS Bank Ltd.

On 20 April 2021, the DBS Group entered into an agreement with and obtained approvals from MAS and China Banking and Insurance Regulatory Commission, Shenzhen Office ("**Shenzhen CBIRC**") to subscribe for a 13% stake in Shenzhen Rural Commercial Bank Corporation Limited ("**SZRCB**"). The deal was completed in October 2021. In December 2023, DBS Group obtained the requisite regulatory approvals to increase its existing stake in SZRCB to 16.69%. The investment is in line with the DBS Group's strategy of investing in its core markets and accelerates its expansion in the rapidly growing Greater Bay Area. DBS is the largest shareholder in SZRCB and has representation on SZRCB's board of directors.

On 7 June 2021, the DBS Group's majority-owned securities joint venture in China, DBS Securities (China) Limited ("**DBS Securities**"), received its securities business license from the China Securities Regulatory Commission ("**CSRC**"). DBS Securities is an important part of the DBS Group's strategy in China and provides customers with a full range of onshore and offshore financial services, which include brokerage, securities investment consulting, securities underwriting and sponsorship, as well as proprietary trading.

On 6 March 2023, DBS Bank incorporated a wholly-owned subsidiary in China, DBS Technology (China) Ltd. The subsidiary will assist with the provision of software and information technology services.

Taiwan

A large part of the DBS Group's Taiwan operations is conducted through DBS Bank (Taiwan) Ltd ("**DBS Taiwan**"), a wholly-owned subsidiary of DBS Bank. DBS Taiwan offers a wide range of banking products and services to large corporates, SMEs and affluent individuals. DBS Bank also operates a branch in Taiwan. As at 31 December 2023, the DBS Group's Taiwan operations had total assets of SGD 41.3 billion, gross customer loans and advances of SGD 29.4 billion and customer deposits of SGD 34.0 billion.

On 28 January 2022, DBS entered into an agreement to acquire the consumer banking business of Citigroup Inc. in Taiwan ("**Citi Consumer Taiwan**") via a transfer of assets and liabilities where DBS will pay Citigroup Inc. cash for the net assets of Citi Consumer Taiwan plus a premium capped at SGD 966 million (TWD 22.1 billion).¹ Completion of the proposed acquisition was announced on 14 August 2023, with successful integration executed over the weekend of 12 and 13 August 2023.

India

From 1 March 2019, the DBS Group operates a locally-incorporated wholly-owned subsidiary in India through DBS Bank India Limited ("**DBS India**"). The amalgamation of Lakshmi Vilas Bank in November 2020 provides DBS India with an enlarged network of over 520 branches across 350 locations, 2.5 million retail customers and 15,000 corporate customers, as well as a strengthened deposit franchise.

¹ Based on exchange rate of NTD 22.89 to SGD 1 and will be adjusted according to the performance of Citi Consumer Taiwan at completion.

As at 31 December 2023, DBS India had total assets of SGD 18.3 billion, gross customer loans and advances of SGD 7.8 billion and customer deposits of SGD 10.3 billion.

Indonesia

As at 31 December 2023, DBS Bank owned 99% of PT Bank DBS Indonesia (“**DBS Indonesia**”). DBS Indonesia offers a wide range of banking products and services to large corporates, SMEs and affluent individuals. DBS Indonesia is a leading foreign bank in trade finance and wealth management. DBS Indonesia also operates “digibank” for retail and emerging affluent customers.

As at 31 December 2023, DBS Indonesia had total assets of SGD 9.5 billion, gross customer loans and advances of SGD 5.5 billion and customer deposits of SGD 7.3 billion.

Technology Unit and Information Technology

The Technology Unit plays an instrumental role in driving the DBS Group’s digitalisation agenda. Its key areas of responsibility include technology strategy, architecture and engineering, technology delivery services and strategic sourcing.

The DBS Group’s information technology (“IT”) systems are critical to its business operations and are essential to supporting effectively the expansion of its business operations, increasing efficiencies, minimising errors, coordinating and enhancing risk management and control systems, and meeting the needs of its customers. With the DBS Group’s growing business across Asia, it recognises the need for a strong technology and infrastructure platform.

The DBS Group has significantly increased its investment in technology in recent years to enhance stability and resiliency of its systems as it expands in the region. The Technology Unit has been undertaking initiatives to improve agility, enhance security, increase release cadence and build systems designed for application programming interfaces, instrumentation, experimentation and performance.

Operations Unit

The Operations Unit is organised to provide in-depth support to the DBS Group’s key businesses, ensuring group-wide consistency, best practice and efficiency. Its key areas of responsibility includes business process reengineering, call centre and processing operations for deposit accounts, loans, wealth management, custodial services, payments, cards, treasury and trade.

The Operations Unit has played a major role in the DBS Group’s strategic cost management initiatives to achieve optimisation of processes and resources.

Additional Information about the DBS Group

Competition

In Singapore, the DBS Group believes it has captured leading market shares in loans, mortgages and customer deposits. It competes with other Singapore banks across the full range of banking activities and customer segments. Foreign banks have been able to operate in corporate banking, investment banking and capital market activities over the years. Selected foreign banks, in particular those with QFB licences, are able to compete in the consumer banking segment. In Hong Kong, the DBS Group competes with local and foreign banks in the corporate, SME and affluent retail banking segments.

In other markets, where the DBS Group is building up its presence, it competes with local and foreign banks in the full range of corporate banking and treasury market activities. In the consumer banking segment, the DBS Group is focused on affluent customers and competes with other banks operating in this space.

Properties

The DBS Group owns some of the properties used for carrying out its banking business. These properties are located mainly in Singapore, Hong Kong, India and Taiwan and include office and retail branch premises. For some of these properties, surplus space is leased to third-party tenants for additional income.

Employees

The DBS Group had 40,594, 35,906 and 32,833 employees¹, as at 31 December 2023, 2022 and 2021, respectively. Employees' remuneration is based on total compensation. An employee's total compensation is benchmarked to the market and consists of three components: fixed pay, cash bonuses and deferred remuneration such as share grants and deferred cash (where applicable).

Insurance

To mitigate losses from specific unexpected and significant event risks, the DBS Group effects group-wide insurance coverage under the DBS Group's insurance programme from third-party insurers. These insurance policies relate to crime and professional indemnity, directors' and officers' liability, cyber risk, property damage and business interruption, general liability and terrorism.

Legal Proceedings

The DBS Group is involved in litigation and arbitration proceedings in Singapore and in foreign jurisdictions involving claims by and against the DBS Group which arise in the ordinary course of its business. While it is not feasible to predict or determine the ultimate outcome of all pending or threatened litigation and arbitration proceedings, the DBS Group believes that the ultimate outcome of the various litigation and arbitration proceedings already commenced will not have a material adverse effect on the DBS Group's financial condition, liquidity or profitability.

¹ Staff count has been remeasured to be based on full-time equivalent. Comparatives have been restated to align to the new basis.

DESCRIPTION OF DBS BANK'S AUSTRALIA BRANCH

DBS Bank Ltd., Australia branch was established in 2015 and is registered in Australia as a foreign company with Australian Business Number 46 601 105 373. Its registered office is at Suite 1901, Level 19, Chifley Tower, 2 Chifley Square, Sydney NSW 2000. It has been granted authority to carry on banking business in Australia by the Australian Prudential Regulation Authority and is a foreign “authorised deposit-taking institution” as that term is defined under the Banking Act 1959 of the Commonwealth of Australia in the category of a “Branch of a Foreign Bank”.

DESCRIPTION OF DBS BANK'S DIFC BRANCH

DBS Bank Ltd. opened its branch in the Middle East in Dubai at the Dubai International Financial Centre ("**DIFC**") in March 2006 and is regulated by Dubai Financial Services Authority ("**DFSA**"). It is an overseas branch of a foreign recognized company incorporated in Singapore and a non-DIFC Company (DFSA reference number: F000164). Its registered office in the DIFC is Unit 608-610, 6th Floor, Building 5, Gate Precinct, DIFC. DBS Bank Ltd., (DIFC Branch) covers wholesale banking products and services including Corporate and Investment Banking, Debt and Capital Markets, Treasury Management, and Global Transaction Services (Cash and Trade). It also covers Private Banking customers. The team in Dubai works closely with DBS product partners in other regions.

DESCRIPTION OF DBS BANK'S HONG KONG BRANCH

DBS Bank Ltd., Hong Kong branch was registered in Hong Kong as a non-Hong Kong company on 6 March 1991 (Company number F4920) under the Hong Kong Companies Ordinance, with its principal place of business in Hong Kong at 18th floor, The Center, 99 Queen's Road Central, Hong Kong. DBS Bank Ltd. obtained a licence under the Banking Ordinance of Hong Kong on 23 October 1990 (License number 199) and conducts its banking business through its branch in Hong Kong. DBS Bank Ltd. is an authorised institution under the Banking Ordinance of Hong Kong. The Hong Kong branch of DBS Bank Ltd. carries out the Institutional Banking business and Treasury and Market business of the DBS Group in Hong Kong.

DESCRIPTION OF DBS BANK'S LONDON BRANCH

DBS Bank Ltd., London branch was established in 1981 and registered as an overseas company at the Companies House in England and Wales with company number FC010036, branch number BR000664. Its registered office in the UK is at 9th Floor, One London Wall, London EC2Y 5EA, United Kingdom. It is authorised by the Prudential Regulation Authority to conduct banking and certain regulated activities in the UK, subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority.

DESCRIPTION OF DBS BANK'S TAIPEI BRANCH

DBS Bank Ltd., Taipei branch was established in March 1983 and registered as an overseas company at the Ministry of Economic Affairs in the Republic of China with unified business company number 12429035, unified business branch number 12429035. Its registered office in Taipei is at 15F, No. 32 & 17F, No. 36, Song Ren Rd., Xin Yi District, Taipei City 110, Taiwan (R.O.C.). It is authorised by Financial Supervisory Commission (FSC) to conduct banking and certain regulated activities in Taiwan.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE DBS GROUP

The following discussion and analysis should be read in conjunction with, and is qualified in its entirety by reference to, the audited consolidated financial statements of the DBS Group as at and for the year ended 31 December 2023, including the notes thereto, which are set forth beginning on page F-2 of this Offering Circular, and as at and for the years ended 31 December 2022 and 2021, including the notes thereto, which are incorporated by reference in this Offering Circular. These financial statements have been prepared in accordance with SFRS(I), which differs in certain material respects from U.S. GAAP. Investors should consult their own professional advisers for an understanding of the differences between SFRS(I), U.S. GAAP and the generally accepted accounting principles of other jurisdictions and how those differences might affect the financial information contained in this Offering Circular.

The presentation of certain financial statement line items in this Offering Circular has been aligned to the presentation used by key management personnel to analyse and assess the business performance of the DBS Group from period to period. Such presentation may differ in certain respects from the audited consolidated financial statements of the DBS Group as at and for the year ended 31 December 2023, including the notes thereto, which are set forth beginning on page F-2 of this Offering Circular and as at and for the years ended 31 December 2022 and 2021 incorporated by reference in this Offering Circular and may also differ in certain respects from SFRS(I).

Except as otherwise noted, financial and statistical information presented in this Offering Circular is presented for the DBS Group on a consolidated basis.

Overview

The DBS Group is headquartered and listed in Singapore and has a growing presence in Greater China, South Asia and Southeast Asia. In Singapore, the DBS Group has leading positions in consumer banking, wealth management, institutional banking, treasury and capital markets.

As at 31 December 2023, the DBS Group had SGD 739 billion in total assets, SGD 416 billion in customer loans and advances, SGD 535 billion in customer deposits and SGD 62 billion in total shareholders' funds. As at 31 December 2023, approximately 66% of the DBS Group's total assets (excluding goodwill and intangible assets) and 61% of gross customer loans were accounted for in Singapore. As at 31 December 2022 and 2021, 67% and 66% of the DBS Group's total assets (excluding goodwill and intangible assets) were accounted for in Singapore respectively.

Singapore

The DBS Group is one of the largest banking and financial services providers in Singapore by total assets and is a market leader in Singapore dollar denominated customer loans and advances, housing loans, internet banking services and Singapore dollar denominated customer deposits. As at 31 December 2023, the DBS Group served more than five million retail customers. As at 31 December 2023, the DBS Group in Singapore had total assets (excluding goodwill and intangible assets) of SGD 480.7 billion, gross customer loans and advances of SGD 258.6 billion, and customer deposits of SGD 365.1 billion. The DBS Group reported net profit (excluding one-time items) for its Singapore operations of SGD 7.52 billion in 2023, SGD 5.90 billion in 2022, and SGD 4.76 billion in 2021.

Hong Kong

Hong Kong, the anchor of the DBS Group's Greater China franchise, is the second principal operation of the DBS Group after Singapore. A large part of the DBS Group's Hong Kong operations is conducted through DBSHK, a wholly-owned subsidiary of DBS Bank. DBS Bank also operates a branch in Hong Kong. As at 31 December 2023, the DBS Group's Hong Kong operations had total assets (excluding goodwill and intangible assets) of SGD 98.7 billion, gross customer loans and advances of SGD 67.2

billion, and customer deposits of SGD 77.8 billion. The DBS Group reported net profit for its Hong Kong operations of SGD 1.58 billion in 2023, SGD 1.45 billion in 2022 and SGD 1.19 billion in 2021.

International Presence Outside of Singapore and Hong Kong

Outside of its primary markets, the DBS Group has a growing presence in China, Taiwan, India and Indonesia. The DBS Group seeks to build its franchises in these growth markets to achieve a more balanced geographic mix. The DBS Group also leverages the growth and network of these locations to drive connectivity, supporting its customers as they expand across Asia.

In 2023, the DBS Group's operations in Rest of Greater China, which includes China and Taiwan, reported net profit (excluding one-time items) of SGD 404 million and total income of SGD 1.40 billion. In 2022, the DBS Group's operations in Rest of Greater China reported net profit of SGD 340 million and total income of SGD 1.16 billion. In 2021, the DBS Group's operations in Rest of Greater China reported net profit (excluding one-time items) of SGD 306 million and total income of SGD 1.16 billion.

In 2023, the DBS Group's operations in South and Southeast Asia reported net profit of SGD 325 million and total income of SGD 1.42 billion. In 2022, the DBS Group's operations in South and Southeast Asia reported net profit of SGD 209 million and total income of SGD 1.18 billion. In 2021, the DBS Group's operations in South and Southeast Asia reported net profit of SGD 204 million and total income of SGD 1.13 billion.

Factors Affecting Financial Condition and Results of Operations

The DBS Group's financial condition and results of operations are affected by various factors, including the ones described below.

Economic Conditions in Singapore and Hong Kong

The DBS Group's financial performance is dependent on the general economic and political developments in Singapore and Hong Kong.

According to the Ministry of Trade and Industry ("MTI"), Singapore's real GDP grew by 1.1% in 2023, slowing from the 3.8% growth recorded in 2022, and is expected to grow by 1.0% to 3.0% in 2024. According to the Census and Statistics Department of Hong Kong, Hong Kong's real GDP grew by 3.2% in 2023, following a contraction of 3.5% in 2022. According to the Office of Government Economist, the Hong Kong economy is expected to grow by 2.5% - 3.5% in 2024.

Interest Rate Environment

Interest rate movements have a significant impact on the DBS Group's results of operations. The magnitude and timing of interest rate changes, as well as differences in the magnitude of such interest rate changes between the DBS Group's assets and liabilities, have a significant impact on its net interest margins and its profitability. Movements in short and long-term interest rates affect the DBS Group's interest income and interest expense as well as the level of gains and losses on its securities portfolio.

The DBS Group's net interest income accounted for 68%, 66% and 59% of its total income in the years ended 31 December 2023, 2022 and 2021, respectively. Net interest income is principally affected by yields on interest earning assets, costs of interest-bearing liabilities and the volumes of interest earning assets and interest-bearing liabilities. The DBS Group's yields and costs are functions of its lending and deposit rates, interbank rates, yields on government and other debt securities, and costs of term debts and other borrowings, which are generally linked to the interest rate environment. In addition, lending and deposit rates are significantly influenced by competition in the markets in which the DBS Group operates.

Liquidity

Liquidity obligations arise from withdrawals of deposits, repayments of purchased funds at maturity, and extensions of credit and working capital needs. The DBS Group seeks to project, monitor and manage its

liquidity needs under normal as well as adverse circumstances. Adverse market and economic conditions may limit or adversely affect the DBS Group's access to funding.

Adverse economic conditions may also limit or negatively affect the DBS Group's ability to attract deposits, replace maturing liabilities in a timely manner and at commercially acceptable rates, satisfy statutory liquidity requirements and access the capital markets.

Approximately 79%, 77% and 80% of the DBS Group's total liabilities were attributable to customer deposits and 7%, 6% and 5% were attributable to interbank liabilities for 31 December 2023, 2022 and 2021, respectively. As at 31 December 2023, 2022 and 2021, the DBS Group had total customer deposits and interbank liabilities of SGD 582 billion, SGD 567 billion and SGD 532 billion, respectively, and a loan-to-deposit ratio of 78%, 79% and 81%, respectively. The DBS Group's funding is also supplemented by debt issuances, including medium term notes, commercial papers, certificates of deposit, covered bonds and subordinated term debts. As at 31 December 2023, 2022 and 2021, the DBS Group had total debt issuances of SGD 49.4 billion, SGD 51.6 billion and SGD 57.2 billion respectively representing 7%, 8% and 9% of total liabilities, respectively. The DBS Group's liquidity coverage ratio ("LCR") and net stable funding ratios were kept above the regulatory requirement of 100% throughout 2023.

Critical Accounting Estimates

The DBS Group's accounting policies and use of estimates are integral to the reported amounts in the financial statements. Certain accounting estimates require management's judgment in determining the appropriate methodology for valuation of assets and liabilities. Procedures are in place to ensure that methodologies are reviewed and revised as appropriate. The DBS Group believes its estimates for determining the valuation of its assets and liabilities are appropriate. The following is a brief description of the DBS Group's critical accounting estimates involving management's valuation judgment. The DBS Group's material accounting policies are described in more detail in Note 2 to the DBS Group's audited consolidated financial statements for the year ended 31 December 2023, which are set forth beginning on page F-2 of this Offering Circular.

Impairment of Financial Assets

It is the DBS Group's policy to recognise, through charges against profit, allowances in respect of estimated and inherent credit losses in its portfolio.

Expected credit losses ("ECL") are unbiased and probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes, considering past events, current conditions and assessments of future economic conditions at the reporting date. This will necessarily involve the use of judgment.

Fair Value of Financial Instruments

The majority of the DBS Group's financial instruments reported at fair value are based on quoted and observable market prices or on internally developed models that are based on independently sourced or verified market parameters.

The fair value of financial instruments without an observable market price in an active market may be determined using valuation models. The choice of model requires significant judgment for complex products especially those in the Treasury Markets segment.

Policies and procedures have been established to facilitate the exercise of judgment in determining the risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors used in the valuation process.

Goodwill Impairment

The DBS Group performs an impairment review to ensure that the carrying amount of a cash-generating unit ("CGU") to which goodwill is allocated does not exceed the recoverable amount of the CGU.

The recoverable amount represents the present value of the estimated future cash flows expected to arise from continuing operations. Therefore, in arriving at the recoverable amount, management exercises judgment in estimating the future cash flows, growth rate and discount rate.

Income Taxes

The DBS Group has exposure to income taxes in several jurisdictions. The DBS Group recognises liabilities for expected tax issues based on reasonable estimate of whether additional tax will be due. Where uncertainty exists around the DBS Group's tax position, appropriate provisions are provided based on the technical assessment of the cases. Where the final tax outcome of these positions is different from the provision provided, the differences will impact the income tax and deferred tax balances in the period in which the final tax is determined.

Results of Operations for 2023, 2022 and 2021

The DBS Group's net profit (excluding one-time items) increased by 26% to SGD 10.29 billion in 2023 from SGD 8.19 billion in 2022 and increased by 20% to SGD 8.19 billion in 2022 from SGD 6.80 billion in 2021.

Return on assets was 1.38%, 1.12% and 1.02% as at 31 December 2023, 2022 and 2021, respectively. The DBS Group's total capital adequacy ratio ("CAR") was 16.1%, 17.0% and 17.0% as at 31 December 2023, 2022 and 2021, respectively. The DBS Group's Tier 1 CAR was 15.3%, 15.2% and 15.1% as at 31 December 2023, 2022 and 2021, respectively.

Net Interest Income and Net Interest Margin

The DBS Group's net interest income increased by 25% to SGD 13.64 billion in 2023, from SGD 10.94 billion in 2022 due to a 40 basis point increase in net interest margin to 2.15%. Net interest income represented 68% of total income in 2023 and 66% of total income in 2022.

The DBS Group's net interest income increased by 30% to SGD 10.94 billion in 2022, from SGD 8.44 billion in 2021 due to a 30 basis point increase in net interest margin to 1.75%. Net interest income represented 66% of total income in 2022 and 59% of total income in 2021.

Average Balance Sheets and Interest Rates

The following table sets forth the average balances of the DBS Group's interest earning assets and interest-bearing liabilities, the related interest income or expense and average interest rates for the periods indicated.

	Years ended 31 December								
	2021			2022			2023		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
<i>In SGD millions, except percentages</i>									
Interest earning assets									
Customer non-trade loans..	349,712	6,947	1.99%	372,964	10,268	2.75%	375,639	17,291	4.60%
Trade assets.....	47,264	640	1.36%	49,269	1,317	2.67%	44,173	2,459	5.57%
Interbank assets	71,106	419	0.59%	72,345	1,255	1.74%	73,702	3,019	4.10%
Securities and others.....	114,539	2,179	1.90%	130,248	3,087	2.37%	140,921	5,093	3.61%
Total	582,621	10,185	1.75%	624,826	15,927	2.55%	634,435	27,862	4.39%
Interest-bearing liabilities									
Customer deposits	480,569	1,184	0.25%	522,227	3,541	0.68%	521,947	10,833	2.08%
Other borrowings.....	83,195	561	0.67%	82,966	1,445	1.74%	82,840	3,387	4.09%

	Years ended 31 December								
	2021			2022			2023		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
	<i>In SGD millions, except percentages</i>								
Total	563,764	1,745	0.31%	605,193	4,986	0.82%	604,787	14,220	2.35%
Net interest income		8,440			10,941			13,642	
Net interest spread ⁽¹⁾			1.44%			1.73%			2.04%
Net interest margin ⁽²⁾			1.45%			1.75%			2.15%

Notes:

- (1) The difference between the rate earned on average interest earning assets and the rate paid/payable on average interest-bearing liabilities.
- (2) Net interest income expressed as a percentage of average interest earning assets.

Volume and Rate Analysis

The following table allocates changes in interest income and interest expense between changes in volume and changes in rate for 2023 compared with 2022, and 2022 compared with 2021. Information is provided with respect to:

- (i) effects attributable to changes in volume (changes in volume multiplied by prior rate); and
- (ii) effects attributable to changes in rate (changes in rate multiplied by current volume).

Volume and rate variances have been calculated based on movements in average balances over the period indicated and changes in interest rates based on average interest-bearing assets and liabilities. Variances caused by changes in both volume and rate have been allocated to both volume and rate based on the proportional change in either volume or rate.

	2022 vs 2021			2023 vs 2022		
	Volume	Rate	Net Change	Volume	Rate	Net Change
	<i>In SGD millions</i>					
Interest Income						
Customer non-trade loans	462	2,859	3,321	74	6,949	7,023
Trade assets	27	650	677	(136)	1,278	1,142
Interbank assets	7	829	836	24	1,740	1,764
Securities and others	300	608	908	253	1,753	2,006
Total	796	4,946	5,742	215	11,720	11,935
Interest expense						
Customer deposits	103	2,254	2,357	(2)	7,294	7,292
Other borrowings	(2)	886	884	(2)	1,944	1,942
Total	101	3,140	3,241	(4)	9,238	9,234
Net impact on net interest income ..	695	1,806	2,501	219	2,482	2,701
Due to change in number of days			-			-
Net Interest income			2,501			2,701

Non-Interest Income

The following table shows information with respect to the DBS Group's non-interest income for the periods indicated:

	Years ended 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Net fee and commission income	3,524	3,091	3,384
Other non-interest income			
Net trading income ⁽¹⁾	1,791	2,313	2,866
Net income from investment securities	387	115	217
Net gain from fixed assets	17	3	2
Others ⁽²⁾⁽³⁾	29	39	69
Total⁽⁴⁾	5,748	5,561	6,538

Notes:

- (1) Includes income from trading businesses through foreign exchange, interest rates, credit and equities and other businesses and gains or losses from changes in the value of financial assets and financial liabilities designated at fair value.
- (2) Includes rental income and others.
- (3) Share of profits of associates and joint ventures has been reclassified from 'Other income' to a separate line on the face of Income statement. 2021 comparatives have been restated.
- (4) Excludes one-time items.

Total non-interest income increased by 18% to SGD 6.54 billion in 2023 from SGD 5.56 billion in 2022. Total non-interest income decreased by 3% to SGD 5.56 billion in 2022 from SGD 5.75 billion in 2021. Total non-interest income accounted for 32%, 34% and 41% of the DBS Group's total income in 2023, 2022 and 2021 respectively. The increase in 2023 was mainly driven by higher net fee income and net trading income. The decrease in 2022 was mainly driven by lower net fee income.

Net Fee and Commission Income

The following table shows information with respect to the DBS Group's net fee and commission income for the periods indicated:

	Years ended 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Investment banking	218	121	125
Transaction services ⁽¹⁾	925	929	896
Loan-related	413	459	554
Cards ⁽²⁾	715	858	1,044
Wealth management	1,786	1,330	1,505

	Years ended 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Fee and commission income	4,057	3,697	4,124
Less: Fee commission expense.....	(533)	(606)	(740)
Net fee and commission income⁽³⁾⁽⁴⁾	3,524	3,091	3,384

Notes:

- (1) Include trade and remittances, guarantees and deposit-related fees.
- (2) Card fees are net of interchange fees paid.
- (3) Excludes one-time items.
- (4) 2023 includes net fee and commission income of SGD 170 million (2021: SGD 152 million; 2021: SGD 139 million), which was derived from the provision of trust and other fiduciary services during the year. Net fee and commission income earned from financial assets or liabilities not at fair value through profit or loss was SGD 1,100 million (2022: SGD 975 million; 2021: SGD 895 million) during the year.

In 2023, net fee and commission income increased by 9% to SGD 3.38 billion from SGD 3.09 billion in 2022. The increase was due to higher cards, wealth management and loan-related fees.

In 2022, net fee and commission income decreased by 12% to SGD 3.09 billion from SGD 3.52 billion in 2021. The decline was due to lower wealth management and investment banking fees.

Net fee and commission income accounted for 17%, 19% and 25% of the DBS Group's total income in 2023, 2022 and 2021, respectively.

Other Non-interest Income

Other non-interest income increased by 28% to SGD 3.15 billion in 2023 from SGD 2.47 billion in 2022, after a 11% increase in 2022 from SGD 2.22 billion in 2021. Compared to the previous year, the increase in other non-interest income in 2023 was due to higher net trading income and net income from investment securities. In 2022, the increase in other non-interest income was due to higher net trading income.

Expenses

The following table shows information with respect to the DBS Group's expenses for the periods indicated:

	Years ended 31 December		
	2021	2022	2023
	<i>In SGD millions, except percentages</i>		
Staff ⁽¹⁾	3,875	4,376	5,036
Computerisation	1,080	1,200	1,220
Occupancy	416	396	427
Revenue-related	376	352	446
Others	722	766	927
Total⁽²⁾	6,469	7,090	8,056

	Years ended 31 December		
	2021	2022	2023
	<i>In SGD millions, except percentages</i>		
Cost-to-income ratio⁽³⁾⁽⁴⁾	45.6%	43.0%	39.9%

Notes:

- (1) Includes salary and bonus expenses, contributions to defined contribution plans, share-based expenses and other staff-related expenses.
- (2) Excludes one-time items.
- (3) Expenses expressed as a percentage of total income.
- (4) The share of profits or losses of associates and joint ventures has been reclassified from 'Other income' to a separate line on the face of income statement. 2021 comparatives have been restated.

In 2023, total expenses increased by 14% to SGD 8.06 billion from SGD 7.09 billion in 2022.

In 2022, total expenses increased by 10% to SGD 7.09 billion from SGD 6.47 billion in 2021.

Allowances for Credit and Other Losses

The following table shows information with respect to the DBS Group's allowances for credit and other losses for the periods indicated:

	Years ended 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
General allowances⁽¹⁾	(447)	(98)	78
Specific allowances for loans and other credit exposures			
Specific allowances for loans ⁽¹⁾⁽²⁾	471	323	466
Singapore.....	44	(18)	168
Hong Kong	136	43	95
Rest of Greater China	62	148	101
South and Southeast Asia	221	(12)	94
Rest of the World	8	162	8
Specific allowances for other credit exposures.....	27	9	47
	498	332	513
Specific allowances for securities, properties and others	1	3	(1)
Total	52	237	590

Notes:

- (1) General allowances: Expected Credit Loss (“ECL”) Stage 1 and 2; Specific allowances: ECL Stage 3.
- (2) Specific allowances for loans are classified according to the location where the borrower is incorporated.

In 2023, total allowances of SGD 590 million were higher than the previous year (SGD 237 million) when specific allowances were at a multi-year low and general allowance was written back.

In 2022, total allowances increased to SGD 237 million from SGD 52 million in 2021, mainly due to a lower general allowance write-back. Specific allowances fell by one-third to SGD 335 million, while the general allowances write-back was lower at SGD 98 million.

Profit before Tax (excluding one-time items)

Profit before tax (excluding one-time items) increased by 25% to SGD 11.74 billion in 2023 from SGD 9.38 billion in 2022, after a 21% increase in 2022 from SGD 7.78 billion in 2021.

Taxation (excluding one-time items)

The DBS Group’s taxation expense was SGD 1,452 million in 2023, SGD 1,188 million in 2022 and SGD 973 million in 2021. This resulted in effective tax rates (“taxation expenses” divided by “profit before tax” (excluding one-time items)) of 12% in 2023, 13% in 2022 and 13% in 2021. Taxation for the DBS Group is determined on an entity by entity basis. The statutory corporate income tax rate in Singapore was 17% from 2021 to 2023.

Net Profit (excluding one-time items)

The following table shows the reconciliation of management’s view of net profit (excluding one-time items) with the presentation of “net profit for the year attributable to shareholders” in the DBS Group’s audited consolidated financial statements.

	Years ended 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Net Profit	6,801	8,193	10,286
One-time items.....	4	-	(224)
Net Profit for the year attributable to shareholders⁽¹⁾	6,805	8,193	10,062

Note:

- (1) As shown in the DBS Group’s audited consolidated income statements. The DBS Group’s audited consolidated financial statements as at and for the year ended 31 December 2023 are set forth beginning on page F-2 of this Offering Circular.

The DBS Group’s net profit (excluding one-time items) increased by 26% to SGD 10.29 billion in 2023 from SGD 8.19 billion in 2022 as total income increased by 22% to SGD 20.2 billion from SGD 16.5 billion.

The DBS Group’s net profit (excluding one-time items) increased by 20% to SGD 8.19 billion in 2022 from SGD 6.80 billion in 2021 as total income increased by 16% to SGD 16.5 billion from SGD 14.2 billion.

In Singapore, the DBS Group's net profit (excluding one-time items) increased by 27% to SGD 7.52 billion in 2023 from SGD 5.90 billion in 2022. Total income increased by 26% to SGD 13.4 billion led by a 29% increase in net interest income and a 20% increase in non-interest income. Expenses were higher by 17% at SGD 4.79 billion. There was an allowance charge of SGD 276 million compared to write-back of SGD 33 million in 2022. In 2022, net profit increased by 24% to SGD 5.90 billion in 2022 from SGD 4.76 billion in 2021. Total income increased by 20% to SGD 10.64 billion led by a 35% increase in net interest income, partially offset by a 13% decline in fee income. Expenses were higher by 11% at SGD 4.09 billion. There was a net allowance write-back of SGD 33 million compared to SGD 14 million in 2021.

In Hong Kong, the DBS Group's net profit increased by 9% to SGD 1.58 billion in 2023 from SGD 1.45 billion in 2022. Total income increased by 10% to SGD 3.21 billion from SGD 2.92 billion in 2022. Expenses increased by 6% to SGD 1.20 billion. In constant-currency terms, net profit increased by 12% with total income rising by 13% and expenses increasing by 8%. Total allowances amounted to SGD 138 million, an increase from SGD 56 million in 2022. In 2022, net profit increased by 21% to SGD 1.45 billion from SGD 1.19 billion in 2021 due to a 18% increase in total income to SGD 2.92 billion from SGD 2.48 billion in 2021.

Outside of Singapore and Hong Kong, the DBS Group's Rest of Greater China reported a net profit (excluding one-time items) of SGD 404 million in 2023 compared to a net profit of SGD 340 million in 2022 driven by higher total income. The net profit increase in 2022 was mainly due to the share of profits from associates and JV more than doubling to SGD 179 million from SGD 70 million in 2021.

In South and Southeast Asia, net profit increased to SGD 325 million in 2023 from SGD 209 million in 2022 due primarily to higher net interest income. In 2022, net profit was little changed compared to 2021.

In the Rest of the World, net profit increased to SGD 461 million in 2023 from SGD 299 million in 2022 due to broad-based income growth. In 2022, net profit decreased to SGD 299 million from SGD 340 million in 2021 due to an increase in total allowances to SGD 105 million from a SGD 80 million write-back a year ago.

Financial Condition

Total Assets

The DBS Group's total assets as at 31 December 2023 were SGD 739 billion compared to SGD 743 billion as at 31 December 2022 and SGD 686 billion as at 31 December 2021. The decrease in total assets between 31 December 2023 and 31 December 2022 was primarily due to a reduction in derivative assets. The increase in total assets between 31 December 2022 and 31 December 2021 was broad-based.

The following table sets forth the principal components of the DBS Group's total assets as at the dates indicated.

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Cash and balances with central banks	56,377	54,170	50,213
Government securities and treasury bills	53,262	64,995	70,565
Due from banks	51,377	60,131	67,461
Derivatives	19,681	44,935	22,700
Bank and corporate securities	69,692	75,457	81,735
Loans and advances to customers	408,993	414,519	416,163

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Other assets ⁽¹⁾	15,895	18,303	17,975
Associates and joint ventures	2,172	2,280	2,487
Properties and other fixed assets	3,262	3,238	3,689
Goodwill and intangible assets	5,362	5,340	6,313
Total	686,073	743,368	739,301

Note:

- (1) Includes accrued interest receivable, deposits and prepayments, receivable from securities business, cash collateral pledged, deferred tax assets and sundry debtors and others.

Customer Loans

Customer loans are the largest component of the DBS Group's total assets, having accounted for 56%, 56% and 60% of total assets as at 31 December 2023, 2022 and 2021, respectively. The DBS Group's customer loans net of allowances for loan impairment were SGD 416 billion as at 31 December 2023, little changed from SGD 415 billion as at 31 December 2022. The DBS Group's customer loans net of allowances for loan impairment as at 31 December 2022 represented a 1% increase from SGD 409 billion as at 31 December 2021.

The following table sets forth customer loans and advances, net of allowances for loan impairment, as at the dates indicated.

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Gross customer loans	415,072	420,284	422,152
ECL ⁽¹⁾ Stage 3 (SP) ⁽²⁾	(2,545)	(2,299)	(2,347)
ECL ⁽¹⁾ Stage 1 & 2 (GP) ⁽²⁾	(3,534)	(3,466)	(3,642)
Net total customer loans	408,993	414,519	416,163
Gross customer loans by geography ⁽³⁾			
Singapore	191,831	195,836	193,044
Hong Kong	70,216	71,845	66,065
Rest of Greater China	59,150	53,835	59,468
South and Southeast Asia	30,784	30,374	31,267
Rest of the World	63,091	68,394	72,308
Gross customer loans	415,072	420,284	422,152
Gross customer loans by currency			
Singapore dollar	159,305	164,110	163,933

As at 31 December			
	2021	2022	2023
	<i>In SGD millions</i>		
U.S. dollar	121,691	115,803	101,344
Hong Kong dollar	49,685	51,043	46,923
Renminbi	19,203	19,282	21,368
Others	65,188	70,046	88,584
Gross customer loans	415,072	420,284	422,152

Notes:

- (1) Refers to expected credit loss.
- (2) Balances refer to ECL under SFRS(I) 9 (specific allowances: Stage 3 ECL; general allowances: Stage 1 and Stage 2 ECL).
- (3) Based on the location of incorporation of the borrower or the issuing bank in the case of bank backed export financing.

Gross customer loans of SGD 422 billion as at 31 December 2023 were little changed compared to SGD 420 billion as at 31 December 2022. Excluding Citi Taiwan which contributed SGD 10 billion of loans, gross customer loans fell, with most of the decline due to trade loans. The increase in customer loans of SGD 5 billion from 31 December 2021 to 31 December 2022 was due to growth in non-trade corporate loans.

Cash and Balances with Central Banks

Cash and balances with central banks (excluding cash on hand) was SGD 47.8 billion as at 31 December 2023, a SGD 3.9 billion decrease from SGD 51.7 billion as at 31 December 2022. Cash and balances with central banks (excluding cash on hand) was SGD 51.7 billion as at 31 December 2022, a SGD 2.6 billion decrease from SGD 54.2 billion as at 31 December 2021. The DBS Group's cash on hand was SGD 2.4 billion as at 31 December 2023, SGD 2.5 billion as at 31 December 2022 and SGD 2.1 billion as at 31 December 2021.

The DBS Group's restricted balances with central banks were SGD 10.3 billion, SGD 10.2 billion and SGD 9.7 billion as at 31 December 2023, 2022 and 2021, respectively. The DBS Group's non-restricted balances with central banks were SGD 37.4 billion, SGD 41.5 billion and SGD 44.6 billion as at 31 December 2023, 2022 and 2021, respectively.

Government securities and treasury bills

As at 31 December 2023, the DBS Group had SGD 70.6 billion in government securities and treasury bills, a 9% increase from SGD 65.0 billion as at 31 December 2022. As at 31 December 2023, SGD 29.8 billion of the DBS Group's government securities and treasury bills were classified as fair value through other comprehensive income, representing a 6% increase from 2022. SGD 16.3 billion were classified as fair value through profit or loss. SGD 24.5 billion were classified as amortised cost.

As at 31 December 2022, the DBS Group had SGD 65.0 billion in government securities and treasury bills, a 22% increase from SGD 53.3 billion as at 31 December 2021. As at 31 December 2022, SGD 28.2 billion of the DBS Group's government securities and treasury bills were classified as fair value through other comprehensive income, representing a 57% increase from 2021. SGD 13.2 billion were classified as fair value through profit or loss. SGD 23.6 billion were classified as amortised cost.

Bank and corporate securities

The DBS Group's bank and corporate securities were SGD 81.7 billion, SGD 75.5 billion and SGD 69.7 billion as at 31 December 2023, 2022 and 2021, respectively.

Total Liabilities

The DBS Group's total liabilities as at 31 December 2023 of SGD 677 billion represented a 1% decrease from SGD 686 billion as at 31 December 2022. The decrease in total liabilities in 2023 was primarily due to a reduction in derivative liabilities. The DBS Group's total liabilities as at 31 December 2022 of SGD 686 billion represented a 9% increase from SGD 628 billion as at 31 December 2021. The increase in total liabilities in 2022 was primarily due to higher customer deposits.

The following table sets forth the principal components of the DBS Group's total liabilities as at the dates indicated.

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Due to banks.....	30,209	39,684	46,704
Deposits and balances from customers.....	501,959	527,000	535,103
Derivatives.....	20,318	45,265	23,457
Other liabilities ⁽¹⁾	18,667	22,747	22,392
Other debt securities.....	52,570	47,188	48,079
Subordinated term debts.....	4,636	4,412	1,319
Total	628,359	686,296	677,054

Note:

- (1) Include sundry creditors and others, cash collaterals received, lease liabilities, accrued interest payable, current tax liabilities, deferred tax liabilities, provision for loss in respect of off-balance sheet credit exposures, short sale of securities and payable in respect of securities business.

Due to Banks

The DBS Group's due to banks were SGD 46.7 billion, SGD 39.7 billion and SGD 30.2 billion as at 31 December 2023, 2022 and 2021, respectively.

Deposits and balances from customers

Customer deposits were the largest component of the DBS Group's total liabilities, accounting for 79%, 77% and 80% of total liabilities as at 31 December 2023, 2022 and 2021, respectively. The DBS Group's customer deposits were SGD 535 billion as at 31 December 2023, representing an increase of 2% from SGD 527 billion as at 31 December 2022. This was primarily due to an increase in fixed deposits. As at 31 December 2022, the DBS Group's customer deposits increased by 5% to SGD 527 billion from SGD 502 billion as at 31 December 2021. This was primarily due to an increase in fixed deposits.

The loan-to-deposit ratio was 78%, 79% and 81% as at 31 December 2023, 2022 and 2021, respectively.

The following table sets forth customer deposits as at the dates indicated.

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Customer deposits	501,959	527,000	535,103
Customer deposits by currency			
Singapore dollar	219,838	213,259	191,925
U.S. dollar	174,338	198,124	209,689
Hong Kong dollar	31,067	36,211	32,852
Renminbi	20,995	21,795	25,040
Others	55,721	57,611	75,597
Customer deposits	501,959	527,000	535,103
Customer deposits by product			
Fixed deposits	113,731	203,545	244,779
Savings accounts	221,908	186,727	176,625
Current accounts	159,453	130,855	109,367
Others	6,867	5,873	4,332
Customer deposits	501,959	527,000	535,103

Other Debt Securities

As at 31 December 2023, the DBS Group's other debt securities, which consisted of negotiable certificates of deposit issued by subsidiaries and other debt securities issued by DBSH and its subsidiaries, totalled SGD 48.1 billion, as compared with SGD 47.2 billion and SGD 52.6 billion as at 31 December 2022 and 2021, respectively. The increase in other debt securities in 2023 was mainly due to higher other debt securities, covered bonds and other secured notes and senior medium term notes, partially offset by lower commercial papers, while the decrease in 2022 was mainly due to lower commercial papers. Of the DBS Group's other debt securities in issue as at 31 December 2023, 2022 and 2021, SGD 26.3 billion, SGD 30.7 billion and SGD 38.1 billion, respectively, were due within one year.

Subordinated Term Debts

As at 31 December 2023, 2022 and 2021, the DBS Group's subordinated term debts totalled SGD 1.32 billion, SGD 4.41 billion and SGD 4.64 billion, respectively. The subordinated term debts due within one year was nil as at 31 December 2023, and was SGD 251 million and nil as at 31 December 2022 and 31 December 2021 respectively.

Non-controlling Interests

As at 31 December 2023, the non-controlling interests of the DBS Group amounted to SGD 182 million, as compared with SGD 185 million as at 31 December 2022 and SGD 188 million as at 31 December 2021. Further details regarding the assets and liabilities of the DBS Group are set forth under the heading "Description of the Assets and Liabilities of the DBS Group".

Off-Balance Sheet Items

As at 31 December 2023, the DBS Group's contingent liabilities, commitments and financial derivatives notional were SGD 39 billion, SGD 425 billion and SGD 2,908 billion, respectively, of which commitments that were unconditionally cancellable at any time amounted to SGD 349 billion. As at 31 December 2022

and 2021, the DBS Group's total contingent liabilities and commitments were SGD 404 billion and SGD 366 billion, respectively, of which commitments that were unconditionally cancellable at any time amounted to SGD 294 billion and SGD 265 billion, respectively, and financial derivatives notional of SGD 2,600 billion and SGD 2,303 billion, respectively.

Business Segment Analysis

The following table sets out the DBS Group's results (excluding one-time items), total assets and total liabilities by business segments for the periods indicated.

	Consumer Banking/ Wealth Management	Institutional Banking	Treasury Markets ⁽¹⁾	Others	Total
	In SGD millions				
As at and for the year ended					
31 December 2023					
Net interest income.....	6,195	7,153	(644)	938	13,642
Non-interest income.....	2,762	2,204	1,369	203	6,538
Total income.....	8,957	9,357	725	1,141	20,180
Total expenses.....	4,412	2,489	630	525	8,056
Amortisation of intangible assets	-	-	-	9	9
Allowances for credit and other losses.....	270	88	15	217	590
Share of profits or losses of associates and joint ventures.....	-	7	7	200	214
Profit before tax	4,275	6,787	87	590	11,739
Total assets before goodwill and intangible assets.....					
	134,693	317,552	182,940	97,803	732,988
Goodwill and intangibles asset.....					6,313
Total assets.....					739,301
Total liabilities.....	297,302	218,527	116,585	44,640	677,054
As at and for the year ended					
31 December 2022					
Net interest income.....	4,270	5,569	222	880	10,941
Non-interest income	2,384	2,119	952	106	5,561
Total income.....	6,654	7,688	1,174	986	16,502
Total expenses	3,803	2,254	619	414	7,090
Allowances for credit and other losses.....	158	(204)	(10)	293	237
Share of profits or losses of associates and joint ventures	-	-	4	203	207
Profit before tax	2,693	5,638	569	482	9,382
Total assets before goodwill and intangible assets.....					
	126,394	326,469	204,972	80,193	738,028
Goodwill and intangible assets					5,340

	Consumer Banking/ Wealth Management	Institutional Banking	Treasury Markets ⁽¹⁾	Others	Total
	<i>In SGD millions</i>				
Total assets					743,368
Total liabilities	282,578	228,827	118,800	56,091	686,296
As at and for the year ended					
31 December 2021					
Net interest income	2,548	3,999	783	1,110	8,440
Non-interest income	2,774	1,985	726	263	5,748
Total income	5,322	5,984	1,509	1,373	14,188
Total expenses	3,353	2,086	647	383	6,469
Allowances for credit and other losses	46	141	(5)	(130)	52
Share of profits or losses of associates and joint ventures	-	-	-	109	109
Profit before tax	1,923	3,757	867	1,229	7,776
Total assets before goodwill and intangible assets					
	127,268	313,180	163,554	76,709	680,711
Goodwill and intangible assets					5,362
Total assets					686,073
Total liabilities	267,870	211,613	88,840	60,036	628,359

Notes:

- (1) With effect from 1st January 2021, the functional currency of the Treasury Markets trading business in Singapore has been changed prospectively from Singapore dollars to U.S. dollars. The wholesale assets and liabilities have been aligned to the new operating model. The change has no impact to the overall profit or loss and financial position of the DBS Group.
- (2) The contribution of Lakshmi Vilas Bank (LVB), which was reflected under Others segment has been aligned with the Group's business segment definition with effect from 1 January 2022. The customer loans and deposits of SGD 1.5 billion and SGD 3.4 billion from LVB as at 1 January 2022 have been reclassified from the Others segment to the Consumer Banking/ Wealth Management (loans: SGD 0.9 billion; deposits: SGD 2.7 billion) and Institutional Banking (loans: SGD 0.6 billion; deposits: SGD 0.7 billion) segments. The contribution of LVB to the profit or loss of the respective segments was not material in 2021.

The business segment results are prepared based on the DBS Group's internal management reporting which reflects the organisation management structure. As the activities of the DBS Group are highly integrated, internal allocation has been made in preparing the segment information. Amounts for each business segment are shown after the allocation of certain centralised costs, funding income and the application of transfer pricing, where appropriate.

Transactions between segments are recorded within the segment as if they are third party transactions and are eliminated on consolidation.

Consumer Banking/Wealth Management

Consumer Banking/Wealth Management provides individual customers with a diverse range of banking and related financial services. The products and services available to customers include current and

savings accounts, fixed deposits, loans and home finance, cards, payments, investment and insurance products.

Institutional Banking

Institutional Banking provides financial services and products to institutional clients, including bank and non-bank financial institutions, government linked companies, large corporates and small and medium-sized businesses. The business focuses on broadening and deepening customer relationships. Products and services comprise the full range of credit facilities from short-term working capital financing to specialised lending. It also provides global transactional services such as cash management, trade finance and securities and fiduciary services, treasury and markets products, corporate finance and advisory banking as well as capital markets solutions.

Treasury Markets

Treasury Markets' activities primarily include structuring, market-making and trading across a broad range of treasury products. Income from sale of treasury products offered to customers of Consumer Banking/Wealth Management and Institutional Banking is not reflected in the Treasury Markets segment, but in the respective customer segments.

With effect from 1 March 2024, DBS Bank Group merged equity capital markets, brokerage DBS Vickers and DBS Digital Exchange (DDEX) with the existing Treasury Markets business. The new group had been renamed as Global Financial Markets (GFM).

Others

Others segment encompasses the results of corporate decisions that are not attributed to business segments. It includes earnings on capital deployed into high quality assets, earnings from non-core asset sales and certain other head office items such as centrally raised allowances.

DBS Bank Group

Substantially all of the assets, liabilities and income of the DBS Group are derived from the DBS Bank Group. As at 31 December 2023, the DBS Bank Group accounted for nearly 100% of the DBS Group's consolidated total assets and net profit.

Capital Management and Planning

The Board of Directors is responsible for setting the DBS Group's capital management objective, which is to maintain a strong capital position consistent with regulatory requirements under MAS Notice 637 and MAS Notice FHC-N637, and the expectations of various stakeholders, including customers, investors and rating agencies. The Board articulates this objective in the form of capital targets. This objective is pursued while delivering returns to shareholders and ensuring that adequate capital resources are available for business growth and investment opportunities as well as adverse situations, taking into consideration the DBS Group's strategic plans and risk appetite. The DBS Group's dividend policy is to pay sustainable dividends that grow progressively with earnings.

Process

The DBS Group's capital management objective is implemented via a capital management and planning process that is overseen by the Capital Committee. The Chief Financial Officer ("CFO") chairs the Capital Committee. The Capital Committee receives regular updates on the DBS Group's current and projected capital position. A key tool for capital planning is the annual Internal Capital Adequacy Assessment Process ("ICAAP") through which the DBS Group's projected capital supply and demand relative to regulatory requirements and capital targets are assessed. The ICAAP generally has a three-year horizon and covers various scenarios, including stress scenarios of differing scope and severity.

Capital capacity is allocated on two dimensions: by business line and by entity. Capital allocations by business line are set as part of the budget process and monitored during the year. Return on regulatory capital is one of several metrics used to measure business performance. Capital allocations by entity seek to optimise the distribution of capital resources across entities, taking into account the capital adequacy requirements imposed on each subsidiary in its respective jurisdiction. Capital is allocated to ensure that each subsidiary is able to comply with regulatory requirements as it executes its business strategy in line with the DBS Group's strategy. During the course of the year, these subsidiaries did not experience any impediments to the distribution of dividends.

Capital Structure

The DBS Group manages its capital structure in line with its capital management objective and seek to optimise the cost and flexibility offered by various capital resources. In order to achieve this, the DBS Group assesses the need and the opportunity to raise or retire capital.

Capital Adequacy Ratios

As at 31 December 2023, the DBS Group's CET1 capital adequacy ratio ("CAR") was 14.6% which was above the DBS Group's target ratio of around 13.0% $\pm$ 0.5%. The DBS Group's CET1 CAR, as well as Tier 1 and Total CARs, comfortably exceeded the minimum CAR requirements under MAS Notice 637 and MAS Notice FHC-N637 of 9.0%, 10.5% and 12.5% respectively (this includes the capital conservation buffer but excludes the countercyclical capital buffer). The DBS Group's CARs had included the additional capital requirement imposed by the MAS on DBS Bank following the widespread unavailability of DBS Bank's digital banking services on 29 March 2023 and a subsequent disruption to its digital banking and ATM services on 5 May 2023. For more information, please refer to "Regulation and Supervision – Disruption to Digital Banking Services and Additional Capital Requirement Imposed".

As at 31 December 2023, the DBS Group's consolidated leverage ratio stood at 6.6%, well above the minimum 3.0% minimum ratio set by the MAS.

The table below sets out the DBS Group's capital resources and capital adequacy ratios.

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions, except percentages</i>		
Common Equity Tier 1 capital	49,248	50,487	53,789
Tier 1 capital	51,640	52,880	56,182
Total capital	58,207	59,045	59,306
Risk-Weighted Assets ("RWA")			
Credit RWA	294,665	288,640	293,747
Market RWA	23,448	22,505	26,144
Operational RWA	24,578	35,750	48,472
Total RWA	342,691	346,895	368,363
Capital Adequacy Ratio ("CAR") (%)			
Common Equity Tier 1	14.4	14.6	14.6
Tier 1	15.1	15.2	15.3
Total	17.0	17.0	16.1
Minimum CAR including Buffer Requirements (%)⁽¹⁾			
Common Equity Tier 1	9.1	9.2	9.2

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions, except percentages</i>		
Tier 1	10.6	10.7	10.7
Total.....	12.6	12.7	12.7

Notes:

- (1) Includes minimum Common Equity Tier 1, Tier 1 and Total CAR of 6.5%, 8.0% and 10.0% respectively, (ii) Capital Conservation Buffer of 2.5% and (iii) Countercyclical Buffer of 0.1%, 0.2% and 0.2% in 2021, 2022 and 2023 respectively.
- (2) The Countercyclical Buffer is not an ongoing requirement and is only applied as and when specified by the relevant banking supervisors. The applicable magnitude will be a weighted average of the jurisdiction-specific countercyclical buffer requirements that are required by authorities in jurisdictions to which a bank has private sector credit exposures. The Basel Committee expects jurisdictions to implement the countercyclical buffer during periods of excessive credit growth. Of the jurisdictions where the DBS Group has material private sector credit exposures, Hong Kong has applied a countercyclical buffer of 2.5% from 1 January 2019, reducing to 2.0% from 14 October 2019 and 1.0% from 16 March 2020, and remained unchanged thereafter.

Regulatory Change

On 20 September 2023, the MAS published the revised MAS Notice 637 on risk based capital adequacy requirements for banks incorporated in Singapore to implement the final Basel III reforms. On the same day, the MAS also published its response to feedback received pertaining to the various consultation papers on the draft standards and public disclosure requirements under the revised MAS Notice 637. Most of the final Basel III reforms in Singapore will come into effect from 1 July 2024, as announced by the MAS on 8 June 2023. Specifically, the requirements in the revised MAS Notice 637 will take effect as follows: (a) all standards other than the revised market risk and CVA standards will take effect from 1 July 2024; (b) the revised market risk and CVA standards will take effect from 1 July 2024 for compliance with supervisory reporting requirements, and with effect from 1 January 2025 for compliance with capital adequacy and disclosure requirements; and (c) the output floor transitional arrangement will commence at 50% from 1 July 2024 and reach full phase-in at 72.5% from 1 January 2029.

With effect from 1 January 2023, MAS Notice 637 was amended to (a) implement the revised Pillar 3 disclosure requirements for interest rate risk in the banking book ("IRRBB") published by the Basel Committee; (b) implement a -100bps interest rate floor on the post-shock interest rates under the standardised interest rate shock scenarios set out in Annex 10C of MAS Notice 637; (c) provide additional clarity on the application of interest rate floors, interest rate caps, and pass-through rates when computing IRRBB under the standardised interest rate shock scenarios; and (d) implement various other technical revisions.

Risk Management

Risk Overview

The DBS Group faces the following risks:

- **Business and Strategic Risk** – Overarching risk arising from adverse business and economic changes materially affect the DBS Group's long-term objectives. This risk is managed separately under other governance processes.

- **Credit Risk** – Risk arising from borrowers or counterparties failing to meet their debt or contractual obligations.
- **Market Risk** – Risk arising from adverse changes in interest rates, foreign exchange rates, equity prices, credit spreads and commodity prices, as well as related factors.
- **Liquidity Risk** – Risk that arises if the DBS Group is unable to meet financial obligations when they are due.
- **Operational Risk** – Risk arising from inadequate or failed internal processes, people or systems, or from external events. It includes legal risk, but excludes strategic and reputational risk.
- **Technology Risk** – Risk arising from potential adverse outcomes or disruptions stemming from technology-related factors, such as software vulnerabilities, hardware failures, cybersecurity threats, or technological changes. Technology risk can arise from internal factors (such as system resiliency gaps, change management, inadequate governance and inadequate IT workforce skillsets); or from external factors (such as cyber-threats and third-party vendor).
- **Reputational Risk** – Risk that arises if the DBS Group's shareholder value (including earnings and capital) is adversely affected by any negative stakeholder perception of the DBS Group's image. This influences the DBS Group's ability to establish new relationships or services, service existing relationships, and have continued access to sources of funding. Reputational risk usually occurs when the other risks are poorly managed.

Inflation, rate hikes and recession risks

In 2023, most central banks continued to keep interest rates elevated as inflationary pressures persisted, raising risks of recession, refinancing challenges, and real estate price correction. Continued rate hikes and potential impasses in the United States debt ceiling exacerbated already volatile markets. Notwithstanding these headwinds, the DBS Group's overall credit quality remained benign, with low non-performing loans rate at 1.1% and specific allowances at SGD 512 million. The DBS Group stayed vigilant with portfolio reviews and stress tests on both the loan book and traded portfolio. Large corporates were assessed to be generally resilient due to their strong financial position and ability to pass on higher costs. While the SME corporates were assessed to be the most vulnerable, the DBS Group's SME portfolio had been stress-tested comprehensively in previous years and was mostly on a secured basis with acceptable financing quantum. Unsecured consumer credit loans which comprised less than 2% of the DBS Group's portfolio, saw an uptick in delinquency, which we mitigated by proactively intensifying collection actions. Residential mortgages, which were primarily in Singapore and Hong Kong, were mainly for owner-occupation and well-secured with low loan-to-value ratios. Regular and ad-hoc stress tests were also conducted during the year to evaluate the potential impact of adverse market prices on our traded portfolios. Overall, the DBS Group's portfolios were assessed to be resilient with the relevant risk mitigation strategies in place. The DBS Group will continue to monitor the potential downstream effects.

Financial stability risks in western banks

With the failure of several US regional banks and Credit Suisse in early 2023, the year also saw one of the most significant system-wide banking stress periods since the 2008 global financial crisis. These stresses underscored the speed and scale of outflows through digital channels and how these could significantly contribute to liquidity stress. Whilst the DBS Group's liquidity profile remained healthy and well-diversified, the DBS Group took the learnings from these events to heart, and critically evaluated our access to funding during periods of stress. Various initiatives were undertaken to strengthen the DBS Group's liquidity channels to ensure swift access to alternative liquidity sources when warranted. The DBS Group also continued to engage the DBS Group's customers and deployed strategies to maintain the DBS Group's deposit base in a high interest rate environment. Furthermore, the DBS Group reviewed the DBS Group's credit exposure to banks for potential similar balance sheet and liquidity issues, and the DBS Group's

portfolio was generally assessed to be stable as the DBS Group's exposure was primarily to strong global systemically important banks.

Macroeconomic and geopolitical risks in North Asia

2023 saw elevated macroeconomic and geopolitical risks in the region, underscored by uncertainties over China's economic recovery, risks to its real estate sector and escalating US-China tensions. Despite the challenges posed by China's weak consumer confidence and spending, and export weakness on the back of soft global demand, the DBS Group's portfolio remained resilient as the DBS Group's corporate exposure was mainly to top industry players, and consumer exposure was limited. While the real estate sector continued to face headwinds, the DBS Group's Chinese real estate exposures were mainly to larger and investment-grade names, with the remaining exposure generally well-secured. As contagion risks from the real estate market stayed elevated, the DBS Group remained cautious and closely monitored our exposures. The DBS Group observed the imposition of restrictions by US and its allies which tightened China's access to advanced semiconductors and chipmaking gear. While there was no immediate impact to the DBS Group's portfolio, the DBS Group continued to closely monitor the situation as it evolved. As the DBS Group continued to expand our presence in North Asia, the DBS Group's risk strategies were multipronged, including assessing the DBS Group's readiness in the event of tail risk scenarios such as business restrictions due to potential sanctions. Notwithstanding these, the DBS Group's focus continued to be on the longer term opportunities in China, including risk strategies to support companies looking to diversify their supply chains and operations with a "China plus one" strategy.

Fortifying customer trust with enhanced technology resilience

After the digital disruption in March, the Board convened a Special Board Committee ("SBC") to oversee a full review of the disruption and engaged two independent experts to support them. It also appointed an independent third party, Accenture, to carry out a root cause investigation of this incident and a subsequent one in May. The appointed party conducted a comprehensive review of the bank's digital banking services, including the DBS Group's control processes and technology stack. The findings of the review - completed in August - were also corroborated against subsequent disruptions. Through the enhanced oversight, the DBS Group believes that it has identified the key gaps and deficiencies, which are mainly in the areas of technology risk governance and oversight, incident management, system resilience and change management. To address these gaps and deficiencies, a comprehensive technology roadmap led by the CEO has been put in place to improve resiliency. The Board Risk Management Committee ("BRMC") established the BRMC Technology Risk Committee ("BTRC") for dedicated oversight of technology risk. The BTRC oversees the implementation of the remedial measures that would be carried out to address the findings of the Accenture review and the completion of the technology roadmap. To enhance independent checks and balances, the Technology Risk Management team was transferred to the Risk Management Group. Since then, a new Group Head of Technology Risk was onboarded and the team's bench strength expanded with specialised expertise. The DBS Group strengthened the Site Reliability Engineering with new leadership and also created a new Quality Assurance function to provide an additional independent layer of verification, controls and checks over the bank's change management process. A new Group Technology Risk Committee ("GTRC") was constituted to enhance the oversight and management of technology risk by senior management. Relating to incident management, the DBS Group established clearer ownership and management of incidents within the bank, as well as between the bank and its service providers and vendors. The DBS Group also embarked on proactive problem management through the active review of early warning indicators, identification of other possibly affected areas, and taking preventive actions. To this end, a six-month pause on nonessential IT activities was instituted at the DBS Group to focus on improving technology resiliency.

Safe-guarding against evolving financial crime

The money laundering and sanctions threat landscape continued to evolve. The DBS Group's investments in developing, deploying and operationalising new tools based on data analytics and artificial intelligence/

machine learning (AI/ ML) proved to be effective. In many cases, the tools demonstrated two to four times better detection than historical controls with greater efficiency of 10-30%. These capabilities were particularly effective at detecting and interdicting money laundering and sanctions evasion networks of shell companies. Notwithstanding this, criminals would likely alter their methods and we would need to devote efforts to preventing exploitation of citizenships in the consumer bank, as well as new techniques to increase customer protection against scams and the laundering of proceeds from scams. The DBS Group also actively participated in and contributed to many initiatives, both domestic and international. To combat digital payment scams, the DBS Group implemented new surveillance measures to detect malware and used AI to detect anomalies in customer account behaviour which could indicate a scam victim or a mule. The DBS Group also introduced new self-managed security features like a Security Checkup Dashboard and DigiVault. DigiVault enables the DBS Group's customers to safekeep their money digitally, which was akin to a virtual safe deposit box. These measures added friction to the customer journey but were necessary to help the DBS Group's customers bank with the DBS Group with peace of mind. The DBS Group also regularly collaborated with law enforcement agencies in their operations.

Risks from climate change

Climate change posed long-term change to risks on the DBS Group's portfolio, and banks had a crucial role to play in moderating how we lend to high risk sectors. In 2023, the DBS Group focused on enhancing environment, social and governance ("ESG") risk capabilities including integrating ESG risk assessments into credit risk underwriting, establishing a centralised data repository to support climate risk with business intelligence, and enhancing scenario analysis models for transition risk assessment. Alongside such developments, the DBS Group also invested widely in its people, with over 1,800 relationship and credit managers completing comprehensive climate activation training programmes in 2023.

Transforming risk management through digitalisation and AI

Building on the DBS Group's long-standing track record of leveraging digitalisation, this year's initiatives spanned various risk types, including improvements in the DBS Group's risk management capabilities and workflows in collateral management, credit control and liquidity risk management. The DBS Group continued maturing the use of AI/ ML for credit underwriting and early warning for the consumer and SME banking businesses. These enhancements enabled scale and speed with efficiency to drive greater business success, improve customer experiences, and strengthen risk management. Since 2019, the DBS Group's efforts in this area have yielded numerous benefits, such as generating deeper risk insights into our portfolios and improving fraud detection. By leveraging non-traditional data, the DBS Group was also able to expand its addressable market in the consumer and SME space, with multi fold increases in new loan applications and book size in ecosystem lending. As the DBS Group expanded the use of data and analytics in the DBS Group, it remained focused on ensuring our data governance capabilities are fit for purpose. The DBS Group's data governance framework was developed along three prisms: (a) a baseline prism (data security, data quality, and legal and regulatory compliance), (b) an ethical prism – PURE (Purposeful, Unsurprising, Respectful and Explainable) – for the responsible use of data, and (c) an AI governance prism (AI/ ML based systems and models), including the new and amplified risks associated with Gen AI.

Navigating new business risks

While the DBS Group has a larger footprint in India post full integration of Lakshmi Vilas Bank at the end of the last year, the portfolio, primarily consisting of lending to large corporates with a growing SME and consumer book, remained resilient and stable. The integration of Citigroup Inc.'s consumer banking business in Taiwan was completed in August 2023. To effectively manage the risks associated with a larger franchise, the DBS Group has deepened the expertise of its risk management team and strengthened processes.

Risk Taking and the DBS Group's Business Segments

The DBS Group's risks are diversified across different business segments. The chart below provides an overview of the risks arising from the DBS Group's business segments. The asset size of each business segment reflects its contribution to the balance sheet, and the risk-weighted assets offer a risk-adjusted perspective.

For more information on the DBS Group's business segments, see Note 45.1 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

As at 31 December 2023					
	Consumer Banking/ Wealth Management	Institutional Banking	Treasury Markets	Others ⁽¹⁾	Group
	<i>In SGD millions</i>				
Assets ⁽²⁾	134,693	317,552	182,940	97,803	732,988
Risk-weighted assets	49,738	223,847	44,236	50,542	368,363
Credit Risk (% of RWA)	78%	93%	52%	46%	80%
Market Risk (% of RWA)	0%	0%	43%	14%	7%
Operational Risk (% of RWA)	22%	7%	5%	40%	13%

Notes:

- (1) Encompasses assets/RWA from capital and balance sheet management, funding and liquidity activities and DBS Vickers Group.
- (2) Before goodwill and intangible assets.

Risk Governance

The Board oversees the DBS Group's affairs and provides sound leadership for the Chief Executive Officer ("CEO") and management. Authorised by the Board, various Board committees oversee specific responsibilities based on clearly defined terms of reference.

Under the DBS Group's risk management approach, the Board, through the Board Risk Management Committee ("BRMC"), sets the DBS Group's Risk Appetite, oversees the establishment of enterprise-wide risk management policies and processes, and establishes risk appetite limits to guide the DBS Group's risk taking.

The BRMC also oversees the identification, monitoring, management and reporting of credit, market, liquidity, operational, technology and reputational risks. In addition, the BRMC Technology Risk Committee ("BTRC"), a sub-committee to the BRMC, has been set up to assist the BRMC in overseeing the management of technology risk across the DBS Group. This includes providing guidance on the implementation of the plans to uplift the DBS Group's technology resilience and the business continuity management.

To facilitate the BRMC's risk oversight, the following risk management committees have been established.

Risk Management Committees

Risk management committees

Risk Executive Committee ("Risk EXCO")

As the overall executive body regarding risk matters, the Risk EXCO oversees the DBS Group's risk management.

Group Credit Risk Committee ("GCRC")	Each of the committees reports to the Risk EXCO, and serves as an executive forum to discuss and implement the DBS Group's risk management. Key responsibilities: • Assess and approve risk-taking activities • Oversee the DBS Group's risk management infrastructure, which includes frameworks, decision criteria, authorities, people, policies, standards, processes, information and systems • Approve risk policies such as model governance standards, stress testing scenarios, and the evaluation and endorsement of risk models • Assess and monitor specific credit concentration • Recommend stress-testing scenarios (including macroeconomic variable projections) and review the results The members in these committees comprise representatives from the Risk Management Group ("RMG") as well as key business and support units.
Group Credit Risk Models Committee ("GCRMC")	
Group Market and Liquidity Risk Committee ("GMLRC")	
Group Operational Risk Committee ("GORC")	
Group Technology Risk Committee ("GTRC")	
Group Scenario and Stress Testing Committee ("GSSTC")	
Product Approval Committee ("PAC")	The PAC provides group-wide oversight and direction for the approval of new product/ service and outsourcing initiatives. It evaluates new product/ service and outsourcing initiatives to ensure that they are in line with DBS Group's strategy and risk appetite.

Most of the above committees are supported by local risk committees in all major locations, where appropriate. These local risk committees oversee the local risk positions for all businesses and support units, ensuring that they keep within limits set by the DBS Group's risk committees. They also approve location-specific risk policies.

The Chief Risk Officer ("**CRO**"), who is a member of the DBS Group's Executive Committee and reports to the Chairman of the BRMC and the CEO, oversees the risk management function. The CRO is independent of business lines and is actively involved in key decision-making processes. He often engages with regulators to discuss risk matters, enabling a more holistic risk management perspective.

Working closely with the risk and business committees, the CRO is responsible for the following:

- Management of the DBS Group's risks, including systems and processes to identify, approve, measure, monitor, control and report risks;
- Engagement with senior management about material matters regarding all risk types;
- Development of risk controls and mitigation processes; and
- Ensuring the DBS Group's risk management is effective, and the Risk Appetite established by the Board is adhered to.

Risk Appetite ("Risk Appetite")

The DBS Group's Risk Appetite is set by the Board and governed by the Risk Appetite Policy, which articulates the risks that the DBS Group is willing to accept. It also serves to reinforce the DBS Group's risk culture by setting a clear message from the 'tone from the top'. A strong organisational risk culture,

complemented with a balanced incentive framework helps to further embed the DBS Group's Risk Appetite.

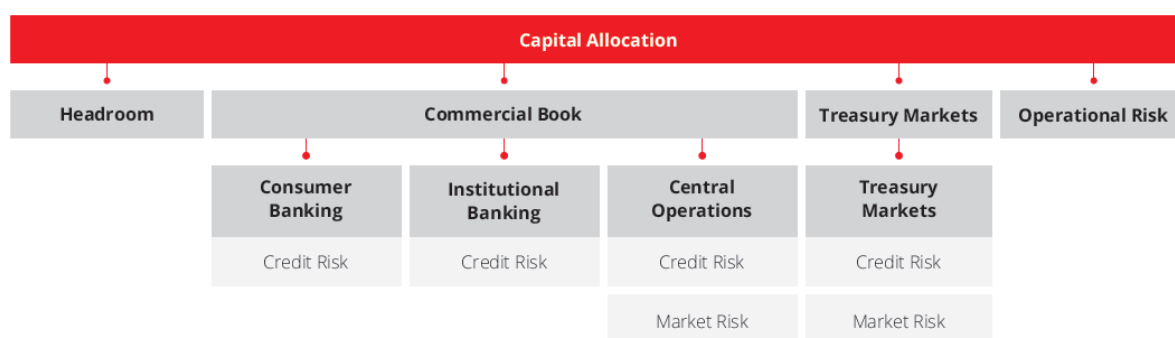
Risk thresholds and economic capital usage

The DBS Group's Risk Appetite takes into account a spectrum of risk types and is implemented using thresholds, policies, processes and controls.

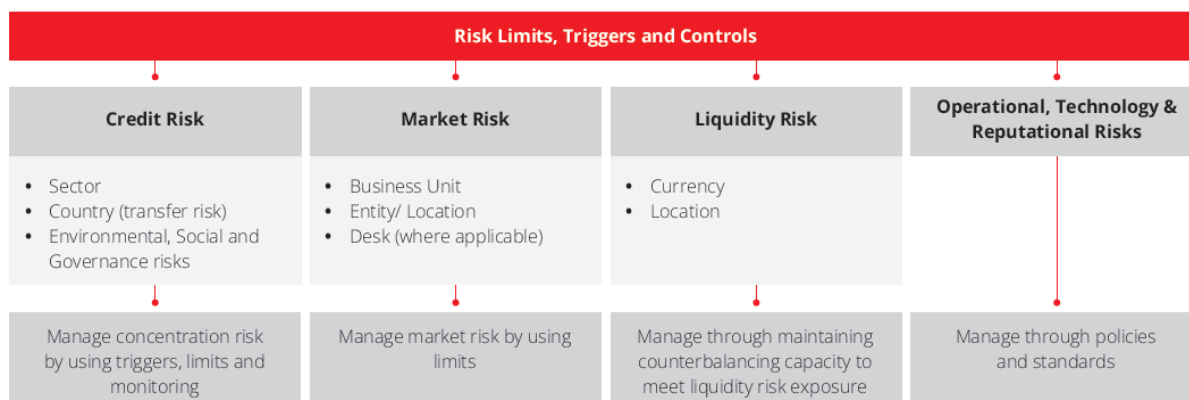
Setting thresholds is essential in making the DBS Group's Risk Appetite an intrinsic part of its businesses because they help to keep all of the DBS Group's risks within acceptable levels. Portfolio risk limits for the quantifiable risk types are established top down, and these are implemented using frameworks. As for the non-quantifiable risk types, these are managed using qualitative principles.

To ensure that the thresholds pertaining to the DBS Group's Risk Appetite are completely risk sensitive, the DBS Group has adopted both Economic Capital ("EC") and Regulatory Capital ("RC") as its risk metrics. Additionally, both EC and RC are assessed as part of the DBS Group's Internal Capital Adequacy Assessment Process ("ICAAP").

The DBS Group's capital allocation structure monitors credit, market and operational risks (including technology risk), by assessing regulatory capital utilisation at the business unit level. The diagram below shows how they are managed along the various dimensions. A buffer is also maintained for other risks, such as country, reputational, model risks, etc.



Other quantitative or qualitative controls are used to manage the other risks at granular levels. The following chart provides a broad overview of how the DBS Group's Risk Appetite permeates throughout the DBS Group.



Stress testing

Stress testing is an integral part of the DBS Group's risk management process. It includes both sensitivity and scenario analyses and is conducted regularly. In particular, the ICAAP (a group wide exercise spanning different risk types) is performed annually. In addition, stress tests are carried out in response to microeconomic and macroeconomic conditions, or portfolio developments. Every stress test is documented and the results are reviewed by senior management and/or the BRMC.

Stress testing alerts senior management of the DBS Group to potential vulnerability to exceptional but plausible adverse events. As such, stress testing enables the DBS Group to assess capital adequacy and identify potentially risky portfolio segments as well as inherent systematic risks. This then allows the DBS Group to develop the right contingency plans, exit strategies and mitigating actions beforehand.

The ICAAP ensures the DBS Group's business plans are consistent with its Risk Appetite. This is done by comparing the projected demand for capital to the projected supply of capital under various scenarios, including severe macroeconomic stress.

Credit Risk

The most significant measurable risk the DBS Group faces – credit risk - arises from the daily activities in its various businesses. These activities include lending to retail, corporate and institutional customers. It includes the risk of lending, as well as the pre-settlement and settlement risk of foreign exchange, derivatives and securities.

For details on the DBS Group's maximum exposure to credit risk, please refer to Note 42.1 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

Credit risk management at the DBS Group

The DBS Group's approach to credit risk management comprises the following building blocks: policies, risk methodologies and processes, systems and reports.

Policies

The dimensions of credit risk and the scope of its application are defined in the DBS Group's Credit Risk Management Policy. Senior management sets the overall direction and policy for managing credit risk at the enterprise level.

The Group Core Credit Risk Policies ("CCRPs") established for Consumer Banking/Wealth Management and Institutional Banking set forth the principles by which the DBS Group conducts its credit risk management and control activities. These policies, supplemented by a number of operational standards and guides, ensure consistency in identifying, assessing, underwriting, measuring, reporting and controlling credit risk across the DBS Group, and provide guidance in the formulation of business-specific and/or location-specific credit risk policies and standards.

The operational standards and guides are established to provide greater details on the implementation of the credit principles within the DBS Group's CCRPs and are adapted to reflect different credit environments and portfolio risk profiles. The CCRPs are approved by the Group Chief Credit Officer.

Risk methodologies

Credit risk is managed by thoroughly understanding the DBS Group's wholesale customers – the businesses they are in, as well as the economies in which they operate. It is also managed through statistical models and data analytics for retail customers.

The assignment of credit risk ratings and setting of lending limits are integral parts of the DBS Group's credit risk management process, and the DBS Group uses an array of rating models for its wholesale and

retail portfolios. Most of these models are built internally using the DBS Group's loss data, and the limits are driven by its Risk Appetite Statement and the Target Market and Risk Acceptance Criteria ("**TM-RAC**").

Wholesale borrowers are assessed individually, and further reviewed and evaluated by experienced credit risk managers who consider relevant credit risk factors in the final determination of the borrower's risk. For some portfolios within the SME segment, the DBS Group also uses a programme-based approach to achieve a balanced management of risks and rewards. Retail exposures are assessed using credit score models, credit bureau records as well as internally and externally available customer behaviour records supplemented by the DBS Group's Risk Acceptance Criteria ("**RAC**"). Credit applications are proposed by the business unit, and applications outside the RAC are independently assessed by the credit risk managers.

Please refer to "*Internal Credit Risk Models*" section for further discussion on the DBS Group's internal credit risk models.

Pre-settlement credit risk for traded products arising from a counterparty potentially defaulting on its obligations is quantified by evaluation of the mark-to-market value, plus potential future exposure. This is included within the DBS Group's overall credit limits to counterparties for internal risk management.

The DBS Group actively monitors and manages its exposure to counterparties for over-the-counter ("**OTC**") derivative trades to protect its balance sheet in the event of a counterparty default. Counterparty risk exposures that may be adversely affected by market risk events are identified, reviewed and acted upon by management, and highlighted to the appropriate risk committees. Specific wrong-way risk arises when the credit exposure of a counterparty (from the traded product transaction) directly correlates with the probability of default of the counterparty. The DBS Group has processes in place to guide the handling of specific wrong-way risk transactions, and its risk measurement metric takes into account the higher risks associated with such transactions.

Issuer default risk that may also arise from derivatives, notes and securities are generally measured based on jump-to-default computations.

Concentration risk management

For credit risk concentration, the DBS Group uses EC as its measurement tool, as it combines the individual risk factors such as the probability of default ("**PD**"), loss given default ("**LGD**") and exposure at default ("**EAD**"), in addition to industry correlation and portfolio concentration. EC thresholds are set to ensure that the allocated EC stays within the Risk Appetite. Concentration risk for retail is managed at two levels – product level where exposure limits are set up and segment level to manage the growth of high-risk segments. Governance processes are in place to ensure that these thresholds are monitored regularly, and appropriate actions are taken when the thresholds are breached.

The DBS Group continually examines and reviews how it can enhance the scope of its thresholds and approaches to manage concentration risk.

Environmental, social and governance risk

The DBS Group considers ESG risk management as critical to ensure a sustainable lending and investment portfolio. Following the establishment of the Board Sustainability Committee and incorporation of environmental risk considerations into its Risk Appetite statement in 2022, the DBS Group further enhanced its Group Responsible Financing Standard which provides our overarching approach to responsible financing and enhanced assessment required when financing transactions with elevated ESG risks. The requirements of this document represent the minimum standards for the DBS Group, and the DBS Group has also sought alignment, where possible, with international standards and best practices. Where significant ESG issues are identified, escalation is required to IBG Sustainability and Risk Management ESG teams for further guidance prior to approval by the Credit Approving Authority.

Country risk

Country risk refers to the risk of loss due to events in a specific country (or a group of countries). This includes political, exchange rate, economic, sovereign and transfer risks.

The DBS Group manages country risk through the requirements of the CCRP and the said risk is part of its concentration risk management. The way the DBS Group manages transfer risk is set out in its Country Risk Management Standard. This includes an internal transfer risk and sovereign risk rating system, where assessments are made independently of business decisions. The DBS Group's transfer risk limits are set in accordance with its Risk Appetite Policy.

Transfer risk limits for individually reviewed countries are set based on country-specific strategic business considerations as well as the acceptable potential loss according to the Risk Appetite. Management actively evaluates and determines the appropriate level of transfer risk exposures for these countries, taking into account the risks and rewards and whether they are in line with the DBS Group's strategic intent. Limits for all other countries are set using a model-based approach.

Risk Appetite for each country is approved by the BRMC, while transfer risk limits are approved by the Board EXCO and senior management.

Credit stress testing

The DBS Group engages in various types of credit stress testing, and these are driven either by regulators or internal requirements and management.

The credit stress tests are performed at the total portfolio or sub-portfolio level, and are generally conducted to assess the impact of changing economic conditions on asset quality, earnings performance, capital adequacy and liquidity. The DBS Group's stress testing programme is comprehensive and covers a range of risks and business areas.

The DBS Group typically performs the following types of credit stress testing at a minimum and others as necessary:

Pillar 1 cyclical stress testing	The DBS Group conducts Pillar 1 cyclical stress testing regularly as required by regulators. Under Pillar 1 cyclical stress testing, the DBS Group assesses the impact of a mild stress scenario (at least two consecutive quarters of zero growth) on Internal Ratings-Based ("IRB") estimates (i.e. PD, LGD and EAD) and the impact on regulatory capital. The purpose of the Pillar 1 cyclical stress test is to assess the robustness of internal credit risk models and the cushion above minimum regulatory capital.
Pillar 2 credit stress testing	The DBS Group conducts Pillar 2 credit stress testing once a year as part of the ICAAP. Under Pillar 2 credit stress testing, the DBS Group assesses the impact of stress scenarios, with different levels of severity, on asset quality, earnings performance as well as internal and regulatory capital. The results of the credit stress test form inputs to the capital planning process under ICAAP. The purpose of the Pillar 2 credit stress testing is to examine, in a rigorous and forward-looking manner, the possible events or changes in market conditions that could adversely impact the DBS Group and to develop the appropriate action plan.
Industry-wide stress testing	The DBS Group participates in the annual industry-wide stress test ("IWST") conducted by the MAS to facilitate the

	ongoing assessment of Singapore's financial stability. Under the IWST, the DBS Group is required to assess the impact of adverse scenarios, as defined by the regulator, on asset quality, earnings performance and capital adequacy, where applicable.
Sensitivity and scenario analyses	The DBS Group also conducts multiple independent sensitivity analyses and credit portfolio reviews based on various scenarios. The intent of these analyses and reviews is to identify vulnerabilities for the purpose of developing and executing mitigating actions. For example, climate transition and physical risk scenario analyses are conducted as part of the regulatory-driven pilot climate stress test exercises to assess the potential vulnerabilities of our portfolios to short and long-term climate transition and physical risks.

Processes, systems and reports

The DBS Group constantly invests in systems to support risk monitoring and reporting for its Institutional Banking and Consumer Banking/Wealth Management businesses.

The end-to-end credit process is continually being reviewed and improved through various front-to-back initiatives involving business, operations, risk management and other key stakeholders. Day-to-day monitoring of credit exposures, portfolio performance and external environmental factors potentially affecting credit risk profiles is key to the DBS Group's philosophy of effective credit risk management.

In addition, credit trends, which may include industry analysis, early warning alerts and significant weak credits, are submitted to the various risk committees, allowing key strategies and action plans to be formulated and evaluated. Credit control functions also ensure that any credit risk taken complies with the credit risk policies and standards. These functions ensure that approved limits are activated, credit excesses and policy exceptions are appropriately endorsed, compliance with credit standards is carried out, and covenants established are monitored.

Independent risk management functions that report to the CRO are jointly responsible for developing and maintaining a robust credit stress testing programme. These units oversee the implementation of credit stress tests as well as the analysis of the results, of which management, various risk committees and regulators are informed.

Non-performing assets ("NPA")

The DBS Group's credit facilities are classified as "Performing assets" or "Non-performing assets" ("**NPA**") in accordance with the MAS Notice to Banks No. 612 "Credit Files, Grading and Provisioning" ("**MAS Notice 612**").

Credit exposures are categorised into one of the following five categories, according to the DBS Group's assessment of a borrower's ability to repay a credit facility from the borrower's normal sources of income and/or the repayment behaviour of the borrower.

CLASSIFICATION GRADE	DESCRIPTION
Performing Assets	
Pass	Indicates that the timely repayment of the outstanding credit facilities is not in doubt.

Special mention	Indicates that the borrower exhibits potential weaknesses that, if not corrected in a timely manner, may adversely affect future repayments and warrant close attention by DBS Group.
Classified or NPA	
Substandard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial position that may jeopardise repayment on existing terms.
Doubtful	Indicates that the borrower exhibits severe weaknesses such that the prospect of full recovery of the outstanding credit facilities is questionable and the prospect of a loss is high, but the exact amount remains undeterminable as yet.
Loss	Indicates that the outstanding credit facility is not collectable, and little or nothing can be done to recover the outstanding amount from any collateral or from the assets of the borrower generally.

A default is considered to have occurred with regard to a particular borrower when either or both of the following events have taken place:

- Subjective default: Borrower is considered to be unlikely to pay its credit obligations in full, without the DBS Group taking action such as realising security (if held)
- Technical default: Borrower is more than 90 days past due on any credit obligation to the DBS Group

For retail borrowers, the categorisation into the respective MAS loan grades is at the facility level and consistent with MAS Notice 612.

Credit facilities are classified as restructured assets when the DBS Group grants non-commercial concessions to a borrower because its financial position has deteriorated or is unable to meet the original repayment schedule. A restructured credit facility is classified into the appropriate non-performing grade based on the assessment of the borrower's financial condition and its ability to repay according to the restructured terms.

Such credit facilities are not returned to the performing status until there are reasonable grounds to conclude that the borrower will be able to service all future principal and interest payments on the credit facility in accordance with the restructured terms and MAS Notice 612. Apart from what has been described, the DBS Group does not grant concessions to borrowers in the normal course of business.

In addition, it is not within the DBS Group's business model to acquire debts that have been restructured at inception (e.g. distressed debts).

For the DBS Group's accounting policies regarding specific and general allowances for credit losses, please refer to Note 2.11 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

In general, specific allowances are recognised for defaulting credit exposures rated substandard and below.

The breakdown of the DBS Group's NPAs by loan grading and industry and the related amounts of specific allowances can be found in Note 42.2 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular. A breakdown of the DBS Group's past due loans can also be found in the same note.

When required, the DBS Group will take possession of all collateral and dispose them as soon as practicable. Realised proceeds are used to reduce outstanding indebtedness.

A breakdown of collateral held for NPA is shown in Note 42.2 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

Reposessed collateral is classified in the balance sheet as Other assets. The amounts of such other assets for 2022 and 2023 were not material.

Credit risk mitigants

Collateral received

Where possible, the DBS Group takes collateral as a secondary source of repayment. This includes, but is not limited to, cash, marketable securities, real estate, trade receivables, inventory, equipment, and other physical and/or financial collateral. The DBS Group may also take fixed and floating charges on the assets of borrowers.

Policies are in place to determine the eligibility of collateral for credit risk mitigation. Collateral is generally diversified and periodic valuations of collateral are required. Real estate constitutes the bulk of the collateral, with a significantly lower proportion in marketable securities and cash.

For derivatives, repurchase agreements ("**repo**") and other repo-style transactions with financial market counterparties, collateral arrangements are typically covered under market-standard documentation, such as International Swaps and Derivatives Association ("**ISDA**") Agreements and Master Repurchase Agreements.

The collateral exchanged mitigates marked-to-market changes at a re-margining frequency that the DBS Group and the counterparties have mutually agreed upon. This is governed by internal guidelines with respect to collateral eligibility. In the event of a default, the credit risk exposure is reduced by master-netting arrangements where the DBS Group is allowed to offset what it owes to a counterparty against what is due from that counterparty in a netting-eligible jurisdiction.

For further information on financial assets and liabilities subject to netting agreement but not offset on the balance sheet, please refer to Note 14 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

Collateral held against derivatives generally consists of cash in major currencies and highly-rated government or quasi-government bonds. Exceptions may arise in certain countries, where due to domestic capital markets and business conditions, the DBS Group may be required to accept less highly rated or liquid government bonds and currencies. Reverse repo transactions are generally traded with large institutions with reasonably good credit standing. The DBS Group takes haircuts against the underlying collateral of these transactions that commensurate with collateral quality to ensure credit risks are adequately mitigated.

In times of difficulty, the DBS Group will review the customers' specific situation and circumstances to assist them in restructuring their financial obligations. However, should the need arise, disposal and recovery processes are in place to dispose the collateral held. The DBS Group maintains a panel of agents and solicitors to assist in the disposal of non-liquid assets and specialised equipment quickly.

Collateral posted

The DBS Group is required to post additional collateral in the event of a rating downgrade. As at 31 December 2023, for a three-notch downgrade of its Standard & Poor's Ratings Services and Moody's

Investors Services ratings, the DBS Group would have to post additional collateral amounting to SGD 26 million (2022: SGD 11 million).

Other credit risk mitigants

The DBS Group accepts guarantees as credit risk mitigants. Internal requirements for considering the eligibility of guarantors for credit risk mitigation are in place.

Internal credit risk models

The DBS Group adopts rating systems for the different asset classes under the Internal Ratings-Based Approach (“IRBA”).

There is a robust governance process for the development, independent validation and approval of any credit risk model. The models go through a rigorous review process before they are endorsed by the GCRMC and Risk EXCO. They must also be approved by the BRMC before submission for regulatory approval. The key risk measures generated by the internal credit risk rating models to quantify regulatory capital include PD, LGD and EAD. For portfolios under the Foundation IRBA, internal estimates of PD are used while the supervisory LGD and EAD estimates are applied. For portfolios under the Advanced IRBA, internal estimates of PD, LGD and EAD are used. In addition, the ratings from the credit models act as the basis for underwriting credit risk, monitoring portfolio performance and determining business strategies. The performance of the rating systems is monitored regularly and reported to the GCRMC, the Risk EXCO and the BRMC to ensure their ongoing effectiveness.

An independent risk unit conducts formal validations for the respective rating systems annually. The validation processes are also independently reviewed by Group Audit. These serve to highlight material deterioration in the rating systems for management attention.

Retail exposure

Retail exposures are categorised into the following asset classes under the Advanced IRBA: residential mortgages, qualifying revolving retail exposures and other retail exposures.

Within each asset class, exposures are managed on a portfolio basis. Each customer or account is assigned to a risk pool, considering factors such as borrower characteristics and collateral type. PD, EAD and LGD estimates are based on internal historical default, utilisation and realised losses within a defined period.

Product-specific credit risk elements such as underwriting criteria, scoring models, approving authorities, asset quality, and business strategy reviews, as well as systems, processes and techniques to monitor portfolio performance, are in place. Credit risk models for secured and unsecured portfolios are also used to update the risk level of each loan on a monthly basis, reflecting the broad usage of risk models in portfolio quality reviews.

Wholesale exposure

Wholesale exposures are largely under the Foundation IRBA for capital computation. They include sovereign, bank and corporate. Specialised lending exposures are under IRBA using supervisory slotting criteria.

Sovereign exposures are risk-rated using internal risk-rating models. Factors related to country-specific macroeconomic risk, political risk, social risk and liquidity risk are included in the sovereign rating models to assess the sovereign credit risk in an objective and systematic manner.

Bank exposures are assessed using the bank-rating model. The model considers both quantitative and qualitative factors such as capital levels and liquidity, asset quality, and management strength.

Large corporate exposures are assessed using internal rating models. Factors considered in the risk assessment process include the counterparty's financial strength and qualitative factors such as industry risk, access to funding, market standing and management strength.

SME credit rating models consider risk factors, such as those relating to the counterparty's financial strength, qualitative factors, as well as account performance.

Credit risk ratings under the IRBA portfolios are, at a minimum, reviewed by designated approvers on an annual basis unless credit conditions require more frequent assessment.

Specialised lending exposures

Specialised lending IRBA portfolios include income-producing real estate, project finance, object finance and commodities finance. These adopt the supervisory slotting criteria specified under Annex 7v of MAS Notice 637, which are used to determine the risk weights to calculate credit risk-weighted exposures.

Securitisation exposures

The DBS Group arranges securitisation transactions for its clients for fees. These transactions do not involve special-purpose entities the DBS Group controls. For transactions that are not underwritten, no securitisation exposures are assumed as a direct consequence of arranging the transactions. Any decision to invest in any of such arranged transactions is subject to independent risk assessment.

Where the DBS Group provides an underwriting commitment, any securitisation exposure that arises will be held in the trading book to be traded or sold down in accordance with its internal policy and risk limits. In addition, the DBS Group does not provide implicit support for any transactions it structures or has invested in.

The DBS Group invests in its clients' securitisation transactions from time to time. These may include securitisation transactions arranged by the DBS Group or with other parties. The DBS Group may also act as a liquidity facility provider, working capital facility provider or swap counterparty. Such securitisation exposures require the approval of the independent risk function and are subject to regular risk reviews. The DBS Group also has processes in place to monitor the credit risk of its securitisation exposures.

Credit exposures falling outside internal credit risk models

The DBS Group applies the Standardised Approach ("SA") for portfolios that are expected to transit to IRBA or for portfolios that are immaterial in terms of size and risk profile. These portfolios include:

- (i) IRBA-transitioning retail and wholesale exposures
- (ii) IRBA-exempt retail exposures
- (iii) IRBA-exempt wholesale exposures

Any identified transitioning retail and/or wholesale exposures are expected to adopt Advanced or Foundation IRBA, subject to approval by regulators. Prior to regulatory approval, these portfolios are under SA.

The portfolios under the SA are subject to the DBS Group's overall governance framework and credit risk management practices. The DBS Group continues to monitor the size and risk profile of these portfolios, and will enhance the relevant risk measurement processes if these risk exposures become material.

The DBS Group uses external ratings for credit exposures under the SA where relevant, and the DBS Group only accepts ratings from Standard & Poor's, Moody's and Fitch in such cases. The DBS Group follows the process prescribed in MAS Notice 637 to map the ratings to the relevant risk weights.

Credit risk in 2023

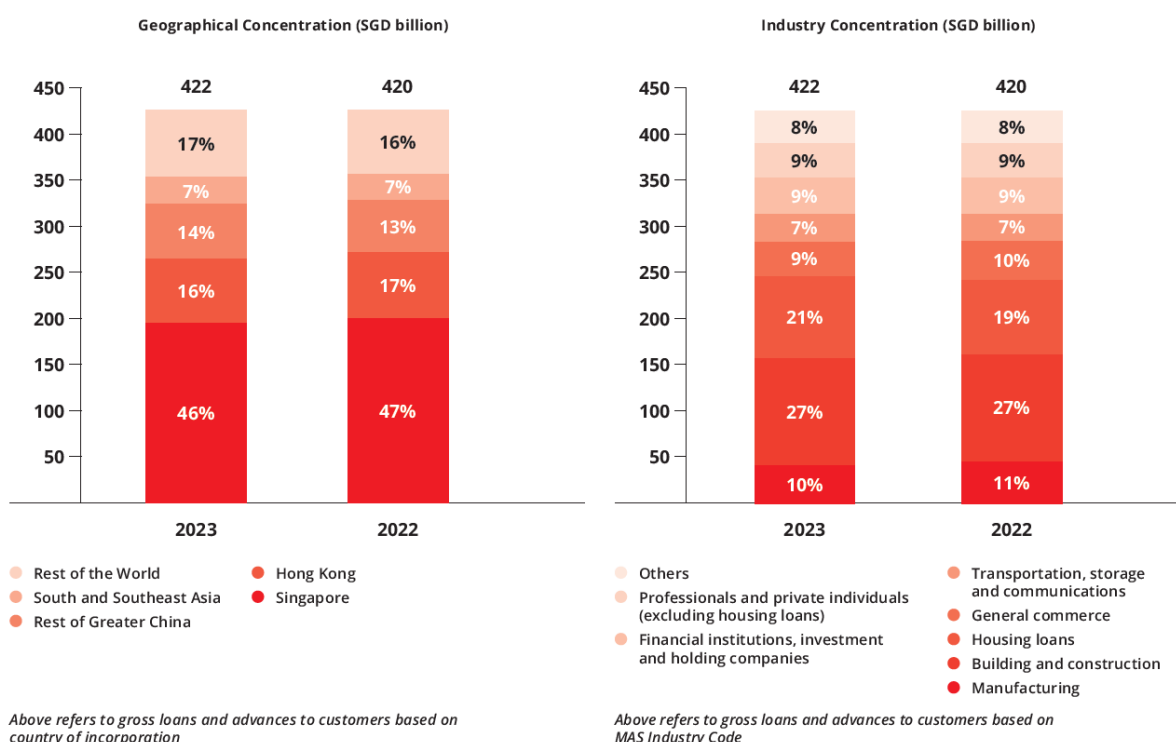
Concentration risk

The DBS Group's concentration risk remained well managed across geographies and industry/ business segments.

The DBS Group's geographic distribution of customer loans remained stable.

Singapore, the DBS Group's home market, continued to account for the largest share of its gross loans and advances to customers which contributed to 46% of its total portfolio.

The DBS Group's portfolio is well diversified across industry and business segments. Building and Construction, General Commerce and Manufacturing remained the largest contributors in the wholesale portfolio, accounting for 46% of the total portfolio.



For the DBS Group's breakdown of credit risk concentration, please refer to Note 43.4 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

Non-performing assets

New non-performing asset ("NPA") formation was offset by recoveries and write-offs. In absolute terms, total NPA decreased by 1% from the previous year to SGD 5.06 billion and non-performing loans ("NPL") ratio maintained at 1.1% in 2023.

Collateral received

The tables below provide breakdowns by LTV bands for the borrowings secured by real estate and other collateral from the various market segments.

Residential mortgage loans

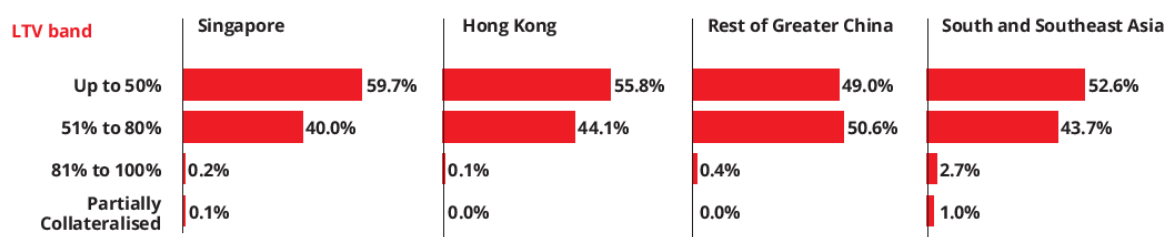
The LTV ratio is calculated using mortgage loans including undrawn commitments divided by the collateral value. Property valuations are determined by using a combination of professional appraisals and housing price indices.

For Singapore mortgage loans, the increases in property price index for HDB and private residential properties resulted in a 5.4% increase in the proportion of mortgage exposure in the up to 50% LTV band.

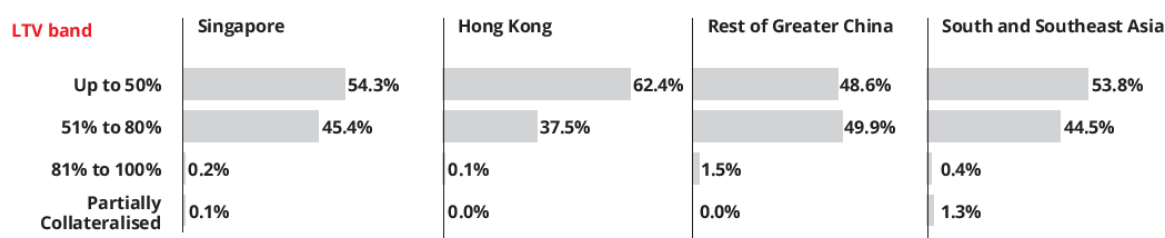
For Hong Kong mortgage loans, the decrease in property price index resulted in a 6.6% increase in the proportion of mortgage exposure in the 51% to 80% LTV band.

Percentage of residential mortgage loans (breakdown by LTV band and geography)

As at 31 December 2023



As at 31 December 2022



Note: Dec 2023 position includes the Taiwan CITI migrated mortgage loans.

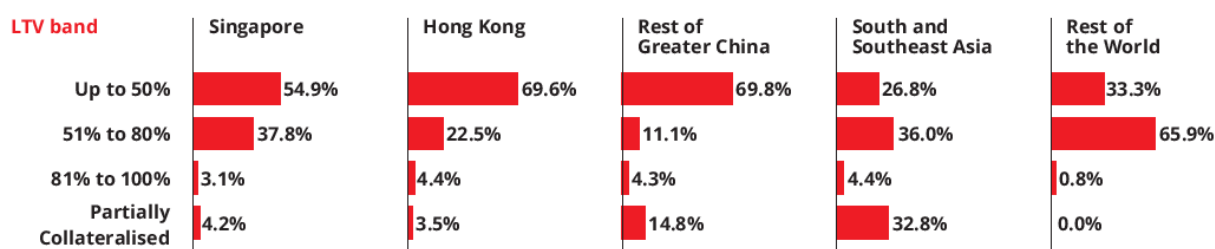
Loans and advances to corporates secured by real estate

These secured loans were extended for the purpose of acquisition and/or development of real estate, as well as for general working capital. More than 90% of such loans were fully collateralised and majority of these loans had LTV less than 80%. The DBS Group's property loans were mainly concentrated in Singapore and Hong Kong, which together accounted for about 80% of the total property loans.

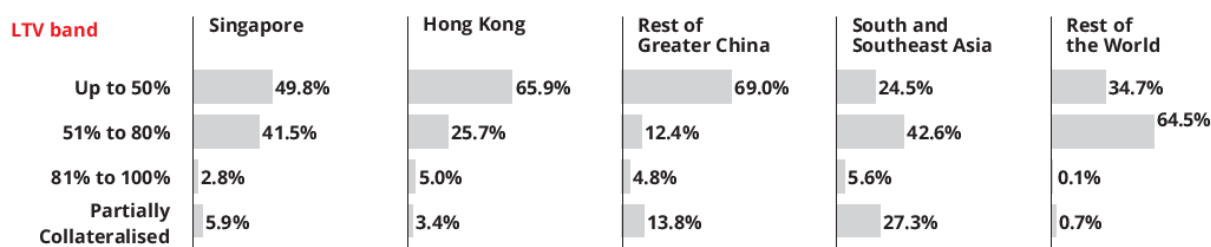
The LTV ratio is calculated as loans and advances divided by the value of collaterals that secure the same facility. Real estate forms a substantial portion of the collaterals; other collateral such as cash, marketable securities and bank guarantees are also included.

Percentage of loans and advances to corporates secured by real estate (breakdown by LTV band and geography)

As at 31 December 2023



As at 31 December 2022



Loans and advances to banks

In line with market convention, loans and advances to banks are typically unsecured. The DBS Group manages the risk of such exposures by keeping tight control of the exposure tenor and monitoring of their credit quality.

Derivatives counterparty credit risk by markets and settlement methods

The DBS Group continues to manage its derivatives counterparty risk exposures with netting and collateral arrangements, thereby protecting its balance sheet in the event of a counterparty default.

A breakdown of the DBS Group's derivatives counterparty credit risk by markets (OTC versus exchange-traded) and settlement methods (cleared through a central counterparty versus settled bilaterally) can be found below.

Notional OTC and exchange-traded products

	As at 31 December 2023
	<i>In notional terms, SGD millions</i>
OTC derivatives cleared through a central counterparty	1,782,750
OTC derivatives settled bilaterally	1,108,672
Total OTC derivatives	2,891,422

	As at 31 December 2023
	<i>In notional terms, SGD millions</i>
Exchange-traded derivatives	17,043
Total derivatives	2,908,465

For a breakdown of the derivatives positions held by the DBS Group, please refer to Note 36 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

Market Risk

The DBS Group's exposure to market risk is categorised into:

- (a) **Trading portfolios:** Arising from positions taken for:
 - (i) market-making;
 - (ii) client-facilitation; and
 - (iii) benefiting from market opportunities.
- (b) **Non-trading portfolios:** Arising from:
 - (i) Institutional Banking and Consumer Banking/Wealth Management assets and liabilities;
 - (ii) debt securities and equities comprising investments held for yield and/or long-term capital gains;
 - (iii) strategic stakes in entities; and
 - (iv) structural foreign exchange risk arising mainly from the DBS Group's strategic investments which are denominated in currencies other than Singapore dollars.

The DBS Group uses a variety of financial derivatives such as swaps, forwards and futures, and options for trading and hedging against market movements.

Market risk management at the DBS Group

The DBS Group's approach to market risk management comprises the following building blocks: policies, risk methodologies and processes, systems and reports.

Policies

The DBS Group's Market Risk Management Policy sets its overall approach towards market risk management. This policy is supplemented with standards and guides, which facilitate the identification, measurement, control, monitoring and reporting of market risk in a consistent manner. They also set out the overall approach, requirements and controls governing market risk stress testing across the DBS Group.

The criteria for determining the positions to be included in the trading book are stipulated in the Trading Book Policy Statement.

Risk methodologies

The DBS Group utilises Value-at-Risk (“**VaR**”), a statistical risk measure, to estimate the potential loss from market movements. This measure uses historical simulation based on data for the previous 12 months. It assumes that historical changes in market values reflect the distribution of potential outcomes in the immediate future.

The DBS Group limits and monitors market risk exposures using Expected Shortfall (“**ES**”). ES is estimated by averaging the portfolio’s potential losses beyond the 97.5% confidence interval, under normal market conditions and over a one-day holding period.

ES is supplemented with other risk control metrics such as sensitivities to risk factors and loss triggers for management action.

The DBS Group conducts backtesting to verify the predictiveness of the VaR model. Backtesting compares VaR calculated for positions at the close of each business day with the profit and loss (“**P&L**”) that arises from those positions on the following business day. The backtesting P&L excludes fees and commissions, revenues from intra-day trading, non-daily valuation adjustments and time effects.

For backtesting, VaR at the 99% confidence interval and over a one-day holding period is used. The DBS Group adopts the standardised approach to compute market risk regulatory capital under MAS Notice 637 for the trading book positions. As such, VaR backtesting does not impact the DBS Group’s regulatory capital for market risk.

There are limitations to VaR models; for example, past changes in market risk factors may not provide accurate predictions of future market movements, and the risk arising from adverse market events may not be considered.

To monitor the DBS Group’s vulnerability to unexpected but plausible extreme market risk-related events, the DBS Group conducts multiple market risk stress tests regularly. These cover trading and non-trading portfolios and follow a combination of historical and hypothetical scenarios depicting risk-factor movement.

Interest Rate Risk in the Banking Book (“**IRRBB**”) arises from mismatches in the interest rate profiles of assets, liabilities and capital instruments. DBS Group identifies, measures and manages IRRBB from both economic value and earning perspectives using Economic Value of Equity (“**EVE**”) and Net Interest Income (“**NII**”) variability as the respective key risk metrics. Estimating IRRBB requires the use of behavioural models and assumptions on certain parameters such as loan prepayment, fixed deposits early redemption and the duration of non-maturity deposits. DBS Group measures IRRBB on a monthly basis.

Processes, systems and reports

Robust internal control processes and systems have been designed and implemented to support the DBS Group’s market risk management approach. The DBS Group reviews these control processes and systems regularly, and these reviews allow senior management to assess their effectiveness.

The RMG Market and Liquidity Risk unit – an independent market risk management function reporting to the CRO – monitors, controls and analyses the DBS Group’s market risk daily. The unit comprises risk control, risk analytics, production and reporting teams.

Market risk in 2023

The main risk factors driving the DBS Group’s trading portfolios in 2023 were interest rates and credit spreads. The following table shows the year-end, average, high and low diversified ES, and ES by risk class for the DBS Group’s trading portfolios. Higher ES in 2023 was due to volatile markets caused by various events such as the failure of Credit Suisse and several US regional banks, geopolitical risks and global rate hikes.

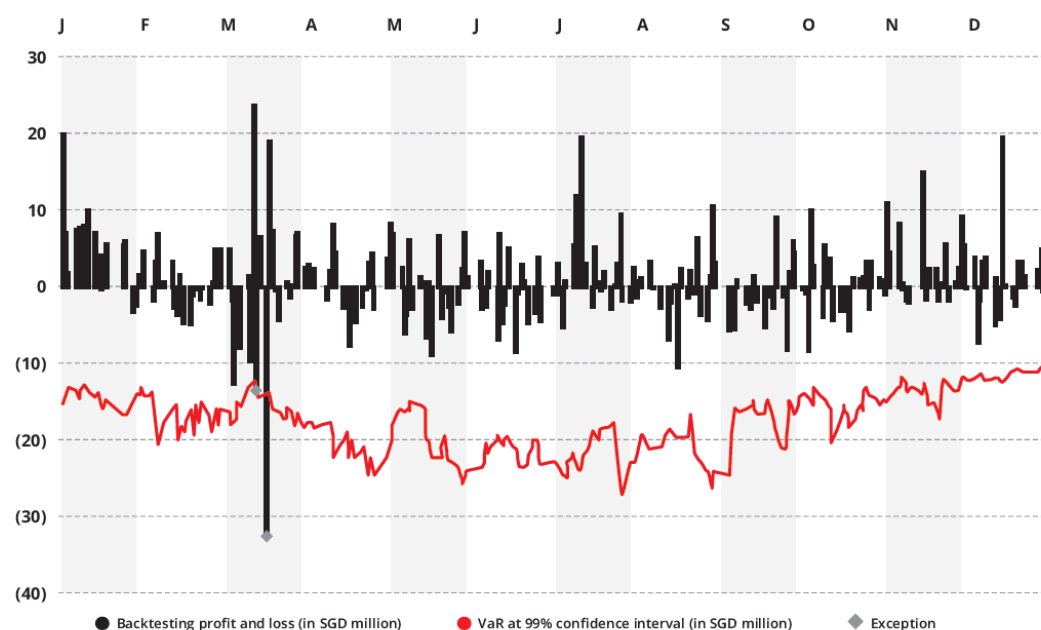
		1 Jan 2023 to 31 Dec 2023		
SGD million	As at 31 Dec 2023	Average	High	Low
Diversified	11	17	27	11
Interest rates	11	20	30	8
Foreign exchange	3	4	9	2
Equity	2	2	5	1
Credit spread	14	15	17	11
Commodity	3	4	7	#

		1 Jan 2022 to 31 Dec 2022		
SGD million	As at 31 Dec 2022	Average	High	Low
Diversified	15	11	20	7
Interest rates	18	14	27	6
Foreign exchange	6	4	8	1
Equity	2	4	8	2
Credit spread	11	9	11	5
Commodity	#	1	3	#

Amount under SGD 500,000

The DBS Group's trading portfolios experienced two backtesting exceptions in 2023 and both were in March. They were mainly due to unexpected market movements caused by the fallout of several US regional banks and Credit Suisse.

SGD million



In 2023, the key market risk drivers of the DBS Group's non-trading portfolios were risk in the material currencies Singapore Dollar, US Dollar and Hong Kong Dollar. Interest Rate Risk in the Banking Book ("IRRBB") is measured by the change in Economic Value of Equity ("EVE") and Net Interest Income ("NII"). The rate shock scenarios follow MAS Notice 637 Annex 10C where interest rate shocks are prescribed for each currency. For example, the parallel scenario simulations for our material currencies use a rate shock of 150 basis points for Singapore Dollar and a rate shock of 200 basis points for US Dollar and Hong Kong Dollar. Under the parallel up and down scenarios, all-currency NII is estimated to increase by SGD 1,524 million and decrease by SGD 1,747 million respectively.

Changes in EVE and NII under standardised interest rate shock scenarios		
SGD million	Δ EVE ⁽¹⁾	Δ NII ⁽¹⁾
Period	31 Dec 2023	31 Dec 2023
Parallel up	3,797	(1,524)
Parallel down	(4,920)	1,747
Steeper	1,618	
Flattener	(480)	
Short rate up	655	
Short rate down	(796)	
Maximum	3,797	1,747
Tier 1 Capital		
Period	31 Dec 2023	
Tier 1 Capital	56,182	

(1) Aggregated at all-currency level, where positive values of Δ EVE and Δ NII indicate losses under the respective scenarios, while negative values indicate gains.

Another key risk in the DBS Group's non-trading portfolios is structural foreign exchange positions, arising mainly from our strategic investments and retained earnings in overseas branches and subsidiaries.

For details on the DBS Group's structural foreign exchange positions, please refer to Note 38.3 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

Liquidity Risk

The DBS Group's liquidity risk arises from its obligations to honour withdrawals of deposits, repayments of borrowed funds at maturity and the DBS Group's commitments to extend loans to its customers. The DBS Group seek to manage its liquidity to ensure that its liquidity obligations will continue to be honoured under normal as well as adverse circumstances.

Liquidity risk management

Approach to liquidity risk management

The DBS Group's approach to liquidity risk management comprises the following building blocks: Policies, Risk Methodologies and Processes, Systems and Reports.

Policies

The DBS Group's Liquidity Risk Management Policy sets the DBS Group's overall approach towards liquidity risk management and describes the range of strategies it employs to manage its liquidity.

These strategies include maintaining an adequate counterbalancing capacity to address potential cash flow shortfalls and having diversified sources of liquidity.

The DBS Group's counterbalancing capacity includes liquid assets, the capacity to borrow from the money markets (including the issuance of commercial papers and covered bonds), and forms of managerial

interventions that improve liquidity. In the event of a potential or actual crisis, the DBS Group has in place a set of liquidity contingency and recovery plans to ensure that it maintains adequate liquidity.

The DBS Group's Liquidity Risk Management Policy is supported by standards that establish the detailed requirements for liquidity risk identification, measurement, reporting and control within the DBS Group. The set of policies, standards and supporting guides communicate these baseline requirements to ensure a consistent application throughout the DBS Group.

Risk methodologies

The primary measure used to manage liquidity within the tolerance defined by the Board is cash flow maturity mismatch analysis.

This form of analysis is performed on a regular basis under normal and adverse scenarios. It assesses the adequacy of the DBS Group's counterbalancing capacity to fund or mitigate any cash flow shortfalls that may occur as forecasted in the cash flow movements across successive time bands. To ensure that liquidity is managed in line with the DBS Group's Risk Appetite, core parameters such as the types of scenarios, the survival period and the minimum level of liquid assets, are pre-specified for monitoring and control on a group-wide basis. Any occurrences of forecasted shortfalls that cannot be covered by the DBS Group's counterbalancing capacity will be escalated to the relevant committees for evaluation and action.

Liquidity risk stress testing is performed regularly using cash flow maturity mismatch analysis, and covers adverse scenarios including general market and idiosyncratic stress scenarios. Stress tests assess the DBS Group's vulnerability when liability run-offs increase, asset rollovers increase and/or liquid asset buffers decrease. In addition, ad hoc stress tests are performed as part of the DBS Group's recovery planning and ICAAP exercises.

Liquidity risk control measures such as liquidity-related ratios and balance sheet analysis are complementary tools for cash flow maturity mismatch analysis, and they are performed regularly to obtain deeper insights and finer control over the DBS Group's liquidity profile across different locations.

The liquidity risk control measures also include concentration measures regarding top depositors, wholesale borrowing and swapped funds ratios.

Processes, systems and reports

Robust internal control processes and systems support the DBS Group's overall approach in identifying, measuring, aggregating, controlling and monitoring liquidity risk across the DBS Group.

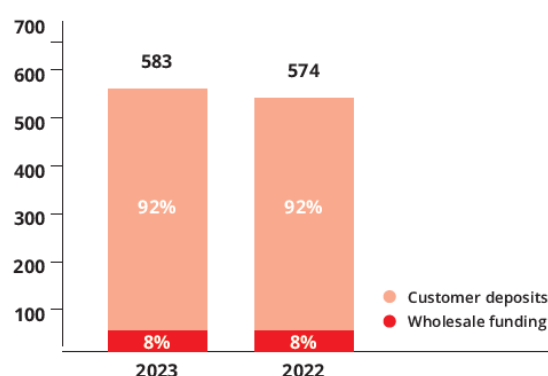
Continuous improvement in data and reporting platforms has allowed most elements of internal liquidity risk reporting to be centralised.

The RMG Market and Liquidity Risk unit manages the day-to-day liquidity risk monitoring, control reporting, and analysis.

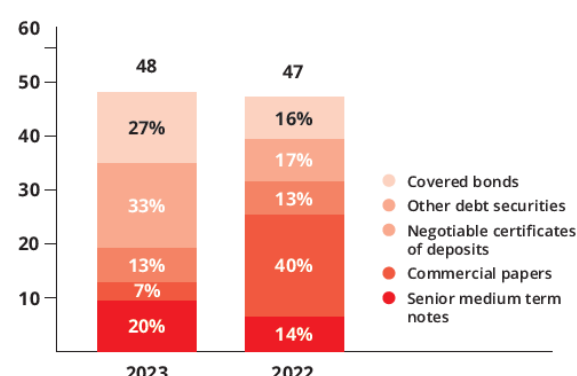
Liquidity management and funding strategy

The DBS Group strives to develop a diversified funding base with access to funding sources across retail and wholesale channels in both Singapore dollar and foreign currencies. The DBS Group's funding strategy is anchored on the strength of its core deposit franchise and is augmented by its established long-term funding capabilities.

Funding sources (SGD billion)



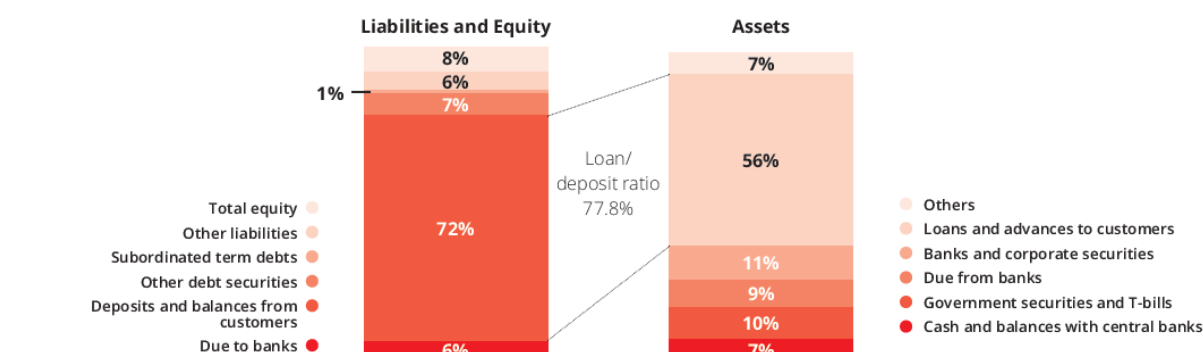
Wholesale Funding Breakdown (SGD billion)



Wholesale funding was largely realigned to longer-tenor funding to meet local regulatory requirements for selected overseas markets.

The DBS Group aims to maintain continuous access to the investor base for capital, covered bonds and senior wholesale funding to support its commercial banking activities. The DBS Group seeks cost efficiencies and broadens its investor base with proactive engagement via regular issuances. Capital instruments are primarily issued from DBSH while covered bonds are primarily issued from DBS Bank. Senior notes are issued from both DBSH and DBS Bank as required.

The diagram below shows the DBS Group's funding structure as at 31 December 2023. Loan-deposit ratio remains healthy at 77.8%.



For the contractual maturity profile of the DBS Group's assets and liabilities and more details of the DBS Group's wholesale funding sources, please refer to Note 43.1 and Note 30 respectively to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

Growth in the regional franchise generates price, volume, currency and tenor mismatches between the DBS Group's assets and liabilities. To this end, where practicable and transferable without loss in value, the DBS Group makes appropriate use of swap markets for relevant currencies, commensurate with the liquidity of each, in the conversion and deployment of surplus funds across locations.

As these swaps typically mature earlier than loans, the DBS Group is exposed to potential cash flow mismatches arising from the risk that counterparties may not roll over maturing swaps to support the DBS Group's ongoing funding needs.

This risk is mitigated by triggers set on the number of swaps transacted with the market and by conservative assumptions on the cash flow behaviour of swaps under the DBS Group's cash flow maturity gap analysis.

In general, the term borrowing needs are managed centrally by the head office and in consultation with the DBS Group's overseas locations, subject to relevant regulatory restrictions and to an appropriate level of presence and participation required by the respective local funding markets.

The DBS Group's Asset and Liability Committee and respective Location Asset and Liability Committees regularly review the composition and growth trajectories of the relevant balance sheets and refine the DBS Group's funding strategy according to business momentum, competitive factors and prevailing market conditions.

Liquidity risk in 2023

The DBS Group actively monitors and manages its liquidity profile through cash flow maturity mismatch analysis.

In forecasting cash flow under the analysis, behavioural profiling is necessary in cases where a product has indeterminate maturity or the contractual maturity does not realistically reflect the expected cash flow.

Two examples are maturity-indeterminate savings and current account deposits, which are generally viewed as sources of stable funding for commercial banks. A conservative view is adopted in the behavioural profiling of assets, liabilities and off-balance sheet commitments that have exhibited cash flow patterns that differ significantly from the contractual maturity profile shown under Note 43.1 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular.

The table below shows the DBS Group's behavioural net and cumulative maturity mismatch between assets and liabilities over a one-year period, in a normal scenario without incorporating growth projections. The DBS Group's liquidity was observed to remain adequate in the maturity mismatch analysis.

SGD million ^(a)	Less than 1 week	1 week to 1 month	1 to 3 months	3 to 6 months	6 months to 1 year
As at 31 Dec 2023^(b) Net liquidity mismatch	46,756	8,272	(11,949)	35,124	18,122
Cumulative mismatch	46,756	55,028	43,079	78,203	96,325
As at 31 Dec 2022^(b) Net liquidity mismatch	27,278	1,126	(15,986)	23,451	10,019
Cumulative mismatch	27,278	28,404	12,418	35,869	45,888

(a) Positive indicates a position of liquidity surplus. Negative indicates a liquidity shortfall that has to be funded

(b) As the behavioural assumptions used to determine the maturity mismatch between assets and liabilities are updated from time to time, the liquidity mismatches may not be directly comparable across past balance sheet dates

Liquid assets

Liquid assets are assets that are readily available and can be easily monetised to meet obligations and expenses under times of stress.

Such assets are internally defined under the governance of the relevant oversight committees, taking into account asset class, issuer type and credit rating, among other criteria, before they are reflected as available funds through cash flow maturity mismatch analysis. The DBS Group's Treasury function expects to be able to operationally monetise its pool of liquid assets to meet liquidity shortfalls when the need arises. These liquid assets must be unencumbered and free of any legal, regulatory, contractual or other restrictions.

In practice, liquid assets are maintained in key locations and currencies to ensure that operating entities in such locations possess a degree of self-sufficiency to support business needs and guard against contingencies. The main portion of the DBS Group's liquid assets is centrally maintained in Singapore to support liquidity needs in smaller overseas subsidiaries and branches. Internally, the DBS Group sets a

requirement to maintain its pool of liquid assets above a minimum level as a source of contingent funds, taking into account regulatory recommended liquid asset levels as well as internally projected stress shortfalls under its cash flow maturity mismatch analysis.

The table below shows the DBS Group's encumbered and unencumbered liquid assets by instrument and counterparty against other assets in the same category under the balance sheet. The figures are based on the carrying amount at the balance sheet date.

	Liquid assets				Others ^(d)	Total
SGD million	Encumbered	Unencumbered ^(a)	Total[1]	Average ^(c)	[2]	[1] + [2]
As at 31 Dec 2023						
Cash and balances with central banks	10,338	39,853	50,191	48,936	22	50,213
Due from banks ^(b)	-	19,996	19,996	17,658	47,465	67,461
Government securities and treasury bills	8,326	60,320	68,646	67,722	1,919	70,565
Banks and corporate securities	4,902	62,265	67,167	64,663	14,568	81,735
Total	23,566	182,434	206,000	198,979	63,974	269,974

(a) Unencumbered balances comprise liquid asset holdings that are unrestricted and available. The encumbered portion represents pledged securities and the mandatory balances held with central banks, which includes a minimum cash balance (MCB) amount that may be available for use under a liquidity stress situation.

(b) Liquid assets comprise nostro accounts and eligible certificates of deposits

(c) Total liquid assets reflected on an average basis over the four quarters in 2023

(d) "Others" refer to assets that are not recognised as part of the available pool of liquid assets for liquidity management under stress due to (but not limited to) inadequate or non-rated credit quality, operational challenges in monetisation (e.g. holdings in physical scrips), and other considerations

Liquidity coverage ratio ("LCR")

Under MAS Notice to Banks No. 649 "Minimum Liquid Assets (MLA) and Liquidity Coverage Ratio (LCR)", DBS Bank, as a Domestic Systemically Important Bank ("D-SIB") incorporated and headquartered in Singapore, is required to comply with the LCR standards. The DBS Group LCR has been maintained well above the minimum LCR requirements of 100% for both all-currency and SGD.

The DBS Group's LCR is sensitive to balance sheet movements resulting from commercial loan/ deposit activities, wholesale inter-bank lending/ borrowing, and to the maturity tenor changes of these positions as they fall into or out of the LCR 30-day tenor. In order to meet the LCR requirements, the DBS Group holds a pool of unencumbered High Quality Liquid Assets comprising predominantly cash, balances with central banks and highly rated bonds issued by governments or supranational entities.

Net stable funding ratio ("NSFR")

The DBS Group is subject to the NSFR under MAS Notice to Banks No. 652 "Net Stable Funding Ratio (NSFR)" (MAS Notice 652). The DBS Group's NSFR has been maintained consistently above the minimum regulatory requirement of 100%.

NSFR aims to improve the resiliency of banks by promoting long term funding stability. The DBS Group manages its NSFR by maintaining a stable balance sheet supported by a diversified funding base with access to funding sources across retail and wholesale channels.

Operational and Technology Risk

Operational risk is inherent in the DBS Group's business activities and may arise from inadequate or failed internal processes, people, systems, or from external events. The DBS Group's objective is to keep operational risk at appropriate levels, taking into account the markets the DBS Group operates in, the characteristics of the businesses as well as its economic and regulatory environment.

Operational Risk Management at the DBS Group

The DBS Group's approach to operational risk management comprises the following building blocks: policies, risk methodologies and processes, systems and reports.

Policies

The DBS Group's Operational Risk Management ("**ORM**") Policy sets its overall approach for managing operational risk in a structured, systematic and consistent manner.

There are policies, standards, tools and programmes in place to govern ORM practices across the DBS Group. These include corporate operational risk policies and standards that are owned by the respective corporate oversight and control functions. The key policies address risk areas relating to technology, compliance, fraud, money laundering, financing of terrorism and sanctions, new product, outsourcing and ecosystem partnership.

Risk methodologies

The DBS Group adopts the standardised approach to compute operational risk regulatory capital.

To manage and control operational risk, the DBS Group uses various tools, including risk and control self-assessment ("**RCSA**"), operational risk event management and key risk indicator monitoring.

The DBS Group's Three Lines Model adopts one common risk taxonomy, and a consistent risk assessment approach to managing operational risk. RCSA is conducted by each business or support unit to identify key operational risk and assess the effectiveness of internal controls. When control issues are identified, the units develop action plans and track the resolution of the issues.

Operational risk events are classified in accordance with Basel standards. Such events, including any significant incidents that may impact the DBS Group's reputation, must be reported based on certain established thresholds. Key risk indicators with pre-defined escalation triggers are employed to facilitate risk monitoring in a forward-looking manner.

Additional methodologies are in place to address subject-specific risks, including, but not limited to the following:

Compliance risk

Compliance risk refers to the risk of the DBS Group not being able to successfully conduct its business because of any failure to comply with laws, regulatory requirements, industry codes or standards of business and professional conduct applicable to the financial sector.

This includes, in particular, laws and regulations applicable to the licensing and conducting of banking or other financial businesses, financial crime such as anti-money laundering and countering the financing of terrorism, fraud, and bribery/corruption. The DBS Group maintains a compliance programme designed to identify, assess, measure, mitigate and report on such risks through a combination of policy and relevant systems and controls.

To counter financial crime and sanctions risks, the DBS Group established minimum standards for its business and support units to manage its actual and/ or potential risk exposures. In addition, standards aimed to provide the end-to-end management for fraud and related issues at the unit and geographical levels, are implemented through the Fraud Management Programme. The DBS Group implements surveillance and compliance testing controls where necessary to obtain assurance that the control framework is operating effectively.

The DBS Group also provides relevant training and implements assurance processes. The DBS Group strongly believes in the need to promote a strong compliance culture as well, and this is developed through the leadership of its Board and senior management.

New product, outsourcing and ecosystem partnership risks

Each new product, service, outsourcing arrangement or ecosystem partnership is subject to a risk review and sign-off process, where relevant risks are identified and assessed. Variations of existing products or services and existing outsourcing arrangements and ecosystem partnerships are also subject to a similar process.

Other mitigation programmes

A robust business continuity management programme is in place to ensure that essential banking services can continue in the event of unforeseen events or business disruptions. This includes a crisis management plan to enable quick response to manage incidents. Exercises are conducted annually, simulating different scenarios to test business continuity plans and crisis management protocol. The effectiveness of these exercises as well as the DBS Group's business continuity readiness and its alignment to regulatory guidelines are communicated and attested by senior management to the BRMC annually.

To mitigate losses from specific risk events which are unexpected and significant, the DBS Group effects group-wide insurance coverage under the DBS Group's insurance programme. These insurance policies relate to crime and professional indemnity, directors and officers liability, cybersecurity risk, property damage and business interruption, general liability and terrorism.

Processes, systems and reports

Robust internal control processes and systems are integral to identifying, assessing, monitoring, managing and reporting operational risk.

All units are responsible for the day-to-day management of operational risk in their products, processes, systems and activities, in accordance with the various frameworks and policies. The RMG Operational Risk unit and other corporate oversight and control functions:

- oversee and monitor the effectiveness of operational risk management;
- assess key operational risk issues with the units, and
- report and/ or escalate key operational risks to risk committees with recommendations on appropriate risk mitigation strategies.

The DBS Group has in place an integrated governance, risk and compliance system with aligned risk assessment methodology, common taxonomy and unified processes for the Three Lines Model. The DBS Group has in place an operational risk landscape profile which provides the Board and senior management with an integrated view of the DBS Group's operational risk profile periodically, across key operational risk areas and business lines.

Technology Risk Management in 2023

Technology risk

Information Technology ("IT") risk is managed through an enterprise technology risk management approach. This covers risk identification, assessment, mitigation, monitoring and reporting. In addition, the appropriate governance, IT policies and standards, control processes and risk mitigation programmes are in place to support the risk management approach.

Arising from digital disruptions in 2023, a comprehensive technology risk management roadmap has been put in place to address gaps in technology risk governance and oversight, incident management, system resilience and change management.

The DBS Group has established a new subcommittee of the Board Risk Management Committee (BRMC) called the BRMC Technology Risk Committee (BTRC) for dedicated oversight of technology risk.

To enhance independent checks and balances, the DBS Group transferred the Technology Risk Management team to the Risk Management Group with new leadership and expanded bench strength. The DBS Group strengthened its site reliability engineering with new leadership and also created a new Quality Assurance function to provide an additional independent layer of verification, controls and checks over the bank's change management process. A new Group Technology Risk Committee (GTRC) was constituted to enhance the oversight and management of technology risk by senior management.

Relating to incident management, the DBS Group has established clearer ownership and management of incidents within the bank, as well as between the bank and its service providers and vendors. The DBS Group also embarked on proactive problem management through the active review of early warning indicators, identification of other possibly affected areas, and taking preventive actions.

Cybersecurity risk

Cybersecurity risk remains a top priority for the DBS Group. The DBS Group's Chief Information Security Officer (CISO) is responsible for overseeing the cybersecurity function, serving as the central authority for all cybersecurity matters in relation to technology and operational cyber risks, data protection, and compliance with cybersecurity regulations. The DBS Group places a strong emphasis on safeguarding its people, information, network, equipment, and applications in alignment with its risk tolerance.

To ensure the DBS Group is proactive in addressing cyber threats, the DBS Group allocates significant resources towards enhancing its cyber hygiene and control environment. The DBS Group is committed to staying in tandem with the ever-evolving cyber threat landscape. As the second line, the CISO office conducts regular assessments to validate the effectiveness of our controls and to obtain assurance that our control framework remains resilient in the face of emerging and evolving threats.

Furthermore, the DBS Group is dedicated to promoting a culture of cybersecurity risk awareness. The DBS Group believes that a strong security culture starts with its employees. As such, the DBS Group provides relevant training and educational resources to empower its staff to recognise and respond to cybersecurity risks effectively. By fostering this culture of awareness, the DBS Group not only enhances our defence against cyber threats but also ensures that cybersecurity is a shared responsibility across its organisation.

Operational risk in 2023

The total operational risk losses in 2023 were SGD 10 million (0.05% of DBS Group's total operating income), compared with SGD 13 million (0.08%) in 2022. The losses may be categorised into the following seven Basel risk event categories:

Basel risk event types	2023		2022	
	SGD million	%	SGD million	%
Business disruption and system failures	2.79	28%	1.13	9%
Clients, products and business practices	2.56	26%	0.82	7%
Damage to physical asset	0.02	0%	0.01	0%
Employment practices and workplace safety	0	0%	0.04	0%
Execution, delivery and process management	2.43	24%	10.13	78%
External fraud	1.88	19%	0.8	6%
Internal fraud	0.34	3%	0.06	0%
Total^(a)	10.02	100%	12.99	100%

Notes

(a) Reportable operational risk events are those with net loss greater than SGD 10,000 and are reported based on the date of detection

“Business Disruption and System Failures” and “Clients, Products and Business Practices” accounted for the highest share of our total losses in 2023 and the increases were largely attributable to one risk incident under each risk event type.

Reputational Risk

The DBS Group views reputational risk typically as an outcome of any failure to manage risks in its day-to-day activities/decisions, and from changes in the operating environment. These risks include:

- (a) Financial risk (credit, market and liquidity risks)
- (b) Inherent risk (operational and business/strategic risks)

Reputational risk management at the DBS Group

The DBS Group’s approach to reputational risk management comprises the following building blocks: policies, risk methodologies, and processes, systems and reports.

Policies

The DBS Group adopts a four-step approach to reputational risk management, which is to prevent, detect, escalate and respond to reputational risk events.

As reputational risk is typically a consequence of the failure to manage other risk types, the definitions and principles for managing such risks are articulated in the respective risk policies. These are reinforced by sound corporate values that reflect ethical behaviours and practices throughout the DBS Group.

The DBS Group has policies in place to protect the consistency of its brand and to safeguard its corporate identity and reputation.

Risk methodologies

Under the various risk policies, the DBS Group has established a number of mechanisms for ongoing risk monitoring.

These mechanisms take the form of risk limits, key risk indicators, conduct/culture and other operating metrics, and include the periodic risk and control self-assessment process. Apart from observations from internal sources, alerts from external parties/stakeholders also serve as an important source to detect potential reputational risk events. In addition, there are policies relating to media communications, social media and corporate social responsibility to protect the DBS Group’s reputation. There are also escalation and response mechanisms in place for managing reputational risk.

While the respective risk policies address the individual risk types, the Reputational Risk Policy focuses specifically on the DBS Group’s stakeholders’ perception of how well the DBS Group manages its reputational risks. Stakeholders include customers, government agencies and regulators, investors, rating agencies, business alliances, vendors, trade unions, the media, the general public, the Board and senior management and the DBS Group’s employees.

The DBS Group recognises that creating a sense of shared value through engagement with key stakeholder groups is imperative for its brand and reputation.

Processes, systems and reports

The DBS Group’s units are responsible for the day-to-day management of reputational risk and ensure that processes and procedures are in place to identify, assess and respond to this risk. This includes social media monitoring to pick up adverse comments on the DBS Group. Events affecting the DBS Group’s reputational risk are also included in its reporting of risk profiles to senior management and Board-level committees.

Reputational risk in 2023

The DBS Group's priority is to prevent the occurrence of a reputational risk event by adopting good risk attitudes and behaviours, instead of taking mitigating actions when it occurs. The DBS Group's reputation was impacted by the series of digital disruptions to the DBS Group's banking services in 2023. A six-month pause on non-essential IT activities was instituted at the DBS Group to focus on improving technology resiliency. The DBS Group is addressing the issues at hand with utmost priority. This includes the rollout of a comprehensive roadmap to improve technology resiliency, encompassing both immediate and longer-term measures to strengthen technology governance, people/ leadership, systems and processes.

DESCRIPTION OF THE ASSETS AND LIABILITIES OF THE DBS GROUP

Customer Loan Portfolio

As at 31 December 2023, 2022 and 2021, the DBS Group's loans and advances to customers net of cumulative allowances were SGD 416 billion, SGD 415 billion and SGD 409 billion, respectively, which accounted for approximately 56%, 56% and 60% of total assets for 31 December 2023, 2022 and 2021, respectively. The DBS Group's gross loans and advances to customers were SGD 422 billion, SGD 420 billion and SGD 415 billion as at 31 December 2023, 2022 and 2021, respectively. As at 31 December 2023, 2022 and 2021, approximately 39%, 39% and 38% of customer loans and advances were denominated in Singapore dollars, respectively.

From 2021 to 2023, the DBS Group's gross loans and advances to customers grew at a compound annual growth rate of 1% from SGD 415 billion as at 31 December 2021 to SGD 422 billion as at 31 December 2023.

As at 31 December 2023, loans to Singapore borrowers accounted for approximately 46% of the DBS Group's gross customer loans and advances, while loans to Hong Kong borrowers accounted for 16% and other overseas locations accounted for 38% of the DBS Group's gross customer loans and advances.

Customer Loan Concentrations

The DBS Group's top 5 borrower groups (based on outstanding amounts) accounted for 6% of its total customer loans and advances portfolio as at 31 December 2023, while the top 20 borrower groups accounted for 14% of the total customer loans and advances as at that date. Of the top 20 borrower groups as at 31 December 2023, none were classified as non-performing.

The DBS Group's policy is to maintain a diversified loan portfolio without significant concentrations of exposure to any single customer or group of customers. Gross loans to manufacturing, building and construction, and general commerce companies accounted for 10%, 27% and 9%, respectively of the DBS Group's total gross customer loans and advances as at 31 December 2023. Housing loans and loans to professionals and private individuals, accounted for 30% of the total gross loans and advances as at 31 December 2023.

The following table sets forth the DBS Group's total gross loans and advances to customers by industry classification as at 31 December 2023, 2022 and 2021:

	Customer Loan Concentrations as at 31 December					
	2021		2022		2023	
	In SGD millions, except percentages					
Manufacturing.....	41,831	10.1%	45,758	10.9%	42,402	10.0%
Building and construction.....	107,633	25.9%	111,605	26.5%	113,246	26.8%
Housing loans.....	78,516	18.9%	80,625	19.2%	86,925	20.6%
General commerce	44,642	10.8%	41,537	9.9%	38,684	9.2%
Transportation, storage and communications.....	30,963	7.5%	31,466	7.5%	31,316	7.4%
Financial institutions, investment and holding companies.....	37,289	9.0%	39,485	9.4%	35,786	8.5%
Professionals and private individuals (excluding housing loans)	40,114	9.7%	36,869	8.8%	39,451	9.4%
Others	34,084	8.1%	32,939	7.8%	34,342	8.1%

Customer Loan Concentrations as at 31 December

	2021		2022		2023	
	In SGD millions, except percentages					
Total	415,072	100%	420,284	100%	422,152	100%

Housing Loans

As at 31 December 2023, the DBS Group's gross housing loans accounted for 21% of its total gross customer loans and advances as compared to 19% as at 31 December 2022 and 19% as at 31 December 2021. Housing loans are the DBS Group's main consumer lending products.

In Singapore, housing loans are granted to purchasers of both public and private residential properties. Housing loans are typically amortising loans and priced either on fixed or floating rates. These loans are secured by a mortgage on the underlying property. The loan-to-value limit of housing loans is currently 75% for the first loan, 45% for the second loan and 35% for subsequent loans. The aforesaid loan-to-value limits are lowered to 55%, 25% and 15% respectively when the loan tenure exceeds 30 years or extends beyond the borrower's age of 65 years.

In addition, in June 2013, the MAS implemented a Total Debt Servicing Ratio ("TDSR") framework for property loans that aims to promote financial prudence and prevent over-leveraging by property purchasers. Subject to certain exemptions, the TDSR threshold restricts the borrower's monthly total debt obligations to not more than 55% of his gross monthly income. The TDSR framework was fine-tuned in 2016, 2017, 2021 and 2022.

Further, additional buyer stamp duties ranging from 5% to 30% were imposed on individuals as part of property cooling measures. Only Singapore citizens buying their first property are exempted from these additional stamp duties.

Building and Construction

As at 31 December 2023, gross loans to the building and construction sector accounted for 27% of the DBS Group's total gross loans and advances as compared to 27% and 26% as at 31 December 2022 and 31 December 2021 respectively. The DBS Group provides funding, mainly on a secured basis, for a variety of projects, such as office buildings and complexes, residential developments, industrial developments and retail developments.

The DBS Group follows a set of internal guidelines for determining the suitability of any particular building and construction project. For example, it will typically analyse, among other things, information such as the projected cash flows, the developer's track record, financial condition and reputation, the quality of the proposed construction and the location of the project and will require the borrower to submit business plans and feasibility studies. The DBS Group tends to enter into repeat transactions with those developers with which it has had previous experience.

Financial Institutions, Investment and Holding Companies

As at 31 December 2023, 2022 and 2021, gross loans to the financial institutions, investment and holding companies sectors accounted for 9%, 9% and 9% respectively of the DBS Group's total gross loans and advances.

Counterparties span across a variety of financial institutions, including but not limited to, central banks, banks, insurance companies, securities companies, clearing houses, supranationals, leasing and finance companies and various traditional/alternative funds. The DBS Group's current lending policy in this sector is to focus on the industry's top tier global institutions, as well as selected local and regional players in its target markets.

Manufacturing

As at 31 December 2023, gross loans to the manufacturing sectors accounted for 10% of the DBS Group's total gross loans and advances, as compared to 11% as at 31 December 2022 and 10% as at 31 December 2021. The DBS Group's manufacturing customers range from small to large corporations and include many of the major manufacturing companies and groups in Singapore, several large multi-national groups and smaller companies which are suppliers for large global organisations.

General Commerce

As at 31 December 2023, gross loans to the general commerce sector accounted for 9% of total gross loans and advances, as compared to 10% and 11% as at 31 December 2022 and 31 December 2021 respectively. The DBS Group's general commerce customers include wholesalers and retailers.

Others

Loans to professionals and private individuals (excluding housing loans) accounted for 9%, 9% and 10% of total gross loans and advances as at 31 December 2023, 2022 and 2021, respectively.

Loans to the transportation, storage and communications sector were 7% of total gross loans and advances portfolio as at 31 December 2023 as compared to 7% as at 31 December 2022 and 7% as at 31 December 2021.

Loans classified as "others" accounted for 8% of total gross loans and advances as at 31 December 2023 as compared to 8% as at 31 December 2022 and 8% as at 31 December 2021. Loans classified as "others" comprise mainly lending to government-linked corporations, statutory boards, hotels and other SMEs.

Limits on Exposures to Specified Groups of Persons

Section 29 of the Banking Act provides that a bank in Singapore shall limit its exposure to certain groups of persons, including a substantial shareholder group of the bank, a director group of the bank and the financial group of the bank.

See *"Regulation and Supervision – Regulation and Supervision in Singapore – The Regulatory Environment – Other Key Prudential Provisions"*.

Credit Risk by Geography

The exposures set out below are determined based on the location of incorporation of issuer (for debt securities), borrower (for loans) or the issuing bank in the case of bank backed export financing.

	Government securities and treasury bills (Gross)	Due from banks (Gross)	Bank and corporate debt securities (Gross)	Loans and advances to customers (Gross)	Total
<i>In SGD millions</i>					
Assets					
2023					
Singapore.....	15,069	2,125	13,645	193,044	223,883
Hong Kong	4,821	7,540	1,852	66,065	80,278
Rest of Greater China.....	3,987	13,189	9,898	59,468	86,542
South and Southeast Asia	10,318	5,439	5,879	31,267	52,903
Rest of the World.....	36,374	39,173	38,174	72,308	186,029
Total.....	70,569	67,466	69,448	422,152	629,635
2022					
Singapore.....	16,744	3,207	14,388	195,836	230,175
Hong Kong	4,486	6,402	1,569	71,845	84,302
Rest of Greater China.....	3,562	8,213	8,938	53,835	74,548
South and Southeast Asia	7,173	6,153	4,664	30,374	48,364
Rest of the World.....	33,034	36,168	33,206	68,394	170,802
Total.....	64,999	60,143	62,765	420,284	608,191
2021					
Singapore.....	11,364	5,221	15,470	191,831	223,886
Hong Kong	4,586	7,889	1,222	70,216	83,913
Rest of Greater China.....	4,734	9,633	7,210	59,150	80,727
South and Southeast Asia	6,225	3,648	4,023	30,784	44,680
Rest of the World.....	26,357	24,993	25,958	63,091	140,399
Total.....	53,266	51,384	53,883	415,072	573,605

Customer Loans and Advances Maturity Profile

As at 31 December 2023, customer loans and advances (net of allowances) repayable on demand and loans and advances maturing in less than seven days constituted 7%, loans and advances maturing in between one week and a month constituted 16%, loans and advances maturing between one month and three months constituted 12% and between three months and one year constituted 15%, while customer loans and advances maturing in one year or more accounted for the remainder of total customer loans and advances. Loans and advances with maturities of less than one year include revolving credit and overdraft facilities, which are typically renewed upon rollover and actual repayment patterns are of a longer-term nature.

The following table sets forth an analysis of the DBS Group's customer loans and advances (net of loss allowances) by maturity:

	Less than 7 days	1 Week to 1 Month	1 to 3 Months	3 to 12 Months	Over 1 Year	Total
	<i>In SGD millions</i>					
2023	31,000	66,567	49,061	60,346	209,189	416,163
2022	30,735	65,913	53,316	56,630	207,925	414,519
2021	39,873	66,763	38,870	62,213	201,274	408,993

Credit Quality Information

Classification of Loans

The DBS Group classifies its loans in accordance with guidelines adopted by the MAS and seeks to use international best practices in its approach where possible and applicable. The MAS guidelines require banks to classify their loan portfolios to take into account the risks inherent in a portfolio. These classifications, and underlying collateral valuations, are used to determine minimum levels of loan loss reserves which banks are required to maintain.

The MAS guidelines require banks to categorise their loan portfolios into five categories – two for performing loans (Pass and Special Mention) and three for classified, or NPAs (Substandard, Doubtful and Loss). Banks are required to set minimum reserves based on these categories.

Loans categorised as Pass indicate that timely repayment of an outstanding credit facility is not in doubt. The Special Mention category indicates that the borrower exhibits potential weaknesses that, if not corrected in a timely manner, may adversely affect future repayments and warrant close attention by DBS Group.

Substandard, Doubtful or Loss classifications are appropriate when there are well-defined weakness(es) in a borrower's position that may jeopardise repayment of principal or interest from normal sources.

The following table sets forth the various categories of classified loans:

Classification Grade	Description
Substandard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial position that may jeopardise repayment on existing terms.
Doubtful	Indicates that the borrower exhibits severe weaknesses such that the prospect of full recovery of the outstanding credit facilities is questionable and the prospect of a loss is high, but the exact amount remains undeterminable as yet.
Loss	Indicates that the outstanding credit facility is not collectable, and little or nothing can be done to recover the outstanding amount from any collateral or from the assets of the borrower generally.

For rated loans, the DBS Group conducts regular reviews, in the form of supervision reports, on a yearly basis for loans classified as Pass. For loans classified as Special Mention or lower, more frequent reviews are done.

The DBS Group uses an internal rating system for its bank counterparties based on various key financial ratios, such as asset, capital, profitability, liquidity, and size ratios in its financial assessment. The DBS Group's overseas branches and subsidiaries generally adhere to the classification guidelines stipulated by the respective local banking regulations but utilise the internal classification guidelines for the purposes of consolidation at the holding company and/or bank level.

The DBS Group submits regular reports on its classified loans to the MAS. As part of its review, the MAS determines compliance with applicable regulations and may require banks to classify a particular loan or to change an existing classification.

When concessions are granted to the original terms of a loan for reasons relating to the financial difficulties of the borrower, the loan is considered a Restructured Loan. A Restructured Loan is generally graded as Substandard, Doubtful or Loss. Restructured Loans are not returned to performing status until specific conditions have been met, including that there is no longer any reasonable doubt regarding the timely collection of principal and interest and that there has been a reasonable period of sustained performance under the restructured terms. As part of the restructuring process, the particular business unit will work with the borrower to implement the most appropriate restructuring plan.

The DBS Group's total NPAs were SGD 5.06 billion as at 31 December 2023, compared with SGD 5.13 billion as at 31 December 2022 and SGD 5.85 billion as at 31 December 2021. Of the total NPAs as at 31 December 2023, 60% were classified as Substandard, 20% were classified as Doubtful and 20% were classified as Loss. Of the total NPAs as at 31 December 2023, SGD 2.38 billion originated in Singapore. Of these, 55% were classified as Substandard. NPAs originated in Hong Kong, Rest of Greater China, South and Southeast Asia and the Rest of the World totalled SGD 703 million, SGD 854 million, SGD 835 million and SGD 288 million, respectively. As at 31 December 2023, approximately 38% of the DBS Group's total NPAs had been restructured and continued to be included in the total volume of NPAs. The DBS Group's top 20 NPAs amounted to SGD 2.51 billion, or 50% of its total NPAs, while 49% of the top 20 NPAs were in the Substandard category as at 31 December 2023.

The ratio of NPLs to total non-bank loans ("**NPL ratio**") maintained at 1.1% as at 31 December 2023 compared to 1.1% as at 31 December 2022. NPL ratio was 1.3% as at 31 December 2021. The NPL ratios for Singapore and Hong Kong were 1.2% and 1.1%, as at 31 December 2023 and 31 December 2022. The net write-offs for NPLs amounted to SGD 499 million in 2023, SGD 696 million in 2022 and SGD 641 million in 2021, which were 0.1% of total customer loans as at 31 December 2023 and 0.2% as at 31 December 2022 and 2021, respectively.

Loan Loss Provisioning and Reserve, Interest Accrual and Write-off Policies

The DBS Group adopted provisioning policies in accordance with SFRS(I) and provides for expected credit losses ("**ECL**"). ECL are unbiased and probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes, considering past events, current conditions and assessments of future economic conditions at the reporting date. The ECL associated with a financial instrument is typically a product of its probability of default ("**PD**"), loss given default ("**LGD**") and exposure at default ("**EAD**") discounted using the original effective interest rate to the reporting date. Any shortfall from the Minimum Regulatory Loss Allowance ("**MRLA**") as defined in MAS Notice 612 is required to be appropriated from retained earnings in the shareholders' funds into a non-distributable Regulatory Loss Allowance Reserve ("**RLAR**") account.

Under applicable tax regulations in Singapore first issued by the IRAS on 30 December 2005 and revised on 16 March 2015, banks are allowed to claim deductions on individual and collective impairment loss allowances for assets in revenue accounts (such as loans).

Pursuant to Section 34AA of the Income Tax Act and the IRAS e-Tax Guide on Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments, banks are allowed to claim tax deductions on

impairment losses recognised in the P&L in respect of credit-impaired financial instruments (such as debt instruments and loan commitments) that are on revenue account.

The provisions in section 14G of the Income Tax Act apply in relation to a provision made by a bank for an expected credit loss arising from loans or securities that are not credit-impaired, as those provisions apply in relation to a provision for doubtful debts arising from the bank's loans or for diminution in the value of the bank's investments in securities. The total amount of deductions in respect of the provision for doubtful debts arising from a bank's loans and the provision for diminution in value of its investments in securities made in the basis period for any year of assessment ("YA") shall not exceed the lowest of:

- (i) 25% of the qualifying profits for the basis period for that YA;
- (ii) 0.5% of the prescribed value of the loans and investments in securities in the basis period for that YA; and
- (iii) 3% of the prescribed value of the loans and investments in securities in that basis period for that YA (less the total amount of all deductions previously allowed which have not been deemed to be trading receipts).

Under the current tax rules for ECL, the maximum tax-deductible ECL that could be claimed each year are restricted to the lower of 25% of qualifying profits and 0.5% of the prescribed value of qualifying loans and investments in securities and the cumulative tax deduction claims of up to 3% of the prescribed value of qualifying loans and investments in securities. Where a tax deduction on ECL was claimed under current tax rules, the corresponding write-back or reversal is taxable.

Non-Performing Assets and Provisioning Data

The following tables set forth various statistics with respect to the DBS Group's NPAs and loss allowances:

Non-Performing Assets and Provisioning Data as at 31 December 2023 ⁽¹⁾						
	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	Total
<i>In SGD millions, except percentages</i>						
Non-performing assets	2,376	703	854	835	288	5,056
Substandard	1,313	415	583	463	257	3,031
Doubtful	361	200	213	190	25	989
Loss	702	88	58	182	6	1,036
Customer NPLs as a % of gross customer loans in the respective countries ⁽²⁾	1.2%	1.1%	1.4%	2.1%	0.4%	1.1%
Specific allowances ⁽³⁾	1,375	290	307	555	53	2,580
General allowances ⁽⁴⁾						3,896
Total cumulative loss allowances						6,476
Total cumulative loss allowances as a % of:						
Total assets						0.9%
NPAs ⁽⁵⁾						128%
Unsecured NPAs ⁽⁶⁾						226%

Notes:

- (1) Classified according to location where the borrower is incorporated.
- (2) Calculated based on total customer NPLs divided by total gross customer loans.
- (3) Refers to Stage 3 expected credit loss.
- (4) Refers to Stage 1 and Stage 2 expected credit loss.
- (5) Calculated based on total cumulative loss allowances divided by NPAs.
- (6) Calculated based on total cumulative loss allowances divided by unsecured NPA.

**Non-Performing Assets and Provisioning Data
as at 31 December 2022⁽¹⁾**

	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	Total
<i>In SGD millions, except percentages</i>						
Non-performing assets	2,459	796	540	883	447	5,125
Substandard.....	1,295	423	217	472	174	2,581
Doubtful.....	403	186	290	220	272	1,371
Loss	761	187	33	191	1	1,173
Customer NPLs as a % of gross customer loans in the respective countries ⁽²⁾	1.2%	1.1%	1.0%	2.4%	0.6%	1.1%
Specific allowances ⁽³⁾	1,375	375	177	510	69	2,506
General allowances ⁽⁴⁾						3,736
Total cumulative loss allowances						6,242
Total cumulative loss allowances as a % of:						
Total assets.....						0.8%
NPAs ⁽⁵⁾						122%
Unsecured NPAs ⁽⁶⁾						215%

Notes:

- (1) Classified according to location where the borrower is incorporated.
- (2) Calculated based on total customer NPLs divided by total gross customer loans.
- (3) Refers to Stage 3 expected credit loss.
- (4) Refers to Stage 1 and Stage 2 expected credit loss.
- (5) Calculated based on total cumulative loss allowances divided by NPAs.
- (6) Calculated based on total cumulative loss allowances divided by unsecured NPA.

**Non-Performing Assets and Provisioning Data
as at 31 December 2021⁽¹⁾**

	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	Total
	<i>In SGD millions, except percentages</i>					
Non-performing assets	3,222	689	347	1,343	248	5,849
Substandard.....	1,702	265	242	681	156	3,046
Doubtful.....	451	244	71	453	92	1,311
Loss	1,069	180	34	209	-	1,492
Customer NPLs as a % of gross customer loans in the respective countries ⁽²⁾	1.5%	1.0%	0.6%	3.7%	0.4%	1.3%
Specific allowances ⁽³⁾	1,762	423	83	597	61	2,926
General allowances ⁽⁴⁾						3,876
Total cumulative loss allowances						6,802
Total cumulative loss allowances as a % of:						
Total assets.....						1.0%
NPAs ⁽⁵⁾						116%
Unsecured NPAs ⁽⁶⁾						214%

Notes:

- (1) Classified according to location where the borrower is incorporated.
- (2) Calculated based on total customer NPLs divided by total gross customer loans.
- (3) Refers to Stage 3 expected credit loss.
- (4) Refers to Stage 1 and Stage 2 expected credit loss.
- (5) Calculated based on total cumulative loss allowances divided by NPAs.
- (6) Calculated based on total cumulative loss allowances divided by unsecured NPA.

Industry Classification of Non-Performing Assets

The DBS Group's NPAs are spread across various industrial sectors, such as manufacturing, building and construction, general commerce and housing loans.

The following tables show the breakdown by industry classification of NPAs and specific allowances for the DBS Group as at the dates indicated:

	As at 31 December					
	2021		2022		2023	
	NPAs	Specific allowances ⁽¹⁾	NPAs	Specific allowances ⁽¹⁾	NPAs	Specific allowances ⁽¹⁾
	<i>In SGD millions</i>					
Manufacturing	805	372	825	359	673	309
Building and construction.....	445	149	522	187	771	334
Housing loans	208	15	168	12	177	17
General commerce	911	662	858	616	861	560
Transportation, storage and communications ..	1,792	971	1,441	813	1,121	688
Financial institutions, investment and holding companies	93	50	66	50	29	26
Professionals and private individuals (excluding housing loans)	419	121	362	122	686	241
Others	617	205	517	140	379	172
Total NPLs	5,290	2,545	4,759	2,299	4,697	2,347
Debt securities, contingent items.....	559	381	366	207	359	233
Total	5,849	2,926	5,125	2,506	5,056	2,580

Note:

(1) Refers to Stage 3 expected credit loss.

Aging of Non-Performing Assets

The following table sets forth information with respect to the aging of the DBS Group's NPAs as at the periods indicated:

	Non-Performing Assets				
	Past due				
	Not overdue	Within 90 days	Over 90 to 180 days	Over 180 days	Total
	In SGD millions				
2023.....	1,827	333	562	2,334	5,056
2022.....	1,516	324	564	2,721	5,125
2021.....	1,415	390	209	3,835	5,849

Securities Portfolio

The DBS Group classifies its securities portfolio in line with the requirements under SFRS(I) 9. Its securities are classified into the following:

- At amortised cost using the effective interest method– These are debt securities with simple cash flows and are in a hold to collect business model;
- Fair value through other comprehensive income – Debt (FVOCI - Debt) – These are debt securities with simple cash flows and are in a hold to collect and sell business model. Unrealised gains or losses on FVOCI debt instruments are recorded in other comprehensive income and accumulated

in FVOCI revaluation reserves. When they are sold, the accumulated fair value adjustments in FVOCI revaluation reserves are reclassified to the income statement;

- Fair value through other comprehensive income – Equity (FVOCI – Equity) – These are non-trading equity securities that the DBS Group has elected to apply FVOCI – Equity accounting treatment. Other than dividend income, gains and losses on FVOCI equity instruments are recorded in other comprehensive income and accumulated in FVOCI revaluation reserves, and not reclassified to profit or loss upon derecognition; and
- Fair Value through profit or loss (FVPL) – These are securities that do not have simple cash flows or are not part of a hold to collect or hold to collect and sell business model. Securities can also be designated at FVPL to eliminate or significantly reduce the measurement or recognition inconsistencies that would otherwise arise from measuring assets or liabilities on different bases. Realised and unrealised gains or losses on FVPL financial assets are taken to the income statement in the period they arise.

The DBS Group's securities are disclosed as follows on its balance sheet:

- Government securities and treasury bills; and
- Bank and corporate securities.

The DBS Group's total securities portfolio accounted for 21% of total assets as at 31 December 2023, compared with 19% as at 31 December 2022 and 18% as at 31 December 2021. Government securities and treasury bills accounted for 10% of total assets as at 31 December 2023, compared with 9% as at 31 December 2022 and 8% as at 31 December 2021.

The DBS Group's bank and corporate securities accounted for 11% of its total assets as at 31 December 2023, compared with 10% as at 31 December 2022 and 2021.

The following table sets forth book-value data relating to the DBS Group's securities portfolio, as at the periods indicated:

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Government securities and treasury bills	53,262	64,995	70,565
Bank and corporate securities	69,692	75,457	81,735
Total	122,954	140,452	152,300

Funding Sources

The DBS Group's funding is predominantly composed of deposits from customers. The percentage of total liabilities attributable to customer deposits was 79%, 77% and 80% as at 31 December 2023, 2022 and 2021, respectively. As at 31 December 2023, the DBS Group's loan-to-deposit ratio of 78% reflects that funding from deposits was in excess of loan requirements.

The DBS Group's customer deposits are diversified, of which the retail segment comprises a substantial portion of total deposits. Retail segment deposits are generally stable and low cost.

The DBS Group's funding is supplemented by debt issuances, including, but not limited to, medium term notes, commercial papers, certificates of deposits, covered bonds and subordinated term debts. The DBS Group accesses wholesale funds through public offerings and private placements of debt instruments.

Borrowings from commercial banks and other financial institutions account for a relatively minor portion of the DBS Group's total borrowings.

The DBS Group raises foreign currency funding, mainly in U.S. dollars. Major sources of foreign currency funds include the international markets and the domestic money markets in countries in which the DBS Group operates.

The following table sets forth details as at 31 December 2023 of securities issued to third parties by the DBS Group which qualify as capital for regulatory capital for adequacy purposes.

Year of issue	Face value	
	<i>(in millions)</i>	
<i>Issued by DBSH, which qualify for Additional Tier 1 capital treatment</i>		
September 2018	SGD 1,000	3.98% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2025
February 2020	USD 1,000	3.30% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2025
<i>Issued by DBSH, which qualify for Tier 2 capital treatment</i>		
March 2016	JPY 10,000	0.918% Subordinated Notes due 2026
October 2020	AUD 300	3-month BBSW+1.90% Subordinated Notes due 2031 Callable in 2026
March 2021	CNY 1,600	3.70% Subordinated Notes due 2031 Callable in 2026
March 2021	USD 500	1.822% Subordinated Notes due 2031 Callable in 2026

The following table sets forth a breakdown of the sources of the DBS Group's funding sources at the periods indicated:

	As at 31 December		
	2021	2022	2023
	<i>In SGD millions</i>		
Subordinated term debts.....	4,636	4,412	1,319
Senior medium term notes.....	6,540	6,592	9,541
Commercial papers.....	24,865	19,053	3,545
Negotiable certificates of deposit.....	4,865	5,910	6,037
Covered bonds and other secured notes.....	5,689	7,575	13,166
Other debt securities.....	10,611	8,058	15,790
Total	57,206	51,600	49,398
Due within 1 year	38,056	30,996	26,316
Due after 1 year	19,150	20,604	23,082
Total	57,206	51,600	49,398

Deposits

The DBS Group offers a variety of deposit accounts, including non-interest-bearing current accounts as well as interest-bearing savings, current and fixed deposit accounts. The DBS Group generally sets the deposit interest rates according to market conditions. For fixed deposits, the interest rates offered vary according to the maturity and size of the deposit. When a fixed deposit matures and rolls over, the prevailing interest rate will be used.

The DBS Group's customer deposits increased by 2% to SGD 535 billion as at 31 December 2023 from SGD 527 billion as at 31 December 2022, with U.S. dollars deposits accounting for the majority of the growth.

Deposits Maturity Profile

The following table sets forth a breakdown of the DBS Group's customer deposits by the remaining maturity and not the original maturity category of the periods indicated:

	Deposits Maturity Profile					
	Less than 7 days	1 Week to 1 Month	1 to 3 Months	3 to 12 Months	Over 1 Year	Total
	In SGD millions					
2023.....	322,622	76,209	80,885	49,901	5,486	535,103
2022.....	353,495	58,839	69,904	40,647	4,115	527,000
2021.....	407,760	33,002	35,031	22,995	3,171	501,959

Although the DBS Group's deposit funding consists primarily of contractually short-term deposits, these deposits are mainly in statistically stable savings and current deposits, which account for 53% of the DBS Group's deposits as at 31 December 2023, and retail fixed deposits that are often rolled over at maturity. These provide the DBS Group with a stable source of long-term funds.

Interbank Funding

The DBS Group is a leading participant in domestic and foreign interbank markets and maintains money market lines with a large number of domestic and foreign banks. The DBS Group is a net provider of Singapore dollars interbank funds. As at 31 December 2023, the DBS Group had total interbank liabilities of SGD 46.7 billion (or 6% of total liabilities and shareholders' funds) and interbank assets of SGD 67.5 billion (or 9% of total assets). As at 31 December 2022, the DBS Group had total interbank liabilities of SGD 39.7 billion (or 5% of total liabilities and shareholders' funds) and interbank assets of SGD 60.1 billion (or 8% of total assets). As at 31 December 2021, the DBS Group had total interbank liabilities of SGD 30.2 billion (or 4% of total liabilities and shareholders' funds) and interbank assets of SGD 51.4 billion (or 7% of total assets).

GOVERNANCE AND MANAGEMENT

Governance Framework

The DBS Group has a clearly defined governance framework that promotes transparency, fairness and accountability.

The Board of Directors believes that corporate governance principles should be embedded in the DBS Group's corporate culture. The DBS Group's corporate culture is anchored on:

- (a) competent leadership;
- (b) effective internal controls;
- (c) a strong risk culture; and
- (d) accountability to stakeholders.

Its internal controls cover financial, operational, compliance and information technology, as well as risk management policies and systems.

The DBS Group works closely with its regulators to ensure that its internal governance standards meet their increasing expectations.

Board Composition

The Board has adopted a Board Diversity Policy, which recognises the importance of having an appropriate balance of industry knowledge, skills, background, experience, professional qualifications, gender and nationalities to build an effective and cohesive board. In particular, the Board has set an objective of having not less than two female directors on the Board and will target to achieve 30% female Board representation by 2030.

Board members have a broad range of experience and deep industry expertise. The Board has a good balance between continuity and fresh perspectives. Seven out of 10 Directors are Independent Directors. The size and composition of the Board is appropriate given the current size and geographic footprint of the DBS Bank Group's operations. Two out of ten Directors are female (representing 20% of the Board).

The key features of DBSH's Board include:

- (a) Separation of the role of Chairman and CEO;
- (b) Other than the CEO, none of the other Directors is a former or current employee of DBSH or its subsidiaries;
- (c) Remuneration of Non-Executive Directors (including the Chairman) does not include any variable component; and
- (d) To stimulate fresh thinking, external experts and/or business leaders are regularly invited to the annual Board strategy offsite and to conduct Directors' training sessions.

The following table sets out the members of the Board of Directors of DBSH.

Name	Title
Mr. Peter Seah Lim Huat.....	Chairman
Mr. Piyush Gupta	CEO
Mr. Olivier Lim Tse Ghow.....	Lead Independent Director

Mr. Chng Kai Fong	Director
Dr. Bonghan Cho	Director
Mr. David Ho	Director
Ms. Punita Lal	Director
Ms. Judy Lee	Director
Mr. Anthony Lim Weng Kin	Director
Mr. Tham Sai Choy	Director

Peter Seah Lim Huat

Non-Executive Chairman

Mr. Seah joined the Board of Directors of DBSH and DBS Bank on 16 November 2009 and assumed the role of Chairman on 1 May 2010. He is Chairman of the Board Executive Committee, as well as a member of the Audit Committee, Board Risk Management Committee/BRMC Technology Risk Committee, Compensation and Management Development Committee and Nominating Committee. In addition, he is Chairman of DBS Bank (Hong Kong) Limited.

Mr. Seah is the present Chairman of Singapore Airlines Limited and LaSalle College of the Arts Limited. Mr. Seah was a banker for 33 years before retiring as Vice Chairman and CEO of the former Overseas Union Bank in 2001.

He also serves on the boards of GIC Private Limited, Fullerton Financial Holdings Pte Ltd, STT Communications Ltd. and the University of the Arts Singapore Ltd. He is a member of the Council of Presidential Advisers and the chairman of the National Wages Council.

Mr. Seah received the Public Service Medal (Pingat Bakti Masyarakat) in the 1995 National Day Awards in recognition of his contribution to social and community services. He was awarded the Public Service Star (Bintang Bakti Masyarakat) in the 1999 National Day Awards for his role as Chairman of the Sub-Committee on Finance and Banking, Committee on Singapore's Competitiveness. Mr. Seah was also awarded the Distinguished Service Order in the 2012 National Day Awards. He was bestowed the Order of Nila Utama (Distinction), one of Singapore's highest honours, for his contributions to the nation in the 2021 National Day Awards.

Piyush Gupta

Chief Executive Officer

Mr. Gupta has been appointed CEO and Director of the DBS Group since 2009. He is also Chairman of the Board Sustainability Committee. In addition, he is Vice Chairman of DBS Bank (Hong Kong) Limited.

Prior to joining DBS, Mr. Gupta had a 27 year career at Citigroup, where his last position was Chief Executive Officer for South East Asia, Australia and New Zealand.

Mr. Gupta is Chairman of the Board of Trustees of Singapore Management University, Chairman of The Association of Banks in Singapore, Vice Chairman of the Institute of International Finance, Washington, The Institute of Banking & Finance, and the World Business Council for Sustainable Development (WBCSD) Executive Committee, Switzerland. In addition, he is a council member of Singapore's Advisory Council on the Ethical Use of AI and Data, and Singapore's Council for Board Diversity, as well as a member of the Mastercard Asia Pacific Advisory Board, Managing Council of Indian Business-leaders Roundtable under Singapore Indian Development Association (SINDA), CNBC ESG Council and International Business Leaders' Advisory Council for the Mayor of Shanghai (IBLAC) and a special adviser to SG Her Empowerment Limited. He also sits on the board of Singapore's National Research Foundation.

Mr. Gupta is also a term trustee of the Singapore Indian Development Association (SINDA), the Deputy Chairman of the Dr Goh Keng Swee Scholarship Fund as well as a director of Verified Impact Exchange Holdings Pte. Ltd.

Mr. Gupta has a Bachelor of Arts (Honours) Degree in Economics from St. Stephen's College, Delhi University, India and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad, India.

Mr. Gupta was named one of the world's top 100 best-performing chief executives in the Harvard Business Review – 2019 edition of "The CEO 100". In 2020, he was awarded the Public Service Star by the President of Singapore for his meritorious services to the nation. He was named the Global Indian of the Year by the Economic Times in 2021, Singapore Business Awards' Outstanding Chief Executive of the Year in 2016, and Singapore Business Leader of the Year by CNBC in 2014. He is a recipient of the 2023 Pravasi Bharatiya Samman Award, the highest honour conferred by the Indian Government on the country's diaspora. In his personal capacity, he takes a keen interest in nature, and is a Co-Chairman of the BirdLife International Global Advisory Group.

Olivier Lim Tse Ghow

Lead Independent Director

Mr. Lim was appointed to the Board of Directors of DBSH and DBS Bank on 7 November 2017. He is Chairman of the Board Risk Management Committee/BRMC Technology Risk Committee, as well as a member of each of the Board Executive Committee and the Nominating Committee.

Mr. Lim was previously with CapitaLand Limited from 2003 to 2014 and served as Group Deputy Chief Executive Officer, Group Chief Investment Officer and Group Chief Financial Officer ("CFO") during his career there. He was named CFO of the Year in the Business Times Singapore Corporate Awards 2007. Between 1989 and 2003, he worked at Citibank Singapore in various roles in the corporate and investment banking units and was Head of the Real Estate Unit in his ultimate role.

Currently, Mr. Lim is Chairman of Starhub Ltd and Singapore Tourism Board. He is a Director of Raffles Medical Group Ltd.

Mr. Lim is a civil engineer by training, and holds a First Class Honours degree in Civil Engineering from Imperial College, London.

Chng Kai Fong

Non-Executive Director

Mr. Chng Kai Fong was appointed to the Board of Directors of DBSH and DBS Bank on 31 March 2021. He is a member of each of the Audit Committee, the Nominating Committee and the Board Sustainability Committee.

Mr. Chng is currently Permanent Secretary (Information and Development) of the Ministry of Communications and Information and Permanent Secretary (Development) (Cybersecurity) in the Prime Minister's Office, Singapore.

Prior to joining SNDGG, Mr. Chng was the Managing Director of Singapore Economic Development Board (EDB) for four years before he stepped down when his term ended in early October 2021. Before EDB, he was the Principal Private Secretary to the Prime Minister of Singapore. He had also served in the Ministry of Trade and Industry, Civil Service College, Ministry of Home Affairs, and the Ministry of Communications and Information. As part of the Public Service's development programme, he was also seconded for two years to Shell Eastern Petroleum.

Mr. Chng currently serves on the boards of Singapore Symphonia Company Limited, The Government Technology Agency of Singapore (GovTech) and Info-Communications Media Development Authority

(IMDA). He is also an Advisory Board Member of Shell Gas & Power Development B.V.'s New Energies Advisory Board.

Mr. Chng graduated from the University of Cambridge with a Bachelor of Arts (1st Class Honours) and a Master in Engineering in 2001. He also graduated from Stanford University's Graduate School of Business Sloan Masters Programme with a Master of Science in Management in 2012.

Bonghan Cho

Independent Director

Dr. Bonghan Cho was appointed to the Board of Directors of DBSH and DBS Bank on 26 April 2018. He is a member of each of the Board Risk Management Committee/BRMC Technology Risk Committee, the Compensation and Management Development Committee and the Nominating Committee.

Dr. Cho is the founder and the CEO of Equalkey Corp., Korea. Equalkey Corp's vision is to transform mathematics and number education using an innovative curriculum and systematic approach, enabled by artificial intelligence ("AI").

Dr. Cho's previous appointments include the following senior positions based in Seoul: Executive Vice President and Chief Innovation Officer for Samsung Fire & Marine Insurance, Group Deputy CEO and Chief Information Officer ("CIO") in Hana Financial Holdings, and President & CEO of Hana INS.

Dr. Cho holds a Ph.D and MS in Computer Science specialising in AI. He attended the University of Southern California ("USC"), USA after completing his undergraduate studies at the Seoul National University, South Korea. He is the recipient of a Silver-Medal Award in 1996 AAI Robotics Competition, a World Championship Award in RoboCup-97 (the First Robot World Cup Soccer Games) and a Meritorious Service Award at USC in 1997.

Dr. Cho has also received recognition for his outstanding contributions in the advancement of the software industry, and has won the Republic of Korea President award in this field.

David Ho

Independent Director

Mr. Ho was appointed to the Board of Directors of DBSH and DBS Bank on 26 April 2023. He is a member of each of the Audit Committee, the Board Sustainability Committee and the Compensation and Management Development Committee.

Mr. Ho was previously a director of DBS Bank (Hong Kong) Limited, having stepped down on the same date he was appointed to the Board.

Mr. Ho is Chairman and founder of Kiina Investment, a venture capital company that invests in startups in the technology, media and telecommunications industries, as well as Chairman of Kiina Ventures, Inc. He also serves as a member of the board of Air Products and Chemical, Qorvo of the United States, as well as Sun Life Financial and Sun Life Assurance Company of Canada. He is also the Chief Fundraising Officer of Noval Inception Philanthropy.

Prior to that, Mr. Ho had served as the Chairman of Greater China for Nokia Siemens Networks, President of Greater China for Nokia Corporation, and Senior Vice President of the Nokia Networks Business Group. He also held senior leadership roles with Nortel Networks and Motorola in China and Canada. In addition, he was a director of Pentair prior to the spinoff of nVent Electric; Triquent Semiconductor prior to its merger with R. F. Micro Devices to form Qorvo; China Ocean Shipping Company prior to its merger with China Shipping Group; as well as two Chinese state-owned enterprises China COSCO Shipping Corporation and China Mobile Communications Corporation.

Mr. Ho holds a Bachelor's degree in Engineering and a Master's degree in Management Sciences from the University of Waterloo in Canada.

Punita Lal

Independent Director

Ms. Punita Lal was appointed to the Board of Directors of DBSH and DBS Bank on 1 April 2020. She is a member of each of the Audit Committee, the Compensation and Management Development Committee and the Nominating Committee. In addition, she is a director of DBS Foundation Ltd, a not-for-profit company established to strengthen DBS' corporate social responsibility efforts across Asia.

Ms. Lal has over 30 years of experience in Strategy, Marketing and Leadership in the consumer-packaged goods industry. Her prior experience includes working for Coca Cola in China, and PepsiCo in India. Her last held executive role was MD & CEO for NourishCo, a strategic joint venture between Tata Global Beverages and PepsiCo, from 2010 to 2012.

Ms. Lal is currently an independent director of Cipla Limited (a company listed in India). She is also a director of Carlsberg A/S.

Ms. Lal holds a Bachelor of Arts, Economics (Honours) degree from St. Stephen's College, Delhi, and a Master of Business Administration from the Indian Institute of Management, Calcutta.

Judy Lee

Independent Director

Ms. Judy Lee was appointed to the Board of Directors of DBSH and DBS Bank on 4 August 2021. She is a member of each of the Audit Committee, the Board Risk Management Committee/BRMC Technology Risk Committee, the Compensation and Management Development Committee and the Board Sustainability Committee. In addition, she is a director of DBS Foundation Ltd, a not-for-profit company established to strengthen DBS' corporate social responsibility efforts across Asia.

Ms. Lee is currently the Managing Director and Co-Founder of Dragonfly LLC, an international risk advisory firm based in New York. Concurrently, she is CEO of Dragonfly Capital Ventures LLC and Managing Director of Dragonfly Advisors Pte. Ltd.

Prior to Dragonfly, Ms Lee was a partner at Capco, a global financial services solutions firm and earlier at Capital Market Risk Advisors, a strategy and risk management consulting firm. Before that she was a principal at Bankers Trust New York.

Ms. Lee is currently the chairperson of Strides DST Pte. Ltd. (a SMRT JV company) as well as a director of Commercial Bank of Ceylon PLC, SMRT Corporation Ltd, JTC Corporation, Temasek Lifesciences Accelerator Pte. Ltd., Mapletree Logistics Trust Management Ltd. (the Manager of Mapletree Logistics Trust), SG Her Empowerment Limited and AITi Global, Inc. (formerly known as Alvarium Tiedemann Holdings, Inc.). She also served as a member of the Executive Board of the Stern School of Business, New York University, as well as Co-President and Director of Break Some Glass Inc., WomenExecs on Boards.

Ms. Lee holds a Bachelor of Science in Finance & International Business from NYU Stern Business School, and a Master of Business Administration from The Wharton School of the University of Pennsylvania. She also attended the Advanced Management Program as well as the Women on Boards Program at the Harvard Business School.

Anthony Lim Weng Kin

Independent Director

Mr. Anthony Lim was appointed to the Board of Directors of DBSH and DBS Bank on 1 April 2020. He is Chairman of the Compensation and Management Development Committee, as well as a member of each of the Board Risk Management Committee/BRMC Technology Risk Committee and the Board Executive Committee.

Mr. Lim spent 19 years with GIC Pte Ltd (GIC) before he retired in 2017. He joined GIC as its president of the London office in 1998 and was appointed in 2009 as its president (Americas) based in New York. Prior to joining GIC, Mr. Lim was a senior managing director at Bankers Trust Company, where he held various management and trading positions in the global markets' division in Singapore and London from 1987 to 1998. Before Bankers Trust, he was with the Monetary Authority of Singapore (MAS), where he spent three years in their New York Office. His last position at the MAS was as Head of the Foreign Exchange, Gold, and Liquidity Division.

Mr. Lim currently serves on the boards of CapitaLand Hope Foundation and CapitaLand Investment Limited. He is a member of the Institute of International Education, Scholar Rescue Fund Selection Committee and also a member of the Queensway Secondary School Advisory Committee. Mr. Lim is also a Non-Resident Ambassador to the Republic of Colombia of the Ministry of Foreign Affairs. Mr. Lim previously served as an independent director of CapitaLand Limited and Vista Oil & Gas S.A.B. de C.V.

Mr. Lim holds a Bachelor of Science degree from National University of Singapore, and attended the Advanced Management Program conducted by Harvard Business School.

Tham Sai Choy

Independent Director

Mr. Tham Sai Choy was appointed to the Board of Directors of DBSH and DBS Bank on 3 September 2018. He is Chairman of each of the Audit Committee and Nominating Committee as well as a member of the Board Risk Management Committee/BRMC Technology Risk Committee and the Board Sustainability Committee. In addition, he is a director of DBS Bank (China) Limited and DBS Foundation Ltd, a not-for-profit company established to strengthen DBS' corporate social responsibility efforts across Asia.

Until his retirement in 2017 as the chairman of KPMG in Asia Pacific, Mr. Tham was a member of KPMG's global board. At various times, he was leading or participating in its committees charged with board nominations, executive compensation and risk management. As a member of the executive committee responsible for KPMG's global strategies and planning, he played a key role in the firm's investment in and development of its capabilities in cybersecurity, data analytics and digital transformation. In his 36 years of practice, he worked with many of Singapore's listed companies in their audits and on a wide range of their other needs. This has included assisting them with the raising of capital in Singapore and the US, acquisitions of a variety of businesses, investigations into major corporate failures and restructuring of complex business operations.

Mr. Tham currently serves on the boards of Keppel Ltd., Nanyang Polytechnic, Singapore International Arbitration Centre and Mount Alvernia Hospital. He is also the Chairman of E M Services Private Limited.

Mr. Tham holds a Bachelor of Arts (Honours) Degree in Economics, University of Leeds, UK. He is a Fellow of the Institute of Singapore Chartered Accountants, the Institute of Chartered Accountants in England and Wales, and the Singapore Institute of Directors.

Board Responsibility

The Board is committed to helping the DBS Group achieve long-term success. The Board provides direction to management by setting the DBS Group's strategy and overseeing its implementation. It

ensures risks and rewards are appropriately balanced. The Board bears ultimate responsibility for the DBS Group's governance, strategy, risk management and financial performance.

Role of the Board

The Board's key areas of focus include:

- (a) Set the DBS Group's strategic direction and long-term goals of the DBS Group and ensure that adequate resources are available to meet these objectives.
- (b) Monitor the responsibilities delegated to the Board committees to ensure proper and effective oversight and control of the DBS Group's activities.
- (c) Establish a framework for risks to be assessed and managed.
- (d) Review management performance.
- (e) Determine the DBS Group's values and standards (including ethical standards) and ensure that obligations to its stakeholders are understood and met.
- (f) Ensure that corporate responsibility and ethical standards underpin the conduct of the DBS Group's business.
- (g) Develop succession plans for the Board and the CEO.
- (h) Consider sustainability issues (including environmental and social factors) as part of the DBS Group's strategy.

Board Committees

The Board has delegated authority to various Board committees to enable them to oversee certain specific responsibilities based on their terms of reference. Any change to the terms of reference for any Board committee requires Board approval.

The Board of Directors has established six Board committees and a sub-committee to increase its effectiveness. The Board committees have been constituted in accordance with the Banking (Corporate Governance) Regulations 2005, of Singapore (the "**Banking (CG) Regulations**") and the Financial Holding Companies (Corporate Governance of Designated Financial Holding Companies with Bank Subsidiary) Regulations 2022, of Singapore (the "**FHC (CG) Regulations**"), other than the Board Sustainability Committee in respect of which there are currently no specific composition requirements prescribed under the Banking (CG) Regulations and the FHC (CG) Regulations. The terms of reference of each Board committee set out the responsibilities of the Board committee, conduct of meetings including quorum, voting requirements and qualifications for Board committee membership. All the DBS Group's Board committees, other than the Board Sustainability Committee, comprise Non-Executive Directors only.

Nominating Committee

The Nominating Committee (the "**NC**") is chaired by Mr. Tham Sai Choy and its members are Mr. Olivier Lim, Dr. Bonghan Cho, Ms. Punita Lal, Mr. Peter Seah and Mr. Chng Kai Fong. In accordance with the requirements of the Banking (CG) Regulations and the FHC (CG) Regulations, a majority (four out of six members of the NC, including the NC Chairperson) are Non-Executive and Independent Directors ("**INED**"). The lead independent director is a member of the NC. All NC members are required to be re-appointed by the Board annually. Under the Banking (CG) Regulations and the FHC (CG) Regulations, every NC member shall hold office until the next annual general meeting following that member's appointment and shall be eligible for re-appointment. The appointment and re-appointment of NC members require the prior approval of the MAS.

The NC's responsibilities include:

- (a) Regularly reviews the composition of the Board and Board committees, and independence of Directors;
- (b) Identifies, reviews and recommends Board appointments for approval by the Board, taking into account the industry knowledge, skills, background, experience, professional qualifications, age and gender of the candidate and the needs of the Board;
- (c) Conducts an annual evaluation of the performance of the Board, the Board committees and the Directors;
- (d) Implements the Board Diversity Policy and reviews its effectiveness;
- (e) Exercises oversight of the induction programme and continuous development programme for Directors, and ensures that first-time directors with no prior experience as a director of a listed company in Singapore undergo relevant training;
- (f) Reviews and recommends to the Board the re-appointment of each Director having regard to his/her performance, commitment and ability to contribute to the Board as well as his/her age and skillset;
- (g) Assesses annually whether each Director has sufficient time to discharge his/her responsibilities; and
- (h) Reviews the Board's succession plans for Directors.

Board Executive Committee

The Board Executive Committee (the “**EXCO**”) is chaired by Mr. Peter Seah and its members are Mr. Olivier Lim and Mr. Anthony Lim. In accordance with the requirements of the Banking (CG) Regulations and the FHC (CG) Regulations, a majority (two out of three members of the EXCO) are INEDs.

The EXCO's responsibilities include:

- (i) Approves certain matters specifically delegated by the Board such as acquisitions and divestments up to a certain material limit, credit transactions, investments, capital expenditure and expenses that exceed the limits that can be authorised by the CEO;
- (ii) Reviews weak credit cases on a quarterly basis;
- (iii) Oversees the governance of strategic risks such as technology, artificial intelligence and data (including data privacy and appropriate use of data); and
- (iv) Reviews and provides recommendations on matters that will require Board approval, including acquisitions and divestments exceeding certain material limits.

Audit Committee

The Audit Committee (the “**AC**”) is chaired by Mr. Tham Sai Choy and its members are Ms. Punita Lal, Ms. Judy Lee, Mr. Peter Seah, Mr. David Ho and Mr. Chng Kai Fong. In accordance with the requirements of the Banking (CG) Regulations and the FHC (CG) Regulations, a majority (four out of six members of the AC, including the AC Chairperson) are INEDs. Mr. Tham possesses an accounting qualification and was formerly the managing partner and Head of Audit of KPMG, Singapore. All members of the AC are Non-Executive Directors, and have recent and relevant accounting or related financial management expertise or experience.

The AC's responsibilities in relation to **Financial reporting and disclosure matters** include:

- (i) Monitors the financial reporting process, significant financial reporting issues and judgements to ensure the integrity of the DBS Group's consolidated financial statements;

- (ii) Reviews the DBS Group's consolidated financial statements, other financial disclosures (including Basel Pillar 3 disclosures) and any announcements relating to the DBS Group's financial performance prior to submission to the Board; and
- (iii) Provides oversight of external disclosure governance.

The AC's responsibilities in relation to **Internal Controls** include:

- (i) Reviews (in parallel with the Board Risk Management Committee) the adequacy and effectiveness of internal controls, such as financial, operational, compliance and information technology controls, as well as risk management systems;
- (ii) Receives updates on significant incidents of non-compliance with laws and regulations, and reviews management's investigations of such incidents;
- (iii) Reviews and monitors remedial action plans to address significant internal control deficiencies identified by management, the DBS Group's internal audit function ("**Group Audit**"), the external auditor and/ or regulators;
- (iv) Ensures that there are policies and arrangements in place by which the DBS Group's staff and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensures that arrangements are also in place for such concerns to be independently investigated and for appropriate follow-up action to be taken;
- (v) Reviews the significant matters raised through the whistle-blowing channel; and
- (vi) Reviews all material related party transactions (including interested person transactions) and keeps the Board informed of such transactions, and the findings and conclusions from its review.

The AC's responsibilities in relation to the **Internal Audit** include:

- (i) Reviews at least annually, the independence, adequacy and effectiveness of the DBS Group's internal audit function (Group Audit) and processes, and ensures that Group Audit is adequately resourced and set up to carry out its functions, including approving its budget;
- (ii) Reviews Group Audit's audit plans, the proposed areas of audit focus, and results of audits;
- (iii) Ensures that an internal quality assurance review (QAR) of Group Audit is conducted annually, and that an independent QAR is conducted at least once every five years; and
- (iv) Approves the hiring, removal, resignation, evaluation and compensation of the Head of Group Audit.

The AC's responsibilities in relation to the **External Auditor** include:

- (i) Determines the criteria for selecting, monitoring and assessing the external auditor, and makes recommendations to the Board on the appointment, re-appointment and removal of the external auditor;
- (ii) Approves the remuneration and terms of engagement of the external auditor;
- (iii) Reviews and discusses the key audit matters (identified by the external auditor pursuant to auditing standards) with the external auditor and management, and ascertains if these matters are presented appropriately;
- (iv) Reviews the scope and results of the external audits and the independence, adequacy and objectivity of the external auditor;
- (v) Ensures that the external auditor promptly communicates to the AC any information regarding internal control weaknesses or deficiencies, and that significant findings and observations regarding weaknesses are promptly rectified; and

- (vi) Reviews the assistance given by management to the external auditor.

Board Risk Management Committee

The Board Management Risk Committee (the “**BRMC**”) is chaired by Mr. Oliver Lim and its members are Dr. Bonghan Cho, Mr. Tham Sai Choy, Mr. Anthony Lim, Ms. Judy Lee and Mr. Peter Seah. All BRMC members are Non-Executive Directors, which exceeds the requirements of the Banking (CG) Regulations and the FHC (CG) Regulations. All BRMC members are appropriately qualified to discharge their responsibilities, and have the relevant technical financial expertise in risk disciplines or businesses.

The BRMC’s responsibilities include:

- (i) Supports the Board and management in setting the tone from the top so as to embed and maintain appropriate risk culture;
- (ii) Guides the development of, and recommends for Board’s approval, the risk appetite for various types of risk, and exercises oversight on how this is operationalised into individual risk appetite limits;
- (iii) Approves the DBS Group’s overall and specific risk governance frameworks;
- (iv) Has direct oversight of the CRO (jointly with the CEO);
- (v) Oversees the risk assessment framework established to manage the DBS Group’s financial crime, technology risks (including cybersecurity), fair dealing and regulatory risks;
- (vi) Oversees an independent risk management system, and the adequacy and appropriateness of resources to identify and evaluate risks;
- (vii) Reviews the risks arising from new business activities, and the associated risk management and governance approach;
- (viii) Reviews (in parallel with the Audit Committee) the adequacy and effectiveness of the DBS Group’s internal controls framework;
- (ix) Monitors market developments, such as macro-economic and country risks, technology risks, financial and operational risks, risk concentrations, and stress tests related to these developments;
- (x) Monitors risk exposures and profile against relevant risk thresholds, and risk strategy in accordance with approved risk appetite and/ or guidelines;
- (xi) Determines risk reporting requirements, having regard to regulatory guidance, and reviews the risk dashboard to keep track of major risk positions and risk developments;
- (xii) Monitors the quarterly portfolio reviews of total exposures as well as large exposures and asset quality;
- (xiii) Reviews large risk events and subsequent remedial action plans;
- (xiv) Oversees the risk models governance approach, including approving risk models used for capital computation and monitoring the performance of previously approved models;
- (xv) Exercises oversight of the Internal Capital Adequacy Assessment Process (ICAAP) including approval of stress scenarios and commensurate results for capital, risk-weighted assets, profit and loss and liquidity;
- (xvi) Approves the Business Continuity Management attestation and Group Recovery Plan; and
- (xvii) Exercises oversight of regulatory requirements relating to risk management.

The BRMC has set up the BRMC Technology Risk Committee (“**BTRC**”), as a sub-committee, to assist the BRMC in overseeing the management of technology risk across the Group. The BTRC is chaired by Mr. Oliver Lim and its members are Dr. Bonghan Cho, Mr. Tham Sai Choy, Mr. Anthony Lim, Ms. Judy Lee, Mr. Peter Seah, and two Non-Director members, namely, Mr. Ajey Gore and Mr. Marc Massar. There are currently no specific composition requirements prescribed under the Banking (CG) Regulations and the FHC (CG) Regulations, and there is the ability to co-opt additional subject matter experts on to the BTRC. The BTRC’s responsibilities include reviewing, and where applicable, making recommendations to the BRMC on management’s approach/proposals in relation to:

- (a) The technology risk management strategy, framework, risk appetite, and risk tolerance that the Group is willing and able to assume;
- (b) The technology risk management function of the Group and the efforts to nurture a strong culture of technology risk awareness and management throughout the Group;
- (c) The technology risk exposures or incidents, and remedial plans taken to monitor and control such risks as well as emerging technology risk trends; and
- (d) The Group’s compliance with technology-related regulations and standards.

Compensation and Management Development Committee

The Compensation and Management Development Committee (the “**CMDC**”) is chaired by Mr. Anthony Lim and its members are Dr. Bonghan Cho, Ms. Punita Lal, Ms. Judy Lee, Mr. David Ho and Mr. Peter Seah. In accordance with the requirements of the Banking (CG) Regulations and the FHC (CG) Regulations, a majority (four out of five members of the CMDC, including the CMDC Chairperson) are INEDs.

The CMDC’s responsibilities include:

- (i) Exercises supervisory oversight of the philosophies, principles, parameters and governance of the DBS Group’s remuneration policy and ensures the DBS Group’s compensation approach balances risk management with long-term business growth;
- (ii) Oversees the remuneration of senior executives and directors, including making recommendations to the Board the remuneration of executive directors; and
- (iii) Exercises oversight on talent development and succession planning of the DBS Group to ensure a robust talent bench strength and deepen the necessary competencies and strong leadership capabilities of the DBS Group’s people for its continued success.

Board Sustainability Committee

The Board Sustainability Committee (the “**BSC**”) is chaired by Mr. Piyush Gupta and its members are Mr. Tham Sai Choy, Ms. Judy Lee, Mr. Chng Kai Fong, Mr. David Ho and Dr Ben Caldecott as a Non-Director member. There are currently no specific composition requirements prescribed under the Banking (CG) Regulations and the FHC (CG) Regulations, and there is the ability to co-opt additional subject matter experts on to the BSC.

The BSC’s responsibilities include:

- (i) Oversees the DBS Group’s plans and approves strategies, goals, and targets in relation to the DBS Bank Group’s sustainability pillars: Responsible Banking, Responsible Business Practices, and Impact Beyond Banking;
- (ii) Reviews and approves the DBS Group’s Sustainability Report, including approaches to meet disclosure requirements such as regulatory specifications or listing obligations;

- (iii) Reviews and approves the DBS Group's climate-related disclosures, including business and financial implications, which may arise from climate-related stress tests, and consider viability of proposed responses;
- (iv) Exercises oversight of the DBS Group's Board and Management governance framework on sustainability matters, taking into account regulatory expectations, including those for material operating subsidiaries; and
- (v) Oversees emerging sustainability issues and the strategies and outreach programmes for engaging the key stakeholder groups.

Management

The Group Executive Committee and the Group Management Committee executes the strategy and long-term goals of the DBS Group, driving business performance and organisational synergies. The Group Management Committee is also responsible for protecting and enhancing the DBS Group's brand and reputation. Other committees include:

- (i) the DBS Group's Risk Executive Committee;
- (ii) the DBS Group's Asset and Liability Committee;
- (iii) the DBS Group's Capital Committee;
- (iv) the DBS Group's Disclosure Committee;
- (v) the DBS Group's Fair Dealing and Conduct Committee; and
- (vi) the DBS Group's Human Capital Committee, among others.

Each committee comprises senior managers from across the DBS Group's business and functional units. Meeting frequencies range from weekly to quarterly for these committees.

Group Executive Committee and Group Management Committee of the DBS Group

The following table sets forth the senior management who are members of the Group Executive Committee and Group Management Committee of the DBS Group.

Name	Responsibility
Mr. Piyush Gupta ⁽¹⁾	Chief Executive Officer
Mrs. Chng Sok Hui ⁽¹⁾	Chief Financial Officer
Ms. Ginger Cheng	China
Mr. Philip Fernandez	Corporate Treasurer
Mr. Derrick Goh	Audit
Mr. Han Kwee Juan ⁽¹⁾	Singapore / Acting Chief Information Officer
Mr. Lam Chee Kin	Legal & Compliance
Ms. Lee Yan Hong	Human Resources
Mr. Lim Chu Chong	Indonesia
Mr. Lim Him Chuan	Strategy, Transformation, Analytics & Research
Mr. Sim S Lim	Senior Advisor
Mr. Andrew Ng ⁽¹⁾	Global Financial Markets
Mr. Ng Sier Han	Taiwan

Name	Responsibility
Mr. Jimmy Ng ⁽¹⁾	Operations / Regional Technology & Operations
Ms. Karen Ngui	Strategic Marketing & Communications
Mr. Sebastian Paredes ⁽¹⁾	North Asia / Hong Kong
Mr. Sanjoy Sen	Consumer Banking
Mr. Shee Tse Koon ⁽¹⁾	Consumer Banking / Wealth Management
Mr. Surojit Shome	India
Mr. Soh Kian Tiong ⁽¹⁾	Chief Risk Officer
Ms. Tan Su Shan ⁽¹⁾	Institutional Banking

Note:

(1) Members of the DBS' Group Executive Committee.

Mr. Piyush Gupta

Piyush has been the Chief Executive Officer and Director of DBS Group since 2009. Prior to joining DBS, Piyush had a 27-year career at Citigroup, where his last position was Chief Executive Officer for Southeast Asia, Australia and New Zealand. Piyush is Chairman of the Board of Trustees of Singapore Management University, Vice-Chairman of the Institute of International Finance, Washington and Vice- Chairman of the World Business Council for Sustainable Development (WBCSD) Executive Committee. In addition, he is a member of Singapore's Advisory Council on the Ethical Use of AI and Data.

Piyush sits on the boards of Singapore's National Research Foundation and the Council for Board Diversity established by Singapore's Ministry of Social and Family Development. He is a term trustee of the Singapore Indian Development Association. Previously, he was a member of the Singapore Emerging Stronger Taskforce, aimed at defining Singapore's future in a post-Covid world, the UN Secretary General's Task Force on Digital Financing of the Sustainable Development Goals, and the McKinsey Advisory Council.

Piyush was awarded the Public Service Star by the President of Singapore for his meritorious services to the nation in 2020. He is a recipient of the 2023 Pravasi Bharatiya Samman Award, the highest honour conferred by the Indian Government on the country's diaspora.

Piyush was named one of the world's top 100 best-performing chief executives in Harvard Business Review – 2019 edition of "The CEO 100". He was named Global Indian of the Year by the Economic Times in 2021, Singapore Business Awards' Outstanding Chief Executive of the Year in 2016, and Singapore Business Leader of the Year by CNBC in 2014.

Mrs. Chng Sok Hui

Sok Hui is the Chief Financial Officer of DBS Group. Prior to this appointment in October 2008, she was Group Head of Risk Management for six years. She is currently a Board member of DBS Bank India. She serves on the board of the Singapore Exchange (Chair of Risk Committee) as well as the Changi Airport Group (Chair of Audit Committee). Additionally, she is a member of the CareShield Life Council.

Sok Hui previously served, for six years each, on the boards of Inland Revenue Authority of Singapore, Housing & Development Board, and Accounting Standards Council. She was also the Supervisor of DBS China Board for 10 years and a past board member of the Bank of the Philippine Islands.

Sok Hui is a Chartered Financial Analyst, a Certified Financial Risk Manager, an Institute of Banking and Finance Singapore Distinguished Fellow and a Fellow Chartered Accountant of Singapore. She was the

recipient of several awards including AsiaRisk's "Risk Manager of the Year" (2002), Asian Banker's inaugural "Risk Manager of the Year" (2012), "Best CFO" at the Singapore Corporate Awards (2013), "Accountant of the Year" at the inaugural Singapore Accountancy Awards (2014) and "Best CFO in Singapore" by the FinanceAsia's Best Companies Awards in 2023. She is a member of the International Women's Forum (Singapore).

Ms. Ginger Cheng

Ginger is Chief Executive Officer of DBS Bank (China) Limited and a member of the DBS Group Management Committee. China is a key market for DBS, and Ginger is responsible for bringing the franchise to the next level, as the bank executes its strategy to become a leading bank in Asia.

Ginger joined DBS in 2001. Prior to this CEO appointment, she was Deputy CEO of DBS China and the Head of Institutional Banking Group, China. Ginger has nearly 30 years of experience in syndicated lending and corporate banking across China, notably in the Greater Bay Area.

Ginger was born in Beijing and received her primary and secondary education there. She holds a Bachelor's degree in Business Administration from the Chinese University of Hong Kong.

Mr. Philip Fernandez

Philip is Group Corporate Treasurer, responsible for DBS' balance sheet, capital, wholesale funding, duration management and structural FX globally. He became Corporate Treasurer 15 years ago and in total has more than 30 years of experience in financial services in Singapore and London. Philip was awarded the Institute of Banking and Finance's Distinguished Fellow award for Financial Markets in 2021 and was previously named "Bank Treasurer of the Year" by The Asset. Prior to heading Corporate Treasury, he was DBS' co-head of market risk for five years.

Philip is a Singaporean who holds an M.A. from Cambridge University where he studied Engineering and Management under a DBS scholarship. Previously, he was also an adjunct associate professor at the Singapore Management University for six years, where he specialised in quantitative finance. He is currently a member of the Private Education Appeals Board and was previously a member of the Home Team-NS board of governors.

Mr. Derrick Goh

Derrick is the Group Head of Audit, responsible for providing independent assurance of the bank's controls, risk and governance structures and processes. Prior to this, Derrick led the Treasures and Treasures Private Client Wealth Management business across the group. Before that, he was Head of POSB where he helped to deepen its community outreach. Derrick was also Regional Chief Operating Officer and Chief Financial Officer of the Institutional Banking Group and Head of Finance, Group Planning and Analytics.

Before DBS, Derrick spent 11 years at American Express in senior finance roles in Paris, London, New York and Singapore. He has over 30 years of experience in finance and banking. He currently chairs the Board Audit and Risk Committee for GovTech Singapore and serves the community as a Member of Parliament (Nee Soon Group Representation Constituency). He is also a member of the Parliament of Singapore's Public Accounts Committee.

Mr. Han Kwee Juan

Kwee Juan is Group Executive, Acting Group Information Officer and Country Head of DBS Singapore, where he is responsible for leading the franchise in the Group's largest market.

Prior to this, he was DBS' Group Head of Strategy & Planning, where he played a pivotal role in driving the transformation agenda across the Group, especially in the areas of data and artificial intelligence, managing through journeys, customer experience and centricity, innovation, and future of work. He also forged partnerships across the Group to build new business models and digital growth engines, and scaled these businesses.

Kwee Juan is currently a board member of Singapore Institute of Technology, council member of Singapore National Employers' Federation and a member of the Institute of International Finance Digital Finance steering committee.

Mr. Lam Chee Kin

Chee Kin oversees the legal and regulatory risk of DBS across legal entities, segments and geographies. A lawyer by profession, he has particular expertise in financial services regulation, and financial markets product and business structuring. Chee Kin has held legal and compliance portfolios in Standard Chartered, J.P. Morgan, Rajah & Tann and Allen & Gledhill. He also had a stint as Chief Operating Officer for Southeast Asia at J.P. Morgan.

Chee Kin currently serves on the Advisory Board to the Singapore Management University School of Law and the Advisory Panel to the NUS Centre for Banking and Finance Law.

Ms. Lee Yan Hong

Yan Hong is Managing Director and Head of Group Human Resources at DBS.

Leveraging over 30 years of global human capital management expertise, Yan Hong spearheads DBS' strategic people agenda to deliver on the bank's employee value proposition. This includes driving transformational leadership initiatives, fostering a startup culture, talent development, upskilling employees with future-ready capabilities and ensuring holistic employee well-being.

Under her leadership, DBS has been certified by Kincentric as Regional Best Employer in Asia Pacific, as well as Country Best Employer in Singapore and other markets for several years. In recognition of the progress made on advancing gender equity at the workplace, DBS has also been named to the Bloomberg Gender Equality Index for six years running. DBS has also been awarded by the Singapore Tripartite Alliance for Fair and Progressive Employment Practices for fair and progressive employment practices as well as empowering employees to achieve work-life excellence.

Yan Hong serves on the board to the Inland Revenue of Singapore and the Institute of Systems Science, National University of Singapore.

Mr. Lim Chu Chong

Chu Chong has been President Director of PT Bank DBS Indonesia since August 2022.

Prior to that, he was Chief Operating Officer, Institutional Banking Group (IBG), at DBS. In this role, he was responsible for facilitating business growth, particularly in strengthening policies, governance and controls, data capabilities as well as customer and employee experience.

A career DBS banker, Chu Chong has over 25 years of experience in institutional, SME and consumer banking. He began his career as a credit and marketing officer in Corporate Banking, before progressively moving up the ranks to become Regional Head of SME Banking. Between 2016 and 2019, he was Head of DBS IBG China.

He was Non-Independent Commissioner of DBS Indonesia from 2011 to 2016, and a Board member of DBS Foundation from December 2013 to November 2022.

He has a Bachelor of Arts majoring in Economics and Statistics from the National University of Singapore.

Mr. Lim Him Chuan

Him Chuan is Group Head of Strategy, Transformation, Analytics & Research (GSTAR). He is a member of the DBS Group Executive Committee. In this role, he works with the Group CEO and Group Management Committee to develop strategies to drive growth and value for shareholders. He also oversees strategic reviews and execution of these strategies across the bank globally. He is also

responsible for driving the transformation programme including the use of AI and data analytics in our businesses across the bank.

Prior to this, Him Chuan was General Manager and Chief Executive Officer of DBS Bank Taiwan, a role he held from 2018 to 2023. Under his leadership, DBS Taiwan's income increased at a compounded annual growth rate of 6%, while net profit before tax grew at a CAGR of 12%. DBS Taiwan also won multiple accolades including Best International Foreign Bank in Taiwan by Asiamoney. He also oversaw the integration of Citigroup Inc.'s consumer banking business in Taiwan, making DBS the largest foreign bank in Taiwan by assets.

Him Chuan's other senior leadership roles at DBS included being Group Head of Product Management for Global Transaction Services, Group Chief Operating Officer for Institutional Banking Group and International Markets, Risk Management Group and Head of Group Audit.

He was conferred the title of Institute of Banking and Finance Singapore Fellow in 2014 in recognition of his contributions to the Singapore financial services industry and his industry thought leadership.

Mr. Sim S Lim

Sim is Senior Advisor to the bank. Prior to this, he was Group Head of the Consumer Banking/ Wealth Management business, a role he held since January 2019. He previously spent eight years as DBS' first country head with dedicated oversight for Singapore, during which he focused on delivering greater synergy and value across the bank's Singapore franchise.

Sim has been in the industry for over 40 years and has assumed career responsibilities in Asia, North America and the Middle East. Before DBS, he was President and CEO of Nikko Citigroup Limited. During this time, he was also a Board member of Nikko Citi Holdings Inc, and oversaw corporate and investment banking, institutional brokerage, as well as fixed income and equity trading for Citigroup in Japan. In his time abroad, Sim also served as chairman of Citibank Berhad Malaysia.

Presently, Sim is Chairman of DBS Vickers Securities Holdings and sits on the Board of DBS Securities (Japan). He chairs the Building and Construction Authority, and is also an independent non-executive director of ST Engineering, Raffles Medical Group & IOI Properties Group. Sim also serves as Singapore's High Commissioner (Non-Resident) to the Federal Republic of Nigeria.

Mr. Andrew Ng

Andrew is Head Treasury Markets. In March 2024, he became Group Head of Global Financial Markets, which comprises Treasury Markets, equity capital markets, DBS Vickers and DBS Digital Exchange. He is also the Chairman and Director of DBS Bank Taiwan, and Director of DBS Securities (Japan) Company Limited. Andrew's experience in the treasury business spans over 35 years, comprising senior positions in Asia and Western markets. Since 2006, Andrew has been instrumental in leading DBS Treasury and Market's expansion in the region.

In addition, he helped build a pan-Asia trading platform on different asset classes and established a region-wide local currencies derivative capability for the bank. He has also expanded DBS' capabilities in generic and exotic derivatives. Prior to joining DBS, he was Executive Director at Canadian Imperial Bank of Commerce (CIBC) from 1995 to 1999, where he set up CIBC's trading platform and derivative capabilities on Asian currencies.

He was also previously North Asia Head of Trading at Chase Manhattan Bank N.A. and Treasurer of Chase Manhattan Bank Taipei.

Mr. Ng Sier Han

Sier Han is General Manager and Chief Executive Officer of DBS Bank Taiwan. Prior to his current role, Sier Han was Integration Director of DBS Taiwan where he oversaw the successful integration of Citi Consumer Taiwan, which resulted in DBS becoming the largest foreign bank in Taiwan by assets.

Before relocating to Taiwan, he was Head of DBS' Financial Institutions Group (FIG), a role he held from 2019. In this role, he was responsible for leading the development of relationships with banks, institutional investors and insurance clients across the global franchise. Under his leadership, the FIG franchise registered significant growth in income across key capital markets, namely, Singapore, Greater China and the United Kingdom.

Mr. Jimmy Ng

Jimmy is Group Head of Operations, and Regional Technology and Operations.

Jimmy manages operations across DBS, overseeing the Consumer and Institutional Banking groups, Customer Contact Centre, Treasury and Markets, as well as Group Operations. He is the architect of the bank's multi-year Operations Processes and Platform Re-engineering programme, which enhanced employee productivity and yielded over a million hours of increased efficiency since 2021.

He previously served as the Group Head of Technology & Operations, where he oversaw the launch of our third technology hub, which is located in Guangzhou, China and drove the successful integration of technology and operations of Citi Consumer Taiwan with DBS Taiwan in 2023, and for Lakshmi Vilas Bank in 2022. He also played an integral role in advancing the bank's AI and Gen AI strategy. During his tenure with DBS, Jimmy has also taken on leadership roles in Audit and Consumer Banking Operations.

Ms. Karen Ngui

Karen is Group Head, Strategic Marketing and Communications, DBS and a founding board member of the DBS Foundation. She is responsible for shaping, enhancing and protecting the bank's brand positioning and reputation across all businesses and markets where DBS is present.

She is also responsible for corporate communications, strategic marketing, internal communications, community engagement and sponsorship. In addition, she oversees the DBS Foundation and the bank's overall 'Impact beyond banking' initiatives which include corporate volunteerism and philanthropy.

Karen has over 30 years of experience and joined DBS in 2005 from Standard Chartered Bank, where she was the Global Head, Brand Management and Strategic Marketing.

Mr. Sebastian Paredes

Sebastian is the Head of North Asia of DBS with oversight of Mainland China, Hong Kong and Taiwan, and the Chief Executive Officer of DBS Bank (Hong Kong) Limited. He is also the Chairman of DBS (China) Ltd.

A banker of over 30 years, Sebastian has a strong track record in building franchises across multiple markets. Prior to joining DBS, Sebastian was the President Director of PT Bank Danamon Indonesia, where he successfully solidified the bank's position in retail, SME and commercial banking, and made inroads into the micro lending business. Before Danamon, he spent 20 years at Citigroup in South America, Turkey and Africa.

Sebastian holds a Bachelor of Science degree from California State University, Fresno (California, USA) and an International MBA from IE Business School (Madrid, Spain). He speaks five languages (Spanish, English, German, French and Bahasa Indonesia).

Mr. Sanjoy Sen

Sanjoy is Group Head of Consumer Banking and plays a lead role in growing and deepening DBS' regional consumer banking footprint in Asia. His responsibilities include driving digital transformation, developing new ecosystem partnerships, and leveraging DBS' banking and technology capabilities to scale the consumer business regionally.

Sanjoy has over 30 years of extensive international consumer banking experience. He spent the first 22 years of his career in Citibank, before he joined ANZ Banking Group in 2012 to head its Retail, Private Banking and Wealth business in Asia.

He then joined DBS in 2018, following the successful integration of ANZ's Retail and Wealth business. Sanjoy currently serves on the board of DBS Bank Taiwan and DBS Foundation. He also sits on Visa's Senior Client Council for Asia Pacific. In 2019, Sanjoy was conferred the Institute of Banking and Finance Singapore Fellow award for Consumer Banking.

Sanjoy is a Singaporean who holds a B.Tech degree in Electronics Engineering from Indian Institute of Technology and a Post Graduate Diploma in Business Management from Indian Institute of Management. He has also completed an executive management programme from Harvard Business School.

Mr. Shee Tse Koon

Tse Koon is Group Executive and Group Head of Consumer Banking Group and Wealth Management.

Prior to this, he was Country Head of DBS Singapore, where he was responsible for anchoring the Singapore franchise with sustainable revenue drivers and strong mindshare. Before that, he was Group Head of Strategy and Planning at DBS.

Tse Koon has close to 30 years of banking experience and started his career at Standard Chartered Bank where he held senior positions across various markets in Asia, Middle East, and the United Kingdom. He was CEO of Indonesia prior to joining DBS, and his other roles included Head of Governance (Europe, Middle East, Africa & Americas), Chief Information Officer, Head of Technology & Operations (Singapore) and Regional Head of Trade.

Tse Koon is currently a Board Director of NETS Pte Ltd and the Chairman of the Association of Banks in Singapore's Culture and Conduct Steering Group. He also sits on the Board of Governors for the Singapore International Foundation and Nanyang Polytechnic. Tse Koon champions gender diversity and is a mentor with BoardAgender by Singapore Council of Women's Organisation.

Tse Koon was conferred the Institute of Banking and Finance Singapore (IBF) Distinguished Fellow Award (Corporate Banking) in 2021. In 2022, he was awarded the Medal of Commendation (Star) by the National Trades Union Congress for his leadership in creating a future-ready workforce at DBS.

Mr. Surojit Shome

Surojit has been Chief Executive Officer of DBS Bank in India since 2015. Surojit has over 35 years of banking experience across corporate and investment banking, capital markets and consumer banking. Before he joined DBS, he was CEO of Rabobank in India. Prior to that, he worked for 19 years at Citibank in various roles across consumer and wholesale banking. He subsequently headed the investment banking division at Lehman Brothers in India.

Surojit holds a post-graduate management degree in marketing and finance from Xavier School of Management, Jamshedpur, and a Bachelor of Science degree in Economics, Mathematics and Statistics from Presidency University, Kolkata. Surojit has also attended the Executive Development Program at The Wharton School in 2004 and the Rabobank Senior Leadership Program at Harvard Business School in 2011.

Mr. Soh Kian Tiong

Kian Tiong is the Chief Risk Officer of DBS Group and has more than 25 years of experience in the banking and finance industry. He was previously DBS' Chief Credit Officer for the bank's Greater China operations where he oversaw credit and risk functions in Mainland China, Hong Kong and Taiwan. Prior to this, he was Group Head of DBS' Financial Institutions Group, responsible for relationships with banks and non-bank financial institutions, comprising insurance companies, funds, securities companies, supranationals and central banks, spanning US, Europe and most parts of Asia.

He also oversaw the relationship coverage of Singapore government-related entities such as GIC, Temasek and Singapore universities, among others. In recognition of his leadership and commitment in developing the financial industry, Kian Tiong was conferred the Institute of Banking and Finance Singapore Fellow award in 2017.

Ms. Tan Su Shan

Su Shan is Group Head of Institutional Banking at DBS and President Commissioner for PT Bank DBS Indonesia. She was previously Group Head of Consumer Banking and Wealth Management at DBS for almost a decade. In 2019, The Asset named Su Shan as one of six women in Asia likely to influence and feature prominently in shaping the banking and associated financial services industry in Asia. In 2018, she was nominated by Forbes Magazine as a “Top 25 Emergent Asian Woman Business Leader”. In 2014, she became the first Singaporean to be recognised as the world’s “Best Leader in Private Banking” by The Banker/ Private Wealth Management, a wealth publication by the Financial Times Group. She has also served as a Nominated Member of Parliament in Singapore.

Su Shan is an independent board director of CPF (The Central Provident Fund Board) and Mapletree Pan Asia Commercial Trust.

On the education front, she is an advisor to Lincoln College at Oxford University. She is also the Founder President of the Financial Women’s Association in Singapore, a non-profit organisation she founded and pioneered in 2001, to help develop and mentor women in the financial industry.

Remuneration

DBS’ remuneration policy, which is applicable to DBS Bank and all its subsidiaries and overseas offices, seeks to ensure that DBS is able to attract, motivate and retain employees to deliver long-term shareholder returns, taking into consideration risk management principles and standards set out by the Financial Stability Board and the Code of Corporate Governance.

At DBS, remuneration is determined based on the Group’s performance, which is evaluated against a balanced scorecard. The scorecard is detailed and comprises specific key performance indicators (KPIs), including how we fare against shareholder, customer and employee indicators; as well as a range of focus areas such as progress in transforming the bank, scaling growth across our markets, managing risks etc. DBS PRIDE! values are also taken into account in order to drive desired behaviours.

The following shows the three main thrusts of DBS’ remuneration strategy and how they are implemented within DBS:

Main thrusts	Details
Pay for performance as measured against balanced scorecard	• Instil and drive a pay-for-performance culture • Ensure close linkage between total compensation and DBS’ annual and long-term business objectives as measured by the balanced scorecard • Calibrate mix of fixed and variable pay to drive sustainable performance that is aligned to DBS PRIDE! values, taking into account both “what” and “how” key performance indicators (KPIs) are achieved
Provide market competitive pay	• Benchmark DBS’ total compensation against other organisations of similar size and standing in the markets it operates in • Drive performance differentiation by benchmarking total compensation for top performing employees against the upper quartile or higher in each market

Guard against excessive risk-taking	• Focus on achieving risk-adjusted returns that are consistent with prudent risk and capital management, as well as emphasise long-term sustainable outcomes • Design payout structure to align incentive payments with the long-term performance of DBS through deferral and clawback arrangements • Design sales incentive plans to encourage the right sales behaviour

Summary of current total compensation elements

The table below provides a description of total compensation elements, their purpose and implementation:

Elements	Purpose	Details
Salary	• Attract and retain talent by ensuring DBS' fixed pay is competitive vis-à-vis comparable institutions	• Set at an appropriate level taking into account market dynamics as well as the skills, experience, responsibilities, competencies and performance of the employee • Typically reviewed annually
Cash bonus and deferred awards	• Provide a portion of total compensation that is performance-linked • Focus employees on the achievement of objectives which are aligned to value creation for DBS' shareholders and multiple stakeholders • Align to time horizon of risk	• Based on overall group, business or support unit, and individual performance • Measured against a balanced scorecard which is agreed to at the start of the year • A Group-wide deferral approach is applicable for all employees. Awards in excess of a certain threshold are subject to a tiered deferral rate with a minimum deferred quantum • For Senior Management (SM) and Material Risk Personnel (MRP i.e. employees whose actions have a material impact on the risk exposure of the bank), awards are generally deferred by a minimum of 40% if it exceeds a certain threshold subject to local regulatory requirements

Remuneration of Non-Executive Directors

The Board of Directors of DBS Bank and DBSH are comprised of the same persons. The Non-Executive Directors receive fees for acting as Directors of DBSH; no additional fees are payable to the Directors for acting as Directors of DBS Bank.

The CMDC reviews and recommends a framework to the Board for determining the remuneration of all Non-Executive Directors. The remuneration of Non-Executive Directors, including the Chairman, has been benchmarked against global and local financial institutions. Unless otherwise determined by the Board, Non-Executive Directors receive 70% of their fees in cash and the remaining 30% in share awards. The share awards are not subject to a vesting period, but are subject to a selling moratorium whereby each Non-Executive Director is required to hold the equivalent of one year's basic retainer fees for his or her tenure as a Director and for one year after the date he or she steps down. The fair value of share grants to the Non-Executive Directors are based on the volume-weighted average price of the ordinary shares of DBSH over the 10 trading days immediately prior to (and excluding) the date of the Annual General

Meeting. The actual number of ordinary shares to be awarded are rounded down to the nearest share, and any residual balance is paid in cash. Other than these share awards, the Non-Executive Directors do not receive any other share incentives or securities under the DBSH Share Plan.

The table below sets out the remuneration of each Non-Executive Director for the financial year 2023. The remuneration of Non-Executive Directors (including the Chairman) does not include any variable component. Shareholders are entitled to vote on the remuneration of Non-Executive Directors at the Annual General Meeting of DBSH scheduled to be held on 28 March 2024 (the “2024 AGM”).

Name of Director	Directors' Fees ⁽¹⁾	Share-based Remuneration ⁽²⁾	Others ⁽³⁾	Total
		(SGD)		
Mr Peter Seah	1,335,950	572,550	48,340.83	1,956,840.83
Dr Bonghan Cho	211,750	90,750	-	302,500
Mr David Ho ⁽⁴⁾	154,929.60	66,398.40	-	221,328
Mr Olivier Lim	316,400	135,600	-	452,000
Mr Tham Sai Choy	289,450	124,050	-	413,500
Ms Punita Lal	205,450	88,050	-	293,500
Mr Anthony Lim	261,100	111,900	-	373,000
Mr Chng Kai Fong ⁽⁵⁾	305,000	-	-	305,000
Ms Judy Lee	294,700	126,300	-	421,000
Mr Ho Tian Yee ⁽⁶⁾	51,953	-	-	51,953

Notes:

- (1) Fees payable in cash, in 2024, for being a Director in 2023. This is 70% of each Director's total remuneration and is subject to shareholders' approval at the 2024 AGM.
- (2) This is 30% of each Director's total remuneration and shall be paid in the form of DBSH's ordinary shares. The actual number of DBSH's ordinary shares to be awarded will be rounded down to the nearest share, and any residual balance will be paid in cash. This is subject to shareholders' approval at the 2024 AGM.
- (3) Represents non-cash component and comprises for Mr Peter Seah: car and driver.
- (4) Mr David Ho was appointed as non-executive and independent Director and member of each of the BRMC, CDMC and BSC on 26 April 2023. Mr Ho attended all the meetings of the Board, BRMC, CDMC and BSC following his appointment. He stepped down as a member of the BRMC and was appointed as a member of the AC on the 1 November 2023.
- (5) Director's remuneration payable to Mr Chng Kai Fong will be paid fully in cash to a government agency, the Directorship and Consultancy Appointments Council.
- (6) As Mr Ho Tian Yee retired at the conclusion of the 2023 AGM, his Director's remuneration for the period 1 January to 31 March 2023 will be paid fully in cash.

(Note: Directors are also paid attendance fees for Board and Board Committee meetings, as well as for attending the AGM and the annual Board offsite.)

Remuneration of Executive Director

Since becoming CEO in November 2009, Piyush Gupta has transformed the DBS Group into a leading bank with multiple engines of growth, solid digital leadership, and a pervasive culture of innovation.

Despite 2023 being a challenging year marked by high inflation, slow growth and bearish markets, DBS Group had a breakout year financially. 2023 net profit was a record SGD 10.3 billion, up 26%. Notably, return on equity, at 18.0%, significantly surpassed previous records.

DBS Group's sterling financial performance reflected the benefit of higher interest rates, the strength of a broad-based franchise and multi-year transformation efforts. In particular, DBS Group's strengthened current and savings account base enabled it to enjoy higher leverage to rising interest rates than in previous years, contributing to strong total income. Diversified engines of growth also helped to mitigate the drag from lower wealth management and investment banking fee income.

In 2022, DBS Group continued to make headway in growing its Asia franchise. In India, with the successful integration of Lakshmi Vilas Bank, DBS India now has an enlarged platform that encompasses 2.5 million retail and 15,000 corporate customers. Income and profit rose for the year. Notwithstanding China-US tensions, DBS Group's Greater Bay Area franchise also saw robust growth. In Taiwan, DBS Group has successfully acquired and integrated Citi's consumer banking business on 13 August 2023.

Solid progress was also made in cementing a new way of working. A multi-year effort in industrialising artificial intelligence/ machine learning continued to deliver not just value to the customer but also revenue uplift to the bank. Ecosystem partnerships enabled the bank to further scale its customer base outside Singapore without high acquisition costs. "Managing through Journeys", which involves cross-functional squads working horizontally to ensure DBS Bank is truly customer-first, gained in maturity.

DBS Group also continued to advance the sustainability agenda. DBS Group's net-zero roadmap is one of the most comprehensive in scope among global banks. On the social impact front, DBS Foundation's new Community Impact Chapter committed SGD 5.6 million towards 10 programmes to help foster a more equitable and inclusive society. DBS Group also committed up to SGD 1 billion over the next 10 years to step up support for vulnerable communities and to catalyse social impact, in Singapore and other key markets, to improve lives and livelihoods of the low-income and privileged, and to foster a more inclusive society with effect from 2024.

In 2023, DBS was named the 'World's Best Bank for Corporate Responsibility' by Euromoney for the first time. DBS was also recognised as one of the top 3 companies in Asia in the inaugural 'World's Best Companies' rankings by TIME x Statista.

In recognition of Mr Gupta's 2023 performance, his present-year remuneration is as outlined below:

Breakdown of remuneration for performance year 2023 (1 January – 31 December)

	Salary remuneration	Cash bonus⁽¹⁾	Deferred remuneration ⁽²⁾ (SGD)	Others⁽³⁾	Total⁽⁴⁾
Mr. Piyush Gupta.....	1,500,000	4,109,000	5,551,000	72,992	11,232,992

Notes:

- (1) The amount has been accrued in 2023 financial statements.
- (2) Of the deferred remuneration, about 17.4% will be in cash, while the remaining will be in the form of shares. At the DBS Group, ordinary dividends on unvested shares do not accrue to employees. For better comparability with other listed companies, this figure excludes the estimated value of retention award amounting to SGD 832,650, which serve as a retention tool and compensate staff for the time value of deferral. This is also similar in nature to practices in those companies which provide accrual of dividends/interest equivalents for deferred awards.
- (3) Represents non-cash component and comprises club, car and driver.

- (4) Refers to performance remuneration for 2023 – includes fixed pay in 2023, cash bonus received in 2024 and DBSH ordinary shares granted in 2024.

Key executives' remuneration

While corporate governance guidelines recommend that at least the top five key executives' remuneration be disclosed, the Board believes that it would be disadvantageous to do so because of the constant battle for talent in a highly competitive industry. This is consistent with banking industry practice in the local market. The DBS Group's Senior Management's aggregate total remuneration in 2023 amounted to SGD 74.7 million, including the CEO's remuneration of SGD 11.2 million.

PRINCIPAL SHAREHOLDERS OF DBSH

The following table shows the shareholders of DBSH owning, in aggregate, more than 70% of the outstanding ordinary shares of DBSH, as shown on its register of members and depository register as at 7 February 2024.

Name of Shareholder	Shares Held	Shares
Citibank Nominees Singapore Pte Ltd	501,048,810	19.43%
Maju Holdings Pte. Ltd. ⁽¹⁾	458,899,869	17.79%
DBSN Services Pte Ltd.....	289,103,170	11.21%
Temasek Holdings (Private) Limited ⁽²⁾	284,145,301	11.02%
Raffles Nominees (Pte) Limited	223,235,788	8.66%
HSBC (Singapore) Nominees Pte Ltd	209,211,525	8.11%

Notes:

(1) Wholly-owned subsidiary of Temasek Holdings (Private) Limited.

(2) Wholly-owned company of the Singapore government through the Minister for Finance.

Based on the interests of substantial shareholders as provided by the substantial shareholders as at 7 February 2024, Temasek Holdings (Private) Limited has a direct and deemed interest in approximately 29.05% of the ordinary shares of DBSH.

REGULATION AND SUPERVISION

Regulation and Supervision in Singapore

Introduction

Singapore licensed banks come within the ambit of the Banking Act and the MAS, as the administrator of the Banking Act, supervises and regulates the banks and their operations. In addition to provisions in the Banking Act and the subsidiary legislation issued thereunder, banks have to comply with notices, circulars and guidelines issued by the MAS from time to time.

A licensed bank's operations may include the provision of capital markets services and financial advisory services. A bank licensed under the Banking Act is exempt from holding a capital markets services licence under the Securities and Futures Act 2001 of Singapore (the "**SFA**") and from holding a financial adviser's licence under the Financial Advisers Act 2001 of Singapore (the "**FAA**"). However, the bank will nonetheless have to comply with the SFA and the FAA and the subsidiary legislation issued thereunder, as well as notices, circulars, guidelines, practice notes and codes issued by the MAS from time to time, as may be applicable to it in respect of these regulated activities, and its conduct of any other activities that fall within the ambit of the SFA and FAA.

The holding company of a Singapore licensed bank could also be subject to regulation if required to be approved as a financial holding company ("**FHC**") under Section 4 of the FSM Act. The requirements pertaining to financial holding companies have been enhanced with the Financial Holding Companies Act 2013 of Singapore (the "**FHC Act**") taking effect from 30 June 2022. The FHC Act was introduced to establish the regulatory framework for designated Singapore-incorporated financial holding companies with one or more Singapore-incorporated bank or insurance subsidiaries, and such financial holding companies may be designated as designated financial holding companies ("**DFHCs**") under Section 4 of the FHC Act.

The salient provisions in the FHC Act relate to:

- (a) a requirement to provide the MAS with information requested by the MAS for supervision purposes;
- (b) restrictions on the use of the name, logo and trademark of a DFHC;
- (c) restrictions on the activities of a DFHC;
- (d) restrictions on the shareholding and control of a DFHC;
- (e) limits on exposures and investments;
- (f) minimum asset requirements;
- (g) minimum capital and capital adequacy requirements;
- (h) leverage ratio requirements;
- (i) supervision and reporting requirements; and
- (j) approval requirements for the appointment of directors and chief executives.

The FHC Act provides for transition periods for DFHCs to comply with various provisions in the specific provisions and a general power for the Minister to prescribe by regulations, for a period of two years from the commencement of operation of any provision, transitional provisions consequent on the enactment of that provision.

The Monetary Authority of Singapore

The MAS is banker and financial agent to the Singapore government and is the central bank of Singapore. Following its merger with the Board of Commissioners of Currency, Singapore on 1 October 2002, the MAS has also assumed the functions of currency issuance. The MAS' functions include:

- (a) to act as the central bank of Singapore, including the conduct of monetary policy, the issuance of currency, the oversight of payment systems and serving as banker to and financial agent of the Singapore government;
- (b) to conduct integrated supervision of financial services and financial stability surveillance;
- (c) to manage the official foreign reserves of Singapore; and
- (d) to develop Singapore as an international financial centre.

The Regulatory Environment

Enhanced access to SGD and USD funding due to the COVID-19 pandemic

On 3 September 2020, the MAS announced measures to enhance the banking system's access to SGD and USD funding, which are intended to strengthen banking sector resilience, promote more stable SGD and USD funding conditions, and support credit intermediation amid continued economic headwinds from the COVID-19 pandemic.

A new MAS SGD Term Facility was launched in the week of 28 September 2020, to provide banks and finance companies an additional channel to borrow SGD funds at longer tenors and with more forms of collateral. The MAS SGD Term Facility will offer SGD funds in the 1-month and 3-month tenors, complementing the existing overnight MAS Standing Facility. In line with the MAS SGD Term Facility's objective to serve as a liquidity backstop, pricing will be set above prevailing market rates. A wider range of collateral comprising cash and marketable securities in SGD and major currencies will be accepted. In particular, D-SIBs that are incorporated in Singapore will be able to pledge eligible residential property loans as collateral at the MAS SGD Term Facility.

Likewise, the range of collateral that banks in Singapore could use to access USD liquidity from the MAS USD Facility were also be expanded to a wider pool of cash and marketable securities, in line with what was accepted at the MAS SGD Term Facility. The MAS USD Facility has since expired on 31 December 2021.

The MAS also indicated that it will raise the asset encumbrance limit imposed on locally-incorporated banks under the Banking Act. The asset encumbrance limit will be increased to 10% of a locally-incorporated bank's total assets, up from the current limit of 4%. This increase will give the locally-incorporated banks greater leeway to pledge residential property loans as collateral to access funding, so that they can support the financial needs of individuals and businesses that are affected by the COVID-19 pandemic.

The MAS announced on 5 July 2021 that it will extend the MAS SGD Facility for ESG Loans from 1 October 2021 to 31 March 2022. This Facility provides low-cost funding for banks and finance companies to grant loans under Enterprise Singapore's Enterprise Financing Scheme - SME Working Capital Loan and Temporary Bridging Loan Programme. On 18 February 2022, the MAS announced that it will further extend the MAS SGD Facility for ESG Loans from 1 April 2022 to 30 September 2022. The application window for the MAS SGD Facility for ESG Loans was monthly from April 2020 until October 2022. On 5 January 2023, the MAS announced two additional windows in January 2023 and April 2023. A revised interest rate of 0.5% per annum will apply for funding provided from the May 2022 application window onwards to better reflect interest rates in Singapore.

Financial Holding Company

DBSH has been designated as a DFHC under Section 4 of the FHC Act and is therefore subject to the requirements thereunder relating to DFHCs. Specifically, DBSH would be regarded as a predominantly banking DFHC under the Financial Holding Companies Regulations 2022. As a DFHC, DBSH is required to pay an annual levy. The annual levy amount payable is prescribed under the Financial Holding Companies (Levy) Regulations 2023.

Domestic Systemically Important Banks

The framework for D-SIBs is set out in the MAS' monograph on the MAS' Framework for Impact and Risk Assessment of Financial Institutions (revised in September 2015), and is aligned with the principles set out by the Basel Committee for determining banks that are of domestic systemic importance. D-SIBs are, *inter alia*, subject to more intensive supervision by the MAS, and liquidity coverage ratio ("**LCR**") and higher loss absorbency requirements, than banks which are not so designated. The applicable capital and liquidity requirements are incorporated under MAS Notice 637 and MAS Notice 649. DBS Bank was designated as a D-SIB by the MAS on 30 April 2015.

Capital Adequacy Ratios ("CAR**")**

The DBS Group is required to comply with MAS Notice 637 which implements the Basel III capital standards for Singapore-incorporated banks as well as MAS Notice FHC-N637. The Notices set out the capital adequacy ratio requirements and the range of approaches that banks and FHCs which have a subsidiary that is a Singapore-incorporated bank and is a predominantly banking DFHC could adopt, based on the complexity and sophistication of their businesses and operations, for calculating its RWA. MAS Notice 637 and MAS Notice FHC-N637 also sets out the expectations of the MAS in respect of the internal capital adequacy assessment process, the disclosure requirements in relation to capital adequacy and leverage ratio, and the submission and disclosure requirements for Singapore-incorporated banks and FHCs with a Singapore-incorporated bank subsidiary and which are predominantly banking DFHCs.

Pursuant to MAS Notice 637, the MAS imposes CAR requirements on a Singapore-incorporated bank at two levels:

- (a) the bank standalone ("**Solo**") level CAR requirements, which measure the capital adequacy of a Singapore-incorporated bank based on its standalone capital strength and risk profile; and
- (b) the consolidated ("**Group**") level CAR requirements, which measure the capital adequacy of a Singapore-incorporated bank based on its capital strength and risk profile after consolidating the assets and liabilities of its subsidiaries and any other entities which are treated as part of the bank's group of entities according to SFRS(I) (collectively called banking group entities), taking into account any exclusions of certain banking group entities or any adjustments pursuant to securitisation required under MAS Notice 637.

Under MAS Notice 637, Singapore-incorporated banks which are designated by the MAS as D-SIBs are required to comply with a minimum Common Equity Tier 1 ("**CET1**") CAR of 6.5%, Tier 1 CAR of 8% and Total CAR of 10%. These minimum ratios are two percentage points higher than those established by the Basel Committee, and are aimed to reduce the probability of failure of D-SIBs by increasing their going-concern loss absorbency. In addition, Singapore-incorporated banks are required to maintain a capital conservation buffer of 2.5% and a countercyclical buffer of up to 2.5%, both to be met fully with CET1 capital.

The countercyclical buffer is not an ongoing requirement and is only applied as and when specified by the relevant banking supervisors. The applicable magnitude is the weighted average of the jurisdiction-specific countercyclical buffer requirements that are required by authorities in jurisdictions to which a bank has private sector credit exposures. The Basel Committee expects jurisdictions to implement the countercyclical buffer during periods of excessive credit growth.

The minimum CAR requirements based on MAS Notice 637 have been fully phased in from 1 January 2019 and are summarised in the table below.

	From 1 January 2019 and beyond
Minimum CAR (%)	
CET1 (a)	6.5
CCB (b)	2.5
CET1 including CCB (a) + (b)	9.0
Tier 1 including CCB	10.5
Total including CCB	12.5
Maximum Countercyclical Buffer	2.5

Under MAS Notice 637, Singapore-incorporated banks are also required to maintain, at both the Solo and Group levels, a minimum leverage ratio of 3% at all times.

In addition, DBSH, as a predominantly banking DFHC, is required to comply with the risk-based capital adequacy requirements for an FHC set out in MAS Notice FHC-N637. MAS Notice FHC-N637 sets out how MAS Notice 637 is to apply to FHCs including the capital adequacy ratio and leverage ratio requirements for an FHC, the methodology and process for calculating these ratios, requirements for the internal capital adequacy assessment process of an FHC and public disclosure requirements for an FHC in relation to its capital adequacy and risk exposures. The capital adequacy ratio and leverage ratio requirements for an FHC under MAS Notice FHC-N637 applies at a consolidated level and is intended to measure the capital adequacy or leverage ratio of an FHC based on its capital strength and risk profile after consolidating the assets and liabilities of its FHC group entities taking into account certain exclusions provided under MAS Notice FHC-N637 and any adjustments pursuant to Division 6 of Part VII of MAS Notice 637.

With effect from 1 July 2021, MAS Notice 637 was amended to specify that the transitional arrangements for the adoption of the SA-CCR and the revised capital requirements for bank exposures to central counterparties will cease on 31 December 2021. It also reflects amendments setting out an alternative treatment for the measurement of derivative exposures for leverage ratio calculation, using a modified version of SA-CCR as well as other amendments to implement technical revisions to the credit risk framework. Further amendments to MAS Notice 637 were made with effect from 18 August 2021 to implement the framework for the treatment of major stake investments in financial institutions at the Solo level.

MAS Notice 637 was amended to incorporate edits in relation to the insertion of a new charge to be held by the HDB under the PLH model. Further amendments effective from 1 January 2022 were also made to MAS Notice 637 to: (a) incorporate clarifications to the SA-CCR framework and the revised capital requirements for bank exposures to central counterparties, (b) implement revisions to the internal ratings-based approach application process and (c) implement technical revisions to the disclosure framework with effect from 31 December 2021.

With effect from 1 January 2023, MAS Notice 637 was amended to: (a) implement the revised Pillar 3 disclosure requirements for IRRBB published by the Basel Committee; (b) implement a -100bps interest rate floor on the post-shock interest rates under the standardised interest rate shock scenarios set out in Annex 10C of MAS Notice 637; (c) provide additional clarity on the application of interest rate floors, interest rate caps, and pass-through rates when computing IRRBB under the standardised interest rate shock scenarios; and (d) implement various other technical revisions.

On 8 June 2023, the MAS announced that most of the final Basel III reforms in Singapore will come into effect from 1 July 2024. Specifically, the requirements in the revised MAS Notice 637 will take effect as follows: (a) all standards other than the revised market risk and CVA standards will take effect from 1 July 2024; (b) the revised market risk and CVA standards will take effect from 1 July 2024 for compliance with supervisory reporting requirements, and with effect from 1 January 2025 for compliance with capital adequacy and disclosure requirements; and (c) the output floor transitional arrangement will commence at 50% from 1 July 2024 and reach full phase-in at 72.5% from 1 January 2029, with the phase-in timing being as follows:

- 50% with effect from 1 July 2024;
- 55% with effect from 1 January 2025;
- 60% with effect from 1 January 2026;
- 65% with effect from 1 January 2027;
- 70% with effect from 1 January 2028;
- 72.5% with effect from 1 January 2029.

On 20 September 2023, the MAS published the updated reporting schedules and resources for MAS Notice 637 to implement the final Basel III reforms. On the same day, the MAS also published its response to feedback received pertaining to the various consultation papers on revisions to MAS Notice 637 that were published on (a) 17 December 2020 in relation to draft standards for operational risk capital and leverage ratio requirements; (b) 25 March 2021 in relation to draft standards for credit risk capital and output floor requirements; (c) 13 September 2021 in relation to draft standards for market risk capital and capital reporting requirements; and (d) 30 March 2022 in relation to draft public disclosure requirements for regulatory capital.

Disruption to Digital Banking Services and Additional Capital Requirement Imposed

On 7 February 2022, the MAS imposed on DBS Bank an additional capital requirement arising from the widespread unavailability of DBS Bank's digital banking services during 23 to 25 November 2021. The MAS further imposed an additional capital requirement on DBS Bank following the widespread unavailability of DBS Bank's digital banking services on 29 March 2023 and a subsequent disruption to its digital banking and ATM services on 5 May 2023. The additional capital requirement on DBS Bank is now a multiplier of 1.8 times to its risk weighted assets for operational risk, an increase from the multiplier of 1.5 times that MAS applied in February 2022. Notwithstanding the higher multiplier, the DBS Group's capital ratios remained robust.

After the digital disruption in March 2023, DBS Bank convened a Special Board Committee to oversee a full review of the disruption which was performed by an independent external expert. MAS also directed DBS Bank to conduct a fundamental review of the effectiveness and adequacy of the people, processes and technology supporting its digital banking services. Certain shortcomings in system resilience, incident management, change management and technology risk governance and oversight were identified. Following the independent review, DBS Bank has set out a technology resiliency roadmap to address the shortcomings, improve system resilience and better position DBS Bank to meet future digital banking needs. The planned structural changes to improve the resilience of DBS Bank's digital banking services may take up to 24 months to be fully implemented.

On 1 November 2023, the MAS directed DBS Bank to suspend all non-essential changes to the bank's IT system except for those related to security, regulatory compliance and risk management for a six-month period. This is to ensure that DBS Bank focus on restoring the resilience of its digital banking services following further disruptions in 2023. The MAS has stated that it will not approve any acquisition of new business ventures by DBS Bank during this period. The MAS has also directed DBS Bank not to reduce

the size of its branch and ATM networks. This direction will be in force until MAS is satisfied with the progress of DBS Bank's remediation plan under the technology resilience roadmap to address the shortcomings, improve system resilience and better position DBS Bank to meet future digital banking needs.

MAS has stated that it will review the progress made by DBS Bank on its remediation efforts at the end of six months. Following which, MAS may extend the duration of the measures, vary the additional capital requirement currently imposed, or take further actions at that point. In the meantime, MAS has retained the multiplier of 1.8 times to DBS Bank's risk weighted assets for operational risk, which was imposed after the March and May 2023 incidents.

Other Key Prudential Provisions

Liquidity Standards

MAS Notice 649 (as last revised on 24 June 2022) implements the Basel III LCR rules. Under MAS Notice 649, a D-SIB that is incorporated in Singapore and whose head office or parent bank is incorporated in Singapore must maintain at all times, a Singapore Dollar LCR requirement of at least 100% and an all-currency LCR requirement of at least 100%. Under MAS Notice FHC-N649, a predominantly banking DFHC which is an internationally active DFHC, or whose ultimate financial holding company is incorporated in Singapore must maintain at all times, a Singapore Dollar LCR requirement of at least 100% and an all-currency LCR requirement of at least 100%.

MAS Notice 652 implements the Basel Committee's standards on the Basel III Liquidity Rules - Net Stable Funding Ratio ("**NSFR**"). A D-SIB that is incorporated in Singapore and whose head office or parent bank is incorporated in Singapore must maintain a consolidated all-currency Group NSFR of at least 100% at all times. MAS Notice FHC-N652 similarly provides that a predominantly banking DFHC that is an internationally active DFHC, or that is an entity within a group that is designated as a D-SIB and whose ultimate financial holding company is incorporated in Singapore must maintain an all currency NSFR of at least 100% at all times. The predominantly banking DFHC is required to comply with the NSFR requirements on a consolidated basis.

MAS Notice 651 and MAS Notice 653 implement disclosure requirements for D-SIBs incorporated in Singapore and whose head office or parent bank is incorporated in Singapore or internationally active banks that are consistent with the Basel Committee's revised standards on Pillar 3 disclosures under the Basel III framework. In particular, they concern disclosures of quantitative and qualitative information about LCR and NSFR respectively. MAS Notice FHC-N651 and MAS Notice FHC-N653 likewise sets out requirements for a predominantly banking DFHC that is an internationally active DFHC or an entity within a group that is designated as a D-SIB to disclose quantitative and qualitative information about its LCR and NSFR respectively on a consolidated level.

Maintenance of Cash

Under Section 39 of the Banking Act and MAS Notice 758 on Minimum Cash Balance ("**MAS Notice 758**"), a bank is also required to maintain, during a maintenance period, in its current account and custody cash account an aggregate minimum cash balance ("**MCB**") with the MAS of at least an average of 3% of its average Singapore Dollar Qualifying Liabilities (as defined in paragraph 7 of MAS Notice 649 on Minimum Liquid Assets and Liquidity Coverage Ratio ("**MAS Notice 649**")) computed during the relevant two-week period beginning on a Thursday and ending on a Wednesday (the "**MCB requirement**"). A bank may, on a day-to-day basis, maintain in its current account and custody cash account, an aggregate cash balance within a band of 1% above or below the MCB requirement at the close of business. A bank must, at all times, maintain in its current account and custody cash account, an aggregate minimum cash balance of at least 2% of the average of the Singapore Dollar Qualifying Liabilities computed during the computation period, at the close of business of every day during the maintenance period.

Credit Losses and Provisioning

MAS Notice 612 on Credit Files, Grading and Provisioning addresses the recognition and measurement of allowance for credit losses introduced in FRS 109. Banks are required to measure and recognise loss allowances for expected credit losses (“**ECL**”) in accordance with the requirements of FRS 109. In addition, Singapore-incorporated banks which are designated by the MAS as D-SIBs are required to maintain the Minimum Regulatory Loss Allowances (“**MRLA**”) of at least 1% of the gross carrying amount of selected credit exposures net of collaterals. For periods when Stage 1 and 2 ECL fall below MRLA, the shortfall is appropriated from retained earnings in the shareholders’ funds into a non-distributable Regulatory Loss Allowance Reserve account.

Every bank in Singapore is required to make adequate provisions for bad and doubtful debts and before any profit or loss is declared, ensure that the provision is adequate.

Exposure limits

Under Section 29 of the Banking Act, the MAS may, by notice in writing to any bank in Singapore, or any class of banks in Singapore, impose such requirements as may be necessary or expedient for the purposes of:

- (a) identifying any person or class of persons, where exposure of the bank, or a bank within the class of banks, to the person or class of persons may result in concentration risk to the bank; or
- (b) limiting the exposure of the bank, or a bank within the class of banks, to any person or class of persons, where the exposure may result in concentration risk to the bank.

For the purposes of this paragraph, “exposure” means the maximum loss that a bank may incur as a result of the failure of a counterparty to meet any of its obligations.

On 3 January 2018, the MAS released a Consultation Paper on Proposed Revisions to the Regulatory Framework for Large Exposures of Singapore-incorporated Banks. The proposed revisions take into account relevant aspects of the “Supervisory framework for measuring and controlling large exposures” published by the Basel Committee in April 2014, and will apply only to Singapore-incorporated banks. The MAS released the Response to Feedback Received – Proposed Revisions to the Large Exposures Framework for Singapore-Incorporated Banks on 31 August 2018 which, among other things, tightened the large exposures limit from 25% of eligible total capital to 25% of Tier 1 capital.

On 14 August 2019, the MAS issued MAS Notice 656 on Exposures to Single Counterparty Groups for Banks Incorporated in Singapore (“**MAS Notice 656**”) implementing the revised requirements MAS Notice 656 provides that, among other things, a bank incorporated in Singapore must not permit: (a) at the Solo level, the aggregate of its exposures to any single counterparty group to exceed 25% of its Tier 1 capital; and (b) at the Group level, the aggregate of the exposures of the banking group to any counterparty, any director group, any substantial shareholder group or any connected counterparty group to exceed 25% of the Tier 1 capital of the banking group. On 1 July 2021, MAS Notice 656 was amended to, amongst others, reflect that the transitional arrangements for the adoption of the standardised approach for credit risk under MAS Notice 637 will cease on 31 December 2021 and to clarify the treatment for an exempt exposure that is secured by eligible financial collateral or eligible credit protection.

On 1 July 2021, a new Section 29A to the Banking Act intended to enhance the monitoring and control of the risk of conflict between the interests of a bank in Singapore and the interests of certain persons, branches or head offices that are related to the bank took effect. The new Section 29A provides that the MAS may, by written notice, impose requirements that are reasonably necessary for the purposes of identifying credit facilities from, exposures of and transactions of, the bank, to or with certain persons, branches, entities or head offices that may give rise to any conflict of interest, and for monitoring, limiting and restricting such credit facilities, exposures and transactions. Among other things, the notice may

prohibit the bank from granting any credit facility, creating any exposure or entering into any transaction to or with such a person, branch, entity or head office.

The MAS has issued MAS Notice 643 on Transactions with Related Parties ("**MAS Notice 643**") pursuant to the new Section 29A(1) of the Banking Act. MAS Notice 643, which took effect on 1 July 2021, sets out requirements relating to transactions of banks in Singapore with related parties and the responsibilities of banks in relation to transactions of branches or entities in the bank's group with related parties, which seek to minimise the risk of abuse arising from conflicts of interest in such transactions.

Anti-Commingling Framework

A bank in Singapore is prohibited from carrying on or entering into any partnership, joint venture or other arrangement with any person to carry on any business except:

- (a) banking business;
- (b) business which is regulated or authorised by the MAS or if carried on in Singapore, would be regulated or authorised by the MAS under any written law;
- (c) business which is incidental to (a) or (b);
- (d) business or a class of business prescribed by the MAS; or
- (e) any other business approved by the MAS (Section 30 of the Banking Act).

On 29 September 2017, the MAS released a Consultation Paper on the Review of Anti-Commingling Framework for Banks which proposes to refine the anti-commingling framework for banks in two key aspects, including streamlining the conditions and requirements under regulation 23G of the Banking Regulations so as to make it easier for banks to conduct or invest in permissible non-financial businesses that are related or complementary to their core financial businesses, and allowing banks to engage in the operation of digital platforms that match buyers and sellers of consumer goods or services, as well as the online sale of such goods or services. In this connection, the MAS has also proposed amendments to regulations 23F and 23G of the Banking Regulations in the Consultation Paper on Proposed Amendments to Regulations, Notices and Guidelines Arising from the Banking (Amendment) Act 2020 and Other Changes published on 2 December 2020. Among other things, the MAS has prescribed a list of permissible non-financial businesses which banks may carry on if the business is related or complementary to any of the core financial business which is carried on by the bank, subject to conditions such as the requirement for the bank to put in place risk management and governance policies and procedures that are commensurate with the risks posed by such business, and obtain the approval of the board of directors (or an authorised person, in the case of a bank incorporated outside Singapore and its head office has carried on the business before) for such policies and procedures.

The revised anti-commingling policy measures and the amendments to regulations 23F and 23G of the Banking Regulations have been effected by way of the Banking (Amendment) Regulations 2021 which took effect on 1 July 2021.

Major stake and investment restrictions

A bank incorporated in Singapore and a DFHC cannot hold or acquire, directly or indirectly, a major stake in any entity (including unincorporated bodies) without first obtaining the approval of the MAS (Section 32 of the Banking Act and Section 31 of the FHC Act). A "major stake" means:

- (a) any beneficial interest exceeding 10% of the total number of issued shares or such other measure corresponding to shares in a company as may be prescribed by the MAS;
- (b) control of over more than 10% of the voting power or such other measure corresponding to voting power in a company as may be prescribed by the MAS; or

- (c) any interest in the entity, by reason of which the management of the entity is accustomed or under an obligation, whether formal or informal, to act in accordance with the bank's or DFHC's directions, instructions or wishes, or where the bank or DFHC is in a position to determine the policy of the entity.

A bank incorporated in Singapore, either directly or through any subsidiary of the bank or any other company in the bank group, can hold any beneficial interest in the share capital of a company (and such other investment, interest or right as may be prescribed by the MAS) ("**equity investment**"), whether involved in financial business or not, so long as such equity investment does not exceed in the aggregate 2% of the capital funds of the bank or such other percentage as the MAS may prescribe. Such a restriction on a bank's equity investment does not apply to any interest held by way of security in the ordinary course of the bank's business or to any shareholding or interest acquired or held by a bank in the course of satisfaction of debts due to the bank, where such interest is disposed of at the earliest suitable opportunity. In addition, any major stake approved by the MAS under Section 32 of the Banking Act and any equity investment in a single company acquired or held by a bank when acting as a stabilising manager in relation to an offer of securities issued by the company will not be subject to the restrictions on equity investment described above.

In respect of FHCs, Section 30 of the FHC Act provides that the MAS may by regulations impose limits on the amount of equity investment in a single company which a DFHC may acquire or hold. Under the Financial Holding Companies Regulations 2022 (the "**FHC Regulations**"), the prescribed amount of equity investment in a single company which a predominantly banking DFHC may acquire or hold must not exceed in the aggregate 2% of the eligible total capital of the FHC group of the predominantly banking DFHC. In this regard, MAS Notice FHC-N625 provides that all predominantly banking DFHCs are required to comply with the limits on equity investment on a consolidated basis by aggregating the value of equity investment in a company acquired or held by it with the value of equity investment in the company that is acquired or held by any other company within its FHC group. Any equity investment in a single company acquired or held by any bank within the FHC group of the predominantly banking DFHC, when acting as a stabilising bank in relation to an offer of securities issued by the company in the circumstances specified in regulation 6B(1)(a) and (b) of the Banking Regulations, will not be subject to this restriction on equity investment by a DFHC.

No bank incorporated in Singapore shall hold or acquire, directly or through a subsidiary of the bank or any other company in the banking group, interests in or rights over immovable property, wherever situated, the value of which exceeds in the aggregate 20% of the capital funds of the bank or such other percentage as the MAS may prescribe (Section 33 of the Banking Act). The Banking Regulations further provide that the property sector exposure of a bank in Singapore shall not exceed 35% of the total eligible assets of that bank. Under the Banking Act and the Banking Regulations, a bank can invest in properties subject to an aggregate of 20% of its capital funds, but it is not allowed to engage in property development or management. However, a bank incorporated in Singapore such as DBS Bank is permitted to carry on property management and property enhancement services in relation to investment properties that are owned by any entity in its bank group, foreclosed properties that have been acquired or are held by any entity in its bank group and buildings (the whole or any part which is) occupied and used by any entity in its bank group for the carrying on of that entity's business. For this purpose, "**bank group**", in relation to a bank incorporated in Singapore, refers to the group of entities comprising (a) the bank; (b) every subsidiary of the bank; (c) every branch of the bank; and (d) every other entity that is treated as part of the bank's group of entities for accounting purposes according to the Accounting Standards (as defined in the Banking Regulations).

Similarly, DFHCs are not permitted to acquire or hold interests in or rights over immovable property, wherever situated, under Section 32 of the FHC Act. The FHC Regulations further provides that the FHC group of a predominantly banking DFHC must not acquire or hold interests in or rights over immovable

property, wherever situated, the value of which exceeds in the aggregate 20% of the eligible total capital of the FHC group.

Designation of DBS Bank as a D-SIB

DBS Bank was designated as a D-SIB on 30 April 2015. The framework for D-SIBs is set out in the MAS' monograph on the MAS' Framework for Impact and Risk Assessment of Financial Institutions (revised in September 2015), which builds on the proposals set out in the MAS Consultation Paper on the Proposed Framework for Systemically Important Banks in Singapore dated 25 June 2014. The MAS has not published any further detailed requirements applicable to D-SIBs. Broadly, D-SIBs will be subject to more intensive supervision by the MAS than banks which are not so designated, and in particular certain higher loss absorbency (HLA) requirements and LCR requirements. However, designation as a D-SIB should not affect DBS Bank's HLA and LCR requirements. The proposed HLA and LCR requirements in respect of D-SIBs (which include the requirement to maintain minimum CET1 CAR requirements that are two percentage points higher than those already established by the Basel Committee) are already incorporated in existing capital and liquidity requirements applicable to Singapore-incorporated banks under MAS Notice 637 and MAS Notice 649. Accordingly, DBS Bank is already subject to these requirements.

Corporate Governance Regulations and Guidelines

The Banking (CG) Regulations 2005, as last amended by the Banking (Corporate Governance) (Amendment No. 2) Regulations 2022, define what is meant by an independent director and set out the requirements for the composition of the board of directors and board committees, such as the Nominating Committee, Remuneration Committee, Audit Committee, Risk Management Committee and Board Executive Committee. The Financial Holding Companies (Corporate Governance of Designated Financial Holding Companies with Bank Subsidiary) Regulations 2022, which apply to DFHCs with bank subsidiary such as DBSH, set out similar requirements.

The Guidelines on Corporate Governance for Financial Holding Companies, Banks, Direct Insurers, Reinsurers and Captive Insurers which are Incorporated in Singapore (dated 3 April 2013) (the "**2013 Guidelines**") comprise the Code of Corporate Governance 2012 for companies listed on the SGX-ST and supplementary principles and guidelines from the MAS, to take into account the unique characteristics of the business of banking and insurance, given the diverse and complex risks undertaken by these financial institutions and their responsibilities to depositors and policyholders. For example, the 2013 Guidelines set out the principle that the board of directors of a bank should ensure that the bank's related party transactions are undertaken on an arm's length basis.

The Code of Corporate Governance 2012 was revised on 6 August 2018. The revised Code of Corporate Governance 2018 sets out, *inter alia*, the principles that there should be a clear division of responsibilities between the leadership of the board of directors and the management of the company, and no one individual has unfettered powers of decision making, and that there is an appropriate level of independence and diversity of thought and background in the composition of the board of directors of the company to enable it to make decisions in the best interests of the company. In addition, the Code of Corporate Governance 2018 sets the shareholding threshold in determining a director's independence at 5%, to align with the definition of "substantial shareholders" in the SFA. The Code of Corporate Governance 2018 also requires the separation of the roles of Chairman and CEO.

The Code of Corporate Governance 2018 was amended on 11 January 2023 to reflect amendments made by the Singapore Exchange Regulation to the listing rules of the SGX-ST. The amendments introduced a nine-year tenure limit for independent directors and mandatory remuneration disclosure for each individual director and CEO. The revisions are in line with the recommendations made by the Corporate Governance Advisory Committee.

On 9 November 2021, the MAS published the Guidelines on Corporate Governance for Designated Financial Holding Companies, Banks, Direct Insurers, Reinsurers and Captive Insurers which are

incorporated in Singapore (the “**2021 Guidelines**”), which supersedes and replaces the 2013 Guidelines. The revisions take into account international standards and industry good practices. The MAS has incorporated the Code of Corporate Governance 2018 into the 2021 Guidelines. The 2021 Guidelines also include additional guidelines added by the MAS to take into account the unique characteristics of the business of banking in light of the diverse and complex risks undertaken by financial institutions conducting banking business and the responsibilities to depositors and other customers. The guidelines that relate to disclosures are effective from 1 January 2022 and will apply to the annual reports covering financial years commencing from that date, with the bulk of the other guidelines becoming effective from 1 April 2022.

To further enhance the corporate governance of banks, the Banking Act:

- (a) requires a Singapore-incorporated bank to seek the MAS’ approval before it appoints certain key appointment holders (including directors and chief executive officers), and in doing so, the MAS has the power to prescribe the duties of the appointment holders and to specify the maximum term of each appointment;
- (b) empowers the MAS to remove key appointment holders of banks if they are found to be not fit and proper. The grounds for removal of such key appointment holders will be aligned with the criteria for approving their appointment. A Singapore-incorporated bank must also immediately inform the MAS if a key appointment holder is (in accordance with the Guidelines on Fit and Proper Criteria (last revised on 1 July 2021)) no longer a fit and proper person to hold the appointment;
- (c) provides a provision to protect banks’ external auditors who disclose, in good faith, information to the MAS in the course of their duties from any liability that may arise from such disclosure;
- (d) empowers the MAS to direct banks to remove their external auditors if they have not discharged their statutory duties satisfactorily; and
- (e) empowers the MAS to prohibit, restrict or direct a bank to terminate any transaction that the bank enters into with its related parties if it is deemed to be detrimental to depositors’ interests.

Under MAS Notice 643, a bank in Singapore is also required to obtain the approval of a special majority of three-fourths of its board and ensure that every branch or entity in its bank group obtains the approval of a special majority of three-fourths of the entity’s board before entering into related party transactions that pose material risks to the bank (unless otherwise exempt), or write off any of its exposure to any of the bank’s related parties, in order to provide more effective oversight over banks’ related party transactions. MAS Notice 643 (dated 28 June 2021) took effect on 1 July 2021.

Other Requirements

Licensing

The MAS issues licences under the Banking Act to banks to transact banking business in Singapore. Such licences may be revoked if the MAS is satisfied, that the bank holding that licence:

- (a) has ceased to transact banking business in Singapore;
- (b) has provided information or documents to the MAS in connection with its application for a bank licence which is or are false or misleading in a material particular;
- (c) if it is a bank incorporated outside Singapore, has had its bank licence or authority to operate withdrawn by the supervisory authority which is responsible, under the laws of the country or territory where the bank is incorporated, formed or established, for supervising the bank;
- (d) proposes to make, or has made, any composition or arrangement with its creditors or has gone into liquidation or has been wound up or otherwise dissolved;

- (e) is carrying on its business in a manner likely to be detrimental to the interests of the depositors of the bank or has insufficient assets to cover its liabilities to its depositors or the public;
- (f) is contravening or has contravened any provision of the Banking Act;
- (g) has been convicted of any offence under the Banking Act or any of its directors or officers holding a managerial or executive position has been convicted of any offence under the Banking Act;
- (h) is contravening or has contravened any provision of the Deposit Insurance and Policy Owners' Protection Schemes Act 2011 of Singapore (the "**Deposit Insurance and Policy Owners' Protection Schemes Act**") or any Rules issued by the deposit insurance and policy owners' protection fund agency under the Deposit Insurance and Policy Owners' Protection Schemes Act;
- (i) is contravening or has contravened any provision of the MAS Act, or any direction issued by the MAS under the MAS Act; or
- (j) is contravening or has contravened any provision of the FSM Act, or any direction issued by the MAS under the FSM Act.

The MAS may also revoke an existing licence if, upon the MAS exercising any power under Section 49(2) of the Banking Act or the Minister exercising any power under Division 2, 3, 4 or 4A of Part 4B of the MAS Act in relation to the bank, the MAS considers that it is in the public interest to revoke the licence.

Priority of liabilities in winding up

In the event of the winding up of a bank, Section 62 of the Banking Act provides that the following liabilities in Singapore of the bank shall, amongst themselves, rank in the following order of priority:

- (a) firstly, any premium contributions due and payable by the bank under the Deposit Insurance and Policy Owners' Protection Schemes Act;
- (b) secondly, liabilities incurred by the bank in respect of insured deposits, up to the amount of compensation paid or payable out of the Deposit Insurance Fund by the Singapore Deposit Insurance Corporation Limited ("**SDIC**") under the Deposit Insurance and Policy Owners' Protection Schemes Act in respect of such insured deposits;
- (c) thirdly, deposit liabilities incurred by the bank with non-bank customers, other than those specified in paragraph (b) above which are incurred (i) in Singapore dollars; or (ii) on terms under which the deposit liabilities may be discharged by the bank in Singapore dollars;
- (d) fourthly, deposit liabilities incurred by the bank with non-bank customers other than liabilities referred to in paragraphs (b) and (c) above; and
- (e) fifthly, any sum claimed by the trustee of a resolution fund (within the meaning of Section 98 of the MAS Act) from the bank under Section 103, 104, 105 or 106 of the MAS Act.

As between liabilities of the same class referred to in each of the paragraphs (a) to (e) above, such liabilities shall rank equally between themselves. The liabilities specified above shall have priority over all unsecured liabilities of the bank other than the preferential debts specified in Section 203 of the IRDA.

Privacy of customer information

Unless otherwise expressly provided in the Banking Act, a bank in Singapore and its officers may not disclose customer information to any other person without the written consent of the customer. On 29 June 2021, the MAS published MAS Notice 657 Privacy of Customer Information – Conditions for Disclosure of Customer Information by Auditors ("**MAS Notice 657**") which applies to all banks and their external auditors. MAS Notice 657 sets out the conditions which an auditor must comply with before disclosing any customer information to an employee of the Accounting and Corporate Regulatory Authority referred to in the Third Schedule of the Banking Act.

Removal of Domestic Banking Unit and Asian Currency Unit

Banks in Singapore previously had to maintain separate accounting units for their domestic banking unit (“**DBU**”) and their Asian currency unit (“**ACU**”). On 4 November 2019, the Banking (Amendment) Bill (B35/2019) was introduced in Parliament to (among other things) remove the DBU-ACU divide, and make consequential amendments to regulatory requirements following the removal of the DBU-ACU divide.

The MAS has previously noted that the removal of the DBU-ACU divide would require significant amendments to changes in banks’ regulatory reporting systems. In this regard, the MAS issued an updated MAS Notice 610 on Submission of Statistics and Returns (“**MAS Notice 610**”) on 17 May 2018 that was intended to take effect from 1 October 2020 providing a 30-month implementation timeline. However, the MAS Notice 610 dated 17 May 2018 was cancelled and superseded by a new MAS Notice 610 issued on 16 July 2019 (last revised on 18 August 2020), which took effect from 1 July 2021. In terms of submission of statistics and returns, MAS Notice FHC-N610 sets out similar requirements for all FHCs with a Singapore incorporated bank subsidiary to furnish specified information on its statistics and returns to the MAS.

Deposit Insurance Scheme

SDIC administers the Deposit Insurance Scheme (“**DI Scheme**”) in accordance with the Deposit Insurance and Policy Owners’ Protection Schemes Act for the purposes of providing limited compensation to insured depositors under certain circumstances. All licensed full banks in Singapore are DI Scheme members unless exempted by the MAS. The Deposit Insurance and Policy Owners’ Protection Schemes Act was amended pursuant to the Deposit Insurance and Policy Owners’ Protection Schemes (Amendment) Act 2018 with effect from 1 April 2019. Following the amendments, the deposit insurance coverage limit was raised from S\$50,000 to S\$75,000.

On 27 June 2023, the MAS published a consultation paper “Consultation Paper on Proposed Enhancements to the Deposit Insurance Scheme in Singapore” proposing to increase the maximum deposit insurance coverage limit from S\$75,000 to S\$100,000 with effect from 1 April 2024. This is to restore the percentage of fully-covered insured depositors to 91%. On 22 September 2023, the MAS published the first part of its response paper “Response to Feedback Received on Proposed Enhancements to the Deposit Insurance Scheme in Singapore (Part 1)” stating that it will proceed with the proposal to increase the maximum deposit insurance coverage to S\$100,000 with effect from 1 April 2024. The MAS has also stated that while it notes the feedback on broadening the deposit insurance coverage scope to include foreign currency deposits, it has decided to continue excluding foreign currency deposits in view that the DI Scheme is intended to protect the core savings of small depositors, which are primarily denominated in Singapore Dollars.

DI Scheme members are required to submit returns relating to their deposit insurance asset maintenance ratio and insured deposit base in line with the requirements set out in MAS Notice DIA-N01 (as last revised on 28 December 2023).

Resolution Powers

Under the MAS Act and the Banking Act, the MAS has resolution powers in respect of Singapore licensed banks. Broadly speaking, the MAS has powers to (amongst other things) assume control of a bank, impose moratoriums, temporarily stay termination rights of counterparties, order compulsory transfers of business or shares and impose requirements relating to recovery and resolution planning.

Under Division 4A of Part 4B of the MAS Act, the MAS has statutory bail-in powers to write down or convert a financial institution’s debt into equity. The entities subject to the statutory bail-in powers of the MAS are presently limited to Singapore-incorporated banks and Singapore-incorporated bank holding companies (each a “**Division 4A financial institution**”). The classes of instruments subject to the statutory bail-in powers of the MAS are provided under regulation 23 of the Monetary Authority of Singapore (Resolution of Financial Institutions) Regulations 2018 (the “**RFI Regulations**”) and include:

- (i) any equity instrument or other instrument that confers or represents a legal or beneficial ownership in the Division 4A financial institution, except an ordinary share;
- (ii) any unsecured liability or other unsecured debt instrument that is subordinated to unsecured creditors' claims of the Division 4A financial institution that are not so subordinated; and
- (iii) any instrument that provides for a right for the instrument to be written down, cancelled, modified, changed in form or converted into shares or another instrument of ownership, when a specified event occurs,

but do not include any instrument issued before 29 November 2018 or a derivatives contract as defined in regulation 9(2) of the RFI Regulations.

In the event of bail-in, all shareholders' voting rights on matters which require shareholders' approval will be suspended until the Minister has published a notice in the Gazette that the moratorium ceases to apply. In respect of any person who becomes a significant shareholder (i.e. if they have reached the relevant shareholding thresholds) as a result of the bail-in, the Minister may serve a written notice on that person if:

- (a) the MAS is not satisfied that:
 - (i) the person is, in accordance with the Guidelines on Fit and Proper Criteria, a fit and proper person to be a significant shareholder; and
 - (ii) having regard to the likely influence of the person on it, the Division 4A financial institution or an entity established or incorporated to do one or both of the following: (A) temporarily hold and manage the assets and liabilities of the Division 4A financial institution; and/or (B) do any act for the orderly resolution of the Division 4A financial institution ("**resulting financial institution**") will or will continue to conduct its business prudently and comply with the provisions of the MAS Act and the relevant Act applicable to it; or
- (b) the Minister is not satisfied that:
 - (i) in a case where the Division 4A financial institution or resulting financial institution is a bank incorporated in Singapore, it is in the national interest for the person to remain a significant shareholder of the Division 4A financial institution or resulting financial institution, as the case may be; or
 - (ii) in any other case, it is in the public interest for the person to remain a significant shareholder of the Division 4A financial institution or resulting financial institution, as the case may be.

Where the Minister has served such a notice, then, until the person has disposed of or transferred the shares specified in the notice and in accordance with the notice:

- (i) no voting rights are exercisable in respect of the specified shares except with the permission of the Minister, whether or not a notice under Section 77(2) is published that the provision has ceased to apply;
- (ii) no shares of the Division 4A financial institution or resulting financial institution (as the case may be) may be issued or offered (whether by way of rights, bonus or otherwise) in respect of the specified shares except with the permission of the Minister; and
- (iii) except in a liquidation of the Division 4A financial institution or resulting financial institution (as the case may be), the Division 4A financial institution or resulting financial institution may not make any payment (whether by way of dividends or otherwise) in respect of the specified shares except with the permission of the Minister.

This will ensure that only fit and proper persons can exercise voting rights attached to significant stakes in the financial institution. When exercising its bail-in powers, the MAS must have regard to the desirability of giving each pre-resolution creditor or pre-resolution shareholder of the Division 4A financial institution the priority and treatment the pre-resolution creditor or pre-resolution shareholder would have enjoyed had the Division 4A financial institution been wound up.

In addition, a Division 4A financial institution is required to insert contractual bail-in clauses into instruments which fall within the scope of the MAS' statutory bail-in powers but which are governed by foreign laws, to the effect that the parties to the contract agree that the instrument may be the subject of the MAS' bail-in powers.

On 1 November 2021, a new regulation 27A of the RFI Regulations took effect. Under regulation 27A of the RFI Regulations, a "qualifying pertinent financial institution" ("**QPFI**") and its subsidiaries will be required to include enforceable provisions in financial contracts governed by foreign law which contain termination rights to ensure that the exercise of the termination rights for such contracts will be subject to MAS' powers under sections 83 and 84 of the MAS Act (which prevent parties from exercising termination rights that arise out of the MAS' exercise of resolution powers and in the case of section 84, during the period of the temporary stay). A QPFI is defined as a bank that is incorporated in Singapore and to which a direction has been issued under section 43(1) of the MAS Act (concerning directions for recovery planning and implementation). A three-year transitional period has been provided from 1 November 2021 for QPFIs to implement the contractual recognition requirement.

Existing RFI regulations that safeguard set-off and netting arrangements in the event of a compulsory transfer of business during resolution, were also extended to reverse and onward transfers of business.

On 11 May 2022, the FSM Act was gazetted. The FSM Act is an omnibus statute for the sector-wide regulation of financial services and markets. The FSM Act is being implemented in phases, with the first phase having commenced on 28 April 2023. The remaining phases are targeted to be implemented in 2024. When the FSM Act fully comes into force, the resolution powers of the MAS under the MAS Act will be moved over to the FSM Act.

On 22 March 2023, the MAS issued a statement on Additional Tier 1 instruments issued by Singapore-incorporated banks. The MAS announced that in exercising its powers to resolve a financial institution (which includes Singapore-incorporated banks), it intends to abide by the hierarchy of claims in liquidation, which means that equity holders will absorb losses before holders of Additional Tier 1 and Tier 2 capital instruments. Further, creditors who receive less in a resolution compared to what they would have received had the financial institution been liquidated would be able to claim the difference from a resolution fund that would be funded by the financial industry. The creditor compensation framework will also apply in the exceptional situation where MAS departs from the creditor hierarchy in order to contain the potential systemic impact of the financial institution's failure or to maximise the value of the financial institution for the benefit of all creditors as a whole.

Examinations and Reporting Arrangements for Banks

The MAS conducts on-site examinations of banks. Banks are also subject to annual audit by an external auditor approved by the MAS, who, aside from the annual balance sheet and profit and loss account, must report to the MAS immediately if in the course of the performance of his duties as an auditor of the bank, he is satisfied that:

- (a) there has been a serious breach or non-observance of the provisions of the Banking Act or that otherwise a criminal offence involving fraud or dishonesty has been committed;
- (b) in the case of a bank incorporated in Singapore – losses have been incurred which reduce the capital funds of the bank by at least 50%;

- (c) serious irregularities have occurred, including irregularities that jeopardise the security of the creditors of the bank;
- (d) he is unable to confirm that the claims of creditors of the bank are still covered by the assets; or
- (e) any development has occurred or is likely to occur which has materially and adversely affected, or is likely to materially and adversely affect, the financial soundness of the bank.

In the Banking Act Consultation Paper published on 7 February 2019, as a consequence of the impending removal of the DBU-ACU divide, the MAS had proposed to introduce a new reporting benchmark wherein the auditor must report to the MAS immediately if he becomes aware of any development that has occurred or is likely to occur which he has reasonable grounds to believe has materially affected adversely, or is likely to materially affect adversely, the financial soundness of the bank. With the new reporting benchmark, limb (b) above would no longer apply to all banks, but only to banks incorporated in Singapore.

The MAS has discontinued the mandatory audit firm rotation policy for local banks. On 17 July 2018, the MAS issued MAS Notice 615 on Appointment of Auditors pursuant to which banks incorporated and headquartered in Singapore will have to conduct a public tender for the reappointment of an auditor who has been appointed for a period of 10 or more consecutive financial years following the last conduct of a public tender. The implementation timeline will be the financial year ending 31 December 2020 for banks with incumbent auditors for more than ten consecutive years; and the financial year ending 31 December 2022 or ten years after the commencement of the audit engagement, whichever is later, for banks with incumbent auditors for up to ten consecutive years as of 31 December 2017. Under Section 58 of the Banking Act the MAS is empowered to direct banks to remove their external auditors if the MAS is not satisfied with the performance of any duty by the auditors of those banks.

All banks in Singapore are required to submit periodic statistical returns, financial reports and auditors' reports to the MAS, including returns covering minimum cash balances and liquidity returns, statements of assets and liabilities, and total foreign exchange business transacted.

The MAS may also require ad hoc reports to be submitted.

DFHCs with a subsidiary that is a bank incorporated in Singapore are required to seek the approval of the MAS to appoint or re-appoint an auditor annually to carry out the duties specified under Section 39(1) of the FHC Act. Under MAS Notice FHC-N615, DFHCs with a subsidiary that is a bank incorporated in Singapore are similarly required to conduct a public tender for the reappointment of an auditor who has been appointed for a period of 10 or more consecutive financial years following the conduct of a new public tender.

DFHCs with a subsidiary that is a bank incorporated in Singapore are also subject to MAS Notice FHC-N609 which sets out requirements on the types of audit reports and financial statements which FHCs are required to submit, the content and format of such reports as well as the reporting timeframe.

Inspection and Investigative Powers

The MAS' inspection and investigative powers are set out under Section 43 to Section 44A of the Banking Act which allow the MAS to, under conditions of secrecy: (a) inspect the books of each bank in Singapore and of any branch, agency or office outside Singapore opened by a bank incorporated in Singapore; (b) inspect the books of each subsidiary incorporated in Singapore of a bank incorporated in Singapore, where the subsidiary is not regulated or licensed by the MAS under any other Act; and (c) investigate the books of any bank in Singapore if the MAS has reason to believe that the bank is carrying on its business in a manner likely to be detrimental to the interests of its depositors and other creditors, has insufficient assets to cover its liabilities to the public or is contravening the provisions of the Banking Act.

On 2 July 2021, the MAS published the Consultation Paper on Proposed Amendments to MAS' Investigative and Other Powers under the Various Acts proposing amendments under the Financial

Institutions (Miscellaneous Amendments) Bill to various pieces of legislation including the Banking Act. The proposals aim to enhance the MAS' evidence-gathering powers and to facilitate greater inter-agency coordination. Amongst the proposed amendments to the Banking Act include according the MAS the power to require any person to provide information for the purposes of investigation, requiring any person to appear for examination, allowing the MAS to enter premises without warrant and be able to transfer evidence between the MAS and other agencies.

These proposals have been consolidated into the new FSM Act which is being implemented in phases. The first phase of the FSM Act which commenced on 28 April 2023 relates to the porting over of the provisions from the MAS Act relating to: (a) general powers over financial institutions, including inspection powers, offences and other miscellaneous provisions; (b) the anti-money laundering and countering the financing of terrorism framework for financial institutions; and (c) the Financial Dispute Resolution Schemes framework, into the FSM Act. When the remaining phases of the FSM Act come into effect, it will, amongst others, introduce a harmonised and expanded power for the MAS to issue prohibition orders against persons who are not fit and proper from engaging in financial activities regulated by the MAS or performing any key roles or functions in the financial industry that are prescribed, in order to protect a financial institution's customers, investors or the financial sector. This broadens the categories of persons who may be subject to prohibition orders and widens the scope of prohibition to cover functions critical to the integrity and functions of financial institutions. The MAS has stated that it will continue to exercise its prohibition order powers judiciously taking into account the nature and severity of each misconduct, and its actual and potential impact on trust in the financial sector. These expanded powers apply to persons working in banks.

Directors and Executive Officers of Banks

A bank incorporated in Singapore must not permit a person who is subject to certain circumstances set out in Section 54(1) of the Banking Act (for example where the person is an undischarged bankrupt, whether in Singapore or elsewhere) to act as its executive officer or director without the prior written consent of the MAS. The MAS may also direct the removal of a director of a bank in Singapore which is incorporated in Singapore or executive officer of a bank in Singapore if the MAS is satisfied that the director or executive officer (as the case may be) is not a fit and proper person under Section 54(2) of the Banking Act – this has been aligned with the criteria for approving their appointment. Banks are required under Section 53A of the Banking Act to notify the MAS of any development that could affect the fitness and propriety of their key appointment holders. Similar provisions apply to financial holding companies by virtue of the MAS Act where the MAS may direct the removal of a director of a financial holding company which is established or incorporated in Singapore or executive officer a financial holding company on the basis of three grounds set out in Section 40(2) of the MAS Act, (one of which is where the MAS is satisfied that the executive officer or director wilfully contravened or wilfully caused the bank to contravene any provision of the MAS Act) where the MAS thinks that such removal is necessary in the public interest or for the protection of persons that the MAS has prescribed for the purposes of Section 40(2) of the MAS Act.

Financial Benchmarks

The SFA regulates financial benchmarks by:

- (a) setting out specific criminal and civil sanctions for manipulation of any financial benchmark (including SIBOR and Singapore Dollar Swap Offer Rate); and
- (b) subjecting the setting of key financial benchmarks to regulatory oversight. The MAS regulates administrators and submitters of key financial benchmarks and such persons subject to regulatory requirements. To the extent SIBOR or SOR are subject to additional MAS or industry regulations which adversely affect the volatility or level of such benchmarks, Floating Rate Notes calculated with reference to such benchmarks could be adversely affected.

Pursuant to the Securities and Futures (Designated Benchmarks) Order 2018, the MAS designated the SIBOR and SOR as designated benchmarks with effect from 8 October 2018.

On 30 August 2019, the MAS announced the establishment of the SC-STS to oversee an industry-wide benchmark transition from SOR to SORA. Following which, the ABS and the Singapore Foreign Exchange Market Committee (“**SFEMC**”) issued a proposed transition roadmap and approach to achieve a smooth transition from SOR to SORA as the new interest rate benchmark for the SGD cash and derivatives markets.

The SC-STS finalised in December 2020 that SIBOR would be discontinued after 31 December 2024, which is 18 months after the discontinuation of SOR which took place on 30 June 2023.

On 18 July 2022, the SC-STS released a paper setting out the finalised approach for: (a) setting the adjustment spreads within the MAS Recommended Rate in ISDA IBOR 2020 Fallbacks Protocol, Supplement number 70 to the 2006 ISDA Definitions and the 2021 ISDA Interest Rate Derivatives Definitions as well as the SC-STS’ recommended contractual fallbacks for bilateral and syndicated corporate loans. These fallbacks will apply when Fallback Rate (SOR) is discontinued after 31 December 2024; (b) supplementary guidance on adjustments spreads for the period until 31 December 2024; and (c) application of the SC-STS supplementary guidance to active transition across various product types.

On 14 December 2022, the SC-STS published an implementation paper setting out technical details for the implementation of SC-STS’ supplementary guidance on adjustment spreads for the conversion of SOR contracts to SORA. SC-STS’ supplementary guidance applies to the active transition of unhedged SOR loans and is to be used up till end-2024. The implementation paper only covers the setting of adjustment spreads for the conversion of wholesale SOR contracts to Compounded-in-arrears SORA and does not apply to the setting of adjustment spreads for the conversion of legacy SOR retail loans to Compounded-in-advance SORA.

On 30 June 2023, the SC-STS published a paper setting out its finalised approach for the setting of adjustment spreads for the conversion of legacy SIBOR loans to SORA in respect of both corporate loans and retail loans. For corporate loans, the SC-STS recommended the adjustment spreads to be based on the 5-year historical median spreads between SIBOR and compounded SORA. For retail loans, the SC-STS recommended the transition to take place in two phases. For both corporate loans and retail loans, the transition is expected to be completed by 30 June 2024, with SORA becoming the main interest rate benchmark used in Singapore dollar financial products thereafter.

Outsourcing

Under section 47A of the Banking Act, a bank in Singapore which obtains or receives any relevant service on or after 1 July 2021 from (a) a branch or office of the bank (including its head office) that is located outside Singapore; or (b) any person, is required to take certain steps specified by the MAS by written notice to the bank to evaluate the ability of the branch or office or the person from whom the relevant service is being obtained from to perform certain functions. These functions include whether the branch or office or the person from whom the relevant service is being obtained from is able (i) to provide the relevant service; (ii) to ensure continuity of the relevant service; (iii) to safeguard the confidentiality, integrity and availability of information related to the provision of the relevant service that is in the custody of the branch or office or the person from whom the relevant service is being obtained from; (iv) to comply with written laws related to the provision of the relevant service; and (v) to manage the legal, reputational, technology and operational risks to the branch or office or person from whom the relevant service is being obtained from related to the provision of the relevant service. In addition, when the bank in Singapore receives a relevant service from its branch or office, it will be required to implement policies and procedures by which the branch or office is to provide the relevant service that satisfy the requirement specified by the MAS by written notice to the bank. For relevant services obtained from a person, the bank in Singapore will be

required to enter into a contract with the person which satisfies the requirements specified by the MAS by written notice to the bank.

A “relevant service” is defined under section 47A(12) of the Banking Act as any service obtained or received by the bank, other than a service provided in the course of employment by an employee of the bank or a service provided by a director or an officer of the bank in the course of the director’s or officer’s appointment, and does not include any service specified by the MAS by written notice.

On 11 December 2023, the MAS published MAS Notice 658 on Management of Outsourced Relevant Services for Banks (“**MAS Notice 658**”) which sets out requirements that a bank in Singapore will have to comply with for the purposes of managing the risks associated with the bank’s outsourced relevant services. A bank in Singapore will be required to maintain a register which list all ongoing outsourced relevant services obtained or received from a service provider, and outsourced relevant services obtained or received from a service provider, which involves the disclosure of customer information. Further, a bank in Singapore will be required to exercise greater supervision and control over material ongoing outsourced relevant services. With the exception of paragraphs 7.1 and 12.8, the requirements in MAS Notice 658 will take effect on 11 December 2024.

In addition, the MAS has also on 11 December 2023 published the Guidelines on Outsourcing (Banks) which set out the MAS’ expectations of a bank or merchant bank that has entered into or is planning to enter into, an arrangement for ongoing outsourced relevant services, with the exception of, amongst others, certain exempted Outsourced Relevant Services set out in Annex D of MAS Notice 658. Banks are expected to conduct a self-assessment of all outsourcing arrangements against these guidelines. The MAS expects banks to ensure that outsourced services (whether provided by a service provider or its sub-contractor) continue to be managed as if the services were still managed by the bank. Where the MAS is not satisfied with the bank’s observance of the expectations in the guidelines, MAS may require the bank to take additional measures to address the deficiencies noted, which could include pre-notification of new material ongoing outsourced relevant services.

Anti-Money Laundering and Countering the Financing of Terrorism (“AML/CFT”) Requirements

A bank in Singapore is subject to AML/CFT requirements which are both of general application and applies to all persons in Singapore as well as those of sectoral application and which apply only to financial institutions in Singapore. The AML/CFT requirements which are of general application are set out in the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act 1992 of Singapore (“**CDSA**”) and the Terrorism (Suppression of Financing) Act 2002 of Singapore (“**TSOFA**”) and applies to all persons in Singapore, including a bank in Singapore.

Separately, as a financial institution regulated by the MAS, a bank in Singapore is subject to AML/CFT requirements issued by the MAS which are of sectoral application. A bank in Singapore is required to implement robust controls to detect and deter the flow of illicit funds through Singapore’s financial system. The MAS has issued MAS Notice 626 (as last revised on 1 March 2022) on Prevention of Money Laundering and Countering the Financing of Terrorism – Banks which sets out the AML/CFT requirements which a bank in Singapore is required to put in place. This includes performing customer due diligence on all customers, conducting regular account reviews, performing record keeping and reporting any suspicious transactions to the Suspicious Transaction Reporting Office, Commercial Affairs Department of the Singapore Police Force.

The MAS has also issued the MAS Guidelines for Financial Institutions to Safeguard the Integrity of Singapore’s Financial System (the “**FI Guidelines**”), which apply to financial institutions generally, including a bank in Singapore. These guidelines reiterate Singapore’s commitment to safeguard its financial system from being used as a haven to harbour illegitimate funds or as a conduit to disguise the flow of such funds, and further elaborate on the role of financial institutions in preserving the integrity of the financial system.

In addition, the MAS gives effect to targeted financial sanctions under the UN Security Council Resolutions (“**UNSCR**”) through regulations issued under the FSM Act (the “**FSM Regulations**”) which apply to all financial institutions in Singapore. Broadly, the FSM Regulations require financial institutions to (a) immediately freeze funds, other financial assets or economic resources of designated individuals and entities; (b) not enter into financial transactions or provide financial assistance or services in relation to: (i) designated individuals, entities or items; or (ii) proliferation, nuclear or other sanctioned activities; and (iii) inform MAS of any fact or information relating to the funds, other financial assets or economic resources owned or controlled, directly or indirectly, by a designated individual or entity.

In response to Russia’s invasion of Ukraine, the Singapore Government has imposed financial measures targeted at designated Russian banks, entities and activities in Russia, and fund-raising activities benefiting the Russian government. These measures apply to all financial institutions in Singapore including a bank in Singapore. These financial measures are set out in MAS Notice SNR-N01 on Financial Measures in Relation to Russia and MAS Notice SNR-N02 on Financial Measures in Relation to Russia – Non-prohibited Payments and Transactions which were both published and took effect on 14 March 2022.

Security of Digital Banking

The MAS and the ABS introduced a set of additional measures to bolster the security of digital banking following a spate of SMS-phishing scams targeting bank customers. Banks were expected to put in place more stringent measures related to digital security, including but not limited to the removal of clickable links in emails or SMSes sent to retail customers, notification to existing mobile number or email address registered with the bank whenever there is a request to change a customer’s mobile number or email address and the setting up of dedicated and well-resourced customer assistance teams to deal with feedback on potential fraud cases on a priority basis. DBS has implemented these additional measures.

On 2 June 2022, the MAS and ABS announced additional measures to further safeguard bank customers from digital banking scams. These additional measures include, amongst others, requiring additional customer confirmations to process significant changes to customer accounts and other high-risk transaction identified through fraud surveillance; providing an emergency self-service “kill switch” for customers to suspend their accounts quickly if they suspect their bank accounts have been compromised and facilitating rapid account freezing and fund recovery operations by co-locating bank staff at the Singapore Police Force Anti-Scam Centre. The additional measures will be progressively implemented by banks in Singapore and took full effect on 31 October 2022.

On 4 February 2022, the MAS announced that they will be developing a framework for equitable share of losses arising from scams. On 25 October 2023, the MAS and the Infocomm Media Development Authority published a joint consultation paper on Proposed Shared Responsibility Framework setting out a proposed Shared Responsibility Framework for sharing responsibility for scam losses amongst financial institutions, telecommunication operators and consumers for unauthorised transactions arising from phishing scams. The proposal provides that financial institutions and telecommunication operators will provide payouts to scam victims for a defined set of phishing scams, if specified anti-scam duties are breached. The assessment of how responsibility will be shared for the losses arising from an unauthorised transaction in a covered phishing scam will be based on a “waterfall” approach which recognises the primary accountability that financial institutions owe to consumers as custodians of their money. The Shared Responsibility Framework is intended to be operationalised in 2024.

Environment Risk Management

On 8 December 2020, the MAS issued the Guidelines on Environmental Risk Management for Banks (“ERM Guidelines”) which applies on a group basis for locally-incorporated banks. The ERM Guidelines set out MAS’ expectations on environmental risk management for all banks and covers governance and strategy, risk management, underwriting, investment and disclosure of environmental risk information. The Board and senior management of the bank is expected to maintain effective oversight of the bank’s

environmental risk management and disclosure, including the policies and processes to assess, monitor and report such risk, and oversee the integration of the bank's environmental risk exposures into the bank's enterprise risk management framework. Banks were given up to June 2022 to implement its expectations set out in the ERM Guidelines and demonstrate evidence of its implementation progress.

On 18 October 2023, the MAS published a consultation paper "Consultation Paper on Guidelines on Transition Planning (Banks)" setting out MAS' proposed Guidelines on Transition Planning to supplement the ERM Guidelines and provide additional granularity in relation to banks' transition planning processes. Transition planning for banks refers to the internal strategic planning and risk management processes undertaken to prepare for both risks and potential changes in business models associated with the transition. The proposed Guidelines on Transition Planning (Banks) (the "TPG") sets out the MAS expectation for banks to have a sound transition planning process to enable effective climate change mitigation and adaptation measures by their customers in the global transition to a net zero economy and the expected physical effects of climate change. It is proposed that the TPG will be applicable to banks extending credit to corporate customers, underwriting capital market transactions, and other activities that expose banks to material environmental risk, and will apply on a group basis for locally-incorporated banks.

Supervision by Other Agencies

The DBS Group's overseas operations are also supervised by the regulatory agencies in their respective jurisdictions – in particular, DBSHK is supervised by the Hong Kong Monetary Authority ("**HKMA**"), DBS Indonesia is supervised by the Financial Services Authority of Indonesia ("**OJK**"), DBS India is supervised by the Reserve Bank of India ("**RBI**"), DBS China is supervised by the National Financial Regulation Administration ("**NFRA**") and DBS Taiwan is supervised by the Financial Supervisory Commission ("**FSC**").

Apart from being supervised by the MAS, DBS Vickers Securities (Singapore) Pte Ltd, the Singapore stockbroking and futures trading arm of the DBS Group, is also required to comply with various rules issued by the Singapore Exchange Securities Trading Limited, The Central Depository (Pte) Limited, the Singapore Exchange Derivatives Trading Limited and the Singapore Exchange Derivatives Clearing Limited.

RELATED PARTY TRANSACTIONS

The DBS Group conducts banking transactions with a number of related parties. Related parties of the DBS Group as defined under SFRS(I) include associated companies, joint venture companies, Directors and management personnel of the DBS Group. Related party transactions include deposit taking, loans and credit card facilities. All of the related party transactions undertaken by the DBS Group parties are made in the ordinary course of business and are carried out on arm's length terms. For a more detailed description, see the DBS Group's most recent annual consolidated financial statements which are set forth beginning on page F-2 of this Offering Circular.

TAXATION

The following summary of certain United States, Singapore, the UK, Hong Kong and Australian income tax consequences of the purchase, ownership and disposition of the Notes is based on laws, regulations, rulings and decisions now in effect, all of which are subject to change (possibly with retroactive effect). The summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and does not purport to deal with the consequences applicable to all categories of investors, some of which may be subject to special rules. Persons considering the purchase of the Notes should consult their own tax advisers concerning the application of United States, Singapore, the UK, Hong Kong and Australian income tax laws to their particular situations as well as any consequences of the purchase, ownership and disposition of the Notes arising under the laws of any other taxing jurisdiction. In particular, Noteholders should be aware that the tax legislation of any jurisdiction where a Noteholder is resident or otherwise subject to taxation (as well as the jurisdictions discussed herein) may have an impact on the tax consequences of an investment in the Notes including in respect of any income received from the Notes.

United States Taxation

The following is a summary of certain U.S. federal income tax consequences of the acquisition, ownership and disposition of Notes by, in the case of the section titled “U.S. Holders”, a U.S. Holder (as defined below) and, in the case of the section titled “All Holders”, by all holders. This summary does not address the U.S. federal income tax consequences of every type of Note which may be issued under the Programme, and the applicable Pricing Supplement may contain additional or modified disclosure concerning certain U.S. federal income tax consequences relevant to such type of Note as appropriate. This summary deals only with initial purchasers of the Notes that are U.S. Holders and that will hold the Notes as capital assets. The discussion does not cover all aspects of U.S. federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or disposition of Notes by particular investors (including consequences under the alternative minimum tax or Medicare tax on net investment income), and does not address state, local, non-U.S. or other federal tax laws (e.g. estate or gift tax). In particular, this summary does not address tax considerations applicable to investors that own (directly, indirectly or by attribution) 5% or more of the stock of DBSH (by vote or value), nor does this summary discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under the U.S. federal income tax laws (such as financial institutions, insurance companies, individual retirement accounts and other tax-deferred accounts, entities or arrangements treated as a partnership for U.S. federal income tax purposes or other pass-through entities, tax-exempt organisations, dealers in securities or currencies, investors that will hold the Notes as part of straddles, hedging transactions or conversion transactions for U.S. federal income tax purposes, investors that are required to take certain amounts into income no later than the time such amounts are reflected on an applicable financial statement, investors who have ceased to be U.S. citizens or lawful permanent residents, investors holding the Notes in connection with a trade or business conducted outside of the United States, U.S. citizens or lawful permanent residents living abroad or U.S. Holders whose functional currency is not the U.S. dollar). Moreover, the summary deals only with Notes with a term of 30 years or less. The U.S. federal income tax consequences of owning Notes with a longer term will be discussed in the applicable Pricing Supplement.

As used herein, the term “**U.S. Holder**” means a beneficial owner of Notes that is, for U.S. federal income tax purposes,

- (i) an individual citizen or resident of the United States;
- (ii) a corporation created or organised under the laws of the United States or any state thereof, including the District of Columbia;

- (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source; or
- (iv) a trust, if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or the trust has validly elected to be treated as a domestic trust for U.S. federal income tax purposes.

The U.S. federal income tax treatment of a partner in an entity or arrangement treated as a partnership for U.S. federal income tax purposes that holds Notes will depend on the status of the partner and the activities of the partnership. Prospective purchasers that are entities or arrangements treated as partnerships for U.S. federal income tax purposes should consult their tax adviser concerning the U.S. federal income tax consequences to them and their partners of the acquisition, ownership and disposition of Notes by the partnership.

This summary is based on the tax laws of the United States, including the Internal Revenue Code of 1986, as amended (the “**Code**”), its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as of the date hereof and all subject to change at any time, possibly with retroactive effect.

Bearer Notes are not being offered to U.S. Holders. A U.S. Holder who owns a Bearer Note may be subject to limitations under United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Code. This summary does not otherwise address the tax consequences of the acquisition, ownership and disposition of Bearer Notes.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATION ONLY AND DOES NOT ADDRESS THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF EVERY TYPE OF NOTE WHICH MAY BE ISSUED UNDER THE PROGRAMME. ADDITIONAL U.S. FEDERAL INCOME TAX CONSEQUENCES, IF ANY, APPLICABLE TO A PARTICULAR ISSUANCE OF NOTES WILL BE SET FORTH IN THE APPLICABLE PRICING SUPPLEMENT. PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISERS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF OWNING THE NOTES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL, NON-U.S. AND OTHER FEDERAL TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.

U.S. Holders

Characterisation of the Notes

The characterisation of a Series and/or Tranche of Notes may be uncertain and will depend on the terms of those Notes. The determination of whether an obligation represents debt, equity, or some other instrument or interest is based on all the relevant facts and circumstances. There may be no statutory, judicial or administrative authority directly addressing the characterisation of some of the types of Notes that are anticipated to be issued under the Programme or of instruments similar to the Notes.

Depending on the terms of a particular Series and/or Tranche of Notes, the Notes may not be characterised as debt for U.S. federal income tax purposes despite the form of the Notes as debt instruments. For example, Notes of a Series and/or Tranche may be more properly characterised as notional principal contracts, collateralised put options, prepaid forward contracts, or some other type of financial instrument. Alternatively, the Notes may be characterised as equity, or as representing an undivided proportionate ownership interest in the assets of, and share of the liabilities of the Issuers. Additional alternative characterisations may also be possible. Further possible characterisations, if applicable, may be discussed in the applicable Pricing Supplement.

Additionally, there is no direct legal authority as to the proper U.S. federal income tax treatment of a perpetual instrument that is denominated as a debt instrument and has significant debt features, but is subject to conversion or write-off in the case of a Trigger Event, such as the Perpetual Capital Securities.

As a consequence, it is unclear whether the Perpetual Capital Securities should be properly characterised as debt or equity for U.S. federal income tax purposes. To the extent the Issuers are required to take a position, they intend to take the position that the Perpetual Capital Securities are properly characterised as equity for U.S. federal income tax purposes. This position will be binding on a U.S. Holder unless the U.S. Holder expressly discloses that it is adopting a contrary position on its income tax return. However, the Issuers' position is not binding on the U.S. Internal Revenue Service (the "**IRS**") or the courts and there can be no assurance that this characterisation will be accepted by the IRS or a court. If the Perpetual Capital Securities are properly characterised as debt for U.S. federal income tax purposes, then the U.S. federal income tax consequences of acquisition, ownership and disposition of Perpetual Capital Securities by a U.S. Holder would be the same as the consequences described below under "*— Notes Treated as Debt*".

No rulings will be sought from the IRS regarding the characterisation of any of the Notes issued hereunder for U.S. federal income tax purposes. Each U.S. Holder should consult its own tax adviser about the proper characterisation of the Notes for U.S. federal income tax purposes, and the consequences to the U.S. Holder of acquiring, owning or disposing of the Notes.

The following summary assumes that

- (i) the Notes other than Perpetual Capital Securities are properly treated as debt and
- (ii) Perpetual Capital Securities are properly treated as equity, in each case, for U.S. federal income tax purposes.

Notes Treated as Debt

For the avoidance of doubt, references to "**Notes**" in this section "*— Notes Treated as Debt*" do not include Perpetual Capital Securities.

Payments of Interest

General

Interest on a Note, whether payable in U.S. dollars or a single currency, other than U.S. dollars (a "**foreign currency**"), other than interest on a "Discount Note" that is not "qualified stated interest" (each as defined below under "*Original Issue Discount – General*"), will be taxable to a U.S. Holder as ordinary income at the time it is received or accrued, depending on such U.S. Holder's method of accounting for U.S. federal income tax purposes, reduced by the allocable amount of amortisable bond premium, subject to the discussion below. Interest paid by the Issuers on the Notes and original issue discount ("**OID**"), if any, accrued with respect to the Notes (see "*Original Issue Discount*") generally will constitute income from sources outside the United States and will generally be treated as "passive category income" for U.S. foreign tax credit purposes. The rules governing foreign tax credits are complex and recently issued final U.S. Treasury regulations ("**Final FTC Regulations**") have imposed additional requirements that must be met for a foreign tax to be creditable. However, recent notices (the "**Notices**") from the IRS indicate that the U.S. Treasury and the IRS are considering proposing amendments to the Final FTC Regulations and allow taxpayers, subject to certain conditions, to defer the application of many aspects of the Final FTC Regulations until the date when a notice or other guidance withdrawing or modifying this temporary relief is issued (or any later date specified in such notice or other guidance). Prospective purchasers should consult their tax advisers concerning the applicability of the foreign tax credit and deductibility rules to income attributable to the Notes.

Original Issue Discount

General

The following is a summary of the principal U.S. federal income tax consequences of the ownership of Notes issued with OID.

A Note, other than a Note with a term of one year or less (a “**Short-Term Note**”), will be treated as issued with OID (a “**Discount Note**”) if the excess of the Note’s “stated redemption price at maturity” over its issue price is equal to or more than a *de minimis* amount (0.25% of the Note’s stated redemption price at maturity multiplied by the number of complete years to its maturity). An obligation that provides for the payment of amounts other than qualified stated interest before maturity (an “**instalment obligation**”) will be treated as a Discount Note if the excess of the Note’s stated redemption price at maturity over its issue price is equal to or greater than 0.25% of the Note’s stated redemption price at maturity multiplied by the weighted average maturity of the Note. A Note’s weighted average maturity is the sum of the following amounts determined for each payment on a Note (other than a payment of qualified stated interest):

- (i) the number of complete years from the issue date until the payment is made multiplied by
- (ii) a fraction, the numerator of which is the amount of the payment and the denominator of which is the Note’s stated redemption price at maturity.

Generally, the issue price of a Note will be the first price at which a substantial amount of Notes included in the issue of which the Note is a part is sold to persons other than bond houses, brokers or similar persons or organisations acting in the capacity of underwriters, placement agents or wholesalers. The stated redemption price at maturity of a Note is the total of all payments provided by the Note that are not payments of “qualified stated interest”. A qualified stated interest payment is generally any one of a series of stated interest payments on a Note that are unconditionally payable at least annually at a single fixed rate (with certain exceptions for lower rates paid during some periods), or a variable rate (in the circumstances described below under “*Variable Interest Rate Notes*”), applied to the outstanding principal amount of the Note. Solely for the purposes of determining whether a Note has OID, the Issuers will be deemed to exercise any call option that has the effect of decreasing the yield on the Note, and the U.S. Holder will be deemed to exercise any put option that has the effect of increasing the yield on the Note.

U.S. Holders of Discount Notes must include OID in income calculated on a constant-yield method before the receipt of cash attributable to the income, and generally will have to include in income increasingly greater amounts of OID over the life of the Discount Notes. The amount of OID includible in income by a U.S. Holder of a Discount Note is the sum of the daily portions of OID with respect to the Discount Note for each day during the taxable year or portion of the taxable year on which the U.S. Holder holds the Discount Note. The daily portion is determined by allocating to each day in any “accrual period” a pro rata portion of the OID allocable to that accrual period. Accrual periods with respect to a Note may be of any length selected by the U.S. Holder and may vary in length over the term of the Note as long as

- (i) no accrual period is longer than one year and
- (ii) each scheduled payment of interest or principal on the Note occurs on either the final or first day of an accrual period.

The amount of OID allocable to an accrual period equals the excess of

- (iii) the product of the Discount Note’s adjusted issue price at the beginning of the accrual period and the Discount Note’s yield to maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) over
- (iv) the sum of the payments of qualified stated interest on the Note allocable to the accrual period.

The “adjusted issue price” of a Discount Note at the beginning of any accrual period is the issue price of the Note

- (i) increased by the amount of accrued OID for each prior accrual period; and
- (ii) decreased by the amount of any payments previously made on the Note that were not qualified stated interest payments.

Acquisition Premium

A U.S. Holder that purchases a Discount Note for an amount less than or equal to the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, but in excess of its adjusted issue price (any such excess being “**acquisition premium**”) and that does not make the election described below under “*Election to Treat All Interest as Original Issue Discount*”, is permitted to reduce the daily portions of OID by a fraction, the numerator of which is the excess of the U.S. Holder’s adjusted basis in the Note immediately after its purchase over the Note’s adjusted issue price, and the denominator of which is the excess of the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, over the Note’s adjusted issue price.

Short-Term Notes

In general, an individual or other cash basis U.S. Holder of a Short-Term Note is not required to accrue OID (as specially defined below for the purposes of this paragraph) for U.S. federal income tax purposes unless it elects to do so (but may be required to include any stated interest in income as the interest is received). Accrual basis U.S. Holders and certain other U.S. Holders are required to accrue OID on Short-Term Notes on a straight-line basis or, if the U.S. Holder so elects, under the constant-yield method (based on daily compounding). In the case of a U.S. Holder not required and not electing to include OID in income currently, any gain realised on the sale or retirement of the Short-Term Note will be ordinary income to the extent of the OID accrued on a straight-line basis (unless an election is made to accrue the OID under the constant-yield method) through the date of sale or retirement. U.S. Holders who are not required and do not elect to accrue OID on Short-Term Notes will be required to defer deductions for interest on borrowings allocable to Short-Term Notes in an amount not exceeding the deferred income until the deferred income is realised.

For purposes of determining the amount of OID subject to these rules, all interest payments on a Short-Term Note are included in the Short-Term Note’s stated redemption price at maturity. A U.S. Holder may elect to determine OID on a Short-Term Note as if the Short-Term Note had been originally issued to the U.S. Holder at the U.S. Holder’s purchase price for the Short-Term Note. This election will apply to all obligations with a maturity of one year or less acquired by the U.S. Holder on or after the first day of the first taxable year to which the election applies, and may not be revoked without the consent of the IRS.

Market Discount

A Note, other than a Short-Term Note, generally will be treated as purchased at a market discount (a “**Market Discount Note**”) if the Note’s stated redemption price at maturity or, in the case of a Discount Note, the Note’s “revised issue price”, exceeds the amount for which the U.S. Holder purchased the Note by at least 0.25% of the Note’s stated redemption price at maturity or revised issue price, respectively, multiplied by the number of complete years to the Note’s maturity (or, in the case of a Note that is an instalment obligation, the Note’s weighted average remaining maturity). If this excess is not sufficient to cause the Note to be a Market Discount Note, then the excess constitutes “*de minimis* market discount”. For this purpose, the “revised issue price” of a Note generally equals its issue price, increased by the amount of any OID that has accrued on the Note and decreased by the amount of any payments previously made on the Note that were not qualified stated interest payments. Additionally, for this purpose the “stated redemption price at maturity” (as defined above) is decreased by the amount of any payments previously made on the Note that were not qualified stated interest.

Any gain recognised on the sale or retirement of a Market Discount Note (including any payment on a Note that is not qualified stated interest) generally will be treated as ordinary income to the extent that the gain does not exceed the accrued market discount on the Note. Alternatively, a U.S. Holder of a Market Discount Note may elect to include market discount in income currently over the life of the Note. This election will apply to all debt instruments with market discount acquired by the electing U.S. Holder on or after the first

day of the first taxable year to which the election applies. This election may not be revoked without the consent of the IRS. A U.S. Holder of a Market Discount Note that does not elect to include market discount in income currently may be required to defer deductions for interest on borrowings incurred to purchase or carry a Market Discount Note that is in excess of the interest and OID on the Note includible in the U.S. Holder's income, to the extent that this excess interest expense does not exceed the portion of the market discount allocable to the days during the taxable year on which the Market Discount Note was held by the U.S. Holder.

Market discount will accrue on a straight-line basis unless the U.S. Holder elects to accrue the market discount on a constant-yield method. This election applies only to the Market Discount Note with respect to which it is made and is irrevocable.

The application of the foreign tax credit rules to non-U.S. taxes imposed on any income attributable to market discount is not clear and prospective purchasers should consult their tax advisers regarding the application of the foreign tax credit rules to any non-U.S. taxes imposed on such income in their particular circumstances.

Election to Treat All Interest as Original Issue Discount

A U.S. Holder may elect to include in gross income all interest that accrues on a Note using the constant-yield method described above under "*Original Issue Discount – General*" with certain modifications. For purposes of this election, interest includes stated interest, OID, *de minimis* OID, market discount, *de minimis* market discount and unstated interest, as adjusted by any amortisable bond premium (described below under "*Notes Purchased at a Premium*") or acquisition premium. This election will generally apply only to the Note with respect to which it is made and may not be revoked without the consent of the IRS. If the election to apply the constant-yield method to all interest on a Note is made with respect to a Market Discount Note, the electing U.S. Holder will be treated as having made the election discussed above under "*Market Discount*" to include market discount in income currently over the life of all debt instruments with market discount held or thereafter acquired by the U.S. Holder. U.S. Holders should consult their tax advisers concerning the propriety and consequences of this election.

Variable Interest Rate Notes

Notes that provide for interest at variable rates ("**Variable Interest Rate Notes**") generally will bear interest at a "qualified floating rate" and thus will be treated as "variable rate debt instruments" under Treasury regulations governing accrual of OID. A Variable Interest Rate Note will qualify as a "variable rate debt instrument" if

- (a) its issue price does not exceed the total non-contingent principal payments due under the Variable Interest Rate Note by more than a specified *de minimis* amount,
- (b) it provides for stated interest, paid or compounded at least annually, at
 - (i) one or more qualified floating rates;
 - (ii) a single fixed rate and one or more qualified floating rates;
 - (iii) a single objective rate; or
 - (iv) a single fixed rate and a single objective rate that is a qualified inverse floating rate; and
- (c) it does not provide for any principal payments that are contingent (other than as described in (a) above).

A "qualified floating rate" is any variable rate where variations in the value of the rate can reasonably be expected to measure contemporaneous variations in the cost of newly borrowed funds in the currency in which the Variable Interest Rate Note is denominated. A fixed multiple of a qualified floating rate will constitute a qualified floating rate only if the multiple is greater than 0.65 but not more than 1.35. A variable

rate equal to the product of a qualified floating rate and a fixed multiple that is greater than 0.65 but not more than 1.35, increased or decreased by a fixed rate, will also constitute a qualified floating rate. In addition, two or more qualified floating rates that can reasonably be expected to have approximately the same values throughout the term of the Variable Interest Rate Note (e.g. two or more qualified floating rates with values within 25 basis points of each other as determined on the Variable Interest Rate Note's issue date) will be treated as a single qualified floating rate. Notwithstanding the foregoing, a variable rate that would otherwise constitute a qualified floating rate but which is subject to one or more restrictions such as a maximum numerical limitation (i.e. a cap) or a minimum numerical limitation (i.e. a floor) may, under certain circumstances, fail to be treated as a qualified floating rate.

Under recently finalised U.S. Treasury regulations, Notes referencing a benchmark rate that are treated as having a qualified floating rate for purposes of the above will not fail to be so treated merely because the terms of the Notes provide for a replacement of the benchmark rate in the case of discontinuation or disapplication of such rate. In particular, under the regulations, the benchmark referencing rate and the replacement rate are treated as a single qualified rate.

An "objective rate" is a rate that is not itself a qualified floating rate but which is determined using a single fixed formula and which is based on objective financial or economic information (e.g. one or more qualified floating rates or the yield of actively traded personal property). A rate will not qualify as an objective rate if it is based on information that is within the control of the Issuers (or a related party) or that is unique to the circumstances of the Issuers (or a related party), such as dividends, profits or the value of the Issuers' stock (although a rate does not fail to be an objective rate merely because it is based on the credit quality of the Issuers). Other variable interest rates may be treated as objective rates if so designated by the IRS in the future. Despite the foregoing, a variable rate of interest on a Variable Interest Rate Note will not constitute an objective rate if it is reasonably expected that the average value of the rate during the first half of the Variable Interest Rate Note's term will be either significantly less than or significantly greater than the average value of the rate during the final half of the Variable Interest Rate Note's term. A "qualified inverse floating rate" is any objective rate where the rate is equal to a fixed rate minus a qualified floating rate, as long as variations in the rate can reasonably be expected to inversely reflect contemporaneous variations in the qualified floating rate. If a Variable Interest Rate Note provides for stated interest at a fixed rate for an initial period of one year or less followed by a variable rate that is either a qualified floating rate or an objective rate for a subsequent period and if the variable rate on the Variable Interest Rate Note's issue date is intended to approximate the fixed rate (e.g. the value of the variable rate on the issue date does not differ from the value of the fixed rate by more than 25 basis points), then the fixed rate and the variable rate together will constitute either a single qualified floating rate or objective rate, as the case may be.

A qualified floating rate or objective rate in effect at any time during the term of the instrument must be set at a "current value" of that rate. A "current value" of a rate is the value of the rate on any day that is no earlier than three months prior to the first day on which that value is in effect and no later than one year following that first day.

If a Variable Interest Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof qualifies as a "variable rate debt instrument" then any stated interest on the Note which is unconditionally payable in cash or property (other than debt instruments of the Issuers) at least annually will constitute qualified stated interest and will be taxed accordingly. Thus, a Variable Interest Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof and that qualifies as a "variable rate debt instrument" will generally not be treated as having been issued with OID unless the Variable Interest Rate Note is issued at a "true" discount (i.e. at a price below the Note's stated principal amount) equal to or in excess of a specified *de minimis* amount. OID on a Variable Interest Rate Note arising from "true" discount is allocated to an accrual period using the constant-yield method described above by assuming that the variable rate is a fixed rate equal to

- (i) in the case of a qualified floating rate or qualified inverse floating rate, the value, as of the issue date, of the qualified floating rate or qualified inverse floating rate, or
- (ii) in the case of an objective rate (other than a qualified inverse floating rate), a fixed rate that reflects the yield that is reasonably expected for the Variable Interest Rate Note.

In general, any other Variable Interest Rate Note that qualifies as a “variable rate debt instrument” will be converted into an “equivalent” fixed rate debt instrument for purposes of determining the amount and accrual of OID and qualified stated interest on the Variable Interest Rate Note. Such a Variable Interest Rate Note must be converted into an “equivalent” fixed rate debt instrument by substituting any qualified floating rate or qualified inverse floating rate provided for under the terms of the Variable Interest Rate Note with a fixed rate equal to the value of the qualified floating rate or qualified inverse floating rate, as the case may be, as of the Variable Interest Rate Note’s issue date. Any objective rate (other than a qualified inverse floating rate) provided for under the terms of the Variable Interest Rate Note is converted into a fixed rate that reflects the yield that is reasonably expected for the Variable Interest Rate Note. In the case of a Variable Interest Rate Note that qualifies as a “variable rate debt instrument” and provides for stated interest at a fixed rate in addition to either one or more qualified floating rates or a qualified inverse floating rate, the fixed rate is initially converted into a qualified floating rate (or a qualified inverse floating rate, if the Variable Interest Rate Note provides for a qualified inverse floating rate). Under these circumstances, the qualified floating rate or qualified inverse floating rate that replaces the fixed rate must be such that the fair market value of the Variable Interest Rate Note as of the Variable Interest Rate Note’s issue date is approximately the same as the fair market value of an otherwise identical debt instrument that provides for either the qualified floating rate or qualified inverse floating rate rather than the fixed rate. Subsequent to converting the fixed rate into either a qualified floating rate or a qualified inverse floating rate, the Variable Interest Rate Note is converted into an “equivalent” fixed rate debt instrument in the manner described above.

Once the Variable Interest Rate Note is converted into an “equivalent” fixed rate debt instrument pursuant to the foregoing rules, the amount of OID and qualified stated interest, if any, are determined for the “equivalent” fixed rate debt instrument by applying the general OID rules to the “equivalent” fixed rate debt instrument and a U.S. Holder of the Variable Interest Rate Note will account for the OID and qualified stated interest as if the U.S. Holder held the “equivalent” fixed rate debt instrument. In each accrual period, appropriate adjustments will be made to the amount of qualified stated interest or OID assumed to have been accrued or paid with respect to the “equivalent” fixed rate debt instrument in the event that these amounts differ from the actual amount of interest accrued or paid on the Variable Interest Rate Note during the accrual period.

If a Variable Interest Rate Note, such as a Note the payments on which are determined by reference to an index, does not qualify as a “variable rate debt instrument”, then the Variable Interest Rate Note will be treated as a contingent payment debt obligation. See “*Contingent Payment Debt Instruments*” for a discussion of the U.S. federal income tax treatment of such Notes.

Notes Purchased at a Premium

A U.S. Holder that purchases a Note for an amount in excess of its principal amount, or for a Discount Note, its stated redemption price at maturity, may elect to treat the excess as “amortisable bond premium”, in which case the amount required to be included in the U.S. Holder’s income each year with respect to interest on the Note will be reduced by the amount of amortisable bond premium allocable (based on the Note’s yield to maturity) to that year.

Any election to amortise bond premium will apply to all bonds (other than bonds the interest on which is excludable from gross income for U.S. federal income tax purposes) held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder,

and is irrevocable without the consent of the IRS. See also “*Original Issue Discount – Election to Treat All Interest as Original Issue Discount*”.

Contingent Payment Debt Instruments

Certain Series and/or Tranches of Notes may be treated as “contingent payment debt instruments” for U.S. federal income tax purposes (“**Contingent Notes**”). Under applicable U.S. Treasury regulations, interest on Contingent Notes will be treated as OID, and must be accrued on a constant-yield basis based on a yield to maturity that reflects the rate at which the Relevant Issuer would issue a comparable fixed-rate non-exchangeable instrument (the “**comparable yield**”), in accordance with a projected payment schedule. This projected payment schedule must include each non-contingent payment on the Contingent Notes and an estimated amount for each contingent payment, and must produce the comparable yield.

The Issuers are required to provide to holders, solely for U.S. federal income tax purposes, a schedule of the projected amounts of payments on Contingent Notes. This schedule must produce the comparable yield.

THE COMPARABLE YIELD AND PROJECTED PAYMENT SCHEDULE WILL NOT BE DETERMINED FOR ANY PURPOSE OTHER THAN FOR THE DETERMINATION OF INTEREST ACCRUALS AND ADJUSTMENTS THEREOF IN RESPECT OF CONTINGENT NOTES FOR UNITED STATES FEDERAL INCOME TAX PURPOSES AND WILL NOT CONSTITUTE A PROJECTION OR REPRESENTATION REGARDING THE ACTUAL AMOUNTS PAYABLE TO THE HOLDERS OF THE NOTES.

The use of the comparable yield and the calculation of the projected payment schedule will be based on a number of assumptions and estimates and will not be a prediction, representation or guarantee of the actual amounts of interest that may be paid to a U.S. Holder or the actual yield of the Contingent Notes. A U.S. Holder will generally be bound by the comparable yield and the projected payment schedule determined by the Issuers, unless the U.S. Holder determines its own comparable yield and projected payment schedule and explicitly discloses such schedule to the IRS, and explains to the IRS the reason for preparing its own schedule. The Issuers’ determination, however, is not binding on the IRS, and it is possible that the IRS could conclude that some other comparable yield or projected payment schedule should be used instead.

A U.S. Holder of a Contingent Note will generally be required to include OID in income pursuant to the rules discussed in the third paragraph under “*Original Issue Discount – General*”, applied to the projected payment schedule. The “adjusted issue price” of a Contingent Note at the beginning of any accrual period is the issue price of the Note increased by the amount of accrued OID for each prior accrual period, and decreased by the amount of any noncontingent payment and the projected amount of any contingent payments previously made on the Note. No additional income will be recognised upon the receipt of payments of stated interest in amounts equal to the annual payments included in the projected payment schedule described above. Any differences between actual payments received by the U.S. Holder on the Note in a taxable year and the projected amount of those payments will be accounted for as additional interest (in the case of a positive adjustment) or as an offset to interest income in respect of the Note (in the case of a negative adjustment), for the taxable year in which the actual payment is made. If the negative adjustment for any taxable year exceeds the amount of OID on the Contingent Notes for that year, the excess will be treated as an ordinary loss, but only to the extent the U.S. Holder’s total OID inclusions on the Contingent Notes exceed the total amount of any ordinary loss in respect of the Contingent Notes claimed by the U.S. Holder under this rule in prior taxable years. Any negative adjustment that is not allowed as an ordinary loss for the taxable year is carried forward to the next taxable year, and is taken into account in determining whether the U.S. Holder has a net positive or negative adjustment for that year. However, any negative adjustment that is carried forward to a taxable year in which the Contingent Note is sold, exchanged or retired, to the extent not applied to OID accrued for such year, reduces the U.S. Holder’s amount realised on the sale, exchange or retirement.

Sale and Retirement of Notes

Notes other than Contingent Notes

A U.S. Holder will generally recognise gain or loss on the sale or retirement of a Note equal to the difference between the amount realised on the sale or retirement and the U.S. Holder's adjusted tax basis of the Note. A U.S. Holder's adjusted tax basis in a Note will generally be its cost, increased by the amount of any OID or market discount included in the U.S. Holder's income with respect to the Note and the amount, if any, of income attributable to *de minimis* OID and *de minimis* market discount included in the U.S. Holder's income with respect to the Note, and reduced by

- (i) the amount of any payments that are not qualified stated interest payments; and
- (ii) the amount of any amortisable bond premium applied to reduce interest on the Note.

The amount realised does not include the amount attributable to accrued but unpaid interest, which will be taxable as interest income to the extent not previously included in income. Except to the extent described above under "*Original Issue Discount – Market Discount*" or "*Original Issue Discount – Short Term Notes*" or attributable to accrued but unpaid interest or changes in exchange rates (as discussed below), gain or loss recognised on the sale or retirement of a Note will be capital gain or loss and will be long-term capital gain or loss if the U.S. Holder's holding period in the Notes exceeds one year. The deductibility of capital losses is subject to limitations. Except to the extent attributable to market discount, gain or loss realised by a U.S. Holder on the sale or retirement of a Note generally will constitute income or loss from sources within the United States. Therefore, a U.S. Holder may have insufficient foreign source income to utilize foreign tax credits attributable to any non-U.S. taxes imposed on a sale or disposition. Moreover, subject to the Notices described above, under the Final FTC Regulations, non-U.S. taxes on disposition gains of U.S. Holders are likely not creditable for U.S. federal income tax purposes. Non-U.S. taxes on disposition gains that are not creditable may possibly reduce the amount realised on the disposition of Notes or alternatively may be deductible. Prospective purchasers should consult their own tax advisers regarding the U.S. federal income tax consequences to them in case non-U.S. taxes (if any) are imposed on disposition gains from the Covered Bonds.

Contingent Notes

Gain from the sale or retirement of a Contingent Note will be treated as interest income taxable at ordinary income (rather than capital gains) rates. Any loss will be ordinary loss to the extent that the U.S. Holder's total interest inclusions to the date of sale or retirement exceed the total net negative adjustments that the U.S. Holder took into account as ordinary loss, and any further loss will be capital loss. Gain or loss realised by a U.S. Holder on the sale or retirement of a Contingent Note will generally be foreign source.

A U.S. Holder's tax basis in a Contingent Note will generally be equal to its cost, increased by the amount of interest previously accrued with respect to the Note (determined without regard to any positive or negative adjustments reflecting the difference between actual payments and projected payments), increased or decreased by the amount of any positive or negative adjustment that the U.S. Holder is required to make to account for the difference between the U.S. Holder's purchase price for the Note and the adjusted issue price of the Note at the time of the purchase, and decreased by the amount of any noncontingent payment and the projected amount of any contingent payments scheduled to be made on the Note to the U.S. Holder through such date (without regard to the actual amount paid).

The rules governing foreign tax credits are complex and prospective purchasers should consult their own tax advisers regarding the U.S. federal income tax consequences to them in case non-U.S. taxes (if any) are imposed on disposition gains from the Contingent Notes.

Foreign Currency Notes

Interest

If an interest payment is denominated in, or determined by reference to, a foreign currency, the amount of income recognised by a cash basis U.S. Holder will be the U.S. dollar value of the interest payment, based on the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars.

An accrual basis U.S. Holder may determine the amount of income recognised with respect to an interest payment denominated in, or determined by reference to, a foreign currency in accordance with either of two methods. Under the first method, the amount of income accrued will be based on the average exchange rate in effect during the interest accrual period (or, in the case of an accrual period that spans two taxable years of a U.S. Holder, the part of the period within the taxable year).

Under the second method, the U.S. Holder may elect to determine the amount of income accrued on the basis of the exchange rate in effect on the last day of the accrual period (or, in the case of an accrual period that spans two taxable years, the exchange rate in effect on the last day of the part of the period within the taxable year).

Additionally, if a payment of interest is actually received within five business days of the last day of the accrual period, an electing accrual basis U.S. Holder may instead translate the accrued interest into U.S. dollars at the exchange rate in effect on the day of actual receipt. Any such election will apply to all debt instruments held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and will be irrevocable without the consent of the IRS.

Upon receipt of an interest payment (including a payment attributable to accrued but unpaid interest upon the sale or retirement of a Note) denominated in, or determined by reference to, a foreign currency, the accrual basis U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

OID

OID for each accrual period on a Discount Note that is denominated in, or determined by reference to, a foreign currency will be determined in the foreign currency and then translated into U.S. dollars in the same manner as stated interest accrued by an accrual basis U.S. Holder, as described above. Upon receipt of an amount attributable to OID (whether in connection with a payment on the Note or a sale or disposition of the Note), a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

Market Discount

Market discount on a Note that is denominated in, or determined by reference to, a foreign currency will be accrued in the foreign currency. If the U.S. Holder elects to include market discount in income currently, the accrued market discount will be translated into U.S. dollars at the average exchange rate for the accrual period (or portion thereof within the U.S. Holder's taxable year). Upon the receipt of an amount attributable to accrued market discount, the U.S. Holder may recognise U.S. source exchange gain or loss (which will be taxable as ordinary income or loss) determined in the same manner as for accrued interest or OID. A U.S. Holder that does not elect to include market discount in income currently will recognise, upon the sale or retirement of the Note, the U.S. dollar value of the amount accrued, calculated at the spot rate on that date, and no part of this accrued market discount will be treated as exchange gain or loss.

Bond Premium

Bond premium (including acquisition premium) on a Note that is denominated in, or determined by reference to, a foreign currency, will be computed in units of the foreign currency, and any such bond premium that is taken into account currently will reduce interest income (or OID) in units of the foreign currency. On the date bond premium offsets interest income (or OID), a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the amount offset multiplied by the difference between the spot rate in effect on the date of the offset, and the spot rate in effect on the date the Notes were acquired by the U.S. Holder. A U.S. Holder that does not elect to take bond premium (other than acquisition premium) into account currently generally will recognise a market loss when the Note matures.

Foreign Currency Contingent Note

Special rules apply to determine the accrual of OID, and the amount, timing, source and character of any gain or loss on a Contingent Note that is denominated in, or determined by reference to, a foreign currency (a “**Foreign Currency Contingent Note**”). The rules applicable to Foreign Currency Contingent Notes are complex, and U.S. Holders are urged to consult their tax advisers concerning the application of these rules.

Under these rules, a U.S. Holder of a Foreign Currency Contingent Note will generally be required to accrue OID in the foreign currency in which the Foreign Currency Contingent Note is denominated (i) at a yield at which the Relevant Issuer would issue a fixed rate debt instrument denominated in the same foreign currency with terms and conditions similar to those of the Foreign Currency Contingent Note, and (ii) in accordance with a projected payment schedule determined by the Relevant Issuer, under rules similar to those described above under “*Contingent Payment Debt Instruments*”. The amount of OID on a Foreign Currency Contingent Note that accrues in any accrual period will be the product of the comparable yield of the Foreign Currency Contingent Note (adjusted to reflect the length of the accrual period) and the adjusted issue price of the Foreign Currency Contingent Note. The adjusted issue price of a Foreign Currency Contingent Note will generally be determined under the rules described above, and will be denominated in the foreign currency of the Foreign Currency Contingent Note.

OID on a Foreign Currency Contingent Note will be translated into U.S. dollars under translation rules similar to those described above under “*Foreign Currency – Interest*”. Any positive adjustment (i.e. the excess of actual payments over projected payments) in respect of a Foreign Currency Contingent Note for a taxable year will be translated into U.S. dollars at the spot rate on the last day of the taxable year in which the adjustment is taken into account or, if earlier, the date on which the Foreign Currency Contingent Note is disposed of. The amount of any negative adjustment on a Foreign Currency Contingent Note (i.e. the excess of projected payments over actual payments) that is offset against accrued but unpaid OID will be translated into U.S. dollars at the same rate at which the OID was accrued. To the extent a net negative adjustment exceeds the amount of accrued but unpaid OID, the negative adjustment will be treated as offsetting OID that has accrued and been paid on the Foreign Currency Contingent Note, and will be translated into U.S. dollars at the spot rate on the date the Foreign Currency Contingent Note was issued. Any net negative adjustment carry forward will be carried forward in the relevant foreign currency.

Sale or Retirement of Foreign Currency Notes other than Foreign Currency Contingent Notes

As discussed above under “*Purchase, Sale and Retirement of Notes*”, a U.S. Holder will generally recognise gain or loss on the sale or retirement of a Note equal to the difference between the amount realised on the sale or retirement and its tax basis in the Note. A U.S. Holder's tax basis in a Note that is denominated in a foreign currency will be determined by reference to the U.S. dollar cost of the Note. The U.S. dollar cost of a Note purchased with foreign currency will generally be the U.S. dollar value of the purchase price on the date of purchase or, in the case of Notes traded on an established securities market, as defined in the applicable U.S. Treasury Regulations, that are purchased by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects), on the settlement date for the purchase.

The amount realised on a sale or retirement for an amount in foreign currency will be the U.S. dollar value of this amount on the date of sale or retirement or, in the case of Notes traded on an established securities market, as defined in the applicable U.S. Treasury Regulations, sold by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects), on the settlement date for the sale. Such an election by an accrual basis U.S. Holder must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

A U.S. Holder will recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) on the sale or retirement of a Note equal to the difference, if any, between the U.S. dollar values of the U.S. Holder's purchase price for the Note (as adjusted for amortised bond premium, if any) (i) on the date of sale or retirement and (ii) the date on which the U.S. Holder acquired the Note. Any such exchange gain or loss will be realised only to the extent of total gain or loss realised on the sale or retirement (including any exchange gain or loss with respect to the receipt of accrued but unpaid interest).

See "*Sale and Retirement of Notes — Notes Other Than Contingent Notes*" for a discussion of foreign tax credit and other U.S. federal income tax consequences in case non-U.S. taxes (if any) are imposed on disposition gains.

Sale or Retirement of Foreign Currency Contingent Notes

Upon a sale, exchange or retirement of a Foreign Currency Contingent Note, a U.S. Holder will generally recognise taxable gain or loss equal to the difference between the amount realised on the sale, exchange or retirement and the U.S. Holder's tax basis in the Foreign Currency Contingent Note, both translated into U.S. dollars as described below. A U.S. Holder's tax basis in a Foreign Currency Contingent Note will equal

- (i) the cost thereof (translated into U.S. dollars at the spot rate on the issue date),
- (ii) increased by the amount of OID previously accrued on the Foreign Currency Contingent Note (disregarding any positive or negative adjustments and translated into U.S. dollars using the exchange rate applicable to such OID) and
- (iii) decreased by the projected amount of all prior payments in respect of the Foreign Currency Contingent Note.

The U.S. dollar amount of the projected payments described in clause (iii) of the preceding sentence is determined by

- (i) first allocating the payments to the most recently accrued OID to which prior amounts have not already been allocated and translating those amounts into U.S. dollars at the rate at which the OID was accrued and
- (ii) then allocating any remaining amount to principal and translating such amount into U.S. dollars at the spot rate on the date the Foreign Currency Contingent Note was acquired by the U.S. Holder.

For this purpose, any accrued OID reduced by a negative adjustment carry forward will be treated as principal.

The amount realised by a U.S. Holder upon the sale, exchange or retirement of a Foreign Currency Contingent Note will equal the amount of cash and the fair market value (determined in foreign currency) of any property received. If a U.S. Holder holds a Foreign Currency Contingent Note until its scheduled maturity, the U.S. dollar equivalent of the amount realised will be determined by separating such amount realised into principal and one or more OID components, based on the principal and OID comprising the U.S. Holder's basis, with the amount realised allocated first to OID (and allocated to the most recently accrued amounts first) and any remaining amounts allocated to principal. The U.S. dollar equivalent of the amount realised upon a sale, exchange or unscheduled retirement of a Foreign Currency Contingent Note will be determined in a similar manner, but will first be allocated to principal and then any accrued OID (and will be allocated to the earliest accrued amounts first). Each component of the amount realised will

be translated into U.S. dollars using the exchange rate used with respect to the corresponding principal or accrued OID. The amount of any gain realised upon a sale, exchange or unscheduled retirement of a Foreign Currency Contingent Note will be equal to the excess of the amount realised over the holder's tax basis, both expressed in foreign currency, and will be translated into U.S. dollars using the spot rate on the payment date. Gain from the sale or retirement of a Foreign Currency Contingent Note will generally be treated as interest income taxable at ordinary income (rather than capital gains) rates. Any loss will be ordinary loss to the extent that the U.S. Holder's total OID inclusions to the date of sale or retirement exceed the total net negative adjustments that the U.S. Holder took into account as ordinary loss, and any further loss will be capital loss. Gain or loss realised by a U.S. Holder on the sale or retirement of a Foreign Currency Contingent Note will generally be foreign source. The rules governing foreign tax credits are complex and prospective purchasers should consult their tax advisers regarding the U.S. federal income tax consequences to them in case non-U.S. taxes (if any) are imposed on disposition gains from the Foreign Currency Contingent Note.

A U.S. Holder will also recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) on the receipt of foreign currency in respect of a Foreign Currency Contingent Note if the exchange rate in effect on the date the payment is received differs from the rate applicable to the principal or accrued OID to which such payment relates.

Disposition of Foreign Currency

Foreign currency received as interest on a Note or on the sale or other disposition of a Note will have a tax basis equal to its U.S. dollar value at the time the foreign currency is received. Foreign currency that is purchased will generally have a tax basis equal to the U.S. dollar value of the foreign currency on the date of purchase. Any gain or loss recognised on a sale or other disposition of a foreign currency (including its use to purchase Notes or upon exchange for U.S. dollars) will be U.S. source ordinary income or loss.

Perpetual Capital Securities

Distributions

General

Distributions on Perpetual Capital Securities by the Issuers, before reduction for any withholding tax paid by the Issuers with respect thereto (and including any additional amounts paid in respect of such withholding), generally will be taxable to a U.S. Holder as dividend income to the extent of the Issuers' current or accumulated earnings and profits (as determined for U.S. federal income tax purposes), and will not be eligible for the dividends received deduction allowed to corporations. Distributions in excess of current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of the U.S. Holder's basis in the Perpetual Capital Securities and thereafter as capital gain. However, the Issuers do not maintain calculations of their earnings and profits in accordance with U.S. federal income tax accounting principles. U.S. Holders should therefore assume that any Distributions by the Issuers with respect to Perpetual Capital Securities will be reported as ordinary dividend income. U.S. Holders should consult their own tax advisers with respect to the appropriate U.S. federal income tax treatment of any Distributions on Perpetual Capital Securities received from the Issuers.

Foreign Currency Distributions

Distributions paid in a foreign currency generally will be translated into U.S. dollars by reference to the exchange rate in effect on the day the distributions are received by the U.S. Holder, regardless of whether the foreign currency is converted into U.S. dollars at that time. If Distributions received in a foreign currency are converted into U.S. dollars at the exchange rate in effect on the day they are received, the U.S. Holder generally will not be required to recognise foreign currency gain or loss in respect of the Distribution.

Effect of Singaporean Withholding Taxes

As discussed under “*Perpetual Capital Securities — Distributions — General*”, the amount of Distribution income on the Perpetual Capital Securities will include amounts, if any, withheld in respect of Singaporean taxes. For more information on Singaporean withholding taxes, please see the discussion under “*Taxation — Singapore Taxation*”. Distributions that the Issuers pay with respect to the Perpetual Capital Securities will be considered foreign-source income to U.S. Holders. Subject to applicable limitations, some of which vary depending upon the U.S. Holder’s circumstances, Singaporean income taxes withheld from interest payments on the Perpetual Capital Securities to a U.S. Holder not eligible for an exemption from Singaporean withholding tax may be creditable against the U.S. Holder’s U.S. federal income tax liability.

The foreign tax credit rules are complex and the Final FTC Regulations have imposed additional requirements that must be met for a foreign tax to be creditable. However, as discussed above under “*Noted Treated as Debt – Payments of Interest – General*”, recent notices from the IRS indicate that the U.S. Treasury and the IRS are considering proposing amendments to the Final FTC Regulations and allow taxpayers, subject to certain conditions, to defer the application of many aspects of the Final FTC Regulations until the date when a notice or other guidance withdrawing or modifying this temporary relief is issued (or any later date specified in such notice or other guidance). Prospective purchasers should consult their tax advisers concerning the foreign tax credit implications of the payment of Singaporean (or other non-U.S.) taxes.

Sale, redemption, maturity or Write-off

For U.S. federal income tax purposes, gain or loss realised on the sale, redemption, maturity or a full Write-off of the Perpetual Capital Securities will be capital gain or loss, and will be long-term capital gain or loss if the U.S. Holder held the Perpetual Capital Securities for more than one year. The amount of the gain or loss will equal the difference between the U.S. Holder’s adjusted tax basis in the Perpetual Capital Securities disposed of and the amount realised on the disposition, in each case as determined in U.S. dollars. A U.S. Holder’s adjusted tax basis in a Perpetual Capital Security will generally be its U.S. dollar cost. Such gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. Therefore, a U.S. Holder may have insufficient foreign source income to utilize foreign tax credits attributable to any non-U.S. taxes imposed on a sale or disposition. Moreover, subject to the Notices described above, under the Final FTC Regulations, non-U.S. taxes on disposition gains of U.S. Holders are likely not creditable for U.S. federal income tax purposes. Non-U.S. taxes on disposition gains that are not creditable may possibly reduce the amount realised on the disposition of Perpetual Capital Securities or alternatively may be deductible. The application of these rules is very complex, and prospective purchasers should consult their tax advisers regarding the U.S. federal income tax consequences if any non-U.S. taxes are imposed on disposition gains, including their ability to credit or deduct any non-U.S. tax against their U.S. federal income tax liability. The deductibility of capital losses is subject to limitations. The consequences of a partial Write-off are not clear, and prospective purchasers should consult their own tax advisers regarding the consequences of a partial Write-off (including their ability to recognize a loss).

A U.S. Holder that receives a payment in a currency other than U.S. dollars on the sale, exchange, redemption or Write-off of the Perpetual Capital Securities generally will realise an amount equal to the U.S. dollar value of the currency received at the spot rate on the date of disposition (or, if the Perpetual Capital Securities are traded on an established securities market and the U.S. Holder is a cash-basis or electing accrual-basis taxpayer, at the spot rate on the settlement date). A U.S. Holder that realises gain or loss on the date of disposition of the Perpetual Capital Securities will also recognise foreign currency gain or loss based on the difference in the foreign currency spot rate on the date of disposition and the settlement date. A U.S. Holder will have a tax basis in the foreign currency received equal to its U.S. dollar value at the spot rate on the settlement date. Any currency gain or loss realised in the sale, exchange, redemption or other disposition of the Perpetual Capital Securities or on a subsequent conversion or other disposition of the foreign currency for a different U.S. dollar amount generally will be treated as U.S. source ordinary income or loss.

Passive foreign investment company considerations (“PFIC”)

A foreign corporation will be a PFIC in any taxable year in which, after taking into account the income and assets of the corporation and certain subsidiaries pursuant to applicable “look-through rules”, either:

- (i) at least 75% of its gross income is “passive income”; or
- (ii) at least 50% of the average value of its assets is attributable to assets which produce passive income or are held for the production of passive income.

Although interest income generally is passive income, a special rule under proposed Treasury regulations (that taxpayers may rely on pending finalization) allows banks to treat their banking business income as non-passive. To qualify for this rule, a bank must satisfy certain requirements regarding its licensing and activities. Each Issuer believes that it currently meets these requirements and that it was not a PFIC for its most recent taxable year, and does not expect to be a PFIC for its current taxable year or in the foreseeable future. However, each Issuer’s possible status as a PFIC must be determined annually and may be subject to change if the Relevant Issuer fails to qualify under this special rule for any year in which a U.S. Holder holds Perpetual Capital Securities. Moreover, the proposed Treasury regulations may not be finalised in their current form.

If an Issuer were to be treated as a PFIC in any year during a U.S. Holders holding period, the U.S. Holder would be required:

- (i) to pay a special U.S. addition to tax on certain distributions and gains on sale of the Perpetual Capital Securities of the Relevant Issuer; and
- (ii) to pay tax on any gain from the sale of the Perpetual Capital Securities of the Relevant Issuer at ordinary income (rather than capital gains) rates in addition to paying the special addition to tax on this gain.

A U.S. Holder who owns, or who is treated as owning, PFIC stock during any taxable year in which the Relevant Issuer is classified as a PFIC may be required to file IRS Form 8621. Prospective purchasers should consult their tax advisers regarding the requirement to file IRS Form 8621 and the potential application of the PFIC regime to the Issuers.

Backup Withholding and Information Reporting

In general, payments of principal and interest and accruals of OID on, and the proceeds of a sale, redemption or other disposition of, the Notes by a U.S. or U.S. connected paying agent or other U.S. or U.S. connected intermediary will be reported to the IRS and to the U.S. Holder as may be required under applicable regulations. Backup withholding will apply to these payments, including payments of accrued OID, if the U.S. Holder fails to provide an accurate taxpayer identification number or certification of exempt status or otherwise fails to comply with applicable certification requirements. Certain U.S. Holders are not subject to backup withholding. U.S. Holders should consult their tax advisers about these rules and any other reporting obligations that may apply to the ownership or disposition of the Notes, including requirements related to the holding of certain “specified foreign financial assets”.

Reportable Transactions

A U.S. taxpayer that participates in a “reportable transaction” will be required to disclose its participation to the IRS. The scope and application of these rules is not entirely clear. A U.S. Holder may be required to treat a foreign currency exchange loss from the Notes as a reportable transaction if the loss exceeds USD 50,000 in a single taxable year, if the U.S. Holder is an individual or trust, or higher amounts for other non-individual U.S. Holders. In the event the acquisition, holding or disposition of Notes constitutes participation in a “reportable transaction” for purposes of these rules, a U.S. Holder will be required to disclose its investment by filing IRS Form 8886 with the IRS.

A penalty in the amount of USD 10,000 in the case of a natural person and USD 50,000 in all other cases is generally imposed on any taxpayer that fails to timely file an information return with the IRS with respect to a transaction resulting in a loss that is treated as a reportable transaction. Prospective purchasers are urged to consult their tax advisers regarding the application of these rules.

All Holders

FATCA Withholding

Pursuant to certain provisions of the Code, commonly known as FATCA, a “foreign financial institution” (including an intermediary through which Notes are held) may be required to withhold at a rate of 30 per cent on certain payments it makes (“**foreign passthru payments**”) to persons that fail to meet certain certification, reporting, or related requirements. The Issuers are foreign financial institutions for these purposes. A number of jurisdictions (including Singapore) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“**IGAs**”), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, is not clear at this time. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, proposed regulations have been issued that provide that such withholding would not apply prior to the date that is two years after the date on which final regulations defining “foreign passthru payments” are published in the U.S. Federal Register. In the preamble to the proposed regulations, the U.S. Treasury Department indicated that taxpayers may rely on these proposed regulations until the issuance of final regulations. Additionally, Notes that are not treated as equity for U.S. federal income tax purposes and that have a fixed term issued on or prior to the date that is six months after the date on which final regulations defining “foreign passthru payments” are filed with the U.S. Federal Register generally would be “grandfathered” for purposes of FATCA withholding unless materially modified after such date. However, if additional Notes (as described under “*Terms and Conditions — Further Issues*”) that are not distinguishable from grandfathered Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all the Notes in the series, including grandfathered Notes, as subject to withholding under FATCA. Holders should consult their own tax advisers regarding how these rules may apply to their investment in the Notes.

In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, none of the Issuers, the Sole Arranger, Dealers or any other persons involved in the Programme will be required to pay additional amounts as a result of the withholding.

Common Reporting Standard

The OECD Common Reporting Standard for Automatic Exchange of Financial Account Information (“**CRS**”) requires certain financial institutions to report information regarding certain accounts (which may include the Notes) to their local tax authority and follow related due diligence procedures. Holders of the Notes may be requested to provide certain information and certifications to ensure compliance with the CRS. A jurisdiction that has signed a CRS Competent Authority Agreement may provide this information to other jurisdictions that have signed the CRS Competent Authority Agreement.

Singapore Taxation

The statements below are general in nature and are based on certain aspects of current tax laws in Singapore and administrative guidelines and circulars issued by the MAS in force as at the date of this Offering Circular and are subject to any changes in such laws, administrative guidelines or circulars, or the interpretation of those laws, guidelines or circulars, occurring after such date, which changes could be made on a retroactive basis, including amendments to the Income Tax (Qualifying Debt Securities)

Regulations to include the conditions for the income tax and withholding tax exemptions under the qualifying debt securities (“**QDS**”) scheme for early redemption fee (as defined in the Income Tax Act) and redemption premium (as such term has been amended by the Income Tax Act). Neither these statements nor any other statements in this Offering Circular are intended or are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant Financial Sector Incentive(s)) may be subject to special rules or tax rates. Prospective holders of the Notes are advised to consult their own tax advisers as to the Singapore or other tax consequences of the acquisition, ownership of or disposal of the Notes, including the effect of any foreign, state or local tax laws to which they are subject. It is emphasised that none of the Issuers, the Sole Arranger and any other persons involved in the Programme accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of the Notes.

The disclosure below is on the assumption that the IRAS regards:

- (a) Subordinated Notes containing non-viability loss absorption provisions as debt securities for the purposes of the Income Tax Act and eligible for the qualifying debt securities scheme; and
- (b) Notes constituting Perpetual Capital Securities as “AT1 instruments” within the meaning of Section 10I(2) of the Income Tax Act.

If any tranche of the Subordinated Notes is not regarded as debt securities for the purposes of the Income Tax Act or any tranche of Notes constituting Perpetual Capital Securities is not regarded as “AT1 instruments” within the meaning of Section 10I(2) of the Income Tax Act, and/or holders thereof are not eligible for the tax concessions under the qualifying debt securities scheme, the tax treatment to holders may differ. Investors and holders of any tranche of such Notes should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of any tranche of the Notes.

Interest and Other Payments

Subject to the following paragraphs, under Section 12(6) of the Income Tax Act the following payments are deemed to be derived from Singapore:

- (a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is:
 - (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore); or
 - (ii) deductible against any income accruing in or derived from Singapore; or
- (b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments, where made to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15% final withholding tax described below) to non-resident persons (other than non-resident individuals) is currently 17%. The applicable rate for non-resident

individuals is currently 24%. However, if the payment is derived by a person not resident in Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15%. The rate of 15% may be reduced by applicable tax treaties.

Certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including interest, discount income (not including discount income arising from secondary trading), early redemption fee and redemption premium from debt securities, except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession in Singapore.

Withholding Tax Exemption on Qualifying Payments by Specified Entities

Pursuant to Section 45I of the Income Tax Act, payments of income which are deemed under Section 12(6) of the Income Tax Act to be derived from Singapore and which are made by a specified entity shall be exempt from withholding tax if such payments are liable to be made by such specified entity for the purpose of its trade or business under a debt security which is issued within the period from 17 February 2012 to 31 December 2026. Notwithstanding the above, permanent establishments in Singapore of non-resident persons are required to declare such payments in their annual income tax returns and will be assessed to tax on such payments (unless specifically exempt from tax).

A specified entity includes a bank or merchant bank licensed under the Banking Act 1970 of Singapore.

Qualifying Debt Securities Scheme

As the Programme as a whole is arranged by Financial Sector Incentive (Bond Market) Companies (as defined in the Income Tax Act) prior to 1 January 2014 and by Financial Sector Incentive (Bond Market), Financial Sector Incentive (Standard Tier) or Financial Sector Incentive (Capital Market) Companies (as defined in the Income Tax Act) from 1 January 2014, who from 15 February 2023 are also Specified Licensed Entities (as defined below), any tranche of the Notes ("**Relevant Notes**") which are debt securities issued under the Programme from the date of this Offering Circular to 31 December 2028 would be QDS for the purposes of the Income Tax Act, to which the following treatment shall apply:

- (a) subject to certain prescribed conditions having been fulfilled (including the furnishing by the Relevant Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities in respect of the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the MAS may require and the inclusion by the Relevant Issuer in all offering documents relating to the Relevant Notes of a statement to the effect that where interest, discount income, early redemption fee or redemption premium from the Relevant Notes is derived by a person who is not resident in Singapore and who carries on any operation in Singapore through a permanent establishment in Singapore, the tax exemption for QDS shall not apply if the non-resident person acquires the Relevant Notes using funds from that person's operations through the Singapore permanent establishment), interest, discount income (not including discount income arising from secondary trading), early redemption fee and redemption premium (collectively the "**Qualifying Income**") from the Relevant Notes paid by the Relevant Issuer and derived by a holder who is not resident in Singapore and who:
 - (i) does not have any permanent establishment in Singapore; or
 - (ii) carries on any operation in Singapore through a permanent establishment in Singapore but the funds used by that person to acquire the Relevant Notes are not obtained from such person's operation through a permanent establishment in Singapore,

are exempt from Singapore tax. “**Funds from Singapore operations**” means, in relation to a person, the funds and profits of that person’s operations through a permanent establishment in Singapore;

- (b) subject to certain conditions having been fulfilled (including the furnishing by the Relevant Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities in respect of the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the MAS may require), Qualifying Income paid by the Relevant Issuer and derived by any company or a body of persons (as defined in the Income Tax Act) in Singapore is subject to tax at a concessionary rate of 10% (except for holders of the relevant Financial Sector Incentive(s) who may be taxed at different rates); and
- (c) subject to:
 - (i) the Relevant Issuer including in all offering documents relating to the Relevant Notes a statement to the effect that any person whose interest, discount income, early redemption fee or redemption premium derived from the Relevant Notes is not exempt from tax shall include such income in a return of income made under the Income Tax Act; and
 - (ii) the furnishing by the Relevant Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities in respect of the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the MAS may require,

payments of Qualifying Income derived from the Relevant Notes are not subject to withholding of tax by the Relevant Issuer.

Notwithstanding the foregoing:

- (a) if during the primary launch of any tranche of Relevant Notes, the Relevant Notes of such tranche are issued to fewer than four persons and 50% or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by related parties of the Relevant Issuer, such Relevant Notes would not qualify as QDS; and
- (b) even though a particular tranche of Relevant Notes is QDS, if, at any time during the tenure of such tranche of Relevant Notes, 50% or more of such Relevant Notes which are outstanding at any time during the life of their issue is beneficially held or funded, directly or indirectly, by any related party(ies) of the Relevant Issuer, Qualifying Income derived from such Relevant Notes held by:
 - (i) any related party of the Relevant Issuer; or
 - (ii) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of the Relevant Issuer,

shall not be eligible for the tax exemption or concessionary rate of tax described above.

The term “**related party**”, in relation to a person (A), means any person (a) who directly or indirectly controls A; (b) who is being controlled directly or indirectly by A; or (c) who, together with A, is directly or indirectly under the control of a common person.

Pursuant to the Income Tax Act, the reference to the term “**Specified Licensed Entity**” above means:

- (a) a bank or merchant bank licensed under the Banking Act 1970 of Singapore;
- (b) a finance company licensed under the Finance Companies Act 1967 of Singapore; or
- (c) a person who holds a capital markets services licence under the SFA to carry on a business in any of the following regulated activities: advising on corporate finance or dealing in capital markets products.

The terms “**early redemption fee**” and “**redemption premium**” are defined in the Income Tax Act as follows:

- (a) “**early redemption fee**”, in relation to debt securities and QDS, means any fee payable by the issuer of the securities on the early redemption of the securities; and
- (b) “**redemption premium**”, in relation to debt securities and QDS, means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity or on the early redemption of the securities.

References to “early redemption fee” and “redemption premium” in this Singapore tax disclosure have the same meaning as defined in the Income Tax Act.

Where interest, discount income, early redemption fee or redemption premium (i.e. the Qualifying Income) is derived from any of the Relevant Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for QDS under the Income Tax Act (as mentioned above) shall not apply if such person acquires such Relevant Notes using funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, early redemption fee or redemption premium (i.e. the Qualifying Income) derived from the Relevant Notes is not exempt from tax (including for the reasons described above) is required to include such income in a return of income made under the Income Tax Act.

Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Notes will not be taxable in Singapore. However, any gains derived by any person from the sale of the Notes as part of a trade or business carried on by that person in Singapore may be taxable as such gains are considered revenue in nature.

Holders of the Notes who apply or who are required to apply Singapore Financial Reporting Standard (“**FRS**”) 109 or Singapore Financial Reporting Standard (International) 9 (Financial Instruments) (“**SFRS(I) 9**”) (as the case may be) for Singapore income tax purposes may be required to recognise gains or losses (not being gains or losses in the nature of capital) for tax purposes in accordance with the provisions of FRS 109 or SFRS(I) 9 (as the case may be) even though no sale or disposal of the Notes is made. See also “Adoption of FRS 109 or SFRS(I) 9 for Singapore Income Tax Purposes”.

Adoption of FRS 109 or SFRS(I) 9 for Singapore Income Tax Purposes

Section 34AA of the Income Tax Act requires taxpayers who comply or who are required to comply with FRS 109 or SFRS(I) 9 (as the case may be) for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions. The IRAS has also issued a circular entitled “Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments”.

Holders of the Notes who may be subject to the tax treatment under Section 34AA of the Income Tax Act should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Notes.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

Stamp Duty

Singapore stamp duty is not chargeable upon the transfer of any Notes through the book-entry settlement system of CDP.

United Kingdom Taxation

The comments below are of a general nature based on current UK tax law as applied in England and Wales and published HM Revenue & Customs practice (which is subject to change, possibly with retrospective effect, and may not be binding on HM Revenue & Customs).

*They relate only to the UK withholding tax treatment of payments of interest in respect of the Notes, and are not intended to be exhaustive. They assume that there will be no substitution of the Issuer and do not address the consequences of any such substitution (notwithstanding that such substitution may be permitted by the terms and conditions of the Notes). References in this part to “**interest**” shall mean amounts that are treated as interest for the purposes of UK taxation. References in this part to “**London Notes**” shall mean Notes (excluding Perpetual Capital Securities) issued from DBS Bank’s London branch and “**Other Notes**” shall mean Notes issued by DBS Bank other than from its London branch or by DBSH.*

Any Noteholders who are in doubt as to their own tax position should consult their professional advisers. In particular, Noteholders should be aware that the tax legislation of any jurisdiction where a Noteholder is resident or otherwise subject to taxation (as well as the jurisdictions discussed herein) may have an impact on the tax consequences of an investment in the Notes including in respect of any income received from the Notes.

UK Withholding Tax on Interest Payments

Assuming that interest on the Other Notes does not have a UK source, payments of interest on Other Notes may be made by the Relevant Issuer without withholding or deduction for or on account of UK income tax.

Interest paid on London Notes is likely to have a UK source. Accordingly, if London Notes are issued for a term of one year or more (or with the intention, or under arrangements the effect of which is, to render such Notes part of a borrowing with a total term of one year or more), any interest (“**Yearly Interest**”) paid on those London Notes will be paid under deduction of UK income tax at the basic rate (currently 20%), subject to certain exceptions (in particular, to the exceptions listed below) and the availability of other reliefs under domestic law or to any direction to the contrary from HM Revenue & Customs in respect of such relief as may be available pursuant to the provisions of any applicable double taxation treaty.

Where Notes are to be, or may fall to be, redeemed at a premium, as opposed to being issued at a discount, then any such element of premium may constitute a payment of interest. Payments of interest are subject to UK withholding tax as outlined above.

Quoted Eurobond Exemption

Where the London Notes are and continue to be listed on a recognised stock exchange, within the meaning of Section 1005 of the UK Income Tax Act 2007, payments of interest by the Issuer may be made without withholding or deduction for or on account of UK income tax. The SGX-ST is a recognised stock exchange for these purposes. Securities will be treated as listed on the SGX-ST if they are both admitted to trading on the Main Board or Bond Market of the SGX-ST and are officially listed in Singapore in accordance with provisions corresponding to those generally applicable in countries in the European Economic Area.

Bank Interest Exemption

To the extent that a London Note is not listed on a recognised stock exchange as contemplated in the preceding paragraph and, at the time any Yearly Interest is paid on that London Note issued by DBS Bank, DBS Bank is a bank as defined in Section 991 of the UK Income Tax Act 2007 and that Yearly Interest is

paid in the ordinary course of DBS Bank's business, within the meaning of Section 878 of the UK Income Tax Act 2007, that Yearly Interest may be paid without deduction of or withholding on account of UK income tax.

Hong Kong Taxation

The statements herein regarding taxation are based on the laws of Hong Kong in force as at the date of this Offering Circular and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. The following summary relates to Notes (excluding Notes which are "regulatory capital securities" under the Inland Revenue Ordinance (Cap.112) of Hong Kong (the "**Inland Revenue Ordinance**")) issued by DBS Bank's Hong Kong branch ("**Hong Kong Notes**") and does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers or certain professional investors) may be subject to special rules. Investors should consult their own tax advisers regarding the tax consequences of an investment in the Notes.

Withholding Tax

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on Hong Kong Notes or in respect of any capital gains arising from the sale of Hong Kong Notes.

Profits Tax

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Interest on the Hong Kong Notes may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (a) interest on the Hong Kong Notes is derived from Hong Kong and is received by or accrues to a corporation, other than a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the "**IRO**")), carrying on a trade, profession or business in Hong Kong;
- (b) interest on the Hong Kong Notes is derived from Hong Kong and is received by or accrues to a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business;
- (c) interest on the Hong Kong Notes is received by or accrues to a financial institution (as defined in the IRO) and arises through or from the carrying on by the financial institution (as defined in the IRO) of its business in Hong Kong; or
- (d) interest on the Hong Kong Notes is received by or accrues to a corporation, other than a financial institution (as defined in the IRO), and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of Section 16(3) of the IRO).

Pursuant to the Exemption from Profits Tax (Interest Income) Order, interest income accruing to a person other than a financial institution (as defined in the IRO), on deposits (denominated in any currency and whether or not the deposit is evidenced by a certificate of deposit) placed with, *inter alia*, an authorised institution in Hong Kong (within the meaning of Section 2 of the Banking Ordinance (Cap. 155) of Hong Kong) is exempt from the payment of Hong Kong profits tax. This exemption does not apply, however, to deposits that are used to secure or guarantee money borrowed in certain circumstances. Provided no prospectus involving the issue of the Hong Kong Notes is registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, the issue of the Hong Kong Notes is expected to constitute a deposit to which the above exemption from payment will apply.

Sums received by or accrued to a financial institution (as defined in the IRO) by way of gains or profits arising through or from the carrying on by the financial institution (as defined in the IRO) of its business in Hong Kong from the sale, disposal and redemption of Hong Kong Notes will be subject to Hong Kong profits tax.

Sums received by or accrued to a corporation, other than a financial institution (as defined in the IRO), by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of Section 16(3) of the IRO) from the sale, disposal or other redemption of Hong Kong Notes will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of Hong Kong Notes will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution (as defined in the IRO), who carries on a trade, profession or business in Hong Kong and the sum forms part of the revenue or profits of that trade, profession or business and has a Hong Kong source unless otherwise exempted. The source of such sums will generally be determined by having regard to the manner in which the Hong Kong Notes are acquired and disposed of, including where such activities were undertaken.

In certain circumstances, Hong Kong profits tax preferential treatment (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisers to ascertain the applicability of any preferential treatment to their individual position.

Stamp Duty

Stamp duty will not be payable on the issue of Hong Kong Notes which are Bearer Notes by the Relevant Issuer, provided either:

- (a) such Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (b) such Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong).

If stamp duty is payable, it is payable by the Relevant Issuer on the issue of Hong Kong Notes which are Bearer Notes at a rate of 3% of the market value of the Notes at the time of issue.

No stamp duty will be payable on any subsequent transfer of Hong Kong Notes which are Bearer Notes.

No stamp duty is payable on the issue of Hong Kong Notes which are Registered Notes.

Stamp duty may be payable on any transfer of Hong Kong Notes which are Registered Notes issued by the Relevant Issuer if the relevant transfer is required to be registered in Hong Kong. Stamp duty will, however, not be payable on any transfers of Hong Kong Notes which are Registered Notes, *provided that* either:

- (a) the Registered Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (b) the Registered Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong).

If stamp duty applies to the transfer of Registered Notes required to be registered in Hong Kong and which are not otherwise exempt it will be payable at the rate of 0.2% (of which 0.1% is payable by the seller and 0.1% is payable by the purchaser) normally by reference to the value of the consideration or to the value on the contract notes for such sale, whichever is higher. In addition, stamp duty is payable at the fixed rate of HKD 5.00 on each instrument of transfer executed in relation to any transfer of the Registered Notes if the relevant transfer is required to be registered in Hong Kong.

Australia Taxation

Notes issued by DBSH or by DBS Bank other than through its Australia branch

*The following is a summary of the Australian withholding tax treatment under the Income Tax Assessment Acts of 1936 and 1997 of Australia (together, “**Australian Tax Act**”), at the date of this Offering Circular, of payments of interest on the Notes to be issued by DBSH or by DBS Bank (other than through its Australia branch) (each a “**non-Australian Issuer**”) under the Programme and certain other tax matters. It is not exhaustive and, in particular, does not deal with the position of certain classes of holders (including, dealers in securities, custodians or other third parties who hold Notes on behalf of other persons).*

The summary is not intended to be, nor should it be construed as, legal or tax advice to any particular holders. It is a general guide only and should be treated with appropriate caution. Prospective holders who are in any doubt as to their tax position should consult their professional advisers on the tax implications of an investment in the Notes for their particular circumstances.

Interest withholding tax

So long as a non-Australian Issuer continues to be a non-resident of Australia and the Notes issued by it are not attributable to a permanent establishment of that non-Australian Issuer in Australia, payments of principal and interest (and in the case of Perpetual Capital Securities, Distributions) made under Notes issued by it should not be subject to Australian interest withholding tax.

Other tax matters

Under Australian laws as presently in effect:

- (a) *death duties* - no Notes will be subject to death, estate or succession duties imposed by Australia, or by any political subdivision or authority therein having power to tax, if held at the time of death;
- (b) *stamp duty and other taxes* - no *ad valorem* stamp, issue, registration or similar taxes are payable in Australia on the issue or transfer of any Notes (and in the case of any Notes which are not “debt interests” for Australian income tax purposes, *provided that* no person either alone or together with any associated person or related person (or persons acting in concert with that person or persons whose acquisitions form, evidence, give effect to, or arise from substantially one arrangement) acquires an interest of 50% or more in the non-Australian Issuer);
- (c) *tax file number withholding* - so long as a non-Australian Issuer continues to be a non-resident of Australia and does not issue Notes in carrying on a business at or through a permanent establishment in Australia, the tax file number requirements of Part VA of the Australian Tax Act and Section 12-140 of Schedule 1 to the Taxation Administration Act 1953 of Australia (“**Taxation Administration Act**”) should not apply to the non-Australian Issuer in connection with Notes issued by that non-Australian Issuer;
- (d) *supply withholding tax* - payments in respect of the Notes can be made free and clear of the “supply withholding tax” imposed under Section 12-190 of Schedule 1 to the Taxation Administration Act; and
- (e) *goods and services tax (“GST”)* - neither the issue nor receipt of the Notes will give rise to a liability for GST in Australia on the basis that the supply of Notes will comprise either an input taxed financial supply, a GST-free supply or a supply which is outside the scope of the GST law. Furthermore, neither the payment of principal or interest by that non-Australian Issuer nor the disposal of the Notes would give rise to any GST liability in Australia.

Notes issued by the Australia branch of DBS Bank

The following is a summary of the Australian withholding tax treatment under the Australian Tax Act, at the date of this Offering Circular, of payments of interest (as defined in the Australian Tax Act) on Senior Notes

*(the “**Australian Notes**”) to be issued by the Australia branch of DBS Bank (the “**Australian Issuer**”) under the Programme and certain other tax matters. It is not exhaustive and, in particular, does not deal with the position of certain classes of holders of Australian Notes (including, dealers in securities, custodians or other third parties who hold Australian Notes on behalf of other persons). This summary does not deal with the tax consequences of holding Perpetual Capital Securities or Subordinated Notes.*

Prospective holders of Australian Notes should also be aware that particular terms of issue of any Series of Australian Notes may affect the tax treatment of that Series of Australian Notes.

This summary is not intended to be, nor should it be construed as, legal or tax advice to any particular holder of Australian Notes. It is a general guide only and should be treated with appropriate caution. Prospective holders of Australian Notes who are in any doubt as to their tax position should consult their professional advisers on the tax implications of an investment in the Australian Notes for their particular circumstances.

Debt interests

The Australian Tax Act characterises securities as either “debt interests” (for all entities) or “equity interests” (for companies), including for the purposes of Australian interest withholding tax imposed under Division 11A of Part III of the Australian Tax Act (“**IWT**”) and dividend withholding tax. For IWT purposes, “interest” is defined to include amounts in the nature of, or in substitution for, interest and certain other amounts. The Australian Issuer intends to issue Australian Notes which are to be characterised as “debt interests” for the purposes of the tests contained in Division 974 and the returns paid on the Australian Note are to be “interest” for the purpose of Section 128F of the Australian Tax Act.

Australian holders

Payments of interest in respect of the Australian Notes to holders that are residents of Australia that do not hold their Australian Notes in carrying on a business at or through a permanent establishment outside of Australia, and non-residents of Australia for tax purposes that hold their Australian Notes in carrying on a business at or through a permanent establishment in Australia will not be subject to Australian IWT.

Offshore holders

Interest (which for the purposes of withholding tax is defined in Section 128A(1AB) of the Australian Tax Act to include amounts in the nature of, or in substitution for, interest and certain other amounts, which can include premiums on redemption or, for an Australian Note issued at a discount, the difference between the amount repaid and the issue price) on the Australian Notes will be subject to IWT, at a current rate of 10%, where the interest is paid to a non-resident of Australia and is not derived in carrying on business at or through an Australian permanent establishment, or to an Australian resident who derived the interest in carrying on business at or through a permanent establishment outside Australia.

Public offer exemption

An exemption from Australian interest withholding tax may be available under Section 128F of the Australian Tax Act in respect of interest on any Australian Notes where the Australian Notes are issued, and the interest is paid, by the Australian Issuer in a manner which satisfies the “public offer test”.

There are five principal methods of satisfying the public offer test. The Issuer must satisfy at least one of them. The five methods are:

- (a) offers to 10 or more unrelated persons carrying on a business of providing finance, or investing or dealing in securities, in the course of operating in financial markets;
- (b) offers to 100 or more investors of a certain type;
- (c) offers of listed Australian Notes;
- (d) offers via publicly available information sources; and

- (e) offers to a dealer, manager or underwriter who offers to sell those Australian Notes within 30 days by one of the preceding methods.

The public offer test will not be satisfied in respect of an issue of a series of Notes if, at the time of issue, the Australian Issuer knew, or had reasonable grounds to suspect, at the time of issue that any of the Australian Notes, or an interest in any of the Australian Notes, would be acquired either directly or indirectly by an Offshore Associate (as defined below) of the Australian Issuer, other than in the capacity of a dealer, manager or underwriter in relation to the placement of the Australian Notes, or in the capacity of a clearing house, custodian, funds manager or responsible entity of a registered scheme.

Accordingly, the Australian Notes should not be acquired by any Offshore Associate of the Issuer, subject to the exceptions referred to above.

Even if the public offer test is initially satisfied in respect of a series of Australian Notes, if such Australian Notes later come to be held by an Offshore Associate of the Australian Issuer, and at the time of payment of interest on those Australian Notes, the Australian Issuer knows or has reasonable grounds to suspect that such person is an Offshore Associate of the Issuer, the exemption under Section 128F does not apply to interest paid by the Australian Issuer to such Offshore Associate in respect of those Australian Notes, unless the Offshore Associate receives the payment in the capacity of a clearing house, paying agent, custodian, funds manager or responsible entity of a registered scheme.

For the purposes of this section, an “**Offshore Associate**” is an “associate” of the Australian Issuer as defined in Subsection (9) of Section 128F, who is:

- (a) a non-resident of Australia that does not acquire the Australian Notes or an interest in the Australian Notes in carrying on a business in Australia at or through a permanent establishment of the associate in Australia; or
- (b) a resident of Australia that acquires the Australian Notes or an interest in the Australian Notes in carrying on a business in a country outside Australia at or through a permanent establishment of the associate in that country.

The definition of “associate” includes, among other things, persons who have a majority voting interest in the Australian Issuer, or who are able to influence or control the Australian Issuer, and persons in whom the Australian Issuer has a majority voting interest, or whom the Australian Issuer is able to influence or control (however this is not a complete statement of the definition).

Unless otherwise provided, the Australian Issuer proposes to issue any Australian Notes in a manner which will satisfy the requirements of section 128F.

Exemptions under certain tax treaties

The Australian government has signed double tax conventions (“**Specified Treaties**”) with a number of countries (each a “**Specified Country**”) which contain certain exemptions from IWT.

In broad terms, the Specified Treaties effectively prevent IWT applying to interest derived by:

- (a) the government of the relevant Specified Country and certain governmental authorities and agencies in the Specified Country; or
- (b) a “financial institution” which is a resident of a “Specified Country” and which is unrelated to and dealing wholly independently with the Australian Issuer. The term “**financial institution**” refers to either a bank or other enterprise which substantially derives its profits by carrying on a business of raising and providing finance. However, interest under a back-to-back loan or an economically equivalent arrangement will not qualify for this exemption.

Payment of additional amounts

As set out in more detail in the terms and conditions for the Australian Notes, if the Australian Issuer is at any time required by law to deduct or withhold an amount in respect of any Australian withholding taxes imposed or levied by the Commonwealth of Australia in respect of the Australian Notes, the Australian Issuer must, subject to certain exceptions, pay such additional amounts as shall result in receipt by the holders of those Australian Notes of such amounts as would have been received by them had no such deduction or withholding been required. If the Australian Issuer is required, as a result of any change in, or amendment to, any law to pay any additional amounts, the Australian Issuer will have the option to redeem the Australian Notes, in whole, but not in part, in accordance with the Note Conditions.

Garnishee notices

The Australian tax authorities have the power to require any person who owes, or who may later owe, money to a taxpayer who has a tax-related liability, to pay to the authority the money owed to the taxpayer. If the Australian Issuer is served with such a notice in respect of a holder of the Australian Notes, then the Australian Issuer would be required to comply with that notice.

Additional withholdings from payments to non-residents

There are certain obligations to withhold an amount in respect of certain payments and non-cash benefits that are made to non-residents as prescribed by regulations.

Regulations introduced to date will not affect the payments of interest on the Australian Notes. This is consistent with the non-resident withholding provisions which provide that the regulations will not apply to interest and other payments which are already subject to the current withholding tax rules.

Taxation of interest on Notes

Australian holders

Holders of Notes who are Australian tax residents, or who are non-residents that hold the Notes in carrying on business at or through a permanent establishment in Australia, will be taxable by assessment in respect of any interest income derived in respect of the Notes. Such holders will generally be required to lodge an Australian income tax return. The timing of assessment of the interest (e.g. a cash receipts or accruals basis) will depend upon the tax status of the particular holder, the terms and conditions of the Notes and the potential application of the "Taxation of Financial Arrangements" provisions of the Income Tax Assessment Act 1997 (Cth).

Tax at the highest marginal income tax rate plus the Medicare levy (in aggregate, currently 47%) may be deducted from payments on the Notes if the holder does not provide a tax file number ("TFN") or an Australian Business Number ("ABN") (where applicable), or proof of a relevant exemption from quoting such numbers.

Taxation of gains on disposal or redemption

Australian holders

Holders of Notes who are Australian tax residents, or who are non-residents that hold Australian Notes in carrying on business at or through a permanent establishment in Australia, will be required to include any gain or loss on disposal or redemption of the Australian Notes in their assessable income.

The determination of the amount and timing of any gain or loss on disposition or redemption of the Australian Notes may be affected by the "Taxation of Financial Arrangements" provisions of the Income Tax Assessment Act 1997 (Cth), which provide for a specialised regime for the taxation of financial instruments, and, where the Australian Notes are denominated in a currency other than Australian dollars, the foreign currency rules. Prospective holders should obtain their own independent tax advice in relation to the determination of any gain or loss on disposal or redemption of the Australian Notes.

Offshore holders

A holder of Notes who is a non-resident of Australia and who has never held the Australian Notes through a permanent establishment in Australia will not be subject to Australian income tax on gains realised on the disposal or redemption of the Australian Notes, provided such gains do not have an Australian source. A gain arising on the sale of the Australian Notes by a non-Australian resident holder to another non-Australian resident where the Australian Notes are sold outside Australia and all negotiations are conducted, and documentation executed, outside Australia, should generally not be regarded as having an Australian source.

Stamp duty

No *ad valorem* stamp, issue, registration or similar taxes are payable in Australia on the issue, transfer or redemption of the Australian Notes.

Goods and Services Tax

Neither the issue nor receipt of the Australian Notes will give rise to a liability for GST in Australia on the basis that the supply of Australian Notes will comprise either an input taxed financial supply or (in the case of an offshore non-resident subscriber) a GST-free supply. Furthermore, neither the payment of principal or interest on the Australian Notes would give rise to a GST liability.

Supply withholding tax

Payments in respect of the Australian Notes can be made free and clear of the “supply withholding tax” imposed under Section 12-190 of Schedule 1 to the Taxation Administration Act.

ERISA AND CERTAIN OTHER CONSIDERATIONS

Section 406 of the U.S. Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”) and Section 4975 of the Code prohibit certain transactions involving the assets of employee benefit plans, other plans subject to such provisions, including collective investment funds and separate accounts whose underlying assets include the assets of such plans, and entities whose underlying assets are deemed for purposes of ERISA or Section 4975 of the Code to include “plan assets” by reason of an employee benefit plan’s or plan’s investment in the entity (collectively, the “**Plans**”) and persons (referred to as “**parties in interest**” within the meaning of Section 3(14) of ERISA or “**disqualified persons**” within the meaning of Section 4975(e)(2) of the Code (collectively, “**Parties in Interest**”)) having certain relationships to such Plans, unless a statutory or administrative exemption applies to the transaction. A Party in Interest who engages in a non-exempt prohibited transaction may be subject to excise taxes or other penalties and liabilities under ERISA or Section 4975 of the Code.

Certain exemptions from the prohibited transaction provisions of Section 406 of ERISA and Section 4975 of the Code may apply depending in part on the type of Plan fiduciary making the decision to acquire a Note and the circumstances under which such decision is made. Included among these exemptions are (but are not limited to) Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code (relating to transactions with certain service providers) and Prohibited Transaction Class Exemption (“**PTCE**”) 95-60 (relating to investments by insurance company general accounts), PTCE 91-38 (relating to investments by bank collective investment funds), PTCE 84-14 (relating to transactions effected by a “qualified professional asset manager”), PTCE 90-1 (relating to investments by insurance company pooled separate accounts) and PTCE 96-23 (relating to transactions determined by an in-house asset manager). There can be no assurance that any of these exemptions or any other exemption will be available with respect to any particular transaction involving the Notes or that, if an exemption is available, it will cover all aspects of any particular transaction. Accordingly, each original or subsequent purchaser or transferee of a Note that is or may become a Plan is responsible for determining that its purchase, holding and disposition of such Note will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code.

The U.S. Department of Labor (the “**DOL**”) has promulgated a regulation at 29 C.F.R. § 2510.3-101 describing what constitutes the assets of a Plan for purposes of ERISA and Section 4975 of the Code (as modified by Section 3(42) of ERISA, the “**Plan Asset Regulation**”). Pursuant to a look-through rule under the Plan Asset Regulation, if a Plan invests in an “equity interest” of an entity, then the Plan’s assets include both the equity interest and an undivided interest in each of the entity’s underlying assets, unless an exception applies. If the underlying assets of the entity are deemed to be assets of a Plan, the fiduciary responsibility and prohibited transaction provisions of Title I of ERISA or Section 4975 of the Code may apply to the underlying assets and activities of the entity, and there may be an increase in the exposure to liability under Title I of ERISA and Section 4975 of the Code of various providers of fiduciary or other services to the entity, and the activities of the entity may be restricted or limited. There is an exception, among others, to the look-through rule under the Plan Asset Regulation applicable to an “**operating company**” which the Plan Asset Regulation defines as an entity that is primarily engaged in the production or sale of products or services (other than the investment of capital) directly or through majority-owned subsidiaries. Each of the Issuers considers itself to qualify as an operating company, but no assurances are provided as to such qualification.

For purposes of the Plan Asset Regulation, an equity interest includes any interest in an entity other than an instrument that is treated as indebtedness under applicable local law and which has no substantial equity features. Unless otherwise provided in the applicable Pricing Supplement, the Issuers will proceed based on the position that the Notes should not be considered at the time of issuance to be “equity interests” of the Issuers and that the relevant Issuer qualifies as an operating company, in each case for purposes of the Title I of ERISA or Section 4975 of the Code (see “*Taxation — U.S. Holders — Characterisation of the Notes*”) and subject to the requirements discussed herein, the Notes may generally

be purchased and held by Plans. Each purchaser or transferee of a Note (or any interest therein) will be deemed to have represented and agreed that either:

- (a) it is not a Plan or a governmental, church or non-U.S. plan that is subject to any U.S. federal, state, local or non-U.S. law, that is substantially similar to Section 406 of ERISA or Section 4975 of the Code ("**Similar Law**"); or
- (b) its purchase, holding and disposition of a Note (or any interest therein) does not and will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of a governmental, church or non-U.S. plan, a violation of any applicable Similar Law).

Any purported transfer of a Note (or any interest therein) to a purchaser or transferee that does not comply with the above requirements will be of no force and effect and shall be null and void *ab initio*.

ERISA imposes certain requirements on Plans, and on those persons who are fiduciaries with respect to Plans. Investments by Plans are subject to ERISA's general fiduciary requirements, including, but not limited to, the requirement of investment prudence and diversification and the requirement that a Plan's investments be made in accordance with the documents governing the Plan.

This Offering Circular is not directed to any particular prospective investor, nor does it address the needs of any particular prospective investor. None of the Issuers, the Trustee, the Agents, the Sole Arranger, the Dealers or their respective affiliates (the "**Transaction Parties**") has undertaken to provide any investment advice, or to give advice in a fiduciary capacity, and none of the Transaction Parties has or shall provide any advice or recommendation with respect to the management of any interest in a Note or the advisability of acquiring, holding, disposing or exchanging of any such interest (unless a statutory or administrative exemption applies (all of the applicable conditions of which are satisfied) or the transaction is not otherwise prohibited). Any Plan that purchases or acquires a Note shall, by its purchase and holding of the Note (or any interest therein), be deemed to represent that the fiduciary making the decision to invest in the Note (or any interest therein) is an independent fiduciary with financial expertise and the authority to purchase such Note (or interest therein) and has received and understands the disclosure contained in this Offering Circular and related materials.

THE PRECEDING DISCUSSION IS ONLY A SUMMARY OF CERTAIN ERISA AND OTHER U.S. IMPLICATIONS OF AN INVESTMENT IN THE SECURITIES AND DOES NOT PURPORT TO BE COMPLETE. PROSPECTIVE INVESTORS SHOULD CONSULT WITH THEIR OWN LEGAL, TAX, FINANCIAL AND OTHER ADVISERS PRIOR TO INVESTING TO REVIEW THESE IMPLICATIONS IN LIGHT OF SUCH INVESTOR'S PARTICULAR CIRCUMSTANCES.

SUBSCRIPTION AND SALE

Subject to the terms and on the conditions contained in an amended and restated dealer agreement dated on or about 13 March 2024 (the “**Dealer Agreement**”) among the Issuers, the Programme Dealers and the Sole Arranger, the Notes will be offered on a continuous basis by the Issuers to the Programme Dealers. However, the Issuers have reserved the right to issue Notes directly on its own behalf to Dealers that are not Programme Dealers. The Notes may be resold at prevailing market prices, or at prices related thereto, at the time of such resale, as determined by the relevant Dealer. The Notes may also be sold by the Issuers through Dealers, acting as agents of the Issuers. The Dealer Agreement also provides for Notes to be issued in syndicated Tranches that are jointly and severally underwritten by two or more Dealers.

The Issuers will pay each relevant Dealer a commission as agreed between the Relevant Issuer and the Dealer in respect of Notes subscribed by it. The Issuers have agreed to reimburse the Sole Arranger for certain of their expenses incurred in connection with the establishment of the Programme and the Dealers for certain of their activities in connection with the Programme. The Relevant Issuer may also from time to time agree with the relevant Dealer(s) that it may pay certain third parties commissions (including, without limitation, rebates to private banks).

The Issuers have agreed to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement entitles the Dealers to terminate any agreement that they may make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the Issuers.

In order to facilitate the offering of any Tranche of the Notes, one or more Dealers named as Stabilisation Coordinators (or persons acting on behalf of any Stabilisation Coordinator) in the applicable Pricing Supplement, to the extent permitted by applicable laws and regulations, may engage in transactions that stabilise, maintain or otherwise affect the market price of the relevant Notes during and after the offering of the relevant Tranche. Specifically, such persons may over-allot or create a short position in the Notes for their own account by selling more Notes than have been sold to them by the Issuers. Such persons may also elect to cover any such short position by purchasing Notes in the open market. In addition, such persons may stabilise or maintain the price of the Notes by bidding for or purchasing Notes in the open market and may impose penalty bids, under which selling concessions allowed to syndicate members or other broker-dealers participating in the offering of the Notes are reclaimed if Notes previously distributed in the offering are repurchased in connection with stabilisation transactions or otherwise. The effect of these transactions may be to stabilise or maintain the market price of the Notes at a level above that which might otherwise prevail in the open market. The imposition of a penalty bid may also affect the price of the Notes to the extent that it discourages resales thereof. No representation is made as to whether such stabilisation activities will take place at all or the magnitude or effect of any such stabilising or other transactions. Such transactions, if commenced, may be discontinued at any time. Stabilisation activities are subject to certain prescribed time limits in certain jurisdictions. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes.

See “*Clearing and Settlement – Book-Entry Ownership – Pre-issue Trades Settlement for Registered Notes*” with respect to the settlement of any Notes issued.

Each Dealer has further agreed, and each further Dealer appointed under the Programme will be required to further agree, that it will not directly or indirectly offer, sell, resell, re-offer or deliver Notes to any entity listed under “*Related Parties of the Issuers*” or in any such list being updated in writing by the Issuers and delivered to the Dealers in accordance with the Dealer Agreement.

Related Parties of the Issuers

Set out below is a list of the related parties of DBSH and DBS Bank Ltd. as at 31 December 2023 for the purposes of the Qualifying Debt Securities Scheme under Singapore tax regulations. See “*Taxation – Singapore Taxation – Qualifying Debt Securities Scheme*”. Such list shall be superseded and replaced by any subsequent list issued by the Issuers to each of the Dealers in accordance with the terms of the Dealer Agreement (as may be amended, updated or superseded from time to time).

Entities which are related parties of DBS Group Holdings Ltd and DBS Bank Ltd. (as Issuer)

- 1 AXS Pte. Ltd.
- 2 Carrollton Pte. Ltd.
- 3 Dao Heng Finance Limited
- 4 DBS Asia Capital Limited
- 5 DBS Bank (China) Limited
- 6 DBS Bank (Hong Kong) Limited
- 7 DBS Bank (Taiwan) Ltd.
- 8 DBS Bank India Limited
- 9 DBS Capital Investments Ltd.
- 10 DBS Diamond Holdings Ltd.
- 11 DBS Digital Exchange Pte. Ltd.
- 12 DBS Finnovation Pte. Ltd.
- 13 DBS Group Holdings Ltd.
- 14 DBS Kwong On (Nominees) Limited
- 15 DBS Multi Family Office Foundry VCC
- 16 DBS Nominees (Private) Limited
- 17 DBS Securities (China) Co., Ltd.
- 18 DBS Securities (Japan) Company Limited
- 19 DBS Technology (China) Ltd.
- 20 DBS Technology Services India Private Limited (formerly known as DBS Asia Hub 2 Private Limited)
- 21 DBS Trustee (Hong Kong) Limited
- 22 DBS Trustee Limited
- 23 DBS Vickers (Hong Kong) Limited
- 24 DBS Vickers Securities (Singapore) Pte Ltd.
- 25 DBS Vickers Securities (Thailand) Co., Ltd.
- 26 DBS Vickers Securities (USA) Inc.
- 27 DBS Vickers Securities Holdings Pte Ltd.
- 28 DBS Vickers Securities Nominees (Hong Kong) Limited
- 29 DBS Vickers Securities Nominees (Singapore) Pte Ltd.
- 30 DBSN Services Pte. Ltd.
- 31 Evolve Digitech Pte. Ltd.

32	Ganges I Pte. Ltd.
33	Ganges II Pte. Ltd.
34	Ganges III Pte. Ltd.
35	Ganges IV Pte. Ltd.
36	Ganges V Pte. Ltd.
37	Hang Lung Bank (Nominee) Limited
38	Heedum Pte. Ltd.
39	Kendrick Services Limited
40	Lushington Investments Limited
41	Miclyn Express Offshore Limited
42	Overseas Trust Bank Nominees Limited
43	Primefield Company Pte Ltd.
44	PT Bank DBS Indonesia
45	PT DBS Vickers Sekuritas Indonesia
46	Quickway Limited
47	Rising Phoenix Ltd.
48	Rising Phoenix II Ltd.
49	Scalar Retail Fund VCC
50	The Islamic Bank of Asia Limited
51	Ting Hong Nominees Limited
52	Vector Fund VCC
53	AllianceDBS Research Sdn Bhd
54	Central Boulevard Development Pte. Ltd.
55	Century Horse Group Limited
56	Changsheng Fund Management Company Limited
57	EvolutionX Debt Capital Pte. Ltd.
58	EvolutionX Debt Capital FMC Pte. Ltd.
59	EvolutionX Debt Capital Fund 1 GP Pte. Ltd.
60	EvolutionX Debt Capital Master Fund 1 Pte. Ltd.
61	EvolutionX Debt Capital Fund 1 LP
62	ICCP Capital Markets Limited
63	Investment and Capital Corporation of the Philippines
64	Network for Electronic Transfers (Singapore) Pte Ltd.
65	Orix Leasing Singapore Limited
66	Partior Pte. Ltd.
67	Raffles Fund 1 Limited
68	The Asian Entrepreneur Legacy One, L.P.
69	PSBC Consumer Finance Company Limited
70	Agridence Pte. Ltd. (formerly known as Heveaconnect Pte. Ltd.)

71	Shenzhen Rural Commercial Bank Corporation Limited
72	Muzinich Asia Pacific Private Debt I, SCSp
73	Verified Impact Exchange Holdings Pte. Ltd.
74	Climate Impact X Pte. Ltd.
75	Partior Holdings Pte. Ltd.
76	Asia Impact First Fund

Declaration of Interest

DBS Bank Ltd. is one of the Issuers and is also acting as the Sole Arranger and a Programme Dealer in respect of the Programme.

All Dealers are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Each of the Programme Dealers and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services (including hedging services) for the Issuers, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, all Dealers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Issuers. Certain of the Programme Dealers may from time to time also enter into swap and other derivative transactions with the either of the Issuers and their respective affiliates. The Programme Dealers and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Important Notice to CMIs (including private banks)

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for the relevant CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the relevant Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer or any CMI (including its group companies) and inform the Dealers accordingly.

CMIs are informed that, unless otherwise notified, the marketing and investor targeting strategy for the relevant CMI Offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and any MiFID II product governance language or any UK MiFIR product governance language set out elsewhere in this Offering Circular and/or the applicable Pricing Supplement.

CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should

enquire with their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the relevant Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place “X-orders” into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the relevant Notes. CMIs are informed that a private bank rebate may be payable as stated above and in the applicable Pricing Supplement, or otherwise notified to prospective investors.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Dealers in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the relevant Notes, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a “principal” basis may require the relevant affiliated Dealer(s) (if any) to categorise it as a proprietary order and apply the “proprietary orders” requirements of the SFC Code to such order and will result in that private bank not being entitled to, and not being paid, any rebate.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any “Associations” (as used in the SFC Code);
- Whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code);
- Whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to the Dealers named in the applicable Pricing Supplement.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering.

CMI that receive such underlying investor information are reminded that such information should be used only for submitting orders in the relevant CMI Offering. The Dealers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Dealer with such evidence within the timeline requested.

Selling Restrictions

United States

The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and the Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S.

Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), and regulations thereunder.

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer, sell or in the case of Bearer Notes, deliver Notes of any Tranche:

- (a) as part of their distribution at any time; and
- (b) otherwise until the expiration of 40 days after the completion of the distribution of such Tranche as determined and certified to each relevant Dealer by the Issuing and Paying Agent or the lead manager(s) of a syndicated issue of Notes, as the case may be, within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Rule 144A. Each Dealer also has agreed that, at or prior to confirmation of a sale of Notes, it will have sent to each distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases Notes from it during the distribution compliance period a confirmation or notice to substantially the following effect:

“The Securities covered hereby have not been registered under the U.S. Securities Act of 1933 (the “**Securities Act**”) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons:

- (a) as part of their distribution at any time; or
- (b) otherwise until the expiration of 40 days after the completion of the distribution of all Notes of the Tranche of which such Notes are a part, as determined and certified by the relevant Dealers, in the case of a non-Syndicated Issue, or the Lead Manager, in the case of a Syndicated Issue, and except in either case in accordance with Regulation S or Rule 144A under the Securities Act. Terms used above have the meanings given to them by Regulation S under the Securities Act.”

Terms used in this paragraph have the meanings given to them by Regulation S.

In addition, until 40 days after the commencement of the offering of an identifiable Tranche of Notes, an offer or sale of Notes within the United States by any dealer that is not participating in the offering of such Tranche of Notes may violate the registration requirements of the Securities Act.

Notes in bearer form are subject to U.S. tax law requirements. In addition, unless the Pricing Supplement or subscription agreement relating to one or more Tranches specifies that the applicable TEFRA exemption is either “**TEFRA C**” or “not applicable”, each Dealer has represented in relation to each Tranche of Notes in bearer form that:

- (a) except to the extent permitted under U.S. Treas. Reg. §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (“**TEFRA D**”);
 - (i) it has not offered or sold, and during the restricted period it will not offer or sell, Notes in bearer form to a person who is within the United States or its possessions or to a United States person, and
 - (ii) it has not delivered and agrees that it will not deliver within the United States or its possessions definitive Notes in bearer form that are sold during the restricted period;
- (b) it has and agrees that throughout the restricted period it will have in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling Notes are aware that such Notes may not be offered or sold during the restricted period to a person who is within the United States or its possessions or to a United States person, except as permitted by TEFRA D;
- (c) if it is a United States person, that it is acquiring the Notes in bearer form for purposes of resale in connection with their original issue and if it retains Notes for its own account, it will only do so in accordance with the requirements of U.S. Treas. Reg. §1.163-5(c)(2)(i)(D)(6) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code);
- (d) with respect to each affiliate that acquires Notes in bearer form from a Dealer for the purpose of offering or selling such Notes during the restricted period, it either (i) repeats and confirms the representations contained in (a), (b) and (c) above on behalf of such affiliate or (ii) agrees that it will obtain from such affiliate for the benefit of the Issuers the representations and agreements contained in (a), (b) and (c) above; and
- (e) it has not and agrees that it will not enter into any written contract (as defined in U.S. Treas. Reg. §1.163-5(c)(2)(i)(D)(4)) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (other than a confirmation or other notice of the transaction) pursuant to which any other party to the contract (other than one of its affiliates or another Dealer) has offered or sold, or during the restricted period will offer or sell, any Notes, except where pursuant to the contract the Dealer has obtained or will obtain from that party, for the benefit of the Issuers and the relevant Dealers, the representations contained in, and that party’s agreement to comply with, the provisions of (a), (b), (c) and (d) above.

Terms used in this paragraph have the meanings given to them by the Code and regulations promulgated thereunder, including TEFRA D.

Notes in bearer form that have an original maturity of more than one year issued pursuant to TEFRA D (other than Temporary Global Notes) and any receipts, coupons or talons appertaining thereto will bear the following legend: “Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code”.

In addition, to the extent that the Pricing Supplement or the subscription agreement relating to one or more tranches of the Notes in bearer form specifies that the applicable TEFRA exemption is TEFRA C, such Notes in bearer form must be issued and delivered outside the United States and its possessions in connection with their original issuance. In relation to each Tranche, each Dealer has represented and agreed that it has not offered, sold or delivered, and shall not offer, sell or deliver, directly or indirectly, such Notes in bearer form within the United States or its possessions in connection with their original

issuance. Further, each Dealer has represented and agreed in connection with the original issuance of such Notes in bearer form that it has not communicated, and will not communicate, directly or indirectly, with a prospective purchaser if either such purchaser or it is within the United States or its possessions or otherwise involve its U.S. office in the offer or sale of such Notes in bearer form. Terms used in this paragraph have the meanings given to them by the Code and U.S. Treasury regulations promulgated thereunder, including U.S. Treas. Reg. §1.163-5(c)(2)(1)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (“**TEFRA C**”). In connection with an offer or sale of any Notes in the United States or an offering in reliance on or pursuant to Regulation S, each Dealer has represented and agreed that, it is (a) a “qualified institutional buyer” within the meaning of Rule 144A and an “accredited investor” within the meaning of Rule 501(a) under the Securities Act or (b) a non-U.S. person outside of the United States.

Notwithstanding anything above to the contrary, it is understood that the Notes may be offered and sold in the United States, and in connection therewith each Dealer has represented and agreed or will represent and agree that:

- (a) offers, sales, resales and other transfers of Notes made in the United States made or approved by a Dealer (including offers, resales or other transfers made or approved by a Dealer in connection with secondary trading) shall be made with respect to Registered Notes only and shall be effected pursuant to an exemption from the registration requirements of the Securities Act;
- (b) offers, sales, resales and other transfers of Notes made in the United States will be made only in private transactions to institutional investors that are reasonably believed to qualify as “qualified institutional buyers” within the meaning of Rule 144A;
- (c) the Notes will be offered in the United States only by approaching prospective purchasers on an individual basis. No general solicitation or general advertising within the meaning of Rule 502(c) under the Securities Act will be used in connection with the offering of the Notes in the United States;
- (d) no sale of the Notes in the United States to any one purchaser will be for less than USD 200,000 (or its foreign currency equivalent) principal amount and no Note will be issued in connection with such a sale in a smaller principal amount. If the purchaser is a non-bank fiduciary acting on behalf of others, each person for whom it is acting must purchase at least USD 200,000 (or its foreign currency equivalent) principal amount of the Notes; and
- (e) each Note sold in the United States shall contain a legend stating that such Note has not been, and will not be, registered under the Securities Act, and that any resale or other transfer of such Note or any interest therein may be made only:
 - (i) to the Issuers or any subsidiary thereof;
 - (ii) to a qualified institutional buyer in a transaction which meets the requirements of Rule 144A;
 - (iii) outside the United States to a non-U.S. person pursuant to Regulation S under the Securities Act;
 - (iv) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available); or
 - (v) pursuant to an effective registration statement under the Securities Act.

Resale or secondary market transfer of Notes in the United States may be made in the manner and to the parties specified above and to qualified institutional buyers in transactions which meet the requirements of Rule 144A.

Any resale or other transfer, or attempted resale or other transfer of Notes sold as part of a private placement in the United States made other than in compliance with the restrictions set out above shall not

be recognised by the Issuers or any agent of the Issuers and shall be void. The certificates for the Notes sold in the United States shall bear a legend to this effect.

Each issue of other types of Notes may be subject to such additional U.S. selling restrictions as the Issuers and the relevant Dealer may agree as a term of the issue and purchase of such Notes, which additional selling restrictions shall be set out in the applicable Pricing Supplement or subscription agreement, as the case may be. The relevant Dealer agrees that it shall offer, sell and deliver such Notes only in compliance with such additional U.S. selling restrictions.

Prohibition of Sales to EEA Retail Investors

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the EEA. For the purposes of this provision, the expression “**retail investor**” means a person who is one (or more) of the following:

- (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
- (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Prohibition of Sales to UK Retail Investors

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the UK. For the purposes of this provision, the expression “**retail investor**” means a person who is one (or more) of the following:

- (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or
- (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

United Kingdom

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) in relation to any Notes which have a maturity of less than one year;
 - (a) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and
 - (b) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the

purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Relevant Issuer;

- (ii) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Relevant Issuer; and
- (iii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the UK.

Hong Kong

In relation to each Tranche of Notes issued by the Relevant Issuer, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes, except for Notes which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”), other than (a) to “professional investors” as defined in the SFO and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “C(WUMP)O”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

Japan

The Notes have not been and will not be registered for a public offering in Japan pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the “**Financial Instruments and Exchange Act**”). Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not, directly or indirectly, offered or sold and will not offer or sell the Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been registered as a prospectus with the MAS. Accordingly, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or

any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of such Notes, whether directly or indirectly, to any person in Singapore other than:

- (a) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA; or
- (b) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA, and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018.

Any reference to the SFA is a reference to the Securities and Futures Act 2001 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Indonesia

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that in compliance with Indonesian Capital Markets Law, the Notes may not be offered and sold in Indonesia or to any Indonesian investors (whether individual or entity) wherever they are domiciled or located in a manner which constitutes a public offering under Indonesian Capital Markets Law. The Notes have not been and will not be registered with or notified to the OJK, and therefore may not be offered or sold in Indonesia or to Indonesian investors (whether individual or entity), wherever they are domiciled or located in a manner which constitutes a public offering under Indonesian Capital Markets Law.

Taiwan

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes may be made available outside Taiwan for purchase outside Taiwan by investors resident or domiciled in Taiwan but are not permitted to be offered or sold in Taiwan. Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that no person or entity in Taiwan has been authorised to offer or sell the Notes in Taiwan.

Australia

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that no prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia (the “**Australian Corporations Act**”)) in relation to the Programme or any Notes has been or will be lodged with the Australian Securities and Investments Commission (“**ASIC**”) or the securities exchange operated by ASX Limited (ABN 98 008 624 691) (“**ASX Limited**”). Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it:

- (a) has not offered, and will not offer for issue or sale and has not invited, and will not invite applications, for issue, or offers to purchase, the Notes in Australia (including an offer or invitation which is received by a person in Australia); and
- (b) has not distributed or published, and will not distribute or publish, any draft, preliminary or definitive information memorandum, advertisement or other offering material relating to the Notes in Australia,

unless:

- (i) the aggregate consideration payable by each offeree or invitee is at least AUD 500,000 (or its equivalent in other currencies, but disregarding monies lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to the investors in accordance with Part 6D.2 or Chapter 7 of the Australian Corporations Act;

- (ii) the offer does not constitute an offer to a “retail client” for the purposes of Section 761G of the Australian Corporations Act;
- (iii) such action complies with all applicable laws, regulations and directives; and
- (iv) such action does not require any document to be lodged with ASIC or ASX Limited.

In addition, in the event that the Australia branch of DBS Bank (the “**Australian Issuer**”) issues the Notes (the “**Australian Notes**”), each Dealer has represented, warranted and agreed that it will:

- (a) use reasonable endeavours to assist the Australian Issuer in ensuring that the Australian Notes are offered for sale in a manner which will allow payments of interest (as defined in Section 128A(1AB) of the Australian Tax Act) on the Australian Notes to be exempt from withholding tax under Section 128F of the Australian Tax Act and, in particular, will, within 30 days of any Australian Note being issued to it, offer that Australian Note:
 - (i) to at least 10 persons, each of whom the employees of the Dealer involved in the sale do not know or suspect to be an “associate” (as defined in Section 128F(9) of the Australian Tax Act) of any of the other offerees, and each of whom carries on a business of providing finance, or investing or dealing in securities in the course of operating in financial markets; or
 - (ii) as a result of negotiations being initiated publicly in electronic form, or another form, that is used in financial markets for dealing in debentures which are similar to the Australian Notes;
- (b) provide such information:
 - (i) which is specified in any additional documentation negotiated and agreed in relation to a specific issue of the Australian Notes; or
 - (ii) which each Dealer is reasonably able to provide to enable the Australian Issuer to demonstrate the manner in which the Australian Notes were issued; and
- (c) otherwise provide, so far as it is reasonably able to do so, any other information relating to the issuance and distribution of the Australian Notes as may reasonably be required by the Australian Issuer in order to establish that payments of interest are exempt from withholding tax under Section 128F of the Australian Tax Act,

provided that in no circumstances shall each Dealer be obligated to disclose:

- (a) the identity of any offeree or purchaser of any Australian Note or any information from which such identity would be capable of being ascertained, or
- (b) any information, the disclosure of which would be contrary to, or prohibited by, any relevant law, regulation or directive or confidentiality agreement or undertaking binding on each Dealer.

In addition, each Dealer has agreed that, in connection with the primary distribution of the Australian Notes, it will not sell the Australian Notes to any person if, at the time of such sale, the employees of the Dealer involved in the sale knew or had reasonable grounds to suspect that, as a result of such sale, any Australian Note or an interest in any Australian Note was being, or would later be, acquired (directly or indirectly) by an Offshore Associate of the Australian Issuer (other than an Offshore Associate acting in the capacity of a dealer, manager or underwriter in relation to the placement of those Australian Notes or a clearing house, custodian, funds manager or responsible entity of a registered scheme within the meaning of the Australian Corporations Act). For the avoidance of doubt, if any employee of each Dealer making the offer, effecting the sale or otherwise directly involved in the sale of the Australian Notes, does not know, or does not have reasonable grounds to suspect, that a person is an Offshore Associate of the Australian Issuer, nothing in this paragraph obliges each Dealer to make positive enquiries of that person to confirm that person is not an Offshore Associate of the Australian Issuer.

“Offshore Associate” means an “associate” (as defined in Section 128F(9) of the Australian Tax Act) that is either:

- (a) a non-resident of Australia that does not acquire the Australian Notes in carrying on a business at or through a permanent establishment in Australia; or
- (b) a resident of Australia that acquires the Australian Notes in carrying on a business at or through a permanent establishment outside Australia.

United Arab Emirates (excluding the DIFC)

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes to be issued under the Programme have not been and will not be offered, sold or publicly promoted or advertised by it in the United Arab Emirates other than in compliance with any laws applicable in the United Arab Emirates governing the issue, offering and sale of securities.

DIFC

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered and will not offer the Notes to be issued under the Programme to any person in the DIFC unless such offer is:

- (a) an “Exempt Offer” in accordance with the Markets Rules (MKT Module) of the DFSA rulebook; and
- (b) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the Conduct of Business module of the DFSA rulebook.

Canada

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if the Offering Circular (including any amendment or supplement thereto) contains a misrepresentation, *provided that* the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for particulars of these rights or consult with a legal adviser.

General

These selling restrictions may be supplemented or modified by the agreement of the Issuers and any Dealers, following a change in a relevant law, regulation or directive. Any such modification will be set out in the Pricing Supplement issued in respect of the issue of Notes to which it relates or in a supplement to this Offering Circular.

No representation is made that any action has been or will be taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of the Offering Circular or any other offering material or any supplemental Offering Circular or Pricing Supplement, in any country or jurisdiction where action for that purpose is required.

Each Dealer has agreed that it will, to the best of its knowledge and belief, comply with all relevant securities laws, regulations and directives in each jurisdiction in which it purchases, offers, sells or delivers

Notes or has in its possession or distributes this Offering Circular, any other offering material or any Pricing Supplement and neither the Issuers nor any other Dealer shall have responsibility therefor.

None of the Issuers nor any of the Dealers represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating any such sale.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and any Dealer (as described in the Offering Circular) or any affiliate of a Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Dealer or such affiliate on behalf of the Issuers in such jurisdiction.

**FORM OF PRICING SUPPLEMENT RELATING TO NOTES OTHER THAN PERPETUAL
CAPITAL SECURITIES**

Pricing Supplement dated [●]

[DBS BANK LTD.

[(acting through its [registered office in Singapore/[●] branch]]]

[DBS GROUP HOLDINGS LTD]

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]

under the USD 30,000,000,000 Global Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (as defined below) set forth in the Offering Circular dated 13 March 2024 [and the supplemental [Offering Circular] dated [●]]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular [as so supplemented]. [This Pricing Supplement, together with the information set out in Schedule [●] to this Pricing Supplement, supplements the Offering Circular and supersedes the information in the Offering Circular to the extent inconsistent with the information included therein.]

[The Notes have not been registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States. The Notes may not be offered, sold, pledged or otherwise transferred within the United States to, or for the account or benefit of, any U.S. person (as defined in Regulation S) unless the offer or sale would qualify for a registration exemption from, or would not be subject to the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Notes are being offered and sold only [(1) to qualified institutional buyers (as defined in Rule 144A under the Securities Act) and (2)] outside the United States to non-U.S. persons as defined in, and in compliance with, Regulation S. See “Subscription and Sale” and “Transfer Restrictions” in the Offering Circular for information about eligible offerees and transfer restrictions.]

[The following language applies if any tranche of the Notes is intended to be “qualifying debt securities” (as defined in the Income Tax Act 1947 of Singapore):

Where interest, discount income, early redemption fee or redemption premium is derived from any of the Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act 1947 of Singapore (the “**Income Tax Act**”) shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, early redemption fee or redemption premium derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.]

[The following alternative language applies if the first tranche of an issue which is being increased was issued under Offering Circular with an earlier date:

Terms used herein shall be deemed to be defined as such for the purposes of the Note Conditions (the “**Conditions**”) set forth in the Offering Circular dated [●]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated [●] [and the supplemental Offering Circular dated [●]], save in respect of the Conditions which are extracted from the Offering Circular dated [●] and are attached hereto.]

[Insert the following language for an issue of AMTNs:

The Notes will be constituted by a deed poll ("**Note (AMTN) Deed Poll**") dated 14 April 2016 executed by DBS Bank and will be issued in certificated registered form by inscription on a register. The Notes are "AMTNs" for the purposes of the Offering Circular dated 13 March 2024 and the relevant Conditions.

Notes will be offered in Australia only in the wholesale capital markets and on the basis that no disclosure to investors is required under Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia.]

[Pursuant to the Monetary Authority of Singapore Act 1970 of Singapore (the "**MAS Act**") and the Monetary Authority of Singapore (Resolution of Financial Institutions) Regulations 2018 (the "**MAS Regulations**"), Subordinated Notes and Perpetual Capital Securities would be eligible instruments (as defined in the MAS Regulations). Accordingly, should a Bail-in Certificate (as defined in the MAS Act) be issued, Subordinated Notes and Perpetual Capital Securities may be subject to cancellation, modification, conversion and/or change in form, as set out in such Bail-in Certificate.]¹

Include whichever of the following apply or specify as "Not Applicable" (N/A). Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or sub-paragraphs. Italics denote directions for completing the Pricing Supplement.

[MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

[UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in the UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

PRIIPs REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering

¹ To be included on the cover page of the Pricing Supplement when Subordinated Notes are issued.

or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

[SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE NOTIFICATION - The Notes are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]

1	Issuer:	[DBS Bank Ltd. [(acting through its [registered office in Singapore/[●] branch]])]/ [DBS Group Holdings Ltd]
2	(i) Series Number:	[●]
	(ii) Tranche Number:	[●]
	[(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).]	
3	Specified Currency or Currencies:	[●]
4	Aggregate Nominal Amount:	
	(i) Series:	[●]
	(ii) Tranche:	[●]
5	(i) Issue Price:	[●]% of the Aggregate Nominal Amount [plus accrued interest from [insert date] (in the case of fungible issues only, if applicable)]
	(ii) Estimated Net Proceeds:	[[●] (Required only for 144A issues)]
6	(i) Specified Denominations:	[●]
	<i>If the Specified Denomination is expressed to be EUR 100,000 or its equivalent and multiples of a lower nominal amount (for example EUR 1,000), insert the following:</i> <i>“EUR 100,000 and integral multiples of [EUR 1,000] in excess thereof up to and including [EUR 199,000].</i>	

No Notes in definitive form will be issued with a denomination above [EUR 199,000].

Notes (including Notes denominated in pounds sterling) in respect of which the issue proceeds are to be accepted by the issuer in the UK or whose issue otherwise constitutes a contravention of Section 19 of the FSMA and which have a maturity of less than one year must have a minimum redemption value of GBP 100,000 (or its equivalent in other currencies).

	(ii) Calculation Amount:	[●], subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate] ¹
7	(i) Trade Date:	[●]
8	(ii) Issue Date:	[●]
	(iii) Interest Commencement Date:	[Specify/Issue Date/Not Applicable]
9	Maturity Date:	[specify date or (for Floating Rate Notes) Interest Payment Date falling on or nearest to the relevant month and year/None] <i>Note that for Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification it will be necessary to specify the Interest Payment Date falling in or nearest to the relevant month and year.</i>
10	Interest Basis:	[[●]% Fixed Rate [from [●] to [●]]] [[specify reference rate] +/- [●]% Floating Rate] [from [●] to [●]] [Zero Coupon] [Other (specify)] (further particulars specified below)
11	Redemption/Payment Basis:	[Redemption at par] [Partly-Paid] [Instalment] [Other (specify)]
12	Change of Interest or Redemption:	<i>[Specify details of any Payment Basis: provision for convertibility of Notes into another interest or redemption/payment basis]</i>
13	Put/Call Options:	[Investor Put] [Issuer Call] [(further particulars specified below)]
14	Status of the Notes:	[Senior/Subordinated]
15	Listing:	[SGX-ST/(specify)/None]
16	Method of Distribution:	[Syndicated/Non-syndicated]

¹ Only relevant for Subordinated Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 17 Fixed Rate Note Provisions: [Applicable/Not Applicable/Applicable from and including the [Issue Date/Interest Payment Date falling on [●]] to but excluding the [Interest Payment Date falling on [●]/Maturity Date]]
(If not applicable, delete the remaining sub-paragraphs of this paragraph 17)
- (i) Rate(s) of Interest: [●]% per annum [payable [annually/semi-annually/quarterly/monthly] in arrear]
- (ii) Interest Period: [Each period from and including the [Issue Date]/[Interest Payment Date falling on [●]] to (but excluding) the [subsequent Interest Payment Date falling on [●]/[Maturity Date]], except that the first Interest Period will commence on (and include) the [Issue Date]/[the Interest Payment Date falling on [●]] and the final Interest Period shall end (but exclude) the [Interest Payment Date falling on [●]/[Maturity Date].]
- (iii) Interest Payment Date(s): [●] in each [month]/[year] [commencing on the [Issue Date/Interest Payment Date falling on [●]] and ending on the [Interest Payment Date falling on [●]/Maturity Date]] [adjusted in accordance with [specify Business Day Convention and any applicable Financial Centre(s) for the definition of "Business Day"]/not adjusted]
- (iv) Business Day Convention: [Not Applicable/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)/not adjusted]
- (v) Fixed Coupon Amount[(s)]: [●] per Calculation Amount[, subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate]¹
For Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification, the following alternative wording is appropriate: "Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure, in the case of Renminbi denominated Fixed Rate Notes, to the nearest CNY 0.01, CNY 0.005 being rounded upwards or, in the case of Hong Kong dollar denominated Fixed Rate Notes, to the nearest HKD 0.01, HKD 0.005 being rounded upwards."
- (vi) Broken Amount(s): [Applicable/Not Applicable]

¹ Only relevant for Subordinated Notes.

		<i>(If not applicable, delete the remaining sub-paragraphs of this paragraph 17.)</i> [[●] per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate, payable on the Interest Payment Date falling [in/on] [●]]
	(vii) Day Count Fraction:	[30/360/Actual/Actual (ICMA/ISDA)/other]
	(viii) Determination Dates:	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph 17.)</i> [[●] in each year (insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))]
	(ix) Other terms relating to the method of calculating interest for Fixed Rate Notes:	[Not Applicable/give details]
18	Floating Rate Note Provisions:	[Applicable/Not Applicable/Applicable from and including the [Issue Date/Interest Payment Date falling on or nearest to [●]] to but excluding the [Interest Payment Date falling on or nearest to [●]/Maturity Date]] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph 18.)</i>
	(i) Interest Period(s):	[Each period from and including the [Issue Date]/[Interest Payment Date falling on or nearest to [●]] to (but excluding) the [subsequent Interest Payment Date falling on [●]/[Maturity Date]], except that the first Interest Period will commence on (and include) the [Issue Date]/[the Interest Payment Date falling on [●]] and the final Interest Period shall end (but exclude) the [Interest Payment Date falling on or nearest to [●]]/[Maturity Date].]
	(ii) Interest Payment Date(s):	[●] in each [month]/[year] [commencing on the [Issue Date/Interest Payment Date falling on [●]] and ending on the [Interest Payment Date falling on [●]/Maturity Date]] [adjusted in accordance with [specify Business Day Convention and any applicable Financial Centre(s) for the definition of "Business Day"]/not adjusted]
	(iii) Interest Period End Date (if not the Interest Payment Date):	[●] <i>(Not applicable unless different from Interest Payment Date, and will be applicable in the case of SORA Payment Delay or SOFR Payment Delay)</i>
	(iv) Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day

- Convention/Preceding Business Day
Convention/other (give details)/not adjusted]
- (v) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ISDA Determination/other (give details)]
- (vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the [Calculation Agent]): [●]
- (vii) Screen Rate Determination:
- Reference Bank: [●]
 - Reference Rate: [EURIBOR/HIBOR/ BBSW Rate/AONIA Rate/SONIA Benchmark/SOFR Benchmark/SORA Benchmark /Other (give details)]
 - Interest Determination Date(s): [●]
 - Relevant Screen Page: [●]
 - Party responsible for calculation of Rate of Interest: [●] (*Specify where this is not the Calculation Agent*)
 - SONIA: [Applicable/Not Applicable]
 - SONIA Benchmark: [Compounded Daily SONIA/SONIA Index Average]
 - SONIA Observation Method: [Not Applicable/SONIA Observation Lag/SONIA Observation Shift]
(*Only applicable where the Reference Rate is Compounded Daily SONIA*)
 - SONIA Observation Period: [Not Applicable/[●] London Business Days]
 - SONIA Compounded Index_{START}: [Not Applicable/[●] London Business Day(s)]
(*Only applicable in the case of SONIA Index Average*)
 - SONIA Compounded Index_{End}: [Not Applicable/[●] London Business Day(s)]
(*Only applicable in the case of SONIA Index Average*)
 - SOFR: [Applicable/Not Applicable]
 - SOFR Benchmark: [Compounded Daily SOFR/SOFR Index Average]
 - Calculation method for Compounded Daily SOFR: [Not Applicable/SOFR Observation Lag/SOFR Observation Shift/SOFR Payment Delay] (*Only applicable where the Reference Rate is Compounded Daily SOFR*)
 - SOFR [Lookback Days]/[Observation Shift Days]/[Interest Payment Delay]: [Not Applicable/[●] U.S. Government Securities Business Day(s)]
(*Only applicable where the Reference Rate is Compounded Daily SOFR*)
 - SOFR Rate Cut-Off Date: [Not Applicable/The day that is the [[●]] U.S. Government Securities Business Day prior to the

	Interest Payment Date in relation to the relevant Interest Accrual Period] <i>(Only applicable in the case of SOFR Payment Delay)</i>
○ SOFR Index _{Start} :	[Not Applicable/[●] U.S. Government Securities Business Day(s)] <i>(Only applicable in the case of SOFR Index Average)</i>
○ SOFR Index _{End} :	[Not Applicable/[●] U.S. Government Securities Business Day(s)] <i>(Only applicable in the case of SOFR Index Average)</i>
– SORA:	[Applicable/Not Applicable]
○ SORA Benchmark:	[Compounded Daily SORA/SORA Index Average] <i>(Only applicable where the Reference Rate is SORA)</i>
○ Calculation method for Compounded Daily SORA:	[Not Applicable/SORA Lookback/SORA Backward Shifted Observation Period/SORA Payment Delay] <i>(Only applicable where the Reference Rate is Compounded Daily SORA)</i>
○ SORA [Observation Period]/[Interest Payment Delay]:	[Not Applicable/[●] Singapore Business Day(s)] <i>(Only applicable where the Reference Rate is Compounded Daily SORA)</i>
○ SORA Rate Cut-Off Date:	[Not Applicable/The day that is [●] Singapore Business Day(s) prior to the Interest Payment Date in relation to the relevant Interest Accrual Period] <i>(Only applicable in the case of SORA Payment Delay)</i>
○ SORA Index _{Start} :	[Not Applicable/[●] Singapore Business Day(s)] <i>(Only applicable in the case of SORA Index Average)</i>
○ SORA Index _{End} :	[Not Applicable/[●] Singapore Business Day(s)] <i>(Only applicable in the case of SORA Index Average)</i>
(viii) ISDA Determination:	
– Floating Rate Option:	[GBP-SONIA / USD-SOFR / SGD-SORA / [●]]
– Designated Maturity:	[[●] / Not Applicable] <i>(Not Applicable for Overnight Floating Rate Options such as GBP-SONIA, USD-SOFR and SGD-SORA)</i>
– Reset Date:	[●]
– Compounding:	[Applicable / Not Applicable] <i>(Only applicable where the Floating Rate Option is GBP-SONIA, USD-SOFR, SGD-SORA or other Overnight Floating Rate Option)</i>

	– Overnight Rate Compounding Method:	[Compounding with Lookback / Compounding with Observation Period Shift / Compounding with Lockout / Not Applicable]
	– Lookback:	[[●] Applicable Business Days / Not Applicable]
	– Observation Period Shift:	[[●] Observation Period Shift Business Days / Not Applicable]
	– Observation Period Shift Additional Business Days:	[[●] / Not Applicable] <i>(This is in reference to any additional financial centre(s) that should be factored in the determination of Observation Period beyond the standard financial centre(s) that is/are applicable for the selected Floating Rate Option per Floating Rate Matrix. For USD-SOFR, the default is U.S. Government Securities Business Day only, for GBP-SONIA the default is London Business Day only, for SGD-SORA, the default is Singapore Business Day only)</i>
	– Lockout:	[[●] Lockout Period Business Days / Not Applicable]
	– Lockout Period Business Days:	[[●] / Not Applicable] <i>(Specify the financial centre(s) for the purposes of the Lockout Business Days. If none are specified and Not Applicable is selected, the Lockout Business Days will be the Applicable Business Days (i.e. the rate business days))</i>
	(ix) Margin(s):	[+/-][●]% per annum
	(x) Minimum Rate of Interest:	[●]% per annum
	(xi) Maximum Rate of Interest:	[●]% per annum
	(xii) Day Count Fraction:	[●]
	(xiii) Rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	[●]
	(xiv) Fall back provisions	[Benchmark Discontinuation (General) (Condition 4(i)(i))/Benchmark Discontinuation (SOFR) (Condition 4(i)(iii))/Benchmark Discontinuation (SORA) (Condition 4(i)(v))/specify other if different from those set out in the Conditions/Not Applicable] <i>(For Screen Rate Determination where the Reference Rate is specified as being BBSW Rate or AONIA Rate, specify other if different from those set out under Condition 4(b)(iii)(G))</i>
19	Zero Coupon Note Provisions:	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph 19)</i>
	(i) Amortisation Yield:	[●]% per annum

- (ii) Any other formula/basis of [●]
determining amount payable:

PROVISIONS RELATING TO REDEMPTION

- 20 Call Option: [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph 20)
- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Note and specified denomination method, if any, of calculation of such amount(s): [●] per Calculation Amount[, subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate]
- (iii) If redeemable in part:
- Minimum Redemption Amount: [●] per Calculation Amount
 - Maximum Redemption Amount: [●] per Calculation Amount
- (iv) Notice period: [●]
- 21 Put Option: [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph 21)
- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount
- (iii) Notice period: [●]
- 22 Variation instead of Redemption (Condition 5(g)): [Applicable/Not Applicable]
(Only relevant for Subordinated Notes)
- 23 Final Redemption Amount of each Note: [●] per Calculation Amount[, subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate]
- 24 Early Redemption Amount:
Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, on redemption for Change of Qualification Event or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): [●], subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate]

PROVISIONS RELATING TO LOSS ABSORPTION

- 25 Loss Absorption Option: [Write-off Applicable/Not Applicable]
[DBS Bank Write-off on a Trigger Event (Condition 6(a))]/[DBSH Write-off on a Trigger Event (Condition 6(b))]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26 Form of Notes:

Bearer Notes:

[Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]

[Temporary Global Note exchangeable for Definitive Notes on [●] days' notice]

[Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]

(N.B. The exchange upon notice/at any time options should not be expressed to be applicable if the Specified Denomination of the Notes in paragraph 6 above includes language substantially to the following effect: "EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000". Furthermore, such Specified Denomination construction is not permitted in relation to any issue of Notes which is to be represented on issue by a Temporary Global Note exchangeable for Definitive Notes.)

Registered Notes:

[Regulation S Global Note (USD/EUR [●] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream]]

[Rule 144A Global Note (USD [●] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream]]

[Registered Notes]:

[If the Notes are AMTNs insert the following:

The Notes are AMTNs as referred to in the Offering Circular and will be issued in registered certificated form, constituted by the Note (AMTN) Deed Poll and take the form of entries on a register to be maintained by the Australian Agent (as defined below). Copies of the Note (AMTN) Deed Poll are available from the Australian Agent at its principal office in Sydney.]

27 Financial Centre(s) or other special provisions relating to Payment Dates:

Not Applicable/give details. Note that this paragraph 27 relates to the date and place of payment (insert New York City for U.S. dollar denominated Notes to be held through DTC and for non-U.S. dollar denominated Notes where exchange into U.S. dollars is contemplated for DTC participants holding through Euroclear and Clearstream)

- 28 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): [Applicable/Not Applicable. *If Applicable, give details*]
- 29 Details relating to Partly-Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: [Applicable/Not Applicable. *If Applicable, give details*]
- 30 Details relating to Instalment Notes: amount of each instalment (Instalment Amount), date on which each payment is to be made (Instalment Date): [Applicable/Not Applicable. *If Applicable, give details*]
- 31 Other terms or special conditions: [Applicable/Not Applicable. *If Applicable, give details, including if any conversion loss absorption option to be set out in Appendix to Pricing Supplement*]

DISTRIBUTION

- 32 (i) If syndicated, names of Managers: [Not Applicable/give names]
[The Issuer or any of its broker-dealers or other affiliates may engage in market-making transactions involving the Notes after their initial sale as permitted by applicable law, but none of the Issuer, any of its broker-dealer or its affiliates is obligated to do so or to make a market for the Notes]
- (ii) Stabilisation Coordinator (if any): [Not Applicable/give name]
- 33 If non-syndicated, name of Dealer: [Not Applicable/give name]
[The Issuer or any of its broker-dealers or other affiliates may engage in market-making transactions involving the Notes after their initial sale as permitted by applicable law, but none of the Issuer, any of its broker-dealer or its affiliates is obligated to do so or to make a market for the Notes]
- 34 Whether TEFRA D or TEFRA C was applicable or TEFRA rules not applicable: [TEFRA D/TEFRA C/TEFRA Not Applicable]
(TEFRA not applicable for Bearer Notes with a maturity of one year or less or Registered Notes)
(Where TEFRA D is applicable, a Bearer Note must be issued in the form of a Temporary Note exchangeable upon a U.S. tax certification for a Permanent Global Note or a Definitive Note)
- 35 Additional selling restrictions: [Not Applicable/give details (e.g. *Prohibition of Sales to EEA Retail Investors/ Prohibition of Sales to UK Retail Investors (where applicable)*)]

HONG KONG SFC CODE OF CONDUCT

36	(i) Rebates	[A rebate of [●] bps is being offered by the [Issuer] to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of this offering based on the principal amount of the Notes distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMIs otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate.] / [Not Applicable]
	(ii) Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent:	<i>[Include relevant contact email addresses of the Overall Coordinators where the underlying investor information should be sent – OCs to provide]</i> / [Not Applicable]
	(iii) Marketing and Investor Targeting Strategy	<i>[if different from the Programme OC]</i>
OPERATIONAL INFORMATION		
37	ISIN Code:	[●]
38	Common Code:	[●]
39	CUSIP:	[●]
40	CMU Instrument Number:	[●]
41	Legal Entity Identifier (LEI):	[ATUEL7OJR5057F2PV266 (in the case of DBS Bank Ltd., acting through its registered office in Singapore)]/ [5493007FKT78NKPM5V55 (in the case of DBSH)]/[●]
42	Any clearing system(s) other than The Central Depository (Pte) Limited, The CMU Service, Euroclear Bank SA/NV and Clearstream Banking S.A., The Depository Trust Company and/or Austraclear Ltd and the relevant identification number(s):	[Not Applicable/give name(s) and number(s)]
43	Delivery:	Delivery [against/free of] payment
44	Additional Paying Agent(s) (if any):	[●] <i>If the Notes are AMTNs insert the following: BTA Institutional Services Australia Limited (ABN 48 002 916 396) has been appointed under the Agency and Registry Services Agreement dated 14 April 2016 as issuing and paying agent and registrar (the “Australian Agent”) in respect of the Notes. The</i>

Australian Agent's address is Level 2, 1 Bligh Street, Sydney NSW 2000, Australia.

GENERAL

- 45 Applicable Governing Document: [Amended and Restated Trust Deed dated 13 March 2024]
[Singapore Supplemental Trust Deed dated 13 March 2024]
- 46 Governing Law: [English law/Laws of New South Wales, Australia]
[save that Condition 6(c) and the provisions relating to Subordinated Notes in relation to subordination, set-off and payment void and default and enforcement shall be governed by, and construed in accordance with, the laws of Singapore] [Singapore law]

[It is expected that delivery of Notes will be made against payment therefor on the Issue Date, which will be more than three business days following the date of pricing. Under Rule 15c6-1 of the U.S. Securities and Exchange Commission under the Exchange Act, trades in the United States secondary market generally are required to settle within two business days (T+2), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes in the United States on the date of pricing or the next succeeding business day until the relevant Issue Date will be required, by virtue of the fact that the Notes initially will settle beyond T+2, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Settlement procedures in other countries will vary. Purchasers of Notes may be affected by such local settlement practices and purchasers of Notes who wish to trade Notes between the date of pricing and the Issue Date should consult their own adviser.]

[PURPOSE OF THE PRICING SUPPLEMENT]

This Pricing Supplement comprises the final terms required for issue [if listed], and admission to trading on the Singapore Exchange Securities Trading Limited of the Notes described herein pursuant to the USD 30,000,000,000 Global Medium Term Note Programme of DBS Bank Ltd. and DBS Group Holdings Ltd]

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of [DBS Bank Ltd. acting through its [registered office in Singapore/[●] branch]]/[DBS Group Holdings Ltd]:

By:

Duly authorised

FORM OF PRICING SUPPLEMENT RELATING TO PERPETUAL CAPITAL SECURITIES

Pricing Supplement dated [●]

[DBS BANK LTD.]

[DBS GROUP HOLDINGS LTD]

Issue of [Aggregate Nominal Amount of Tranche] [Title of Perpetual Capital Securities]
under the USD 30,000,000,000 Global Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Perpetual Capital Securities described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Perpetual Capital Securities Conditions (the “**Conditions**”) set forth in the Offering Circular dated 13 March 2024 [and the supplemental Offering Circular dated [●]]. This Pricing Supplement contains the final terms of the Perpetual Capital Securities and must be read in conjunction with such Offering Circular [as so supplemented]. [This Pricing Supplement, together with the information set out in Schedule [●] to this Pricing Supplement, supplements the Offering Circular and supersedes the information in the Offering Circular to the extent inconsistent with the information included therein.]

[The Perpetual Capital Securities have not been registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States. The Perpetual Capital Securities may not be offered, sold, pledged or otherwise transferred within the United States to, or for the account or benefit of, any U.S. person (as defined in Regulation S) unless the offer or sale would qualify for a registration exemption from, or would not be subject to the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Perpetual Capital Securities are being offered and sold only [(1) to qualified institutional buyers (as defined in Rule 144A under the Securities Act) and (2)] outside the United States to non-U.S. persons as defined in, and in compliance with, Regulation S. See “*Subscription and Sale*” and “*Transfer Restrictions*” in the Offering Circular for information about eligible offerees and transfer restrictions.]

[The following language applies if any tranche of the Perpetual Capital Securities is intended to be “qualifying debt securities” (as defined in the Income Tax Act 1947 of Singapore):

Where interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, early redemption fee or redemption premium is derived from any of the Perpetual Capital Securities by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act 1947 of Singapore (the “**Income Tax Act**”), shall not apply if such person acquires such Perpetual Capital Securities using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, early redemption fee or redemption premium derived from the Perpetual Capital Securities is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.]

[The following alternative language applies if the first tranche of an issue which is being increased was issued under Offering Circular with an earlier date:

Terms used herein shall be deemed to be defined as such for the purposes of the Perpetual Capital Securities Conditions (the “**Conditions**”) set forth in the Offering Circular dated [●]. This Pricing Supplement contains the final terms of the Perpetual Capital Securities and must be read in conjunction

with the Offering Circular dated [●] [and the supplemental Offering Circular dated [●]], save in respect of the Conditions which are extracted from the Offering Circular dated [●] and are attached hereto.]

[Pursuant to the Monetary Authority of Singapore Act 1970 of Singapore (the “**MAS Act**”) and the Monetary Authority of Singapore (Resolution of Financial Institutions) Regulations 2018 (the “**MAS Regulations**”), Subordinated Notes and Perpetual Capital Securities would be eligible instruments (as defined in the MAS Regulations). Accordingly, should a Bail-in Certificate (as defined in the MAS Act) be issued, Subordinated Notes and Perpetual Capital Securities may be subject to cancellation, modification, conversion and/or change in form, as set out in such Bail-in Certificate.]¹

Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or subparagraphs. Italics denote directions for completing the Pricing Supplement.

[MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Perpetual Capital Securities has led to the conclusion that: (i) the target market for the Perpetual Capital Securities is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Perpetual Capital Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Perpetual Capital Securities (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Perpetual Capital Securities (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

[UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Perpetual Capital Securities has led to the conclusion that: (i) the target market for the Perpetual Capital Securities is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in the UK MiFIR; and (ii) all channels for distribution of the Perpetual Capital Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Perpetual Capital Securities (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Perpetual Capital Securities (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

PRIIPs REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Perpetual Capital Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Perpetual Capital Securities or otherwise making them available to retail investors

¹ To be included on the cover page of the Pricing Supplement when Perpetual Capital Securities are issued.

in the EEA has been prepared and therefore offering or selling the Perpetual Capital Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Perpetual Capital Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Perpetual Capital Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Perpetual Capital Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

[SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE NOTIFICATION - The Perpetual Capital Securities are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]¹

1	Issuer:	[DBS Bank Ltd.]/ [DBS Group Holdings Ltd]
2	(i) Series Number:	[•]
	(ii) Tranche Number:	[•]
	[[If fungible with an existing Series, details of that Series, including the date on which the Perpetual Capital Securities become fungible).]	
3	Specified Currency or Currencies:	[•]
4	Aggregate Nominal Amount:	
	(i) Series:	[•]
	(ii) Tranche:	[•]
5	(i) Issue Price:	[•]% of the Aggregate Nominal Amount [plus accrued Distributions from <i>[insert date]</i> (<i>in the case of fungible issues only, if applicable</i>)]
	(ii) Estimated Net Proceeds:	[[•] (<i>Required only for listed issues</i>)]
6	(i) Specified Denominations:	[•]

¹ To be amended if Perpetual Capital Securities are not “prescribed capital markets products”.

If the Specified Denomination is expressed to be EUR 100,000 or its equivalent and multiples of a lower nominal amount (for example EUR 1,000), insert the following:

"EUR 100,000 and integral multiples of [EUR 1,000] in excess thereof up to and including [EUR 199,000]. No Perpetual Capital Securities in definitive form will be issued with a denomination above [EUR 199,000]."

Perpetual Capital Securities (including Perpetual Capital Securities denominated in pounds sterling) in respect of which the issue proceeds are to be accepted by the issuer in the UK or whose issue otherwise constitutes a contravention of Section 19 of the FSMA and which have a maturity of less than one year must have a minimum redemption value of GBP 100,000 (or its equivalent in other currencies).

- (ii) Calculation Amount: [●], subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate
- 7 (i) Trade Date: [●]
- 8 (ii) Issue Date: [●]
- (iii) Distribution Commencement Date: [Specify/Issue date/Not Applicable]
- 9 Distribution
 - (i) Distribution Basis: [[●]% Fixed Rate [from [●] to [●]]]
[[specify reference rate] +/- [●]% Floating Rate] [from [●] to [●]]
[Other (specify)]
(further particulars specified below)
 - (ii) Distribution Stopper (Condition 5(e)): [Applicable/Not Applicable]
- 10 Redemption/Payment Basis: [Redemption at par]
[Other (specify)]
- 11 Change of Distribution or Redemption: [Specify details of any Payment Basis: provision for convertibility of Perpetual Capital Securities into another Distribution or redemption/payment basis]
- 12 Call Options: [Issuer Call]
[(further particulars specified below)]
- 13 Listing: [SGX-ST/(specify)/None]
- 14 Method of Distribution: [Syndicated/Non-syndicated]

PROVISIONS RELATING TO DISTRIBUTION PAYABLE

- 15 Fixed Rate Perpetual Capital Security Provisions: [Applicable/Not Applicable/Applicable from and including the [Issue Date/Distribution Payment Date falling on [●]] to but excluding the [Distribution Payment Date falling on [●]]
(If not applicable, delete the remaining sub-paragraphs of this paragraph 15)
- (i) Rate[(s)] of Distribution:

- (a) Initial Distribution Rate: [●]% per annum [payable [annually/semi-annually/quarterly/monthly] in arrear]
- (b) Reset: [Applicable/Not Applicable]
- (A) First Reset Date: [●]
- (B) Reset Date[s]: The First Reset Date and each date falling every [●] after the First Reset Date
- (C) Relevant Rate: [●]
- (D) Initial Spread: [●]
- (ii) Distribution Period: [Each period from and including the [Issue Date]/ [Distribution Payment Date falling on [●]] to (but excluding) the [subsequent Distribution Payment Date falling on [●]], except that the first Distribution Period will commence on (and include) the [Issue Date]/ [Distribution Payment Date falling on [●]] and the final Distribution Period shall end (but exclude) the [Distribution Payment Date falling on [●]].]
- (iii) Distribution Payment Date(s): [●] in each year [commencing on the [Issue Date/Distribution Payment Date falling on [●]] and ending on the [Distribution Payment Date falling on [●]]] [adjusted in accordance with [specify Business Day Convention and any applicable Financial Centre(s) (which are set out in paragraph 23 below) for the definition of “Business Day”]/not adjusted]
- (iv) Business Day Convention: [Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (*give details*)]
- (v) Fixed Distribution Amount[(s)]: [From (and including) the Distribution Commencement Date to (but excluding) the First Reset Date, [●] per Calculation Amount, subject to adjustment following the occurrence of a [DBSH]/[DBS Bank] Trigger Event or the issue of a Bail-in Certificate]
- From (and including) the First Reset Date, the respective amounts to be determined pursuant to paragraph 15(i)(b) above, subject to adjustment following the occurrence of a [DBSH]/[DBS Bank] Trigger Event or the issue of a Bail-in Certificate
- For Renminbi or Hong Kong dollar denominated Fixed Rate Perpetual Capital Securities where the Distribution Payment Dates are subject to modification, the following alternative wording is appropriate: “Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Distribution and the Calculation Amount by the Day Count Fraction and rounding the resultant figure, in the case of Renminbi denominated Fixed Rate Perpetual Capital Securities, to the nearest CNY 0.01, CNY 0.005 being rounded upwards or, in the case of Hong Kong dollar denominated Fixed Rate Perpetual Capital Securities, to the nearest HKD 0.01, HKD 0.005 being rounded upwards.”*

- (vi) Broken Amount(s): [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph 15.)
 [[•] per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate, payable on the Distribution Payment Date falling [in/on] [•]]
- (vii) Day Count Fraction: [30/360/Actual/Actual (ICMA/ISDA)/other]
- (viii) Determination Dates: [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph 15.)
 [[•] in each year (insert regular Distribution payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))]
- (ix) Other terms relating to the method of calculating Distribution for Fixed Rate Perpetual Capital Securities: [Not Applicable/give details]
- 16 Floating Rate Perpetual Capital Security Provisions: [Applicable/Not Applicable/Applicable from and including the [Issue Date/Distribution Payment Date falling on [•]] to but excluding the [Distribution Payment Date falling on or nearest to [•]]]
(If not applicable, delete the remaining sub-paragraphs of this paragraph 16.)
- (i) Distribution Period(s): [Each period from and including the [Issue Date]/[Distribution Payment Date falling on [•]] to (but excluding) the [subsequent Distribution Payment Date falling on [•]], except that the first Distribution Period will commence on (and include) the [Issue Date]/[the Distribution Payment Date falling on [•]] and the final Distribution Period shall end (but exclude) the [Distribution Payment Date falling on or nearest to [•]].]
- (ii) Distribution Payment Date(s): [•] in each year [commencing on the [Issue Date/Distribution Payment Date falling on or nearest to [•]] and ending on the [Distribution Payment Date falling on or nearest to [•]] [adjusted in accordance with [specify Business Day Convention and any applicable Financial Centre(s) (which are set out in paragraph 23 below) for the definition of "Business Day"]/not adjusted]
- (iii) Distribution Period End Date (if not the Distribution Payment Date): [•]
(Not applicable unless different from Distribution Payment Date, and will be applicable in the case of SORA Payment Delay or SOFR Payment Delay)
- (iv) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)/not adjusted]

- (v) Manner in which the Rate(s) of Distribution is/are to be determined: [Screen Rate Determination/ISDA Determination/other (give details)]
- (vi) Party responsible for calculating the Rate(s) of Distribution and Distribution Amount(s) (if not the [Calculation Agent]): [•]
- (vii) Screen Rate Determination:
- Reference Bank: [•]
 - Reference Rate: [EURIBOR/HIBOR/BBSW Rate/AONIA Rate/ SONIA Benchmark/SOFR Benchmark/SORA Benchmark/Other (give details)]
 - Distribution Determination Date(s): [•]
 - Relevant Screen Page: [•]
 - Party responsible for calculation of Rate of Distribution: [•] (*Specify where this is not the Calculation Agent*)
 - SONIA: [Applicable/Not Applicable]
 - SONIA Benchmark: [Compounded Daily SONIA/SONIA Index Average]
 - SONIA Observation Method: [Not Applicable/SONIA Observation Lag/SONIA Observation Shift] (*Only applicable where the Reference Rate is Compounded Daily SONIA*)
 - SONIA Observation Period: [Not Applicable/[•] London Business Days]
 - SONIA Compounded Index_{Start}: [Not Applicable/[•] London Business Day(s)] (*Only applicable in the case of SONIA Index Average*)
 - SONIA Compounded Index_{End}: [Not Applicable/[•] London Business Day(s)] (*Only applicable in the case of SONIA Index Average*)
 - SOFR: [Applicable/Not Applicable]
 - SOFR Benchmark: [Compounded Daily SOFR/SOFR Index Average]
 - Calculation method for Compounded Daily SOFR: [Not Applicable/SOFR Observation Lag/SOFR Observation Shift/SOFR Payment Delay] (*Only applicable where the Reference Rate is Compounded Daily SOFR*)
 - SOFR [Lookback Days]/[Observation Shift Days]/[Interest Payment Delay]: [Not Applicable/[•] U.S. Government Securities Business Day(s)] (*Only applicable where the Reference Rate is Compounded Daily SOFR*)

- SOFR Rate Cut-Off Date: [Not Applicable/The day that is the [●] U.S. Government Securities Business Day prior to the Distribution Payment Date in relation to the relevant Distribution Accrual Period] *(Only applicable in the case of SOFR Payment Delay)*
- SOFR Index_{Start}: [Not Applicable/[●] U.S. Government Securities Business Day(s)] *(Only applicable in the case of SOFR Index Average)*
- SOFR Index_{End}: [Not Applicable/[●] U.S. Government Securities Business Day(s)] *(Only applicable in the case of SOFR Index Average)*
- SORA: [Applicable/Not Applicable]
 - SORA Benchmark: [Compounded Daily SORA/SORA Index Average]
 - Calculation method for Compounded Daily SORA: [Not Applicable/SORA Lookback/SORA Backward Shifted Observation Period/SORA Payment Delay] *(Only applicable where the Reference Rate is Compounded Daily SORA)*
 - SORA [Observation Period]/[Distribution Payment Delay]: [Not Applicable/[●] Singapore Business Day(s)] *(Only applicable where the Reference Rate is Compounded Daily SORA)*
 - SORA Rate Cut-Off Date: [Not Applicable/The day that is [●] Singapore Business Day(s) prior to the Distribution Payment Date in relation to the relevant Distribution Accrual Period] *(Only applicable in the case of SORA Payment Delay)*
 - SORA Index_{START}: [Not Applicable/[●] Singapore Business Day(s)] *(Only applicable in the case of SORA Index Average)*
 - SORA Index_{END}: [Not Applicable/[●] Singapore Business Day(s)] *(Only applicable in the case of SORA Index Average)*

(viii) ISDA Determination:

- Floating Rate Option: [GBP-SONIA / USD-SOFR / SGD-SORA / [●]]
- Designated Maturity: [[●] / Not Applicable] *(Not Applicable for Overnight Floating Rate Options such as GBP-SONIA, USD-SOFR and SGD-SORA)*
- Reset Date: [●]
- Compounding: [Applicable / Not Applicable] *(Only applicable where the Floating Rate Option is GBP-SONIA, USD-SOFR, SGD-SORA or other Overnight Floating Rate Option)*
- Overnight Rate Compounding Method: [Compounding with Lookback / Compounding with Observation Period Shift / Compounding with Lockout / Not Applicable]
- Lookback: [[●] Applicable Business Days / Not Applicable]
- Observation Period Shift: [[●] Observation Period Shift Business Days / Not Applicable]

- Observation Period Shift Additional Business Days: ☐ / Not Applicable] *(This is in reference to any additional financial centre(s) that should be factored in the determination of Observation Period beyond the standard financial centre(s) that is/are applicable for the selected Floating Rate Option per Floating Rate Matrix. For USD-SOFR, the default is U.S. Government Securities Business Day only, for GBP-SONIA the default is London Business Day only, for SGD-SORA, the default is Singapore Business Day only)*
- Lockout: ☐ Lockout Period Business Days / Not Applicable]
- Lockout Period Business Days: ☐ / Not Applicable] *(Specify the financial centre(s) for the purposes of the Lockout Business Days. If none are specified and Not Applicable is selected, the Lockout Business Days will be the Applicable Business Days (i.e. the rate business days))*
- (ix) Margin(s): ☐ ☐% per annum¹
- (x) Minimum Rate of Distribution: ☐% per annum
- (xi) Maximum Rate of Distribution: ☐% per annum
- (xii) Day Count Fraction: ☐
- (xiii) Rounding provisions, denominator and any other terms relating to the method of calculating Distribution on Floating Rate Perpetual Capital Securities, if different from those set out in the Conditions: ☐
- (xiv) Fall back provisions ☐ Benchmark Discontinuation (General) (Condition 4(i)(i))/ Benchmark Discontinuation (SOFR) (Condition 4(i)(iii))/ Benchmark Discontinuation (SORA) (Condition 4(i)(v))/specify other if different from those set out in the Conditions/Not Applicable] *(For Screen Rate Determination where the Reference Rate is specified as being BBSW Rate or AONIA Rate, specify other if different from those set out under Condition 4(b)(iii)(G))*

PROVISIONS RELATING TO REDEMPTION

- 17 Call Option: ☐ Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph 17)
- (i) Optional Redemption Date(s): ☐
 - (ii) Optional Redemption Amount(s) of each Perpetual Capital Security and specified denomination ☐ per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate

¹ Where there are different margins for different Distribution Accrual Periods, no step-up in the Rate of Distribution shall be permitted.

method, if any, of calculation
of such amount(s):

(iii) If redeemable in part:

- Minimum Redemption Amount: [●] per Calculation Amount
- Maximum Redemption Amount: [●] per Calculation Amount

(iv) Notice period: [●]

18 Variation instead of Redemption (Condition 6(f)): [Applicable/Not Applicable]

19 Final Redemption Amount of each Perpetual Capital Security: [●] per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate

20 Early Redemption Amount:

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, on redemption for Change of Qualification Event or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): [●], subject to adjustment following the occurrence of a Trigger Event or the issue of a Bail-in Certificate

PROVISIONS RELATING TO LOSS ABSORPTION

21 Loss Absorption Option: [Write-off Applicable /Not Applicable]
[DBS Bank Write-off on a Trigger Event (Condition 7(a))]/[DBSH Write-off on a Trigger Event (Condition 7(b))]

GENERAL PROVISIONS APPLICABLE TO THE PERPETUAL CAPITAL SECURITIES

22 Form of Perpetual Capital Securities: [Regulation S Global Note (USD/EUR [●] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream]]

[Rule 144A Global Note (USD [●] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream]]

23 Financial Centre(s) or other special provisions relating to Payment Dates: [Not Applicable/give details. Note that this paragraph relates to the date and place of payment] (insert New York City for U.S. dollar denominated Perpetual Capital Securities to be held through DTC and for non-U.S. dollar denominated Perpetual Capital Securities where exchange into U.S. dollars is contemplated for DTC participants holding through Euroclear and Clearstream)

24 Other terms or special conditions: [Not Applicable/give details, including if any conversion loss absorption option to be set out in Appendix to Pricing Supplement]

DISTRIBUTION

- 25 (i) If syndicated, names of Managers: [Not Applicable/*give names*]
[The Issuer or any of its broker-dealers or other affiliates may engage in market-making transactions involving the Perpetual Capital Securities after their initial sale as permitted by applicable law, but none of the Issuer, any of its broker-dealer or its affiliates is obligated to do so or to make a market for the Perpetual Capital Securities]
- (ii) Stabilisation Coordinator (if any): [Not Applicable/*give name*]
- 26 If non-syndicated, name of Dealer: [Not Applicable/*give name*]
[The Issuer or any of its broker-dealers or other affiliates may engage in market-making transactions involving the Perpetual Capital Securities after their initial sale as permitted by applicable law, but none of the Issuer, any of its broker-dealer or its affiliates is obligated to do so or to make a market for the Perpetual Capital Securities]
- 27 Whether TEFRA D or TEFRA C was applicable or TEFRA rules not applicable: TEFRA Not Applicable
- 28 Additional selling restrictions: [Not Applicable/*give details (e.g. Prohibition of Sales to EEA Retail Investors/ Prohibition of Sales to UK Retail Investors (where applicable))*]

HONG KONG SFC CODE OF CONDUCT

- 29 (i) Rebates [A rebate of [●] bps is being offered by the [Issuer] to all private banks for orders they place (other than in relation to Perpetual Capital Securities subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of this offering based on the principal amount of the Perpetual Capital Securities distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMI otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate.] / [Not Applicable]
- (ii) Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent: [Include relevant contact email addresses of the Overall Coordinators where the underlying investor information should be sent – OCs to provide] / [Not Applicable]
- (iii) Marketing and Investor Targeting Strategy [if different from the Programme OC]

OPERATIONAL INFORMATION

- 30 ISIN Code: [●]
- 31 Common Code: [●]
- 32 CUSIP: [●]
- 33 CMU Instrument Number: [●]
- 34 Legal Entity Identifier (LEI): [ATUEL7OJR5057F2PV266 (*in the case of DBS Bank Ltd., acting through its registered office in Singapore*)] / [5493007FKT78NKPM5V55 (*in the case of DBSH*)] / [●]
- 35 Any clearing system(s) other than The Central Depository (Pte) Limited, The Central Moneymarkets Unit Service, Euroclear Bank SA/NV and Clearstream Banking S.A., The Depository Trust Company and/or Austraclear Ltd and the relevant identification number(s): [Not Applicable/give name(s) and number(s)]
- 36 Delivery: Delivery [against/free of] payment
- 37 Additional Paying Agent(s) (if any): [●]
- GENERAL**
- 38 Applicable Governing Document: [Amended and Restated Trust Deed dated 13 March 2024]
[Singapore Supplemental Trust Deed dated 13 March 2024]
- 39 Governing Law: [English law, save that Condition 7(c) and the provisions in relation to subordination, set-off and payment void and default and enforcement shall be governed by, and construed in accordance with, the laws of Singapore] [Singapore law]

[It is expected that delivery of Perpetual Capital Securities will be made against payment therefor on the Issue Date, which will be more than three business days following the date of pricing. Under Rule 15c6-1 of the U.S. Securities and Exchange Commission under the Exchange Act, trades in the United States secondary market generally are required to settle within two business days (T+2), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Perpetual Capital Securities in the United States on the date of pricing or the next succeeding business day until the relevant Issue Date will be required, by virtue of the fact that the Perpetual Capital Securities initially will settle beyond T+2, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Settlement procedures in other countries will vary. Purchasers of Perpetual Capital Securities may be affected by such local settlement practices and purchasers of Notes who wish to trade Perpetual Capital Securities between the date of pricing and the Issue Date should consult their own adviser.]

[PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue *[if listed]*, and admission to trading on the Singapore Exchange Securities Trading Limited] of the Perpetual Capital Securities described herein pursuant to the USD 30,000,000,000 Global Medium Term Note Programme of DBS Bank Ltd. and DBS Group Holdings Ltd]

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of [DBS Bank Ltd.]/[DBS Group Holdings Ltd]:

By:

Duly authorised

CLEARING AND SETTLEMENT

The following is a summary of the rules and procedures of CDP, the CMU, DTC, Euroclear, Clearstream and the Austraclear System (together, the “Clearing Systems”), currently in effect, as they relate to clearing and settlement of transactions involving the Notes. The rules and procedures of these systems are subject to change at any time. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Issuers, the Sole Arranger, any Dealer nor any party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests. The applicable Pricing Supplement will specify the Clearing System(s) applicable for each Series.

The Clearing Systems

DTC

DTC has advised the Issuers that it is a limited-purpose trust company organised under the New York Banking Law, a “banking organisation” within the meaning of the New York Banking Law, a member of the U.S. Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code and a “clearing agency” registered pursuant to Section 17A of the Exchange Act. DTC holds and provides asset servicing securities that its participants (“**Participants**”) deposit with DTC. DTC also facilitates the settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerised book-entry changes in Participants’ accounts, thereby eliminating the need for physical movement of securities certificates. DTC is owned by a number of its direct participants (“**Direct Participants**”), which include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**”).

Under the rules, regulations and procedures creating and affecting DTC and its operations (the “**Rules**”), DTC makes book-entry transfers of Registered Notes among Direct Participants on whose behalf it acts with respect to Notes accepted into DTC’s book-entry settlement system (“**DTC Notes**”) as described below and receives and transmits distributions of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, on DTC Notes. The Rules are on file with the U.S. Securities and Exchange Commission. Direct Participants and Indirect Participants with which beneficial owners of DTC Notes (“**Owners**”) have accounts with respect to the DTC Notes similarly are required to make book-entry transfers and receive and transmit such payments on behalf of their respective Owners. Accordingly, although Owners who hold DTC Notes through Direct Participants or Indirect Participants will not possess Registered Notes, the Rules, by virtue of the requirements described above, provide a mechanism by which Direct Participants will receive payments and will be able to transfer their interest in respect of the DTC Notes.

Purchases of DTC Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the DTC Notes on DTC’s records. The ownership interest of each actual purchaser of each DTC Note (“**Beneficial Owner**”) is in turn to be recorded on the Direct and Indirect Participant’s records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the DTC Notes are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners.

Beneficial Owners will not receive certificates representing their ownership interests in DTC Notes, except in the event that use of the book-entry system for the DTC Notes is discontinued.

To facilitate subsequent transfers, all DTC Notes deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co, or such other nominee as may be requested by an authorised representative of DTC. The deposit of DTC Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the DTC Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such DTC Notes are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the DTC Notes within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to DTC Notes unless authorised by a Direct Participant in accordance with DTC's Money Market Instrument Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Relevant Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the DTC Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy). Payments of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, on the DTC Notes will be made to DTC. DTC's practice is to credit Direct Participants' accounts on the due date for payment in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on the due date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC or the Issuers, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, to DTC is the responsibility of the Issuers, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of Direct and Indirect Participants.

Under certain circumstances, including if there is an Event of Default or a Default, DTC will exchange the DTC Notes for definitive Registered Notes, which it will distribute to its Participants in accordance with their proportionate entitlements and which, if representing interests in a Rule 144A Global Certificate, will be legended as set forth under "*Transfer Restrictions*".

Since DTC may only act on behalf of Direct Participants, who in turn act on behalf of Indirect Participants, any Beneficial Owner desiring to pledge DTC Notes to persons or entities that do not participate in DTC, or otherwise take actions with respect to such DTC Notes, will be required to withdraw its Registered Notes from DTC as described below.

Euroclear and Clearstream

Euroclear and Clearstream each holds securities for participating organisations and facilitates the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear and Clearstream provide to their respective participants, among other things, services for safekeeping, administration, clearance and settlement of

internationally-traded securities and securities lending and borrowing. Euroclear and Clearstream participants are financial institutions throughout the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to Euroclear and Clearstream is also available to others, such as banks, brokers, dealers and trust companies which clear through or maintain a custodial relationship with a Euroclear or Clearstream participant, either directly or indirectly. Euroclear and Clearstream have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Distributions of principal with respect to book-entry interests in the Notes held through Euroclear or Clearstream will be credited, to the extent received by the Paying Agent, to the cash accounts of Euroclear or Clearstream participants in accordance with the relevant system's rules and procedures.

The CMU

The CMU is a central depository service provided by the Central Moneymarkets Unit of the HKMA for the safe custody and electronic trading between the members of this service ("**CMU Members**") of Exchange Fund Bills and Notes Clearing and Settlement Service securities and capital markets instruments (together, "**CMU Instruments**") which are specified in the CMU Reference Manual as capable of being held within the CMU.

The CMU is only available to CMU Instruments issued by a CMU Member or by a person for whom a CMU Member acts as agent for the purposes of lodging instruments issued by such persons. Membership of the CMU is open to all financial institutions regulated by the Hong Kong Monetary Authority, Securities and Futures Commission, Insurance Authority or Mandatory Provident Fund Schemes Authority. For further details on the full range of the CMU's custodial services, please refer to the CMU Reference Manual.

The CMU has an income distribution service which is a service offered by the CMU to facilitate the distribution of interest, coupon or redemption proceeds (collectively, the "**income proceeds**") by CMU Members who are paying agents to the legal title holders of CMU Instruments via the CMU system. Furthermore, the CMU has a corporate action platform which allows an issuer (or its agent) to make an announcement/notification of a corporate action and noteholders to submit the relevant certification. For further details, please refer to the CMU Reference Manual. An investor holding an interest through an account with either Euroclear or Clearstream, Luxembourg, in any Notes held in the CMU will hold that interest through the respective accounts which Euroclear and Clearstream, Luxembourg, each have with the CMU.

CDP

In respect of Notes which are accepted for clearance by CDP in Singapore, clearance will be effected through an electronic book-entry clearance and settlement system for the trading of debt securities ("**Depository System**") maintained by CDP.

CDP, a wholly-owned subsidiary of Singapore Exchange Limited, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. CDP holds securities for its accountholders and facilitates the clearance and settlement of securities transactions between accountholders through electronic book-entry changes in the securities accounts maintained by such accountholders with CDP.

In respect of Notes which are accepted for clearance by CDP, the entire issue of the Notes is to be held by CDP in the form of a Global Note for persons holding the Notes in securities accounts with CDP ("**Depositors**"). Delivery and transfer of Notes between Depositors is by electronic book-entries in the records of CDP only, as reflected in the securities accounts of Depositors.

Settlement of over-the-counter trades in the Notes through the Depository System may be effected through securities sub-accounts held with corporate depositors ("**Depository Agents**"). Depositors holding the

Notes in direct securities accounts with CDP, and who wish to trade Notes through the Depository System, must transfer the Notes to be traded from such direct securities accounts to a securities sub-account with a Depository Agent for trade settlement.

CDP is not involved in money settlement between the Depository Agents (or any other persons) as CDP is not a counterparty in the settlement of trades of debt securities. However, CDP will make payment of interest or distribution, as applicable, and repayment of principal on behalf of issuers of debt securities.

Although CDP has established procedures to facilitate transfer of interests in the Notes in global form among Depositors, it is under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. None of the Issuers, the Issuing and Paying Agent or any other agent will have the responsibility for the performance by CDP of its obligations under the rules and procedures governing its operations.

Book-Entry Ownership

This section does not apply to AMTNs.

Bearer Notes

The Issuers will make applications to Euroclear and Clearstream for acceptance in their respective book-entry systems in respect of any Series of Bearer Notes. The Issuers may also apply to have Bearer Notes accepted for clearance through CDP and the CMU. In respect of Bearer Notes, a Temporary Global Note and/or a Permanent Global Note in bearer form without coupons will be deposited with a Common Depository for Euroclear and Clearstream and/or a sub-custodian for the CMU or CDP. Transfers of interests in a Temporary Global Note or a Permanent Global Note will be made in accordance with the normal Euromarket debt securities operating procedures of CDP, the CMU, Euroclear and Clearstream. Each Global Note will have an ISIN and a Common Code or, if lodged with a sub-custodian for the CMU, will have a CMU Instrument Number.

Registered Notes

The Issuers may make applications to Euroclear and Clearstream and the Issuers may also make applications to CDP and the CMU, for acceptance in their respective book-entry systems in respect of the Unrestricted Notes to be represented by each Unrestricted Global Certificate. Each Unrestricted Global Certificate will have an ISIN and a Common Code or, if lodged with a sub-custodian for the CMU, will have a CMU Instrument Number.

The Issuers may make application to DTC for acceptance in its book-entry settlement system of the Unrestricted Notes and/or the Restricted Notes represented by each Global Certificate. Each Global Certificate accepted for clearance in DTC will have a CUSIP number. Each Restricted Global Certificate will be subject to restrictions on transfer contained in a legend appearing on the front of such Certificate, as set out under “*Transfer Restrictions*”. In certain circumstances, as described below in “*Transfers of Registered Notes*”, transfers of interests in a Restricted Global Certificate may be made as a result of which such legend is no longer applicable.

The custodian with whom the Global Certificates are deposited (the “**Custodian**”) and DTC will electronically record the nominal amount of the individual beneficial interests represented by such Global Certificate to the accounts of persons who have accounts with DTC. Such accounts initially will be designated by or on behalf of the relevant Dealer. Ownership of beneficial interests in such a Global Certificate will be limited to Direct Participants or Indirect Participants, including, in the case of any Regulation S Global Certificate, the respective depositaries of Euroclear and Clearstream. Ownership of beneficial interests in a Global Certificate accepted by DTC will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee (with respect to the interests of Direct Participants) and the records of Direct Participants (with respect to interests of Indirect Participants).

Payments of the principal of, and interest on, each Global Certificate registered in the name of DTC's nominee will be to or to the order of its nominee as the registered owner of such Global Certificate. The Issuers expect that the nominee, upon receipt of any such payment, will immediately credit DTC participants' accounts with payments in amounts proportionate to their respective beneficial interests in the nominal amount of the relevant Global Certificate as shown on the records of DTC or the nominee. The Issuers also expect that payments by DTC participants to owners of beneficial interests in such Global Certificate held through such DTC participants will be governed by standing instructions and customary practices, as is now the case with securities held for the accounts of customers registered in the names of nominees for such customers. Such payments will be the responsibility of such DTC participants. None of the Issuers nor any Paying Agent or any Transfer Agent (each an "**Agent**") will have any responsibility or liability for any aspect of the records relating to or payments made on account of ownership interests in the Global Certificates or for maintaining, supervising or reviewing any records relating to such ownership interests.

All Registered Notes will initially be in the form of an Unrestricted Global Certificate and/or a Restricted Global Certificate. Individual definitive Registered Notes will only be available, in the case of Unrestricted Notes, in amounts specified in the applicable Pricing Supplement, and, in the case of Restricted Notes, in amounts of USD 200,000 (or its equivalent in other currencies), or higher integral multiples of USD 1,000 (or its equivalent in other currencies), in certain limited circumstances described below.

Individual Certificates

Registration of title to Registered Notes in a name other than a depository or its nominee for Euroclear and Clearstream or a sub-custodian for CDP or the CMU or DTC will not be permitted unless (i) in the case of Restricted Notes, DTC notifies the Relevant Issuer that it is no longer willing or able to discharge properly its responsibilities as depository with respect to the Restricted Global Certificate, or ceases to be a "clearing agency" registered under the Exchange Act, or is at any time no longer eligible to act as such and the Relevant Issuer is unable to locate a qualified successor within 90 days of receiving notice of such ineligibility on the part of DTC, or (ii) in the case of Unrestricted Notes, Euroclear or Clearstream is or a sub-custodian for the CMU is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does, in fact, do so or, if such Global Certificate is held on behalf of CDP, and there shall have occurred and be continuing an Event of Default or Default or CDP is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise), or CDP announces an intention permanently to cease business and no Alternative Clearing System is available or CDP has notified the Relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties under the Master Depository Services Agreement and no Alternative Clearing System is available. In such circumstances, the Relevant Issuer will cause sufficient individual definitive Registered Notes to be executed and delivered to the Registrar for completion, authentication and dispatch to the relevant Noteholder(s). A person having an interest in a Global Certificate must provide the Registrar with:

- (i) a written order containing instructions and such other information as the Relevant Issuer and the Registrar may require to complete, execute and deliver such individual definitive Registered Notes; and
- (ii) in the case of a Restricted Global Certificate only, a fully completed, signed certification substantially to the effect that the exchanging holder is not transferring its interest at the time of such exchange, or in the case of a simultaneous resale pursuant to Rule 144A, a certification that the transfer is being made in compliance with the provisions of Rule 144A. Individual definitive Registered Notes issued pursuant to this paragraph (ii) shall bear the legends applicable to transfers pursuant to Rule 144A.

Transfers of Registered Notes

Transfers of interests in Global Certificates within CDP, the CMU, DTC, Euroclear and Clearstream will be effected in accordance with the usual rules and operating procedures of the relevant clearing system. The laws of some states in the United States require that certain persons take physical delivery in definitive form of securities. Consequently, the ability to transfer interests in a Restricted Global Certificate to such persons may be limited. Because DTC can only act on behalf of direct participants, who in turn act on behalf of indirect participants, the ability of a person having an interest in a Restricted Global Certificate to pledge such interest to persons or entities that do not participate in DTC, or otherwise take actions in respect of such interest, may be affected by the lack of a physical certificate in respect of such interest.

Beneficial interests in an Unrestricted Global Certificate may be held only through CDP, Euroclear or Clearstream. Transfers may be made at any time by a holder of an interest in an Unrestricted Global Certificate to a transferee who wishes to take delivery of such interest through the Restricted Global Certificate for the same Series of Notes *provided that* any such transfer made on or prior to the expiration of the distribution compliance period (as defined in Regulation S) relating to the Notes represented by such Unrestricted Global Certificate will only be made upon receipt by the Registrar or any Transfer Agent of a written certificate from Euroclear or Clearstream, as the case may be (based on a written certificate from the transferor of such interest), to the effect that such transfer is being made to a person whom the transferor reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities law of any state of the United States or any other jurisdiction. Any such transfer made thereafter of the Notes represented by such Unrestricted Global Certificate will only be made upon request through Euroclear or Clearstream by the holder of an interest in the Unrestricted Global Certificate to the Issuing and Paying Agent and receipt by the Issuing and Paying Agent of details of that account at DTC to be credited with the relevant interest in the Restricted Global Certificate. Transfers at any time by a holder of any interest in the Restricted Global Certificate to a transferee who takes delivery of such interest through an Unrestricted Global Certificate will only be made upon delivery to the Registrar or any Transfer Agent of a certificate setting forth compliance with the provisions of Regulation S and giving details of the account at Euroclear or Clearstream, as the case may be, and DTC to be credited and debited, respectively, with an interest in the relevant Global Certificates.

Subject to compliance with the transfer restrictions applicable to the Registered Notes described above and under “*Transfer Restrictions*”, cross-market transfers between DTC, on the one hand, and directly or indirectly through Euroclear or Clearstream, on the other, will be effected by the relevant clearing system in accordance with its rules and through action taken by the Custodian, the Registrar and the Issuing and Paying Agent.

On or after the Issue Date for any Series of Registered Notes, transfers of Notes of such Series between accountholders in Euroclear and Clearstream and transfers of Notes of such Series between participants in DTC will generally have a settlement day three business days after the trade date (T+3). The customary arrangements for delivery versus payment will apply to such transfers.

Cross-market transfers between accountholders in Euroclear or Clearstream and DTC participants will need to have an agreed settlement date among the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Euroclear and Clearstream, on the other, transfers of interests in the relevant Global Registered Certificates will be effected through the Issuing and Paying Agent, the Custodian and the Registrar receiving instructions (and, where appropriate, certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. Transfers will be effected on the later of (i) three business days after the trade date for the disposal of the interest in the relevant Global Registered Certificate resulting in such transfer and (ii) two business days after receipt by the Issuing and Paying Agent or the Registrar, as the case may be, of the necessary certification or information to effect such transfer. In the case of cross-market transfers, settlement between Euroclear or Clearstream and DTC participants cannot be made on a

delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately.

For a further description of restrictions on transfer of Registered Notes, see “*Transfer Restrictions*”.

DTC will take any action permitted to be taken by a holder of Registered Notes (including, without limitation, the presentation of Restricted Global Certificates for exchange as described above) only at the direction of one or more participants in whose account with DTC interests in Restricted Global Certificates are credited and only in respect of such portion of the aggregate nominal amount of the relevant Restricted Global Certificates as to which such participant or participants has or have given such direction. However, in the circumstances described above, DTC will surrender the relevant Restricted Global Certificates for exchange for individual definitive Registered Notes (which will, in the case of Restricted Notes, bear the legend applicable to transfers pursuant to Rule 144A).

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures in order to facilitate transfers of beneficial interests in the Global Certificates among participants and accountholders of DTC, Euroclear and Clearstream, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued or changed at any time. None of the Issuers or any Agent will have any responsibility for the performance by DTC, Euroclear, Clearstream or their respective direct or indirect participants or accountholders of their respective obligations under the rules and procedures governing their operations.

While a Restricted Global Certificate is lodged with DTC or the Custodian, Restricted Notes represented by individual definitive Registered Notes will not be eligible for clearing or settlement through DTC, Euroclear or Clearstream.

Pre-issue Trades Settlement for Registered Notes

It is expected that delivery of Notes will be made against payment therefor on the relevant Issue Date, which could be more than three business days following the date of pricing. Under Rule 15c6-I of the U.S. Securities and Exchange Commission under the Exchange Act, trades in the United States secondary market generally are required to settle within three business days (T+3), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes in the United States on the date of pricing or the next succeeding business days until the relevant Issue Date will be required, by virtue of the fact that the Notes initially will settle beyond T+3, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Settlement procedures in other countries will vary. Purchasers of Notes may be affected by such local settlement practices and purchasers of Notes who wish to trade Notes between the date of pricing and the relevant issue date should consult their own adviser.

The Austraclear System

Each Tranche of AMTNs will be represented by a single AMTN Certificate substantially in the form set out in the Note (AMTN) Deed Poll. DBS Bank shall issue and deliver, and procure the authentication by the Australian Agent of, such number of AMTNs Certificates as are required from time to time to represent all of the AMTNs of each Series. An AMTN Certificate is not a negotiable instrument nor is it a document of title in respect of any AMTNs it represents. In the event of a conflict between any AMTN Certificate and the Register, the Register shall prevail (subject to correction for fraud or proven error).

On issue of any AMTNs, DBS Bank will (unless otherwise specified in the applicable Pricing Supplement) procure that the AMTNs are lodged with the Austraclear System. On lodgement, Austraclear will become the sole registered holder and legal owner of the AMTNs. Subject to the Austraclear System Regulations, Accountholders may acquire rights against Austraclear in relation to those AMTNs as beneficial owners and Austraclear is required to deal with the AMTNs in accordance with the directions and instructions of the Accountholders. Any potential investors who are not Accountholders would need to hold their interest

in the relevant AMTNs through a nominee who is an Accountholder. All payments by DBS Bank in respect of AMTNs entered in the Austraclear System will be made directly to an account agreed with Austraclear or as it directs in accordance with the Austraclear System Regulations.

Holding of AMTNs through Euroclear and Clearstream

Once lodged with the Austraclear System, interests in the AMTNs may be held through Euroclear or Clearstream. In these circumstances, entitlements in respect of holdings of interests in the AMTNs in Euroclear would be held in the Austraclear System by HSBC Custody Nominees (Australia) Limited as nominee of Euroclear, while entitlements in respect of holdings of interests in the AMTNs in Clearstream would be held in the Austraclear System by J.P. Morgan Nominees Australia Pty Limited as nominee of Clearstream.

The rights of a holder of interests in AMTNs held through Euroclear or Clearstream are subject to the respective rules and regulations of Euroclear and Clearstream, the arrangements between Euroclear and Clearstream and their respective nominees and the Austraclear System Regulations.

Transfers

Any transfer of AMTNs will be subject to the Australian Corporations Act and the other requirements set out in the terms and conditions of the AMTNs and, where the AMTNs are entered in the Austraclear System, the Austraclear System Regulations.

Secondary market sales of AMTNs settled in the Austraclear System will be settled in accordance with the Austraclear System Regulations.

Relationship of Accountholders with Austraclear System

Accountholders who acquire an interest in AMTNs lodged with the Austraclear System must look solely to Austraclear for their rights in relation to such AMTNs and will have no claim directly against the Issuer in respect of such AMTNs although under the Austraclear System Regulations, Austraclear may direct the Issuer to make payments direct to the relevant Accountholders.

Where Austraclear is registered as the holder of any AMTN that is lodged with the Austraclear System, Austraclear may, where specified in the Austraclear System Regulations, transfer the AMTNs to the person in whose Security Record (as defined in the Austraclear System Regulations) those AMTNs are recorded and, as a consequence, remove those AMTNs from the Austraclear System.

Potential investors in AMTNs should inform themselves of, and satisfy themselves with, the Austraclear System Regulations and (where applicable) the rules of Euroclear and Clearstream and the arrangements among them and their nominees in the Austraclear System.

AMTNs lodged with the Austraclear System will be transferable only in accordance with the rules and regulations (in force from time to time) of the Austraclear System. The transferor of an AMTN is deemed to remain the holder of such AMTN until the name of the transferee is entered in the Register in respect of such AMTN.

TRANSFER RESTRICTIONS

Restricted Notes

Each purchaser of Restricted Notes within the United States pursuant to Rule 144A, by accepting delivery of this Offering Circular, will be deemed to have represented, agreed and acknowledged that:

- (a) it is
 - (i) a QIB,
 - (ii) acquiring such Restricted Notes for its own account or for the account of a QIB and
 - (iii) aware, and each beneficial owner of such Restricted Notes has been advised, that the sale of such Restricted Notes to it may be being made in reliance on Rule 144A;
- (b) it understands that the Restricted Notes have not been and will not be registered under the Securities Act and any other applicable U.S. state securities laws and
 - (i) may not be offered, sold, pledged or otherwise transferred except
 - (I) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of a QIB,
 - (II) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S or
 - (III) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), in each case in accordance with any applicable securities laws of any State of the United States;
 - (ii) the purchaser will, and each subsequent purchaser is required to, notify any subsequent purchaser of such Restricted Notes from it of the resale restrictions referred to in (a) above and (c) no representation can be made as to the availability of the exemption provided by Rule 144 under the Securities Act for resale of the Restricted Notes. If it is a person other than a person outside the United States, it agrees that if it should resell or otherwise transfer the Restricted Notes, it will do so only:
 - (I) to the Issuers or any of its respective affiliates;
 - (II) inside the United States to a QIB in compliance with Rule 144A;
 - (III) outside the United States in compliance with Rules 903 or 904 under the Securities Act;
 - (IV) pursuant to the exemption from registration provided by Rule 144 under the Securities Act (if available); or
 - (V) pursuant to an effective registration statement under the Securities Act;
- (c) it understands that such Restricted Notes, unless the Relevant Issuer determines otherwise in compliance with applicable law, will bear a legend to the following effect:

THIS NOTE REPRESENTED BY THIS CERTIFICATE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE “**SECURITIES ACT**”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT (1) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT (“**RULE 144A**”) TO A PERSON THAT THE HOLDER AND ANY PERSON

ACTING ON ITS BEHALF REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR RESALES OF THIS NOTE. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT THE SELLER OF THIS NOTE MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A;

- (d) it understands that any Restricted Notes, unless the Relevant Issuer determines otherwise in compliance with applicable law or as otherwise provided in the applicable Pricing Supplement, will bear a legend to the following effect:

EACH PURCHASER AND SUBSEQUENT TRANSFEREE OF THIS NOTE WILL BE DEEMED TO HAVE REPRESENTED AND WARRANTED THAT, AT THE TIME OF ITS ACQUISITION AND THROUGHOUT THE PERIOD IT HOLDS SUCH NOTE (OR ANY INTEREST HEREIN), EITHER (1) IT IS NOT (X) AN "EMPLOYEE BENEFIT PLAN" AS DEFINED IN SECTION 3(3) OF THE U.S.EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("ERISA") THAT IS SUBJECT TO PART 4 OF SUBTITLE B OF TITLE I OF ERISA, A "PLAN" AS DEFINED IN SECTION 4975(e)(1) OF THE U.S.INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE") THAT IS SUBJECT TO SECTION 4975 OF THE CODE, OR ANY ENTITY WHOSE UNDERLYING ASSETS ARE DEEMED FOR PURPOSES OF ERISA OR SECTION 4975 OF THE CODE TO INCLUDE "PLAN ASSETS" BY REASON OF SUCH "EMPLOYEE BENEFIT PLAN'S" OR "PLAN'S" INVESTMENT IN THE ENTITY (SUCH PLANS AND ENTITIES COLLECTIVELY REFERRED TO AS "PLANS"), OR (Y) A GOVERNMENTAL, CHURCH OR NON-U.S. PLAN THAT IS SUBJECT TO ANY U.S. FEDERAL, STATE, LOCAL OR NON-U.S. LAW, THAT IS SUBSTANTIALLY SIMILAR TO SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE ("SIMILAR LAW"); OR (2) ITS PURCHASE, HOLDING AND DISPOSITION OF THIS NOTE (OR ANY INTEREST HEREIN) DOES NOT AND WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (OR, IN THE CASE OF A GOVERNMENTAL, CHURCH OR NON-U.S. PLAN, A VIOLATION OF ANY APPLICABLE SIMILAR LAW). ANY PURPORTED TRANSFER OF THIS NOTE (OR ANY INTEREST HEREIN) TO A PURCHASER OR TRANSFEREE THAT DOES NOT COMPLY WITH THE ABOVE REQUIREMENTS WILL BE OF NO FORCE AND EFFECT AND SHALL BE NULL AND VOID *AB INITIO*;

- (e) unless the Issuer determines otherwise in compliance with applicable law or as otherwise provided in the applicable Pricing Supplement, either:
 - (1) it is not a Plan or a governmental, church or non-U.S. plan that is subject to any Similar Law; or
 - (2) its purchase, holding and disposition of a Note (or any interest therein) does not and will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of a governmental, church or non-U.S. plan, a violation of any applicable Similar Law);
- (f) any purported transfer of a Note (or any interest therein) to a purchaser or transferee that does not comply with the above requirements will be of no force and effect and shall be null and void *ab initio*;

- (g) it understands that the Restricted Notes offered in reliance on Rule 144A will be represented by a Restricted Global Certificate. Before any interest in the Restricted Global Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in the Unrestricted Global Certificate, it will be required to provide a Transfer Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws; and
- (h) it acknowledges that the Issuers, the Registrar, any Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. If it is acquiring any Restricted Notes for the account of one or more QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

Additional transfer restrictions may be set forth in the applicable Pricing Supplement with respect to a particular Tranche of Registered Notes.

Unrestricted Notes

Each purchaser of Unrestricted Notes outside the United States pursuant to Regulation S and each subsequent purchaser of such Unrestricted Notes in resales prior to the expiration of the distribution compliance period (as defined in Regulation S), by accepting delivery of this Offering Circular and the Unrestricted Notes, will be deemed to have represented, agreed and acknowledged that:

- (a) it is, or at the time the Unrestricted Notes are purchased will be, the beneficial owner of such Unrestricted Notes and:
 - (i) it is not a U.S. person and it is located outside the United States (within the meaning of Regulation S); and
 - (ii) it is not an affiliate of the Issuers or a person acting on behalf of such an affiliate;
- (b) it understands that such Unrestricted Notes have not been and will not be registered under the Securities Act and that, prior to the expiration of the distribution compliance period, it will not offer, sell, pledge or otherwise transfer such Unrestricted Notes except:
 - (i) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or the account of a QIB; or
 - (ii) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S, in each case in accordance with any applicable securities laws of any State of the United States;
- (c) it understands that the Unrestricted Notes, unless otherwise determined by the Relevant Issuer in accordance with applicable law, will bear a legend to the following effect:

THIS NOTE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE "**SECURITIES ACT**") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT;

- (d) it understands that any Notes, unless the Relevant Issuer determines otherwise in compliance with applicable law or as otherwise provided in the applicable Pricing Supplement, will bear a legend to the following effect:

EACH PURCHASER AND SUBSEQUENT TRANSFEREE OF THIS NOTE WILL BE DEEMED TO HAVE REPRESENTED AND WARRANTED THAT, AT THE TIME OF ITS ACQUISITION AND THROUGHOUT THE PERIOD IT HOLDS SUCH NOTE (OR ANY INTEREST HEREIN), EITHER: (1) IT IS NOT (X) AN "EMPLOYEE BENEFIT PLAN" AS DEFINED IN SECTION 3(3) OF THE U.S. EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("**ERISA**") THAT IS SUBJECT TO PART 4 OF SUBTITLE B OF TITLE I OF ERISA, A "PLAN" AS DEFINED IN SECTION 4975(e)(1) OF THE U.S. INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "**CODE**") THAT IS SUBJECT TO SECTION 4975 OF THE CODE, OR ANY ENTITY WHOSE UNDERLYING ASSETS ARE DEEMED FOR PURPOSES OF ERISA OR SECTION 4975 OF THE CODE TO INCLUDE "PLAN ASSETS" BY REASON OF SUCH "EMPLOYEE BENEFIT PLAN'S" OR "PLAN'S" INVESTMENT IN THE ENTITY (SUCH PLANS AND ENTITIES COLLECTIVELY REFERRED TO AS "**PLANS**"), OR (Y) A GOVERNMENTAL, CHURCH OR NON-U.S. PLAN THAT IS SUBJECT TO ANY U.S. FEDERAL, STATE, LOCAL OR NON-U.S. LAW, THAT IS SUBSTANTIALLY SIMILAR TO SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE ("**SIMILAR LAW**"); OR (2) ITS PURCHASE, HOLDING AND DISPOSITION OF THIS NOTE (OR ANY INTEREST HEREIN) DOES NOT AND WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (OR, IN THE CASE OF A GOVERNMENTAL, CHURCH OR NON-U.S. PLAN, A VIOLATION OF ANY APPLICABLE SIMILAR LAW). ANY PURPORTED TRANSFER OF THIS NOTE (OR ANY INTEREST HEREIN) TO A PURCHASER OR TRANSFEREE THAT DOES NOT COMPLY WITH THE ABOVE REQUIREMENTS WILL BE OF NO FORCE AND EFFECT AND SHALL BE NULL AND VOID *AB INITIO*;

- (e) unless the Issuer determines otherwise in compliance with applicable law or as otherwise provided in the applicable Pricing Supplement, either
- (1) it is not a Plan or a governmental, church or non-U.S. plan that is subject to any Similar Law; or
 - (2) its purchase, holding and disposition of a Note (or any interest therein) does not and will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of a governmental, church or non-U.S. plan, a violation of any applicable Similar Law);
- (f) any purported transfer of a Note (or any interest therein) to a purchaser or transferee that does not comply with the above requirements will be of no force and effect and shall be null and void *ab initio*;
- (g) it understands that the Unrestricted Notes offered in reliance on Regulation S may be represented by an Unrestricted Global Certificate. Prior to the expiration of the distribution compliance period, before any interest in the Unrestricted Global Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in the Restricted Global Certificate, it will be required to provide a Transfer Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws; and
- (h) the Issuers, the Registrar, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Additional transfer restrictions may be set forth in the applicable Pricing Supplement with respect to a particular Tranche of a Registered Series.

LEGAL MATTERS

Legal matters in connection with the issue and sale of the Notes offered hereby will be passed upon for the Issuers

- (a) by Allen & Gledhill LLP, legal adviser to the Issuers, with respect to certain matters of Singapore law;
- (b) by Linklaters Singapore Pte. Ltd., legal adviser to the Issuers, with respect to certain matters of English law and the federal laws of the United States; and
- (c) by King & Wood Mallesons, legal adviser to DBS Bank, with respect to certain matters of Australian law.

The Sole Arranger and the Programme Dealers are being represented by Clifford Chance Pte. Ltd. as to certain matters of English law and the federal securities laws of the United States.

INDEPENDENT AUDITORS

The consolidated financial statements of the DBS Group as at and for

- (a) the years ended 31 December 2022 and 2021 incorporated by reference in this Offering Circular; and
- (b) the year ended 31 December 2023 which are set forth beginning on page F-2 of this Offering Circular

have been audited by PricewaterhouseCoopers LLP, independent auditors, as stated in their report for the year ended 31 December 2023 included on page F-8 and their reports for the years ended 31 December 2022 and 2021 incorporated by reference herein, respectively.

The consolidated financial statements of the DBS Bank Group as at and for

- (a) the years ended 31 December 2022 and 2021 incorporated by reference in this Offering Circular; and
- (b) the year ended 31 December 2023 which are set forth beginning on page F-94 of this Offering Circular

have been audited by PricewaterhouseCoopers LLP, independent auditors, as stated in their report for the year ended 31 December 2023 included on page F-100 and their reports for the years ended 31 December 2022 and 2021 incorporated by reference herein, respectively.

GENERAL INFORMATION

1. Application may be made to the SGX-ST for permission to deal in, and for quotation of, any Notes which are agreed at the time of issue to be listed on the SGX-ST. There can be no assurance that an application to the SGX-ST will be approved.
2. The Issuers have obtained all necessary consents, approvals and authorisations in Singapore in connection with the issue and performance of the Notes to be issued by it. The update of the Programme was approved by the CEO of DBSH and DBS Bank on 13 March 2024 pursuant to the authority granted under the Group Approving Authority of DBSH and DBS Bank.
3. There has been no material adverse change in the financial position of the DBS Group since 31 December 2023.
4. The DBS Group is not, and has not been, involved in any litigation or arbitration proceedings that may have, or have had during the 12 months preceding the date of this Offering Circular, a material adverse effect on the financial position of the DBS Group and as of the date of this Offering Circular, the DBS Group is not aware of any such litigation or arbitration either pending or threatened.
5. Each Bearer Note, Receipt, Coupon and Talon will bear the following legend: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code".
6. Notes have been accepted for clearance through the Euroclear and Clearstream systems (which are entities in charge of keeping the records). The Relevant Issuer may also apply to have Notes accepted for clearance through the CMU, CDP and the Austraclear System. The relevant CMU Instrument Number will be set out in the applicable Pricing Supplement. The Common Code and the International Securities Identification Number ("ISIN") for each Series of Notes will be set out in the applicable Pricing Supplement. In addition, the Relevant Issuer will make an application with respect to each Series of Registered Notes intended to be eligible for sale pursuant to Rule 144A for such Notes to be accepted for trading in book entry form by DTC. Acceptance of each Series and the relevant Committee on the Uniform Security Identification Procedure ("CUSIP") number applicable to a Series will be set out in the applicable Pricing Supplement.
7. The Legal Entity Identifier (LEI) of each of DBS Bank Ltd., acting through its registered office in Singapore, and DBSH are ATUEL7OJR5057F2PV266 and 5493007FKT78NKPM5V55, respectively, or as otherwise specified for a Relevant Issuer as set out in the applicable Pricing Supplement.
8. The issue price and the amount of the relevant Notes will be determined based on then prevailing market conditions before filing of the applicable Pricing Supplement of each Tranche with the SGX-ST (with respect to Notes listed on the SGX-ST). The Issuers do not intend to provide any post-issuance information in relation to any issues of Notes.
9. From the date of this Offering Circular and for so long as any Notes are outstanding under the Programme, the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the registered office of the Issuers and at the office of the Trustee:
 - (i) the Trust Deed in respect of the Notes;
 - (ii) the Singapore Supplemental Trust Deed in respect of the Notes;
 - (iii) the Agency Agreement in respect of the Notes;

- (iv) the Australian Agency Agreement in respect of the AMTNs;
 - (v) the audited consolidated financial statements of the DBS Group for the years ended 31 December 2023, 31 December 2022 and 31 December 2021;
 - (vi) the audited consolidated financial statements of the DBS Bank Group for the years ended 31 December 2023, 31 December 2022 and 31 December 2021;
 - (vii) any audited consolidated financial statements of the DBS Group or the DBS Bank Group which are published after the date of this Offering Circular;
 - (viii) each Pricing Supplement (save that each Pricing Supplement relating to a Note which is not listed on a stock exchange will only be available for inspection by a holder of such Note and such holder must provide evidence satisfactory to the Trustee as to its holding and its identity); and
 - (ix) a copy of this Offering Circular or any further Offering Circular and any supplementary Offering Circular.
10. Copies of the Note (AMTN) Deed Poll and the Australian Agency Agreement in respect of AMTNs will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the office of the Australian Agent, so long as any of the Notes is outstanding.
11. Copies of the latest annual report and financial statements of the DBS Group may be obtained at the specified offices of each of the Paying Agents during normal business hours, so long as any of the Notes is outstanding.

INDEX TO FINANCIAL INFORMATION

DBS Group Holdings Ltd and its Subsidiaries Consolidated Financial Statements for the financial year ended 31 December 2023	F-2
Independent Auditor's Report	F-8
Audited Consolidated Income Statements	F-17
Audited Consolidated Statements of Comprehensive Income	F-18
Audited Consolidated Balance Sheets	F-19
Audited Consolidated Statement of Changes in Equity	F-20
Audited Consolidated Cash Flow Statement	F-21
Notes to the Audited Consolidated Financial Statements	F-22
 DBS Bank Ltd. and its Subsidiaries Consolidated Financial Statements for the financial year ended 31 December 2023	 F-94
Independent Auditor's Report	F-100
Audited Consolidated Income Statements	F-110
Audited Consolidated Statements of Comprehensive Income	F-111
Audited Consolidated Balance Sheets	F-112
Audited Consolidated Statement of Changes in Equity	F-113
Audited Statement of Changes in Equity	F-114
Audited Consolidated Cash Flow Statement	F-115
Notes to the Audited Consolidated Financial Statements	F-116

The audited consolidated financial statements of DBS Group Holdings Ltd and DBS Bank Ltd. as of and for the year ended 31 December 2023 set out herein have been reproduced from the respective DBS Group Holdings Ltd and DBS Bank Ltd. financial statements which have been previously published and filed with ACRA. The audited financial statements have not been specifically prepared for inclusion in this offering circular.

DBS GROUP HOLDINGS LTD
(Incorporated in Singapore. Registration Number: 199901152M)
AND ITS SUBSIDIARIES

FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

Financial Statements

Table of Contents

Directors' Statement

Independent Auditor's Report

Financial Statements

Consolidated Income Statement	1
Consolidated Statement of Comprehensive Income	2
Balance Sheets	3
Consolidated Statement of Changes in Equity	4
Consolidated Cash Flow Statement	5

Notes to the Financial Statements

1	Domicile and Activities	6
2	Summary of Material Accounting Policies	6
3	Critical Accounting Estimates	15

Income Statement

4	Net Interest Income	16
5	Net Fee and Commission Income	16
6	Net Trading Income	16
7	Net Income from Investment Securities	16
8	Other Income	16
9	Employee Benefits	16
10	Other Expenses	17
11	Allowances for Credit and Other Losses	17
12	Income Tax Expense	21
13	Earnings Per Ordinary Share	21

Balance Sheet: Assets

14	Classification of Financial Instruments	22
15	Cash and Balances with Central Banks	25
16	Government Securities and Treasury Bills	25
17	Bank and Corporate Securities	25
18	Loans and Advances to Customers	26
19	Financial Assets Pledged or Transferred	27
20	Other Assets	28
21	Deferred Tax Assets/ Liabilities	28
22	Subsidiaries and Consolidated Structured Entities	30
23	Associates and Joint Ventures	31
24	Unconsolidated Structured Entities	32
25	Acquisition	33
26	Properties and Other Fixed Assets	33
27	Goodwill and Intangible Assets	34

Balance Sheet: Liabilities

28	Deposits and Balances from Customers	35
29	Other Liabilities	35
30	Other Debt Securities	36
31	Subordinated Term Debts	38

Balance Sheet: Share Capital and Reserves

32	Share Capital	40
33	Other Equity Instruments	41
34	Other Reserves and Revenue Reserves	41

Off-Balance Sheet Information

35	Contingent Liabilities and Commitments	44
36	Financial Derivatives	44

Additional Information

37	Interest Rate Benchmark Reform	46
38	Hedge Accounting	46
39	Share-based Compensation Plans	50
40	Related Party Transactions	51
41	Fair Value of Financial Instruments	52
42	Risk Governance	55
43	Credit Risk	56
44	Market Risk	66
45	Liquidity Risk	68
46	Operational and Technology Risk	72
47	Capital Management	74
48	Segment Reporting	74
49	Significant Events	77
50	Subsequent Event	77

DBS Group Holdings Ltd and its Subsidiaries

Directors' Statement

for the financial year ended 31 December 2023

The Directors are pleased to present their statement to the Members, together with the audited consolidated financial statements of DBS Group Holdings Ltd (the Company or DBSH) and its subsidiaries (the Group) for the financial year ended 31 December 2023 and the balance sheet of the Company as at 31 December 2023. These have been prepared in accordance with the provisions of the Companies Act 1967 (the Companies Act) and the Singapore Financial Reporting Standards (International).

In the opinion of the Directors:

- (a) the consolidated financial statements of the Group and the balance sheet of the Company, together with the notes thereon, as set out on pages 1 to 77, are drawn up so as to give a true and fair view of the financial position of the Group and the Company as at 31 December 2023, and of the consolidated financial performance, changes in equity and cash flows of the Group for the financial year ended on that date; and
- (b) as at the date of this statement, there are reasonable grounds to believe that the Company and the Group will be able to pay their debts as and when they fall due.

Board of Directors

The Directors in office at the date of this statement are:

Mr Peter Seah (*Chairman*)
Mr Olivier Lim (*Lead Independent Director*)
Mr Piyush Gupta (*Chief Executive Officer*)
Dr Bonghan Cho
Mr Chng Kai Fong
Mr David Ho Hing-Yuen (appointed 26 April 2023)
Ms Punita Lal
Ms Judy Lee
Mr Anthony Lim
Mr Tham Sai Choy

Mr Piyush Gupta, Mr Chng Kai Fong and Ms Judy Lee will retire by rotation in accordance with Article 99 of the Company's Constitution at the forthcoming annual general meeting (AGM) and, being eligible, will offer themselves for re-election at the AGM.

Mr David Ho Hing-Yuen will retire in accordance with Article 105 of the Company's Constitution at the forthcoming AGM and, being eligible, will offer himself for re-election at the AGM.

Directors' interests in shares or debentures

Each of the following Directors who held office at the end of the financial year had, according to the register of directors' shareholdings required to be kept under Section 164 of the Companies Act, an interest in shares of the Company and related corporations as stated below:

	Holdings in which Directors have a direct interest		Holdings in which Directors are deemed to have an interest	
	As at 31 Dec 2023	As at 1 Jan 2023	As at 31 Dec 2023	As at 1 Jan 2023
DBSH ordinary shares				
Mr Peter Seah	329,218	312,033	-	-
Mr Olivier Lim	150,554	146,672	-	-
Mr Piyush Gupta	43,864	26,400	2,185,721	1,989,046
Dr Bonghan Cho	13,389	10,684	-	-
Ms Punita Lal	6,485	3,829	-	-
Ms Judy Lee	4,453	1,148	-	-
Mr Anthony Lim	8,215	4,872	-	-
Mr Tham Sai Choy	106,168	102,478	-	-
Share awards (unvested) granted under the DBSH Share Plan				
Mr Piyush Gupta ⁽¹⁾	748,864	830,431	-	-

(1) Mr Piyush Gupta's share awards form part of his remuneration. Details of the DBSH Share Plan are set out in Note 39 of the Notes to the Company's 2023 financial statements

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2024.

DBSH Share Plan

At the Annual General Meeting held on 25 April 2019, the DBSH Share Plan (which was first adopted on 18 September 1999) was extended for another ten years, from 18 September 2019 to 17 September 2029 (both dates inclusive). The DBSH Share Plan is administered by the Compensation and Management Development Committee (CMDC). As at the date of this statement, the members of the CMDC are Mr Anthony Lim (Chairman), Mr Peter Seah, Dr Bonghan Cho, Mr David Ho Hing-Yuen, Ms Punita Lal and Ms Judy Lee.

Under the terms of the DBSH Share Plan:

- Awards over DBSH's ordinary shares may be granted to Group executives who hold such rank as may be determined by the CMDC from time to time. Awards may also be granted to (amongst others) executives of associated companies of DBSH who hold such rank as may be determined by the CMDC from time to time, and non-executive Directors of DBSH;
- Where time-based awards are granted, participants are awarded ordinary shares of DBSH or, at the CMDC's discretion, their equivalent cash value or a combination of both as part of their deferred bonus, at the end of the prescribed vesting periods. Awards are granted under the DBSH Share Plan at the absolute discretion of the CMDC. Dividends on unvested shares do not accrue to employees;

- (c) Awards under the DBSH Share Plan may be granted at any time in the course of a financial year, and may lapse by reason of cessation of employment or misconduct of the participant, except in cases such as retirement, redundancy, ill health, injury, disability, death, bankruptcy of the participant, or by reason of the participant, being a non-executive Director, ceasing to be a Director, or in the event of a take-over, winding up or reconstruction of DBSH;
- (d) Subject to the prevailing legislation and the rules of the Singapore Exchange, DBSH will have the flexibility to deliver ordinary shares of DBSH to participants upon vesting of their awards by way of an issue of new ordinary shares and/ or the transfer of existing ordinary shares (which may include ordinary shares held by the Company in treasury); and
- (e) The class and/ or number of ordinary shares of DBSH comprised in an award to the extent not yet vested, and/ or which may be granted to participants, are subject to adjustment by reason of any variation in the ordinary share capital of DBSH (whether by way of a capitalisation of profits or reserves or rights issue, reduction, subdivision, consolidation, or distribution) or if DBSH makes a capital distribution or a declaration of a special dividend (whether in cash or *in specie*), upon the written confirmation of the auditor of DBSH that such adjustment (other than in the case of a capitalisation issue) is fair and reasonable.

During the financial year, time-based awards in respect of an aggregate of 5,740,016 ordinary shares were granted pursuant to the DBSH Share Plan to selected employees of the Group¹. In addition, during the financial year, certain non-executive Directors received an aggregate of 38,702 share awards which vested immediately upon grant. These share awards formed part of their directors' fees for 2022, which had been approved by the shareholders at DBSH's annual general meeting held on 31 March 2023.

Details of the share awards granted under the DBSH Share Plan to Directors of DBSH⁽¹⁾ are as follows:

Directors of the Company	Share awards granted during the financial year under review	Share awards vested during the financial year under review ⁽²⁾
Mr Peter Seah	17,185	17,185
Mr Olivier Lim	3,882	3,882
Mr Piyush Gupta	232,572 ⁽³⁾	314,139
Dr Bonghan Cho	2,705	2,705
Ms Punita Lal	2,656	2,656
Ms Judy Lee	3,305	3,305
Mr Anthony Lim	3,343	3,343
Mr Tham Sai Choy	3,690	3,690

⁽¹⁾ The directors' fees for Mr Chng Kai Fong were paid in cash to a government agency, the Directorship & Consultancy Appointments Council while Mr David Ho Hing-Yuen joined during the financial year. Accordingly, they had not been granted share awards

⁽²⁾ Treasury shares were transferred to Directors pursuant to the vesting of such share awards

⁽³⁾ The share awards granted to Mr Piyush Gupta are time-based awards which will vest over a 4-year period. This represents the aggregate of (a) 220,554 share awards which were granted in February 2023 and formed part of his remuneration for 2022; and (b) 12,018 shares arising from adjustments made to all unvested share awards granted under the DBSH Share Plan on 6 April 2023

Arrangements to enable Directors to acquire shares or debentures

Neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement, the object of which is to enable the Directors to acquire benefits through the acquisition of shares in, or debentures of, the Company or any other body corporate, save as disclosed in this statement.

¹ With reference to Rule 852(2) of the SGX-ST Listing Manual, none of the participants had received shares, pursuant to the release of awards granted, which in aggregate represent 5% or more of the total number of new shares available under the DBSH Share Plan.

Audit Committee

The Audit Committee comprises non-executive Directors Mr Tham Sai Choy (Chairman), Mr Peter Seah, Mr David Ho Hing-Yuen, Ms Punita Lal, Mr Chng Kai Fong and Ms Judy Lee.

The Audit Committee performed its functions in accordance with the Companies Act, the SGX-ST Listing Manual, the Financial Holding Companies (Corporate Governance of Designated Financial Holding Companies with Bank Subsidiary) Regulations 2022, the Banking (Corporate Governance) Regulations 2005, the MAS Guidelines on Corporate Governance issued on 9 November 2021 and the Code of Corporate Governance 2018, which include, *inter alia*, the following:

- (i) Review, with the external auditor, its audit plan, audit report, evaluation of the internal accounting controls of the Group and assistance given by the management to the external auditor;
- (ii) Review the internal auditor's plans and the scope and results of audits;
- (iii) Review the Group's consolidated financial statements and financial announcements prior to submission to the Board;
- (iv) Review the adequacy, independence and effectiveness of the internal audit function;
- (v) Review the adequacy, effectiveness, independence and objectivity of the external auditor; and
- (vi) Review the assurance given by CEO and other key management personnel regarding the adequacy and effectiveness of the Group's internal controls.

Please refer to the Corporate Governance Report for further details on the activities of the Audit Committee during the financial year ended 31 December 2023.

The Audit Committee has considered the financial, business and professional relationships between PricewaterhouseCoopers (PwC) and the Group. It is of the view that these relationships would not affect the independence of PwC.

The Audit Committee has recommended, to the Board of Directors, the re-appointment of PwC as independent external auditor at the forthcoming AGM of the Company on 28 March 2024.

INDEPENDENT AUDITOR

PricewaterhouseCoopers LLP has expressed its willingness to accept re-appointment as independent external auditor.

On behalf of the Directors

Mr Peter Seah

Mr Piyush Gupta

6 February 2024
Singapore



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD

Report on the Audit of the Financial Statements

Our Opinion

In our opinion, the accompanying consolidated financial statements of DBS Group Holdings Ltd (the "Company") and its subsidiaries (the "Group") and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the financial position of the Company and the consolidated financial position of the Group as at 31 December 2023 and of the consolidated financial performance, the consolidated changes in equity and the consolidated cash flows of the Group for the financial year ended on that date.

What we have audited

The financial statements of the Company and the Group comprise:

- the consolidated income statement of the Group for the year ended 31 December 2023;
- the consolidated statement of comprehensive income of the Group for the year ended 31 December 2023;
- the balance sheets of the Group and of the Company as at 31 December 2023;
- the consolidated statement of changes in equity of the Group for the year then ended;
- the consolidated cash flow statement of the Group for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

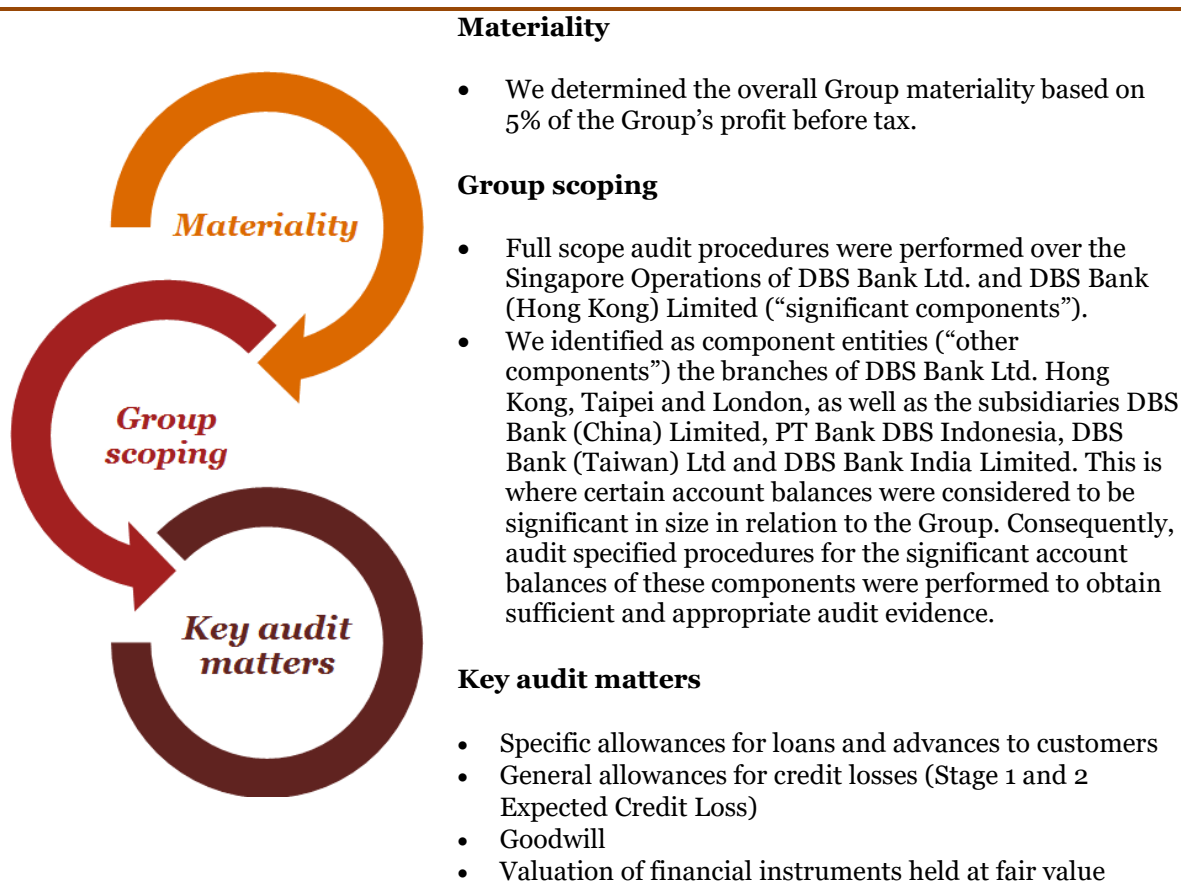
Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Our Audit Approach

Overview



As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole, as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

<i>How we determined overall Group materiality</i>	5% of the Group's profit before tax
<i>Rationale for benchmark applied</i>	• We chose 'profit before tax' as, in our view, it is the benchmark against which performance of the Group is most commonly measured. • We selected 5% based on our professional judgement, noting that it is also within the range of commonly accepted profit-related thresholds.

In performing our audit, we allocated materiality levels to the significant components and other components of the Group. These are less than the overall Group materiality.

How we developed the audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates. The Group's financial reporting process is dependent on its Information Technology ("IT") systems. Our audit scope included testing the operating effectiveness of the controls over the integrity of key financial data processed through the IT systems that are relevant to financial reporting.

In establishing the overall Group audit approach, we determined the extent of audit procedures that were needed to be performed across the Group by us or by other PwC network firms, operating under our instruction, who are familiar with the local laws and regulations in each respective territory, (the "component auditors"). Where the work was performed by component auditors, we determined the level of involvement we needed to have in the procedures to be able to conclude whether sufficient and appropriate audit evidence had been obtained as a basis for our opinion on the financial statements as a whole.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Specific allowances for loans and advances to customers As at 31 December 2023, the specific allowances for loans and advances to customers of the Group was \$2,347 million, the majority of which related to Institutional Banking Group (“IBG”) customers. Specific allowances refer to loss allowances for credit-impaired exposures (i.e. Stage 3, per SFRS (I) 9). Expected Credit Losses (“ECL”) on non-impaired exposures (i.e. Stage 1 and Stage 2) are set out under the ‘General allowances for credit losses’ key audit matter. We focused on this area because management assessment of impairment can be inherently subjective and involves significant judgement over both the timing and estimation of the size of such impairment. This includes: • principal assumptions underlying the calculation of specific allowances for loans and advances to IBG customers where there is evidence of impairment losses (including future profitability of borrowers and expected realisable value of collateral held); and • classification of loans and advances in line with MAS Notice 612 (“MAS 612”). (Refer also to Notes 3 and 18 to the financial statements.)	We assessed the design and evaluated the operating effectiveness of key controls over the specific allowances for loans and advances. These controls included: • oversight of credit risk by the Group Credit Risk Committee; • timely management review of credit risk; • watchlist identification and monitoring; • timely identification of impairment events; • classification of loans and advances in line with MAS 612; and • collateral monitoring and valuation. We determined that we could rely on these controls for the purposes of our audit. We inspected a sample of loans and advances to IBG customers to assess whether the classification of the loans and advances was in line with MAS 612 and, where there was evidence of an impairment loss, whether it had been identified in a timely manner. This included, where relevant, how forbearance had been considered. Where impairment had been identified, for a sample of loans and advances, our work included: • considering the latest developments in relation to the borrower; • examining the forecasts of future cash flows prepared by management, including key assumptions in relation to the amount and timing of recoveries; • comparing the collateral valuation and other sources of repayment to check the calculation of the impairment against external evidence, where available, including independent valuation reports; • challenging management’s assumptions; and • testing the calculations.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Key audit matter	How our audit addressed the key audit matter
	For a sample of performing loans and advances to IBG customers which had not been identified by management as potentially impaired, we evaluated management's assumptions on their classification, using external evidence where available in respect of the relevant borrower. Based on procedures performed, we assessed that the aggregate specific allowance for loans and advances is appropriate.
General allowances for credit losses (Stage 1 and 2 Expected Credit Loss) SFRS(I) 9 <i>Financial Instruments</i> ("SFRS(I) 9") requires an ECL impairment model which takes into account forward-looking information to reflect potential future economic events. In estimating ECL over future time periods, significant judgement is required. We focused on the Group's measurement of general allowances on non-impaired exposures (\$3,896 million). This covers both 'Stage 1' exposures (where there has not been a significant increase in credit risk), and 'Stage 2' exposures (where a significant increase in credit risk has been observed). The ECL framework implemented by the Group involves significant judgement and assumptions that relate to, amongst others: • adjustments to the Group's Basel credit models and parameters; • use of forward-looking and macro-economic information; • estimates for the expected lifetime of revolving credit facilities; • assessment of significant increase in credit risk; and • post-model adjustments to account for limitations in the ECL models.	We critically assessed management's assumptions and estimates relating to Stage 1 and Stage 2 ECL for retail and non-retail portfolios as at 31 December 2023. This included assessing refinements in methodologies made during the year, as well as to account for changes in risk outlook. We assessed the design and evaluated the operating effectiveness of key controls, focusing on: • involvement of governance committees, in reviewing and approving certain forward-looking macroeconomic assumptions, including post-model adjustments; • completeness and accuracy of external and internal data inputs into the ECL calculations; and • accuracy and timeliness of allocation of exposures into Stage 1 and Stage 2 based on quantitative and qualitative triggers. We determined that we could rely on these controls for the purposes of our audit. The Group's internal experts continue to perform independent model validation of selected aspects of the Group's ECL methodologies and assumptions each year. We checked their results as part of our work. We also reviewed the ECL of selected credit portfolios to assess if the methodologies and estimates are appropriate. Through the course of our work, we assessed the rationale and calculation basis of post-model adjustments. We also assessed the reasonableness of

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Key audit matter	How our audit addressed the key audit matter
(Refer also to Notes 3 and 11 to the financial statements.)	certain forward-looking economic inputs, as well as the overall ECL output. Overall, we concluded that the Group's ECL on non-impaired exposures is appropriate.
Goodwill As at 31 December 2023, the Group had \$6,081 million of goodwill as a result of acquisitions. We focused on this area as management makes significant judgements in estimating future cash flows when undertaking its annual goodwill impairment assessment. The key assumptions used in the discounted cash flow analyses relate to: • cash flow forecasts; • discount rate; and • long-term growth rate. (Refer also to Notes 3 and 27 to the financial statements.)	For goodwill balances, we assessed the appropriateness of management's identification of the Group's cash generating units and the process by which indicators of impairment were identified. For DBS Bank (Hong Kong) Limited's franchise (goodwill of \$4,631 million as at 31 December 2023), we evaluated management's cash flow forecasts and the process by which they were developed. Together with valuation specialists in our team, we assessed discount rate and growth rate assumptions against the Group's own historical performance and available external industry and economic indicators. We checked management's sensitivity analysis over the key assumptions to determine whether any reasonably possible change in these assumptions would result in an impairment, and also performed our own stress analysis. We concur with management's assessment that goodwill balances are not impaired as at 31 December 2023.
Valuation of financial instruments held at fair value Financial instruments held by the Group at fair value include derivative assets and liabilities, trading securities, certain debt instruments and other assets and liabilities designated at fair value. The Group's financial instruments are predominantly valued using quoted market prices ('Level 1') or market observable prices ('Level 2'). The valuations of 'Level 3' instruments rely on significant unobservable inputs. We considered the overall valuation of financial instruments (Level 1, 2 and 3) to be a key audit matter given the financial significance to the Group, the nature of the underlying products and	We assessed the design and tested the operating effectiveness of the controls over the Group's financial instruments valuation processes. These included the controls over: • management's testing and approval of new models and revalidation of existing models; • the completeness and accuracy of pricing data inputs into valuation models; • monitoring of collateral disputes; and • governance mechanisms and monitoring over the valuation processes (including derivative valuation adjustments) by the Group Market and Liquidity Risk Committee and the Group Valuation Committee. We determined that we could rely on the controls for the purposes of our audit.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Key audit matter	How our audit addressed the key audit matter
the estimation involved to determine fair value. In determining fair value, management also make adjustments to recognise credit risk, funding costs, bid-offer spreads and, in some cases, parameter and model risk limitations. This is broadly consistent with the banking industry, albeit the methodology to calculate some of these adjustments is continuing to evolve. (Refer also to Notes 3 and 41 to the financial statements.)	In addition, we: - engaged our own specialists to use their models and input sources to determine an independent estimate of fair value for a sample of the Group's Level 1 and Level 2 financial instruments. We compared these to the Group's calculations of fair value to assess individual material valuation differences or systemic bias; - assessed the reasonableness of methodologies used and assumptions made for a sample of financial instrument valuations with significant unobservable valuation inputs (Level 3 instruments); - performed procedures on collateral disputes to identify possible indicators of inappropriate valuations; - performed tests of inputs and assessed the methodology over fair value adjustments, in light of available market data and industry trends; and - considered the implications of global reforms to Interest Reference Rates in our assessment of fair value. Overall, we considered that the valuation of financial instruments held at fair value was within a reasonable range of outcomes.

Other Information

Management is responsible for the other information. The other information comprises the Directors' Statement (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the other sections of the annual report ("the Other Sections") which are expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

When we read the Other Sections, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with SSAs.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

- as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Yura Mahindroo.

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 6 February 2024

DBS Group Holdings Ltd and its subsidiaries
Consolidated Income Statement
For the Year Ended 31 December 2023

In \$ millions	Note	2023	2022
Interest income		27,862	15,927
Interest expense		14,220	4,986
Net interest income	4	13,642	10,941
Net fee and commission income	5	3,366	3,091
Net trading income	6	2,866	2,313
Net income from investment securities	7	217	115
Other income	8	71	42
Non-interest income		6,520	5,561
Total income		20,162	16,502
Employee benefits	9	5,053	4,376
Other expenses	10	3,238	2,714
Total expenses		8,291	7,090
Profit before allowances and amortisation		11,871	9,412
Amortisation of intangible assets		9	-
Allowances for credit and other losses	11	590	237
Profit after allowances and amortisation		11,272	9,175
Share of profits or losses of associates and joint ventures		214	207
Profit before tax		11,486	9,382
Income tax expense	12	1,423	1,188
Net profit		10,063	8,194
Attributable to:			
Shareholders		10,062	8,193
Non-controlling interests		1	1
		10,063	8,194
Basic and diluted earnings per ordinary share (\$)	13	3.87	3.15

(see notes on pages 6 to 77 which form part of these financial statements)

DBS Group Holdings Ltd and its subsidiaries
Consolidated Statement of Comprehensive Income
For the Year Ended 31 December 2023

In \$ millions	2023	2022
Net profit	10,063	8,194
Other comprehensive income:		
Items that may be reclassified subsequently to income statement:		
Translation differences for foreign operations	(509)	(954)
Other comprehensive income of associates	(1)	8
Gains/ (losses) on debt instruments classified at fair value through other comprehensive income		
Net valuation taken to equity	810	(1,860)
Transferred to income statement	(89)	117
Taxation relating to components of other comprehensive income	(55)	125
Cash flow hedge movements		
Net valuation taken to equity	967	(2,355)
Transferred to income statement	237	(140)
Taxation relating to components of other comprehensive income	(84)	193
Items that will not be reclassified to income statement:		
Losses on equity instruments classified at fair value through other comprehensive income (net of tax)	(181)	(417)
Fair value change from own credit risk on financial liabilities designated at fair value (net of tax)	(108)	115
Defined benefit plans remeasurements (net of tax)	(8)	(1)
Other comprehensive income, net of tax	979	(5,169)
Total comprehensive income	11,042	3,025
Attributable to:		
Shareholders	11,047	3,039
Non-controlling interests	(5)	(14)
	11,042	3,025

(see notes on pages 6 to 77 which form part of these financial statements)

DBS Group Holdings Ltd and its subsidiaries
Balance Sheets as at 31 December 2023

		The Group		The Company	
In \$ millions	Note	2023	2022	2023	2022
Assets					
Cash and balances with central banks	15	50,213	54,170	-	-
Government securities and treasury bills	16	70,565	64,995	-	-
Due from banks		67,461	60,131	225	69
Derivatives	36	22,700	44,935	16	25
Bank and corporate securities	17	81,735	75,457	-	-
Loans and advances to customers	18	416,163	414,519	-	-
Other assets	20	17,975	18,303	8	16
Associates and joint ventures	23	2,487	2,280	-	-
Investment in subsidiaries	22	-	-	20,997	21,008
Due from subsidiaries	22	-	-	6,111	8,532
Properties and other fixed assets	26	3,689	3,238	-	-
Goodwill and intangible assets	27	6,313	5,340	-	-
Total assets		739,301	743,368	27,357	29,650
Liabilities					
Due to banks		46,704	39,684	-	-
Deposits and balances from customers	28	535,103	527,000	-	-
Derivatives	36	23,457	45,265	88	129
Other liabilities	29	22,392	22,747	64	64
Due to subsidiaries		-	-	1,474	1,120
Other debt securities	30	48,079	47,188	4,716	3,472
Subordinated term debts	31	1,319	4,412	1,319	4,412
Total liabilities		677,054	686,296	7,661	9,197
Net assets		62,247	57,072	19,696	20,453
Equity					
Share capital	32	11,604	11,495	11,650	11,535
Other equity instruments	33	2,392	2,392	2,392	2,392
Other reserves	34	(23)	(1,347)	123	37
Revenue reserves	34	48,092	44,347	5,531	6,489
Shareholders' funds		62,065	56,887	19,696	20,453
Non-controlling interests		182	185	-	-
Total equity		62,247	57,072	19,696	20,453

(see notes on pages 6 to 77 which form part of these financial statements)

DBS Group Holdings Ltd and its subsidiaries
Consolidated Statement of Changes in Equity
For the Year Ended 31 December 2023

In \$ millions	Attributable to shareholders of the Company					Non-controlling interests	Total equity
	Share capital	Other equity instruments	Other reserves	Revenue reserves	Shareholders' funds		
2023							
Balance at 1 January	11,495	2,392	(1,347)	44,347	56,887	185	57,072
Purchase of treasury shares	(20)	-	-	-	(20)	-	(20)
Draw-down of reserves upon vesting of performance shares	129	-	(132)	-	(3)	-	(3)
Cost of share-based payments	-	-	178	-	178	-	178
Dividends paid to shareholders ^(a)	-	-	-	(6,013)	(6,013)	-	(6,013)
Dividends paid to non-controlling interests	-	-	-	-	-	(7)	(7)
Disposal of controlling interest in subsidiary	-	-	-	-	-	(2)	(2)
Other movements	-	-	(61)	50	(11)	11	-
Net profit	-	-	-	10,062	10,062	1	10,063
Other comprehensive income	-	-	1,339	(354)	985	(6)	979
Balance at 31 December	11,604	2,392	(23)	48,092	62,065	182	62,247
2022							
Balance at 1 January	11,383	2,392	3,810	39,941	57,526	188	57,714
Purchase of treasury shares	(11)	-	-	-	(11)	-	(11)
Draw-down of reserves upon vesting of performance shares	123	-	(124)	-	(1)	-	(1)
Cost of share-based payments	-	-	134	-	134	-	134
Dividends paid to shareholders ^(a)	-	-	-	(3,789)	(3,789)	-	(3,789)
Other movements	-	-	(36)	25	(11)	11	-
Net profit	-	-	-	8,193	8,193	1	8,194
Other comprehensive income	-	-	(5,131)	(23)	(5,154)	(15)	(5,169)
Balance at 31 December	11,495	2,392	(1,347)	44,347	56,887	185	57,072

(a) Includes distributions paid on capital securities classified as equity (2023: \$84 million; 2022: \$85 million)

(see notes on pages 6 to 77 which form part of these financial statements)

DBS Group Holdings Ltd and its subsidiaries
Consolidated Cash Flow Statement
For the Year Ended 31 December 2023

In \$ millions	2023	2022
Cash flows from operating activities		
Profit before tax	11,486	9,382
Adjustments for non-cash and other items:		
Allowances for credit and other losses	590	237
Amortisation of intangible assets	9	-
Depreciation of properties and other fixed assets	737	701
Share of profits or losses of associates and joint ventures	(214)	(207)
Net gain on disposal of controlling interest in a subsidiary	(18)	-
Net gain on disposal, net of write-off of properties and other fixed assets	19	50
Net income from investment securities	(217)	(115)
Cost of share-based payments	178	134
Interest expense on subordinated term debts	82	93
Interest expense on lease liabilities	19	21
Profit before changes in operating assets and liabilities	12,671	10,296
Increase/ (Decrease) in:		
Due to banks	8,804	10,845
Deposits and balances from customers	(6)	31,010
Derivatives and other liabilities	(19,362)	28,616
Other debt securities and borrowings	1,150	(4,727)
(Increase)/ Decrease in:		
Restricted balances with central banks	(223)	(705)
Government securities and treasury bills	(6,180)	(13,801)
Due from banks	(8,152)	(9,328)
Bank and corporate securities	(6,926)	(7,878)
Loans and advances to customers	2,156	(12,410)
Derivatives and other assets	22,553	(28,108)
Tax paid	(1,319)	(1,041)
Net cash generated from operating activities (1)	5,166	2,769
Cash flows from investing activities		
Dividends from associates	81	86
Acquisition of interests in associates and joint ventures	(124)	(114)
Proceeds from disposal of properties and other fixed assets	2	3
Purchase of properties and other fixed assets	(718)	(669)
Proceeds from divestment of subsidiary	49	-
Net cash proceeds from acquisition of Citi Taiwan Consumer Banking Business	1,437	-
Net cash generated from/ (used in) investing activities (2)	727	(694)
Cash flows from financing activities		
Redemption of subordinated term debts	(3,057)	-
Interest paid on subordinated term debts	(92)	(86)
Purchase of treasury shares	(20)	(11)
Dividends paid to shareholders of the Company ^(a)	(6,013)	(3,789)
Dividends paid to non-controlling interest	(7)	-
Net cash used in financing activities (3)	(9,189)	(3,886)
Exchange translation adjustments (4)	(805)	(903)
Net change in cash and cash equivalents (1)+(2)+(3)+(4)	(4,101)	(2,714)
Cash and cash equivalents at 1 January	43,976	46,690
Cash and cash equivalents at 31 December (Note 15)	39,875	43,976

(a) Includes distributions paid on capital securities classified as equity

(see notes on pages 6 to 77 which form part of these financial statements)

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

These Notes are integral to the financial statements.

The consolidated financial statements for the year ended 31 December 2023 were authorised for issue by the Directors on 6 February 2024.

1. Domicile and Activities

The Company, DBS Group Holdings Ltd, is incorporated and domiciled in the Republic of Singapore and has its registered office at 12 Marina Boulevard, Marina Bay Financial Centre Tower Three, Singapore 018982.

The Company is listed on the Singapore Exchange.

The Company is an investment holding, treasury and funding vehicle for the group. Its main subsidiary is DBS Bank Ltd. (the Bank), which is wholly owned and engaged in a range of commercial banking and financial services, principally in Asia.

The financial statements relate to the Company and its subsidiaries (the Group) and the Group's interests in associates and joint ventures.

2. Summary of Material Accounting Policies

2.1 Basis of preparation

Compliance with Singapore Financial Reporting Standards (International) (SFRS(I))

The financial statements of the Company and the consolidated financial statements of the Group are prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)). As permitted by Section 201(10)(b) of the Companies Act 1967 (the Act), the Company's income statement has not been included in these financial statements.

The financial statements are presented in Singapore dollars and rounded to the nearest million, unless otherwise stated.

2.2 Significant estimates and judgement

The preparation of financial statements requires management to exercise judgement, use estimates and make assumptions in the application of policies and in reporting the amounts in the financial statements. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from these estimates. Critical accounting estimates and assumptions used that are significant to the financial statements, and areas involving a higher degree of judgement and complexity, are disclosed in Note 3.

2.3 New or amended SFRS(I) effective for 2023 year-end

The Group has adopted International Tax Reform – Pillar Two Model Rules (Amendments to SFRS(I) 1-12) upon its issuance in May 2023. The amendments provide a temporary mandatory exception from deferred tax accounting arising from the

implementation of Pillar Two model rules which is effective immediately, and also require new disclosures on the Pillar Two exposure.

The other amendments to SFRS(I) that were effective from 1 January 2023 did not have a significant impact on the Group's financial statements.

2.4 New SFRS(I) and Interpretations effective for future periods

The amendments and interpretations effective for future periods do not have a significant impact on the Group's financial statements.

A) General Accounting Policies

A summary of the Group's material accounting policies is described further below starting with those relating to the entire financial statements, followed by those relating to the income statement, the balance sheet and other specific topics. This does not reflect the relative importance of these policies to the Group.

2.5 Group Accounting

Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date control is transferred to the Group to the date control ceases.

The acquisition method is used to account for business combinations. Please refer to Note 2.13 for the Group's accounting policy on goodwill.

All intra-group transactions and balances are eliminated on consolidation.

Associates and Joint Ventures

Associates are entities over which the Group has significant influence but no control, where the Group generally holds a shareholding of between and including 20% and 50% of the voting rights.

Joint ventures are entities which the Group has joint control and rights to the net assets of the entity.

Investments in associates and joint ventures are initially recognised at cost. In addition, when the Group's share of the fair value of the identifiable net assets of the investment exceeds the cost of acquisition paid by the Group, the excess is recognised in profit and loss as part of the share of profit from associates and joint ventures.

Investments in associates and joint ventures are accounted for using the equity method. Under the equity method of accounting, these investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of post-acquisition profits or losses and the Group's share of other comprehensive income. Dividends received or receivable from the associates and

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

joint ventures are recognised as a reduction of the carrying amount of the investments.

2.6 Foreign currency treatment

Functional and presentation currency

Items in the financial statements are measured using the functional currency of each entity in the Group, this being the currency of the primary economic environment in which the entity operates. The Group's financial statements are presented in Singapore dollars, which is the functional currency of the Company.

Foreign currency transactions and balances

Transactions in foreign currencies are measured using the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the entity undertaking the transaction at the exchange rates at the balance sheet date. Foreign exchange differences arising from this translation are recognised in the income statement within "Net trading income".

Non-monetary assets and liabilities measured at cost in a foreign currency are translated using the exchange rates at the date of the transaction.

Non-monetary assets and liabilities measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined, which is generally the balance sheet date.

Unrealised foreign exchange differences arising from non-monetary financial assets and liabilities classified as fair value through profit or loss (FVPL) are recognised in the income statement as trading income.

Non-monetary financial assets that are classified at fair value through other comprehensive income (FVOCI) relates mainly to FVOCI equities. Please refer to Note 2.9 for the accounting treatment of FVOCI equities.

Foreign operations

The results and financial position of subsidiaries, associates, joint ventures and branches or units whose functional currency is not Singapore dollars ("foreign operations") are translated into Singapore dollars in the following manner:

- Assets and liabilities are translated at the exchange rates at the balance sheet date;
- Income and expenses in the income statement are translated at exchange rates prevailing at each month-end, approximating the exchange rates at the dates of the transactions; and
- All resulting exchange differences are recognised in other comprehensive income and accumulated under foreign currency translation reserves in equity. When a foreign operation is partially or fully disposed of, or when it is liquidated, such exchange differences are recognised in the income statement as part of the gain or loss.

For acquisitions prior to 1 January 2005, the foreign exchange rates at the respective dates of acquisition were used. Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of the foreign operation and translated at the closing rate. Please refer to Note 27 for an overview of goodwill recorded.

2.7 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to management.

In preparing the segment information, amounts for each business segment are shown after the allocation of certain centralised costs, funding income and the application of transfer pricing, where appropriate. Transactions between segments are recorded within the segment as if they are third party transactions and are eliminated on consolidation.

Please refer to Note 48 for further details on business and geographical segment reporting.

B) Income Statement

2.8 Income recognition

Interest income and interest expense

Interest is accrued on all interest-bearing financial assets and financial liabilities, regardless of their classification and measurement, except for limited transactions measured at FVPL where the economics are better reflected in "Net trading income".

Interest income and interest expense are recognised on a time-proportionate basis using the effective interest method. The calculation includes significant fees and transaction costs that are integral to the effective interest rate, as well as premiums or discounts.

Net interest income also includes the interest element of derivative instruments that are (i) designated in hedge accounting relationships (Note 2.19) or (ii) used in funding or other hedging arrangements where this treatment would reduce an accounting mismatch.

Fee and commission income

The Group earns fee and commission income from a diverse range of products and services provided to its customers. Fee and commission income are recognised when the Group has satisfied its performance obligation in providing the promised products and services to the customer, and are recognised based on contractual rates agreed with customers, net of expected waivers based on historical experience, and net of expenses directly related to it. The Group generally satisfies its performance obligation and recognises the fee and commission income on the following basis:

- Transaction-based fee and commission income is recognised on the completion of the transaction. Such fees include underwriting fees, brokerage fees, bancassurance sales commission and variable service fees, and fees related to the completion of corporate finance transactions.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

- For a service that is provided over a period of time, fee and commission income is generally recognised on equal proportion basis over the period during which the related service is provided or credit risk is undertaken. This basis of recognition most appropriately reflects the nature and pattern of provision of these services to the customers over time. Fees for these services can be billed to customers in advance or periodically over time. Such fees include the income from issuance of financial guarantees and bancassurance fixed service fees.

The Group does not provide any significant credit terms to customers for the above products and services. Directly related expenses typically include brokerage fees paid, card-related expenses and sales commissions, but do not include expenses for services delivered over a period (such as service contracts) and other expenses that are not specifically related to fee and commission income transactions.

Dividend income

Dividend income is recognised when the right to receive payment is established. Dividend income arising from financial assets classified as FVPL is recognised in "Net trading income", while those arising from FVOCI financial assets is recognised in "Net income from investment securities".

Allowances for credit and other losses

Please refer to Note 2.11 for the accounting policy on impairment of financial assets.

C) Balance Sheet

2.9 Financial assets

Initial recognition

Purchases and sales of all financial assets are recognised on the date that the Group enters into the contractual arrangements with counterparties. When the Group acts as a trustee or in a fiduciary capacity for assets it does not directly control or benefit from, the assets and the corresponding income belonging to a customer are excluded from the financial statements.

Financial assets are initially recognised at fair value, which is generally the transaction price.

Classification and subsequent measurement

SFRS(I) 9 categorises debt-like financial assets based on the business model within which the assets are managed, and whether the assets constitute a "basic lending arrangement" where their contractual cash flows represent solely payments of principal and interest (SPPI). Interest is defined as consideration for the time value of money, credit risk, other basic lending risks and may include a profit margin.

The classification of the financial assets and the associated accounting treatment are as follows:

- Debt instruments are measured at **amortised cost** when they are in a "hold to collect" (HTC) business model and have contractual cash flows that are

SPPI in nature. The objective of a HTC business model is to collect contractual principal and interest cash flows. Sales are incidental to the objective and expected to be either insignificant or infrequent. These assets consist primarily of loans in the "Consumer Banking/ Wealth Management" and "Institutional Banking" segments as well as debt securities from the "Others" segment.

- Debt instruments are measured at **fair value through other comprehensive income (FVOCI)** when they are in a "hold to collect & sell" (HTC & S) business model and have cash flows that are SPPI in nature. Both the collection of contractual cash flows and sales are integral to achieving the objective of the HTC & S business model. Assets measured at FVOCI comprise mainly of debt securities from "Treasury Markets" and the "Others" segment.

Unrealised gains or losses on FVOCI debt instruments are recorded in other comprehensive income and accumulated in FVOCI revaluation reserves. When they are sold, the accumulated fair value adjustments in FVOCI revaluation reserves are reclassified to the income statement as "Net income from investment securities".

- Debt instruments are measured at **fair value through profit or loss (FVPL)** when:
 - the assets are not SPPI in nature;
 - the assets are not part of a "HTC" or "HTC & S" business model; or
 - the assets are designated at FVPL to eliminate or significantly reduce the measurement or recognition inconsistencies that would otherwise arise from measuring assets or liabilities on different bases.

Assets measured at FVPL are mainly recorded in the "Treasury Markets" segment. Realised and unrealised gains or losses on FVPL financial assets are taken to the income statement in the period they arise.

- Subsequent changes in fair value of non-trading equity instruments can be taken through profit or loss or comprehensive income, as elected. The Group generally elects its non-trading equity instruments to be classified as FVOCI. Other than dividend income, gains and losses on FVOCI equity instruments are recorded in other comprehensive income and accumulated in FVOCI revaluation reserves, and not reclassified to profit or loss upon derecognition.
- Derivatives (including derivatives embedded in financial liabilities but separated for accounting purposes) are classified as held for trading unless they are designated in hedge accounting relationships (Note 2.19). Derivatives are classified as assets when the fair value is positive and as liabilities when the fair value is negative. Changes in the fair value of derivatives other than those designated as hedging instruments in cash flow or net investment hedges are included in "Net trading income". Also refer to Note 2.8 on the accounting for the interest element of derivative instruments.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Reclassification

Reclassification of financial assets are prohibited unless the Group changes its business model for managing financial assets. In practice, this is expected to be infrequent.

Determination of fair value

The fair value of financial assets is the price that would be received if the asset is sold in an orderly transaction between market participants at the measurement date. Fair value is generally estimated by using prices in active markets or by using valuation techniques that use observable market parameters as inputs.

Where applicable, a valuation reserve or pricing adjustment is applied to arrive at the fair value. Significant judgement is required in estimating fair value. Refer to Note 41 for further details.

Offsetting

Financial assets and liabilities are presented net when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle them on a net basis, or realise the asset and settle the liability simultaneously.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or when they have been transferred together with substantially all the risks and rewards of ownership.

The Group enters into certain transactions where it transfers financial assets recognised on its balance sheet but retains either all or a portion of the risks and rewards of the transferred financial assets. In such cases, the transferred financial assets are not derecognised from the balance sheet. Such transactions include repurchase agreements described in Note 2.12. They also include transactions where control over the financial asset is retained, for example, by a simultaneous transaction (such as options) with the same counterparty to which the asset is transferred. These are mainly transacted in the "Treasury Markets" segment. In such cases, the Group continues to recognise the asset to the extent of its continuing involvement which is the extent to which it is exposed to changes in the value of the transferred asset.

Please refer to Note 19 for disclosures on transferred financial assets.

2.10 Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and non-restricted balances with central banks which are readily convertible into cash.

2.11 Impairment of financial assets at amortised cost and FVOCI

Expected Credit Losses (ECL)

ECL are recognised for all financial assets held at amortised cost, debt instruments measured at FVOCI, guarantees and undrawn credit commitments. It represents the present value of expected cash

shortfalls over the residual term of a financial asset, guarantee or undrawn commitment.

At initial recognition, allowance is required for ECL resulting from possible default events that may occur within the next 12 months ('12-month ECL'). In the event of a significant increase in credit risk, allowance is required for ECL resulting from possible default events over the expected life of the instrument ('lifetime ECL').

The ECL recognised follows the three-stage model: financial instruments where 12-month ECL is recognised are considered Stage 1; financial instruments which experience a significant increase in credit risk (SICR) are in Stage 2; and financial instruments with objective evidence of default or are credit-impaired are in Stage 3.

- **Stage 1** – Financial instruments are classified as Stage 1 at initial recognition and will remain under Stage 1 unless they experience a SICR or become credit-impaired. 12-month ECL is recognised for these instruments.
- **Stage 2** – Financial instruments which experience a SICR subsequent to initial recognition, but are not yet credit-impaired, will migrate from Stage 1 to Stage 2. Lifetime ECL is recognised for these instruments.

SICR: SICR is assessed by comparing the risk of default at reporting date to the risk of default at origination using a range of qualitative and quantitative factors.

For wholesale exposures, a financial instrument is deemed to have experienced a significant increase in credit risk when:

- the observed change in its probability of default (PD), as observed by downgrades in the Group's internal credit risk rating for this instrument between origination and reporting dates, is more than pre-specified thresholds; or
- it is placed on certain internal credit watchlists categories for closer scrutiny of developing credit issues.

For retail exposures, days past due is the main driver, supplemented with a PD-based criterion. In any event, all retail and wholesale exposures that are more than 30 days past due are presumed to have experienced a significant increase in credit risk, unless assessed otherwise, and are classified as Stage 2.

Instruments in Stage 2 that no longer exhibit a significant increase in credit risk will be transferred back to Stage 1.

- **Stage 3** – Financial instruments that become credit-impaired with evidence of default, i.e. non-performing assets, are transferred to Stage 3. Please refer to Note 43 for the definition of non-performing assets.

Lifetime ECL is recognised for these assets. ECL for Stage 3 assets are also known as specific allowances.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

A Stage 3 exposure that is restructured can be upgraded to Stage 2 if there are reasonable grounds to conclude that the obligor is able to service future principal and interest payments in accordance with the restructured terms. Stage 3 financial assets are written-off, in whole or in part, when the Group has exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of future recoveries.

Measurement of ECL

ECL are unbiased and probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes, considering past events, current conditions and assessments of future economic conditions at the reporting date. The ECL associated with a financial instrument is typically a product of its probability of default (PD), loss given default (LGD) and exposure at default (EAD) discounted using the original effective interest rate to the reporting date.

Component	Description
PD	Point-in-time (based on current conditions, adjusted to take into account estimates of future conditions that will impact PD) estimate of the likelihood of default.
LGD	Estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the Group would expect to receive, including recoveries from collaterals.
EAD	Estimate of the expected credit exposure at time of default, taking into account repayments of principal and interest as well as expected drawdowns on undrawn credit commitments and potential pay-outs on guarantees issued.

The 12-month ECL is calculated by multiplying the 12-month PD, LGD and EAD. Lifetime ECL is calculated by multiplying the lifetime PD, LGD and EAD. The 12-month and lifetime PDs represent the probability of default occurring over the next 12 months and the remaining maturity of the instrument respectively.

In most instances, expected remaining maturity is the same as the remaining contractual life which represents the maximum contractual period over which the Group is exposed to the credit risk of the borrower. However, for some revolving products (e.g. credit cards), the expected remaining maturity may exceed the contractual maturity. In such instances, behavioural expected remaining life will be used.

ECL Modelling - Point-in-Time and Forward-Looking Adjustments

The Group leverages the models and parameters implemented under the Basel II Internal Ratings-Based (IRB) framework where possible, with appropriate modifications to meet SFRS(I) 9 requirements.

Other relevant historical information, loss experience or proxies will be utilised for portfolios without appropriate Basel models and parameters, with a view to maximise the use of available information that is reliable and supportable.

For the wholesale portfolios, credit cycle indices (CCIs) have been developed for the key industries and geographies. CCIs are summary measures that depict broad-based, sector-wide changes in credit risk, which are constructed by comparing the median expected default frequency of firms within each segment against a long-run average. Expected default frequency is in turn a market-based point-in-time default risk measure driven by the market value of firms' assets, asset volatility and leverage. CCIs are then used as inputs to convert the generally more through-the-cycle PDs derived from Basel models/ parameters into the point-in-time equivalents by adding the unaccounted portion of cyclical variations, as well as to incorporate forward-looking information. LGDs are determined using historical loss data, which are adjusted for both the latest and forecasted recovery experience.

The Group relies on a Monte Carlo simulation approach to consider over 100 probability-weighted forward-looking scenarios in estimating ECL. This involves simulations of many alternative CCI scenarios to arrive at an unbiased ECL estimate that are meant to cover all possible good and bad scenarios based on known estimates.

For material unsecured retail portfolios under the Advanced Internal Ratings-Based Approach (Advanced IRBA), the Group has rolled out a SFRS(I) 9 adjusted PD, LGD and EAD-based approach during the year. For other retail portfolios, historical loss experience is used in conjunction with the forecast loss rates which take into account relevant macroeconomic variables, such as property prices and unemployment rates.

Expert credit judgement and post model adjustments

The measurement of ECL requires the application of expert credit judgement and post model adjustments. These include:

- assignment of credit risk ratings and determination of whether exposures should be placed on credit watchlists;
- assessment of whether a significant increase in credit risk has occurred;
- selecting and calibrating the ECL models such as CCIs;
- determining the expected remaining maturity of revolving products (e.g. overdrafts and credit cards);
- determination of the forecast loss rates; and
- application of thematic overlays based on emerging risk themes where potential risks may not be fully captured in the underlying modelled ECL. Such top-down additional modelled ECL was quantified by means of applying conditional probabilities on more severe scenarios materialising from emerging risk themes.

The Group has the following thematic overlays as at 31 December 2023.

In addition to the base scenarios generated by the model, the Group has incorporated stress scenarios and assigned probabilities to the scenarios, in line with

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

management's judgement of the likelihood of each scenario. The stress scenarios factor in heightened geopolitical and macro-economic risk, potential vulnerabilities in the US and EU corporates, as well as stress in the China commercial real estate sector.

There is also a thematic overlay to address pricing pressures and risks of asset stranding that the conventional energy sector could face as a result of a transition to a low-carbon economy. Probabilities were assigned to the scenarios in-line with management's judgement of the likelihood of each scenario.

Governance framework

The measurement of ECL is subject to a robust governance framework as described below.

- The Group ECL Review Committee (Review Committee) is the overarching committee for ECL related matters and comprises senior management and representatives from functions across the Group. Significant changes to ECL models and methodologies and the application of thematic overlays are subject to the oversight and approval of the Review Committee.
- The Review Committee is supported by the Group ECL Operating Committee (Operating Committee) which comprises cross functional representatives and subject matter experts. The Operating Committee recommends changes to ECL models, methodologies and thematic overlays to the Review Committee; provides oversight over system design, infrastructure and development; and establishes principles and significant policies pertaining to ECL. Group Credit Risk Models Committee oversees ECL models and credit risk models used by the Group.
- Location ECL committees are established for key overseas subsidiaries to govern and manage location-specific ECL reporting.
- ECL models are subject to independent validation by the Risk Management Group (RMG) Model Validation team, as well as independent reviews by internal and external auditors. The validation and assurance processes cover the review of the underlying ECL methodology including its logic and conceptual soundness.

Minimum Regulatory Loss Allowance

Singapore banks are required to maintain the Minimum Regulatory Loss Allowances (MRLA) of at least 1% of the gross carrying amount of selected credit exposures net of collaterals per MAS Notice 612. For periods when Stage 1 and 2 ECL fall below MRLA, the shortfall is appropriated from retained earnings in the shareholders' funds into a non-distributable Regulatory Loss Allowance Reserve (RLAR) account.

2.12 Repurchase agreements

Repurchase agreements (Repos) are arrangements where the Group sold the securities but are subject to a commitment to repurchase or redeem the securities at a pre-determined price. The securities are retained on

the balance sheet as the Group retains substantially all the risk and rewards of ownership and these securities are disclosed within "Financial assets pledged or transferred" (Note 19). The consideration received is recorded as financial liabilities in either "Due to banks" or "Deposits and balances from customers". Short-dated repos transacted as part of Treasury Markets activities are measured at FVPL.

Reverse repurchase agreements (Reverse repos) are arrangements where the Group purchased the securities but are subject to a commitment to resell or return the securities at a pre-determined price. The risk and rewards of ownership of the collateral are not acquired by the Group and are reflected as collateral received and recorded off-balance sheet. The consideration paid is recorded as financial assets as "Cash and balances with central banks", "Due from banks" or "Loans and advances to customers". Short-dated reverse repos transacted as part of Treasury Markets activities are measured at FVPL.

2.13 Goodwill and intangible assets arising from business combinations

Goodwill

Goodwill arising from business combinations generally represents the excess of the acquisition cost over the fair value of identifiable assets acquired and liabilities and contingent liabilities assumed on the acquisition date. Goodwill is stated at cost less impairment losses and is tested at least annually for impairment.

At the acquisition date, any goodwill acquired is allocated to each of the cash-generating units (CGU) or group of CGUs expected to benefit from the combination's synergies.

An impairment loss is recognised on goodwill when the carrying amount of a CGU, or group of CGUs, including the goodwill, exceeds the applicable recoverable amount. The recoverable amount of a CGU or CGU group is the higher of the CGU's or CGU group's fair value less cost to sell and its value-in-use. An impairment loss on goodwill is recognised in the income statement and cannot be reversed in subsequent periods.

Other intangible assets

Intangible assets acquired in a business combination are recognised at fair value at the acquisition date and they relate mainly to customer relationships and core customer deposits. They have a finite useful life and are subsequently measured at cost less accumulated amortisation and impairment losses. Intangible assets are amortised using the straight-line method over their estimated useful lives of 10 years.

2.14 Properties and other fixed assets

Owned properties and other fixed assets

Properties (including investment properties) and other fixed assets are stated at cost less accumulated depreciation and impairment losses.

Depreciation is calculated using the straight-line method to write down the costs of the assets to their residual values over the estimated useful lives of the assets. The

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

useful life refers to the period which the Group expects to use or hold the asset.

The residual value of an asset is its estimated selling price (after deducting related costs), assuming that it is already at the age and in the condition expected at the end of its useful life. No depreciation is recognised when the residual value is higher than the carrying amount.

Freehold and leasehold land with unexpired lease terms of more than 100 years are not depreciated. The depreciation periods of the other assets are as follows:

Leasehold land with unexpired lease terms below 100 years	The shorter of the remaining lease term or useful life
Buildings	The shorter of 50 years, the remaining lease term or useful life
Computer software	3 to 5 years
Computer hardware, office equipment, furniture and fittings	3 to 10 years
Leasehold improvements	Up to 20 years

Leased properties and other fixed assets

Lease liabilities are initially measured at the present value of lease payments to be made over the lease term at the lease commencement date. The measurement of the associated right-of-use assets generally approximates the lease liability.

Lease liabilities are subsequently measured at amortised cost using the effective interest method. The right-of-use assets are depreciated over the lease term on a straight-line basis.

Extension options and termination options are included in the assessment of the lease term if the options are reasonably certain to be exercised or not exercised accordingly. If the Group changes its initial assessment, adjustments are made to the carrying amounts of the lease liabilities and right-of-use assets prospectively.

The recognition exceptions for short-term leases and leases of low-value assets are applied.

Please refer to Note 26 for the details of owned and leased properties and other fixed assets.

2.15 Financial liabilities

Initial recognition, classification and subsequent measurement

Financial liabilities are initially recognised at fair value. The Group generally classifies and measures its financial liabilities in accordance with the purpose for which the financial liabilities are incurred and managed.

Accordingly:

- Financial liabilities are classified as **financial liabilities at fair value through profit or loss** if they are incurred for the purpose of repurchasing in the near term ("**held for trading**"), and this may include debt securities issued and short positions in securities for the purpose of ongoing market-making or trading. Financial liabilities at fair value through profit or loss can also be designated by management on initial recognition ("**designated at fair value through profit or loss**") if doing so eliminates or significantly reduces measurement or recognition inconsistencies that would otherwise arise, or if the financial liability contains an embedded derivative that would otherwise need to be separately recorded, or if a group of financial liabilities or financial assets and financial liabilities is managed and its performance is evaluated on a fair value basis. Financial liabilities in this classification are usually within the "Treasury Markets" segment.

Realised or unrealised gains or losses on financial liabilities held for trading and financial liabilities designated under the fair value option, except interest expense, are taken to "Net trading income" in the income statement in the period they arise.

The changes to the fair value of financial liabilities designated under the fair value option that are attributable to the Group's own credit risk are taken to revenue reserves through other comprehensive income. These amounts are not transferred to the income statement even when realised.

- Derivative liabilities are treated consistently with derivative assets. Please refer to Note 2.9 for the accounting policy on derivatives.
- Other financial liabilities are carried at **amortised cost** using the effective interest method. These comprise predominantly the Group's "Deposits and balances from customers", "Due to banks" and "Other debt securities".

Please refer to Note 14 for further details on the types of financial liabilities classified and measured as above.

Determination of fair value

The fair value of financial liabilities is the price that would be paid to transfer the liability in an orderly transaction between market participants at the measurement date.

Please refer to Note 41 for further fair value disclosures.

Derecognition

A financial liability is derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

2.16 Loan commitments, letters of credit and financial guarantees

Loan commitments

Loan commitments are not recognised on the balance sheet and are disclosed in Note 35. Upon a loan draw-down, the amount of the loan is generally recognised as

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

“Loans and advances to customers” on the Group’s balance sheet.

Letters of credit

Letters of credit are recorded off-balance sheet as contingent liabilities upon issuance, and the corresponding payables to the beneficiaries and receivables from the applicants are recognised on the balance sheet upon acceptance of the underlying documents.

Financial guarantees

Financial guarantees are initially recognised in the financial statements at fair value on the date the guarantees are given.

Financial guarantees are subsequently measured at the higher of:

- the amount of the ECL (Note 2.11); and
- the unamortised portion of the fees that were received on initial recognition.

Please refer to Note 2.8 for the principles for recognising the fees.

Off-balance sheet credit exposures are managed for credit risk in the same manner as financial assets.

Please refer to Note 2.11 on the Group’s accounting policies on allowances for credit losses.

2.17 Provisions

Provisions are liabilities of uncertain timing or amounts and are recognised when:

- the Group has a present legal or constructive obligation as a result of past events;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate of the amount of the obligation can be made.

The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

2.18 Share capital and other instruments classified as equity

Ordinary shares, preference shares and other instruments which do not result in the Group having a contractual obligation to deliver cash or another financial asset, or to exchange financial assets or financial liabilities with the holder under conditions that are potentially unfavourable to the Group, are classified as equity. Distributions arising from such instruments are recognised in equity as there is no contractual obligation to pay distributions on these instruments. Incremental external costs directly attributable to the issuance of such instruments are accounted for as a deduction from equity.

When any entity within the Group purchases the Company’s ordinary shares (“treasury shares”), the consideration paid, including any directly attributable incremental cost is presented as a component within equity, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of the treasury shares is deducted against either the share capital account or retained earnings. When treasury shares are subsequently sold or reissued, any realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in other reserves.

For ordinary and preference shares, interim dividends are recorded during the financial year in which they are declared payable. Final dividends are recorded during the financial year in which the dividends are approved by the shareholders at the Annual General Meeting.

D) Other Specific Topics

2.19 Hedge accounting

As part of the overall risk management of the Group, derivatives and other instruments are used to manage exposures to interest rate and foreign currency risks, including exposures arising from forecast transactions. Where all relevant criteria are met, the Group can elect to apply hedge accounting to reduce the accounting mismatch between hedging instrument and the hedged item.

To qualify for hedge accounting, at the inception of each hedging relationship, the Group designates and documents the relationship between the hedging instrument and the hedged item; the risk management objective for undertaking the hedge transaction; and the methods used to assess the effectiveness of the hedge. At inception and on an on-going basis, the Group also assesses and measures the effectiveness of the hedging relationship between the hedging instrument and the hedged item.

The Group designates certain derivatives as hedging instruments in respect of foreign currency risk and interest rate risk in fair value hedges, cash flow hedges, or hedges of net investments in foreign operations as described below.

• **Fair value hedge**

For a qualifying fair value hedge, the changes in the fair value of the hedging instruments are recorded in the income statement, together with any changes in the fair value of the hedged item attributable to the hedged risk. If the hedge no longer meets the criteria for hedge accounting, the adjustment on the hedged item is amortised using the effective interest method to the income statement over its remaining maturity.

However, where the hedged item is an equity instrument classified as FVOCI, changes in the fair value of the hedging instrument and the hedged item are both recorded in other comprehensive income and accumulated in FVOCI revaluation reserves. The amounts recorded in FVOCI revaluation reserves are not subsequently reclassified to the income statement.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

• **Cash flow hedge**

For qualifying cash flow hedges, the effective portion of changes in the fair value of derivatives is recognised in other comprehensive income and accumulated under the cash flow hedge reserves in equity. This amount is reclassified to the income statement in the periods when the hedged forecast cash flows affect the income statement. The ineffective portion of the gain or loss is recognised immediately in the income statement under "Net trading income".

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in the cash flow hedge reserves remains until the forecast transaction is recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss in the cash flow hedge reserves is immediately reclassified from equity to the income statement.

• **Net investment hedge**

Hedges of net investments in the Group's foreign operations are accounted for in a manner similar to cash flow hedges. On disposal of the foreign operations, the cumulative gain or loss in the foreign currency translation reserves is reclassified to the income statement as part of the gain or loss on disposal.

When designating the hedging instrument, the Group may elect to exclude the valuation components of currency basis spreads and forward points from the hedge relationship on a hedge-by-hedge basis.

The forward points and currency basis spreads which are excluded and recorded in other comprehensive income are:

- reclassified to the income statement when the forecast transaction occurs; or
- amortised to the income statement over the hedging tenor for time-period hedges. The amounts recorded in other comprehensive income are not subsequently reclassified to the income statement for hedges of FVOCI equities.

The Group has elected to apply the SFRS(I) 9 hedge accounting rules in full.

Please refer to Note 38 for further details relating to hedge accounting, including fair value, cash flow and net investment hedges.

2.20 Employee benefits

Employee benefits, which include base pay, cash bonuses, share-based compensation, contribution to defined contribution plans such as the Central Provident Fund and other staff-related allowances, are recognised in the income statement when incurred.

For defined contribution plans, contributions are made to publicly or privately administered funds on a mandatory, contractual or voluntary basis. Once the

contributions have been paid, the Group has no further payment obligations.

Employee entitlement to annual leave is recognised when they accrue to employees. A provision is made for the estimated liability for annual unutilised leave as a result of services rendered by employees up to the balance sheet date.

2.21 Share-based compensation

Employee benefits also include share-based compensation, namely the DBSH Share Plan, the DBSH Employee Share Plan and the DBSH Employee Share Purchase Plan (the Plans). The details of the Plans are described in Note 39.

Equity instruments granted and ultimately vested under the Plans are recognised in the income statement based on the fair value of the equity instrument at the date of grant. The expense is amortised over the vesting period of each award, with a corresponding adjustment to the share plan reserves.

A trust has been set up for the DBSH Employee Share Purchase Plan. The employer's share of the trust fund is consolidated. The unvested DBSH shares held by the trust funds are accounted for as treasury shares, which is presented as a deduction within equity.

2.22 Current and deferred taxes

Current income tax for current and prior periods is recognised as the amount expected to be paid or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Group considers uncertain tax positions generally at the level of the total tax liability to each tax authority for each period. The liability is determined based on the total amount of current tax expected to be paid, taking into account all tax uncertainties, using either an expected value approach or a single best estimate of the most likely outcome.

Tax assets and liabilities of the same type (current or deferred) are offset when a legal right of offset exists and settlement in this manner is intended. This applies generally when they arise from the same tax reporting group and relate to the same tax authority.

Deferred income tax is provided on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted by the balance sheet date.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The amount of deferred tax assets recognised takes into account the likelihood the amount that can be used to offset payable taxes on future profits.

Deferred tax related to fair value re-measurement of FVOCI investments is recognised in other comprehensive income and accumulated in the FVOCI revaluation reserves.

3. Critical Accounting Estimates

The Group's accounting policies and use of estimates are integral to the reported amounts in the financial statements. Certain accounting estimates require management's judgement in determining the appropriate methodology for valuation of assets and liabilities. Procedures are in place to ensure that methodologies are reviewed and revised as appropriate. The Group believes its estimates for determining the valuation of its assets and liabilities are appropriate.

The following is a brief description of the Group's critical accounting estimates that involve management's valuation judgement.

3.1 Impairment of financial assets

It is the Group's policy to recognise, through charges against profit, allowances in respect of estimated and inherent credit losses in its portfolio as described in Note 2.11.

ECLs are unbiased and probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes, considering past events, current conditions and assessments of future economic conditions at the reporting date. This will necessarily involve the use of judgement.

Please refer to Note 43 for a further description of the Group's credit risk management framework, policies and procedures.

3.2 Fair value of financial instruments

The majority of the Group's financial instruments reported at fair value are based on quoted and observable market prices or on internally developed models that are based on independently sourced or verified market parameters.

The fair value of financial instruments without an observable market price in an active market may be determined using valuation models. The choice of model requires significant judgement for complex products especially those in the "Treasury Markets" segment.

Policies and procedures have been established to facilitate the exercise of judgement in determining the risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors used in the valuation process.

Please refer to Note 41 for further details on fair valuation and fair value hierarchy of the Group's financial instruments measured at fair value.

3.3 Goodwill impairment

The Group performs an impairment review to ensure that the carrying amount of a CGU to which goodwill is allocated does not exceed the recoverable amount of the CGU. Note 27 provides details of goodwill at the reporting date.

The recoverable amount represents the present value of the estimated future cash flows expected to arise from continuing operations. Therefore, in arriving at the recoverable amount, management exercises judgement in estimating the future cash flows, growth rate and discount rate.

3.4 Income taxes

The Group has exposure to income taxes in several jurisdictions. The Group recognises liabilities for expected tax issues based on reasonable estimate of whether additional tax will be due. Where uncertainty exists around the Group's tax position, appropriate provisions are provided based on the technical assessment of the cases. Where the final tax outcome of these positions is different from the provision provided, the differences will impact the income tax and deferred tax balances in the period in which the final tax is determined. Note 21 provides details of the Group's deferred tax assets/liabilities.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

4. Net Interest Income

In \$ millions	The Group	
	2023	2022
Cash and balances with central banks and Due from banks	3,019	1,255
Customer non-trade loans	17,291	10,268
Trade assets	2,459	1,317
Securities and others	5,093	3,087
Total interest income	27,862	15,927
Deposits and balances from customers	10,833	3,541
Other borrowings	3,387	1,445
Total interest expense	14,220	4,986
Net interest income	13,642	10,941
Comprising:		
Interest income from financial assets at FVPL	1,040	629
Interest income from financial assets at FVOCI	1,794	888
Interest income from financial assets at amortised cost	25,028	14,410
Interest expense from financial liabilities at FVPL	(588)	(206)
Interest expense from financial liabilities not at FVPL ^(a)	(13,632)	(4,780)
Total	13,642	10,941

(a) Includes interest expense of \$19 million (2022: \$21 million) on lease liabilities

5. Net Fee and Commission Income

In \$ millions	The Group	
	2023	2022
Investment banking	125	121
Transaction services ^(a)	896	929
Loan-related	554	459
Cards ^(b)	1,052	858
Wealth management	1,504	1,330
Fee and commission income	4,131	3,697
Less: fee and commission expense	765	606
Net fee and commission income^{(c)(d)}	3,366	3,091

(a) Includes trade & remittances, guarantees and deposit-related fees

(b) Card fees are net of interchange fees paid

(c) 2023 includes one-time accounting harmonisation impact from the integration of Citigroup Inc's consumer banking business in Taiwan (Citi Taiwan) of \$18 million

(d) Includes net fee and commission income of \$170 million (2022: \$152 million), which was derived from the provision of trust and other fiduciary services during the year. Net fee and commission income earned from financial assets or liabilities not at fair value through profit or loss was \$1,100 million (2022: \$975 million) during the year

6. Net Trading Income

In \$ millions	The Group	
	2023	2022
Net trading income ^{(a)(b)}	4,127	1,852
Net loss from financial assets designated at fair value	(6)	(17)
Net (loss)/ gain from financial liabilities designated at fair value	(1,255)	478
Total	2,866	2,313

(a) Includes income from assets that are mandatorily classified at FVPL

(b) Includes dividend income of \$328 million (2022: \$366 million)

7. Net Income from Investment Securities

In \$ millions	The Group	
	2023	2022
Debt securities		
- FVOCI	89	(46)
- Amortised cost	(21)	#
Equity securities at FVOCI ^(a)	149	161
Total	217	115

Amount under \$500,000

(a) Dividend income

8. Other Income

In \$ millions	The Group	
	2023	2022
Net gain on disposal of properties and other fixed assets	2	3
Others ^(a)	69	39
Total	71	42

(a) Includes net gains and losses from sale of loans carried at amortised cost and rental income from operating leases

9. Employee Benefits

In \$ millions	The Group	
	2023	2022
Salaries and bonuses	4,141	3,661
Contributions to defined contribution plans	241	208
Share-based expenses ^(a)	175	126
Others	496	381
Total^(b)	5,053	4,376

(a) Excludes share-based expenses of \$3 million (2022: \$8 million) relating to sales incentive plan and non-executive Directors' remuneration which are reflected under other expenses. The 2023 share-based expenses included a \$28 million impact arising from the change in vesting schedule and retention awards for shares granted in February 2023 in respect of performance year 2022 (refer to Note 39 for more details). The share grant in respect of the performance year 2023, which will be granted in February 2024, will be recognised as an expense over its vesting period from 2024 to 2027

(b) 2023 includes one-time Citi Taiwan integration expenses of \$17 million. It also includes staff expenses arising from the consolidation of Citi Taiwan with effect from 12 August 2023 of \$81 million

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

10. Other Expenses

In \$ millions	The Group	
	2023	2022
Computerisation expenses ^(a)	1,293	1,200
Occupancy expenses ^(b)	432	396
Revenue-related expenses	446	352
Others ^(c)	1,067	766
Total^(d)	3,238	2,714

- (a) Includes hire, depreciation and maintenance costs of computer hardware and software
(b) Includes depreciation of leased office and branch premises of \$205 million (2022: \$204 million) and amounts incurred in the maintenance of buildings
(c) Includes office administration expenses (e.g. printing, stationery, telecommunications, etc.), and legal and professional fees
(d) 2023 includes one-time Citi Taiwan integration expenses of \$118 million and Corporate Social Responsibility commitment of \$100 million (Note 49.2). It also includes other expenses arising from the consolidation of Citi Taiwan with effect from 12 August 2023 of \$65 million

In \$ millions	The Group	
	2023	2022
Depreciation expenses		
- owned properties and other fixed assets	512	477
- leased properties and other fixed assets	225	224
Hire and maintenance costs of fixed assets, including building-related expenses	476	379
Audit fees ^(a) payable to external auditors ^(b) :		
- Auditors of the Company	5	5
- Associated firms of auditors of the Company	6	5
Non-audit fees payable to external auditors ^(b) :		
- Auditors of the Company	#	#
- Associated firms of auditors of the Company	1	1

Amount under \$500,000

- (a) Includes audit related assurance fees
(b) PricewaterhouseCoopers network firms

11. Allowances for Credit and Other Losses

In \$ millions	The Group	
	2023	2022
Specific allowances^(a)		
Loans and advances to customers	466	323
Investment securities (amortised cost)	26	5
Off-balance sheet credit exposures	3	(2)
Others ^(b)	17	9
General allowances^(c)	78	(98)
Total	590	237

- (a) Includes Stage 3 ECL
(b) Includes allowances for non-credit exposures (2023: write-back of \$1 million; 2022: charge of \$3 million)
(c) Refers to Stage 1 and 2 ECL

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following tables outline the changes in ECL under SFRS(I) 9 in 2023 and 2022 which are attributable to the following factors:

- Transfers between stages.
- Net portfolio changes, which are determined on an obligor basis i.e. originations with new obligors net of derecognitions of former obligors.
- Remeasurements, which include the impact of changes in model inputs or assumptions, partial repayments, additional drawdowns on existing facilities and changes in ECL following a transfer between stages.

In \$ millions	The Group			Total
	General allowances (Non-impaired)		Specific allowances (Impaired)	
	Stage 1	Stage 2	Stage 3	
2023				
Balance at 1 January	2,574	1,162	2,506	6,242
Changes in allowances recognised in opening balance that were transferred to/ (from)	85	(173)	88	-
-Stage 1	(31)	31	-	-
-Stage 2	128	(128)	-	-
-Stage 3	(12)	(76)	88	-
Net portfolio changes	85	(29)	-	56
Remeasurements	(83)	193	425	535
Net write-offs ^(a)	-	-	(510)	(510)
Acquisition of Citi Taiwan	93	1	95	189
Exchange and other movements	(7)	(5)	(24)	(36)
Balance at 31 December	2,747	1,149	2,580	6,476
Charge in the income statement	87	(9)	513	591
2022				
Balance at 1 January	2,231	1,645	2,926	6,802
Changes in allowances recognised in opening balance that were transferred to/ (from)	186	(272)	86	-
-Stage 1	(17)	17	-	-
-Stage 2	236	(236)	-	-
-Stage 3	(33)	(53)	86	-
Net portfolio changes	99	(54)	-	45
Remeasurements	80	(137)	246	189
Net write-offs ^(a)	-	-	(709)	(709)
Exchange and other movements	(22)	(20)	(43)	(85)
Balance at 31 December	2,574	1,162	2,506	6,242
Charge in the income statement	365	(463)	332	234

(a) Write-offs net of recoveries

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following table provides additional information on the financial instruments that are subject to ECL as at 31 December 2023 and 2022. FVPL assets and FVOCI equity instruments are not subject to ECL and therefore not reflected in the tables.

In \$ millions	The Group				The Group			
	Gross carrying value ^(d)				ECL balances			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
2023								
Assets								
Loans and advances to customers ^(a)								
- Retail	129,860	1,047	865	131,772	747	122	258	1,127
- Wholesale and others	268,820	17,719	3,832	290,371	1,806	967	2,089	4,862
Investment securities								
- Government securities and treasury bills ^(b)	54,292	-	-	54,292	8	-	-	8
- Bank and corporate debt securities ^(b)	57,653	332	107	58,092	32	6	103	141
Others ^(c)	103,096	69	68	103,233	25	3	67	95
Liabilities								
ECL on guarantees and other off-balance sheet exposures	-	-	-	-	129	51	63	243
Total ECL					2,747	1,149	2,580	6,476
2022								
Assets								
Loans and advances to customers ^(a)								
- Retail	121,948	780	539	123,267	612	110	142	864
- Wholesale and others	273,826	18,943	4,220	296,989	1,753	991	2,157	4,901
Investment securities								
- Government securities and treasury bills ^(b)	51,753	-	-	51,753	8	-	-	8
- Bank and corporate debt securities ^(b)	51,345	461	92	51,898	28	3	79	110
Others ^(c)	104,441	18	69	104,528	33	#	69	102
Liabilities								
ECL on guarantees and other off-balance sheet exposures	-	-	-	-	140	58	59	257
Total ECL					2,574	1,162	2,506	6,242

Amount under \$500,000

- (a) Stage 2 Loans and advances to customers includes special mention loans of \$2,443 million (2022: \$3,952 million) (See Note 43.2)
(b) Includes loss allowances of \$32 million (2022: \$16 million) for debt securities that are classified as FVOCI: \$4 million (2022: \$4 million) for Government Securities and Treasury Bills and \$28 million (2022: \$12 million) for Bank and Corporate Debt securities. (See Notes 16 and 17)
(c) Comprise of amounts in "Cash and balances with central banks", "Due from Banks" and "Other assets" that are subject to ECL
(d) Balances exclude off-balance sheet exposures

The table below shows the portfolio mix of the Loans and advances to customers – Wholesale and others presented in the gross carrying value table above by internal counterparty risk rating (CRR) and probability of default (PD) range:

In \$ millions	The Group	
	PD range (based on Basel 12-month PDs) ^(a)	Stage 1 exposures
2023		
Loans and advances to customers		
- Wholesale and others		268,820
Of which (in percentage terms):		
CRR 1 – 6B	0.01% - 0.99%	90%
CRR 7A – 7B	1.26% - 2.30%	6%
CRR 8A – 9	2.57% - 28.83%	2%
Others (not rated)	NA	2%
Total		100%

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	The Group		
	PD range (based on Basel 12-month PDs) ^(a)	Stage 1 exposures	Stage 2 exposures
2022			
Loans and advances to customers			
– Wholesale and others		273,826	18,943
Of which (in percentage terms):			
CRR 1 – 6B	0.01% - 0.99%	90%	43%
CRR 7A – 7B	1.26% - 2.30%	6%	21%
CRR 8A – 9	2.57% - 28.83%	2%	36%
Others (not rated)	NA	2%	0%
Total		100%	100%

(a) Basel 12-month PDs are transformed to Point-in-Time and forward-looking PDs. Stage 2 ECLs are also measured on lifetime basis

Sensitivity of ECL

The Group assessed ECL sensitivity for the wholesale and retail portfolios to changes in the allocation of exposures between Stages 1 and 2. ECL is estimated to reduce by \$663 million (2022: \$804 million) should all the exposures in Stage 2 return to Stage 1 and were assigned a lower 12-month ECL instead of lifetime ECL. The impact also reflects the higher PDs ascribed to Stage 2 exposures in addition to the recognition of lifetime instead of 12-month ECL.

As ECL estimation relies on multiple variables, no single analysis can fully demonstrate the sensitivity of the ECL to changes in macroeconomic variables.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

12. Income Tax Expense

In \$ millions	The Group	
	2023	2022
Current tax expense		
- Current year	1,524	1,284
- Prior years' provision	(136)	(75)
Deferred tax expense		
- Origination of temporary differences	24	8
- Prior years' provision	11	(29)
Total	1,423	1,188

The deferred tax expense/ (credit) in the income statement comprises the following temporary differences:

In \$ millions	The Group	
	2023	2022
Tax depreciation	(21)	(46)
Allowances for credit and other losses	27	52
Other temporary differences	29	(27)
Deferred tax (credit)/ expense charged to income statement	35	(21)

The tax on the Group's profit before tax differs from the theoretical amount computed using the Singapore basic tax rate due to:

In \$ millions	The Group	
	2023	2022
Profit before tax	11,486	9,382
Tax calculated at a tax rate of 17% (2022: 17%)	1,953	1,595
Effect of different tax rates in other countries	66	21
Net income not subject to tax	(83)	(28)
Net income taxed at concessionary rate	(524)	(403)
Expenses not deductible for tax	36	26
Others	(25)	(23)
Income tax expense charged to income statement	1,423	1,188

Deferred income tax relating to FVOCI financial assets and cash flow hedges of \$143 million was debited (2022: \$333 million credited) and own credit risk of \$5 million was credited (2022: \$6 million debited) directly to equity.

Please refer to Note 21 for further information on deferred tax assets/ liabilities and International Tax Reform - Pillar Two Model Rules (GloBE).

13. Earnings Per Ordinary Share

Number of shares ('000)	The Group	
	2023	2022
Weighted average number of ordinary shares in issue (basic and diluted)	(a) 2,578,277	2,572,833

In \$ millions	The Group	
	2023	2022
Profit attributable to shareholders	10,062	8,193
Less: Dividends on other equity instruments	(84)	(85)
Adjusted profit	(b) 9,978	8,108

Earnings per ordinary share (\$)			
Basic and diluted	(b)/(a)	3.87	3.15

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

14. Classification of Financial Instruments

	The Group						
In \$ millions	Mandatorily at FVPL ^(c)	FVPL designated	Amortised cost	FVOCI- Debt	FVOCI- Equity	Hedging derivatives ^(d)	Total
2023							
Assets							
Cash and balances with central banks	-	-	47,635	2,578	-	-	50,213
Government securities and treasury bills	16,277	-	24,456	29,832	-	-	70,565
Due from banks	28,946	-	36,041	2,474	-	-	67,461
Derivatives	21,670	-	-	-	-	1,030	22,700
Bank and corporate securities	21,837	-	36,324	21,655	1,919	-	81,735
Loans and advances to customers	9	-	416,154	-	-	-	416,163
Other financial assets	368	-	16,837	-	-	-	17,205
Total financial assets	89,107	-	577,447	56,539	1,919	1,030	726,042
Other asset items outside the scope of SFRS(I) 9 ^(a)							13,259
Total assets							739,301
Liabilities							
Due to banks	16,535	-	30,169	-	-	-	46,704
Deposits and balances from customers	1,140	8,023	525,940	-	-	-	535,103
Derivatives	22,066	-	-	-	-	1,391	23,457
Other financial liabilities	3,052	-	18,127	-	-	-	21,179
Other debt securities	90	15,790	32,199	-	-	-	48,079
Subordinated term debts	-	-	1,319	-	-	-	1,319
Total financial liabilities	42,883	23,813	607,754	-	-	1,391	675,841
Other liability items outside the scope of SFRS(I) 9 ^(b)							1,213
Total liabilities							677,054
2022							
Assets							
Cash and balances with central banks	-	-	50,320	3,850	-	-	54,170
Government securities and treasury bills	13,143	103	23,591	28,158	-	-	64,995
Due from banks	24,674	-	33,684	1,773	-	-	60,131
Derivatives	42,715	-	-	-	-	2,220	44,935
Bank and corporate securities	21,529	-	31,581	20,219	2,128	-	75,457
Loans and advances to customers	28	-	414,491	-	-	-	414,519
Other financial assets	98	-	17,318	-	-	-	17,416
Total financial assets	102,187	103	570,985	54,000	2,128	2,220	731,623
Other asset items outside the scope of SFRS(I) 9 ^(a)							11,745
Total assets							743,368
Liabilities							
Due to banks	12,229	-	27,455	-	-	-	39,684
Deposits and balances from customers	1,030	4,422	521,548	-	-	-	527,000
Derivatives	42,154	-	-	-	-	3,111	45,265
Other financial liabilities	2,301	-	19,329	-	-	-	21,630
Other debt securities	86	8,057	39,045	-	-	-	47,188
Subordinated term debts	-	-	4,412	-	-	-	4,412
Total financial liabilities	57,800	12,479	611,789	-	-	3,111	685,179
Other liability items outside the scope of SFRS(I) 9 ^(b)							1,117
Total liabilities							686,296

(a) Includes associates and joint ventures, goodwill and intangible assets, properties and other fixed assets, and deferred tax assets

(b) Includes current tax liabilities and deferred tax liabilities

(c) Includes assets and liabilities that are held for trading and debt-type financial assets that are not SPPI in nature

(d) Relates to derivatives that are designated for hedge accounting

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Financial assets and liabilities are presented net when there is a legally enforceable right to offset the recognised amounts, and there is intention to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Financial assets and liabilities offset on the balance sheet

In late 2022, the Group obtained direct clearing membership with a central counterparty clearing house. As the Group has a legally enforceable right to set off directly cleared assets and liabilities under all circumstances (including default/ insolvency of the Group and the clearing house) and intends to settle net cashflows including variation margins with the clearing house, \$15,897 million (2022: Nil) of derivative assets were offset against \$15,526 million (2022: Nil) of derivative liabilities and \$371 million (2022: Nil) of cash collateral recorded in other assets/ liabilities.

Financial assets and liabilities subject to netting agreements but not offset on the balance sheet

The Group enters into master netting arrangements with counterparties where it is appropriate and feasible to do so to mitigate counterparty risk. The credit risk associated with favourable contracts is reduced by a master netting arrangement to the extent that if an event of default occurs, all amounts with the counterparty are settled on a net basis. Master netting arrangements do not result in an offset of financial assets and liabilities on the balance sheet, as the legal right to offset the transactions is conditional upon default.

These agreements include derivative master agreements (including the International Swaps and Derivatives Association (ISDA) Master Agreement), global master repurchase agreements and global securities lending agreements. The collaterals received and pledged under these agreements are generally conducted under terms that are in accordance with normal market practice. The agreements may allow rehypothecation of collateral received and there may be ongoing margin requirements to mitigate counterparty risk.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The disclosures set out in the tables below pertain to financial assets and liabilities that are not offset in the Group's balance sheet but are subject to master netting arrangements or similar agreements that cover similar financial instruments. The disclosures enable the understanding of both the gross and net amounts, as well as provide additional information on how such credit risk is mitigated.

In \$ millions	The Group					
	Carrying amounts on balance sheet	Not subject to enforceable netting agreement	Net amounts	Related amounts not offset on balance sheet		Net amounts
				Financial instruments	Financial collateral received/pledged	
2023						
Financial Assets						
Derivatives	22,700	5,781 ^(a)	16,919	12,678 ^(a)	1,416	2,825
Reverse repurchase agreements	40,365 ^(b)	-	40,365	3,602	36,762	1
Securities borrowings	1,195 ^(c)	-	1,195	-	1,117	78
Total	64,260	5,781	58,479	16,280	39,295	2,904
Financial Liabilities						
Derivatives	23,457	6,674 ^(a)	16,783	12,678 ^(a)	2,025	2,080
Repurchase agreements	19,973 ^(d)	-	19,973	3,602	16,365	6
Short sale of securities	3,052 ^(e)	2,750	302	-	302	-
Total	46,482	9,424	37,058	16,280	18,692	2,086
2022						
Financial Assets						
Derivatives	44,935	6,751 ^(a)	38,184	32,084 ^(a)	2,744	3,356
Reverse repurchase agreements	36,289 ^(b)	-	36,289	2,332	33,941	16
Securities borrowings	1,359 ^(c)	-	1,359	-	1,290	69
Total	82,583	6,751	75,832	34,416	37,975	3,441
Financial Liabilities						
Derivatives	45,265	8,907 ^(a)	36,358	32,084 ^(a)	1,867	2,407
Repurchase agreements	14,653 ^(d)	-	14,653	2,332	12,316	5
Short sale of securities	2,301 ^(e)	1,950	351	-	351	-
Total	62,219	10,857	51,362	34,416	14,534	2,412

- (a) Related amounts under "Financial instruments" are prepared on the same basis as netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited). Accordingly, the amounts shown under "Not subject to enforceable netting agreement" are those where either no netting agreements exist or where the netting agreements have not been recognised for computation of CAR
- (b) Reverse repurchase agreements are presented under separate line items on the balance sheet, namely "Due from banks" and "Loans and advances to customers"
- (c) Cash collateral pledged under securities borrowings are presented under "Other assets" on the balance sheet
- (d) Repurchase agreements are presented under separate line items on the balance sheet, namely "Due to banks" and "Deposits and balances from customers"
- (e) Short sale of securities are presented under "Other liabilities" on the balance sheet

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

15. Cash and Balances with Central Banks

In \$ millions	The Group	
	2023	2022
Cash on hand	2,427	2,520
Non-restricted balances with central banks	37,448	41,456
Cash and cash equivalents	39,875	43,976
Restricted balances with central banks ^(a)	10,338	10,194
Total ^(b)	50,213	54,170

(a) Mandatory balances with central banks

(b) Balances are net of ECL

16. Government Securities and Treasury Bills

In \$ millions	The Group	
	2023	2022
Singapore government securities and treasury bills (Gross)	15,069	16,744
Other government securities and treasury bills (Gross)	55,500	48,255
Less: ECL ^(a)	4	4
Total	70,565	64,995

(a) ECL for FVOCI securities amounting to \$4 million (2022: \$4 million) are not shown in the table, as these securities are recorded at fair value

17. Bank and Corporate Securities

In \$ millions	The Group	
	2023	2022
Bank and corporate debt securities (Gross)	69,448	62,765
Less: ECL ^(a)	113	98
Bank and corporate debt securities	69,335	62,667
Equity securities	12,400	12,790
Total	81,735	75,457

(a) ECL for FVOCI securities amounting to \$28 million (2022: \$12 million) are not shown in the table, as these securities are recorded at fair value

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

18. Loans and Advances to Customers

In \$ millions	The Group	
	2023	2022
Gross	422,152	420,284
Less: Specific allowances ^(a)	2,347	2,299
General allowances ^(a)	3,642	3,466
Net total	416,163	414,519
Analysed by product		
Long-term loans	197,081	198,892
Short-term facilities	98,893	97,259
Housing loans	86,925	80,625
Trade loans	39,253	43,508
Gross loans	422,152	420,284
Analysed by currency		
Singapore dollar	163,933	164,110
Hong Kong dollar	46,923	51,043
US dollar	101,344	115,803
Chinese yuan	21,368	19,282
Others	88,584	70,046
Gross loans	422,152	420,284

(a) Balances refer to ECL under SFRS(I) 9 (Specific allowances: Stage 3 ECL; General allowances: Stage 1 and Stage 2 ECL)

Please refer to Note 43.4 for a breakdown of loans and advances to customers by geography and by industry.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

19. Financial Assets Pledged or Transferred

The Group pledges or transfers financial assets to third parties in the ordinary course of business. Transferred assets continue to be recognised in the Group's financial statements when the Group retains substantially all their risks and rewards.

The financial assets pledged as collateral are mainly for repurchase, securities lending and collateral swap agreements, derivative transactions under credit support agreements and in connection with the Group's covered bond program and secured note issuances.

Repurchase, securities lending and collateral swap agreement

Securities transferred under repurchase, securities lending and collateral swap arrangements are generally conducted under terms in line with normal market practice. The counterparty is typically allowed to sell or re-pledge the securities but has an obligation to return them at maturity. If the securities decrease in value, the Group may, in certain circumstances, be required to place additional collateral.

For repurchase agreements, the securities pledged or transferred continue to be recorded on the balance sheet while cash received in exchange is recorded as a financial liability. The Group also pledges assets to secure its short position in securities and to facilitate settlement operations. The fair value of the associated liabilities approximates their carrying amount of \$9,321 million (2022: \$9,020 million), which are recorded under "Due to banks", "Deposits and balances from customers" and "Other liabilities" on the balance sheet.

For securities lending and collateral swap transactions, the securities lent continue to be recorded on the balance sheet. As the Group mainly receives other financial assets in exchange, the associated liabilities are not recorded on the balance sheet.

Derivatives

In addition, the Group pledges securities for derivative transactions under credit support agreements. These assets continue to be recorded on the balance sheet. As the related derivative assets and liabilities are managed on a portfolio basis, there is no direct relationship between the securities pledged and the associated liabilities. As such, the associated liabilities are not disclosed.

Covered bonds and secured notes

Pursuant to the Bank's Global Covered Bond Programme, selected pools of residential mortgages originated by the Bank have been assigned to a bankruptcy-remote structured entity, Bayfront Covered Bonds Pte. Ltd. (see Notes 22.2 and 30.4). These residential mortgages continue to be recognised on the Bank's balance sheet as the Bank remains exposed to the risks and rewards associated with them.

Pursuant to secured notes issued by the Bank, selected loan assets have been assigned as security (see Note 30.4). The Group remains the legal and beneficial owner of the loan assets and the loan assets continue to be recognised on the Group's balance sheet.

As at 31 December 2023, the carrying value of the covered bonds and secured notes in issue was \$13,166 million (2022: \$7,575 million), while the carrying value of assets assigned was \$25,560 million (2022: \$16,740 million). The difference in values is attributable to an intended over-collateralisation required to maintain the credit ratings of the covered bonds in issue, and additional assets assigned to facilitate future issuances.

The table below presents the assets pledged as collateral under the aforementioned transactions.

In \$ millions	The Group	
	2023	2022
Singapore government securities and treasury bills	2,147	2,773
Other government securities and treasury bills	6,179	7,339
Bank and corporate debt securities	3,767	2,641
Equity securities	1,135	1,232
Certificates of deposit	507	504
Cash collateral pledged (Note 20)	5,208	6,201
Loans and advances to customers ^(a)	25,560	16,740
Total	44,503	37,430

(a) Refers to the loans pledged under covered bond program and secured notes issuances and reflect the intended over-collateralisation

There were no derecognised assets that were subject to the Group's partial continuing involvement as at 31 December 2023 and 31 December 2022.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

20. Other Assets

In \$ millions	The Group	
	2023	2022
Accrued interest receivable	3,104	2,346
Deposits and prepayments	1,203	711
Receivables from securities business	559	358
Sundry debtors and others	7,131	7,800
Cash collateral pledged ^(a)	5,208	6,201
Deferred tax assets (Note 21)	770	887
Total ^(b)	17,975	18,303

(a) Mainly relates to cash collateral pledged in respect of derivative portfolios

(b) Balances are net of specific and general allowances

21. Deferred Tax Assets/ Liabilities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same tax authority. The deferred tax assets and liabilities are determined after appropriate offsetting, as shown in "Other assets" (Note 20) and "Other liabilities" (Note 29) respectively.

Deferred tax assets and liabilities comprise the following temporary differences:

In \$ millions	The Group	
	2023	2022
Deferred income tax assets		
Allowances for credit and other losses	347	368
FVOCI financial assets	84	143
Cash flow hedges	111	197
Own credit risk	2	-
Other temporary differences	489	436
Sub-total	1,033	1,144
Amounts offset against deferred tax liabilities	(263)	(257)
Total	770	887
Deferred income tax liabilities		
Allowances for credit and other losses	73	61
Tax depreciation	91	112
FVOCI financial assets	3	-
Own credit risk	-	3
Other temporary differences	204	137
Sub-total	371	313
Amounts offset against deferred tax assets	(263)	(257)
Total	108	56
Net deferred tax assets	662	831

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

21.1 International Tax Reform – Pillar Two Model Rules (GloBE)

The Group is within the scope of the OECD/ G20 Inclusive Framework on Base Erosion and Profit Shifting Pillar Two Global Anti-Base Erosion (GloBE) model rules. In the Singapore 2023 Budget Statement, the Singapore government announced plans to implement the GloBE rules as well as a domestic top-up tax (DTT) beginning on or after 1 January 2025. Since the Pillar Two legislation has not been enacted in Singapore, the jurisdiction in which DBS Group Holdings Ltd is incorporated, and is thus not effective at the reporting date, the Group has no related current tax exposure. The Group has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to SFRS(I) 1-12 *International Tax Reform—Pillar Two Model Rules* issued in May 2023.

Under the GloBE model rules, the GloBE effective tax rate (ETR) is assessed on a jurisdictional basis and top up tax is payable if the jurisdictional ETR is below 15%. The GloBE ETR is not exactly the same as accounting ETR. However, if the accounting ETR were to be used to assess the potential GloBE implications, DBS entities in most jurisdictions are operating with an average accounting ETR that exceeds 15%, except for Singapore, Macau, Malaysia and United Arab Emirates (UAE). Please refer to the geographical segment information in Note 48.2 for details on Singapore's accounting profits and tax expenses. As of the issuance date of these financial statements, Singapore has not announced when and how the GloBE rules will be enacted. Consequently, it is not presently feasible to reasonably estimate the quantitative impact of this legislation. The Group is actively engaged in evaluating its potential exposure to these forthcoming regulations. The impact of Pillar Two for Macau, Malaysia and UAE is expected to be immaterial.

Japan, South Korea, United Kingdom and Vietnam have respectively either announced draft legislations or enacted legislations to implement Pillar Two in 2024. The average accounting ETRs of the DBS entities operating in these jurisdictions are above 15%, without considering the various elections available and adjustments required under the GloBE model rules. While the exact quantitative impact cannot be reasonably estimated as yet due to the complexities in applying the legislations, the impact of Pillar Two is expected to be immaterial.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

22. Subsidiaries and Consolidated Structured Entities

In \$ millions	The Company	
	2023	2022
Investment in subsidiaries ^(a)		
Ordinary shares	17,682	17,682
Additional Tier 1 instruments (AT1)	2,971	2,982
Other equity instruments	344	344
	20,997	21,008
Due from subsidiaries		
Subordinated term debts	2,214	5,859
Other debt securities	-	684
Other receivables	3,897	1,989
	6,111	8,532
Total	27,108	29,540

(a) The carrying amounts of certain investments which are designated as hedged items in a fair value hedge are adjusted for fair value changes attributable to the hedged risks

22.1 Main operating subsidiaries

The main operating subsidiaries within the Group are listed below.

Name of subsidiary	Incorporated in	The Group	
		Effective shareholding %	
		2023	2022
Commercial Banking			
DBS Bank Ltd.	Singapore	100	100
DBS Bank (Hong Kong) Limited*	Hong Kong	100	100
DBS Bank (China) Limited*	China	100	100
DBS Bank (Taiwan) Limited*	Taiwan	100	100
PT Bank DBS Indonesia*	Indonesia	99	99
DBS Bank India Limited*	India	100	100
Other Financial Services			
DBS Vickers Securities Holdings Pte Ltd	Singapore	100	100
DBS Digital Exchange Pte. Ltd. ^(a)	Singapore	92	90
DBS Securities (China) Co. Ltd*	China	51	51

* Audited by PricewaterhouseCoopers network firms outside Singapore

(a) Subsidiary held by DBS Finnovation Pte. Ltd., an investment holding company under DBS Bank Ltd.

The Group's main subsidiaries are regulated banks and non-bank financial institutions. Statutory, contractual or regulatory requirements as well as protective rights of non-controlling interests may restrict the ability of the Company to access and transfer assets freely to or from other entities within the Group and to settle liabilities of the Group. Since the Group did not have any material non-controlling interests as at the balance sheet dates, any protective rights associated with these did not give rise to significant restrictions in 2022 and 2023.

22.2 Consolidated Structured Entity

The structured entity consolidated by the Group is listed below.

Name of entity	Purpose of consolidated structured entity	Incorporated in
Bayfront Covered Bonds Pte. Ltd.	Covered bond guarantor	Singapore

Bayfront Covered Bonds Pte. Ltd. is a bankruptcy-remote structured entity established in conjunction with the Bank's USD 20 billion Global Covered Bond Programme (see Note 30.4). As part of the contractual structures that are integral to this programme, the Bank provides funding and hedging facilities to it.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

23. Associates and Joint Ventures

In \$ millions	The Group	
	2023	2022
Unquoted equity securities	2,157	2,055
Share of post-acquisition reserves	330	225
Total	2,487	2,280

As of 31 December 2023 and 31 December 2022, no associate and joint venture was individually material to the Group.

As a non-controlling shareholder, the Group's ability to receive dividends is subject to agreement with other shareholders. The associates and joint ventures may also be subject to statutory, contractual or regulatory requirements restricting dividend payments or to repay loans or advances made.

Aggregate information about the Group's share of investments in associates and joint ventures that were not individually material is as follows:

In \$ millions	The Group	
	2023	2022
Profit for the financial year	214	207
Other comprehensive income	(1)	8
Total comprehensive income	213	215

The Group's share of off-balance sheet items of the associates and joint ventures at 31 December are as follows:

In \$ millions	The Group	
	2023	2022
Off-balance sheet		
Share of contingent liabilities and commitments	4,067	3,737

23.1 Main associates

The main associates of the Group are listed below.

Name of associate	Incorporated in	The Group Effective shareholding %	
		2023	2022
Unquoted			
Central Boulevard Development Pte Ltd*	Singapore	33.3	33.3
Shenzhen Rural Commercial Bank Corporation Limited* (a) (b)	China	13.0	13.0

* Audited by other auditors

(a) The Group is able to exercise significant influence over the financial and operating policy decision through board representation

(b) On 29 December 2023, the Group announced that it has obtained the requisite regulatory approvals to increase the Bank's existing stake in Shenzhen Rural Commercial Bank Corporation Limited (SRCB) from 13% to 16.69%. The transaction was completed in January 2024. Please refer to Note 49.3 for details

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

24. Unconsolidated Structured Entities

“Unconsolidated structured entities” are structured entities, as defined by SFRS(I) 12, that are not controlled by the Group. In the normal course of business, the Group enters into transactions with these structured entities to facilitate customer transactions and for specific investment opportunities.

While the economic exposures may be the same as those to other types of entities, SFRS(I) 12 specifically requires companies to disclose such exposures arising from transactions with unconsolidated structured entities. The table below reflects exposures to third party securitisation structures where the Group holds an interest in the normal course of business.

As is the case with other types of counterparties, the carrying amount from transactions with unconsolidated structured entities have been included in the Group’s financial statements.

The risks arising from such transactions are subject to the Group’s risk management practices.

The table below represents the Group’s maximum exposure to loss which for on-balance sheet assets and liabilities is represented by the carrying amount, and does not reflect mitigating effects from the availability of netting arrangements and financial instruments that the Group may utilise to manage the risks inherent in third party structured entities, or risk-reducing effects of collateral or other credit enhancements.

In \$ millions	2023	The Group	2022
Derivatives	84		25
Corporate securities	5,204		4,017
Other assets	7		3
Total assets	5,295		4,045
Commitments	617		799
Maximum exposure to loss	5,912		4,844
Derivatives	154		244
Total liabilities	154		244

SFRS(I) 12 also requires additional disclosures where the Group acts as a sponsor to unconsolidated structured entities. The Group is deemed a sponsor of a structured entity if it plays a key role in establishing the entity, and has an on-going involvement with the structured entity or if the Group’s name appears in the structured entity’s name.

There are certain investment funds where the Group is the fund manager and the investors have no or limited removal rights over the fund manager. These funds are primarily subscribed by the investors. As of 31 December 2023, the Group did not hold any investment in these investment funds. The table below summarises the Group’s involvement in the funds.

In \$ millions	2023	The Group	2022
Total assets of the sponsored structured entities	613		476
Fee income earned from the sponsored structured entities	6		8

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

25. Acquisition

Consumer banking business of Citigroup Inc in Taiwan (“Citi Taiwan”)

In August 2023, the Group completed the acquisition of the consumer banking business of Citigroup Inc in Taiwan (“Citi Taiwan”) via a transfer of assets and liabilities. With the acquisition of Citi Taiwan, DBS Taiwan has become Taiwan’s largest foreign bank by assets and will have clear market leadership in loans, deposits, cards and investments among foreign players in the market. The acquisition is in line with the Group’s strategy to scale up its investment and accelerates its expansion in Taiwan.

The Group has paid a cash consideration of \$936 million for the assets acquired (comprising mainly foreign currency cash accounts and loans and advances) of \$12.6 billion and the liabilities assumed (comprising mainly deposits and balances with customers and pension liabilities) of \$12.4 billion.

The provisional goodwill and intangible assets arising from the acquisition were \$763 million (TWD 17.8 billion) and \$232 million respectively as of 31 December 2023. Intangible assets mainly relate to customer relationships and core deposits.

The contribution to the Group’s net profit from the consolidation of the acquired Citi Taiwan from 12 August 2023 to 31 December 2023 was not material.

Integration costs of \$135 million were included in the Group’s expenses for the year ended 31 December 2023 in the audited consolidated income statement.

26. Properties and Other Fixed Assets

In \$ millions	The Group	
	2023	2022
Owned properties and other fixed assets		
Investment properties	37	39
Owner-occupied properties	576	398
Software ^(a)	1,310	1,181
Other fixed assets	430	367
Sub-total	2,353	1,985
Right-of-use assets		
Properties	1,249	1,155
Other fixed assets	87	98
Sub-total	1,336	1,253
Total	3,689	3,238

(a) During the year, the additions to software were \$478 million (2022: \$491 million), disposals/ write-offs were \$19 million (2022: \$51 million) and depreciation expenses were \$330 million (2022: \$300 million)

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

27. Goodwill and Intangible Assets

The carrying amounts of the Group's goodwill and intangible assets arising from business acquisitions are as follows:

In \$ millions	The Group	
	2023	2022
Goodwill		
DBS Bank (Hong Kong) Limited	4,631	4,631
DBS Taiwan consumer banking business ^(a)	763	-
Others	687	709
Sub-total	6,081	5,340
Intangible assets		
Customer relationships and core deposits ^(b)	232	-
Total Goodwill and intangible assets	6,313	5,340

(a) Goodwill from acquisition of Citi Taiwan has been recognised on a provisional basis. Refer to Note 25 for further details

(b) Intangible assets from acquisition of Citi Taiwan

Goodwill is reviewed on an annual basis or when indicators of impairment exist.

The more material goodwill at the Group relates to DBS Bank (Hong Kong) Limited's franchise and DBS Taiwan Consumer Banking Business. The recoverable value of the franchise is determined based on a value-in-use calculation. The CGU's five-year projected free cash flows, after taking into account the maintenance of capital adequacy requirements at target levels, are discounted by its cost of capital to derive its present value. To derive the value beyond the fifth year, a long-term growth rate is imputed to the fifth-year cash flow and then discounted by the cost of capital to derive the terminal value. The long-term growth rate used does not exceed the historical long-term growth rate of the market the CGU operates in. The recoverable value is the sum of the present value of the five-year cash flows and the terminal value.

A growth rate of 3.5% (2022: 3.5%) and discount rate of 9.0% (2022: 9.0%) were assumed in the value-in-use calculation for DBS Bank (Hong Kong) Limited's franchise.

The process of evaluating goodwill impairment involves management judgement and prudent estimates of various factors including future cash flows as well as the cost of capital and long-term growth rates. The results can be highly sensitive to the assumptions used. Key assumptions used to determine the recoverable amounts of the CGU, including growth rate and discount rate, are tested for sensitivity by applying a reasonably possible change to those assumptions. The reasonably possible changes in key assumptions did not result in an impairment of goodwill as at 31 December 2023.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

28. Deposits and Balances from Customers

In \$ millions	The Group	
	2023	2022
Analysed by currency		
Singapore dollar	191,925	213,259
US dollar	209,689	198,124
Hong Kong dollar	32,852	36,211
Chinese yuan	25,040	21,795
Others	75,597	57,611
Total	535,103	527,000
Analysed by product		
Savings accounts	176,625	186,727
Current accounts	109,367	130,855
Fixed deposits	244,779	203,545
Other deposits	4,332	5,873
Total	535,103	527,000

29. Other Liabilities

In \$ millions	The Group	
	2023	2022
Cash collateral received ^(a)	2,491	4,205
Accrued interest payable	2,088	1,213
Provision for loss in respect of off-balance sheet credit exposures	243	257
Payable in respect of securities business	385	351
Sundry creditors and others ^(b)	11,452	11,914
Lease liabilities ^(c)	1,468	1,389
Current tax liabilities	1,105	1,061
Short sale of securities	3,052	2,301
Deferred tax liabilities (Note 21)	108	56
Total	22,392	22,747

(a) Mainly relates to cash collateral received in respect of derivative portfolios

(b) Includes income received in advance of \$768 million (2022: \$864 million) arising from a 15-year regional distribution agreement entered with Manulife Financial Asia Limited, to be amortised on a straight-line basis. The regional distribution agreement was extended for one more year to 2031 via a contract addendum in 2021. \$96 million (2022: \$96 million) of the Manulife income received in advance was recognised as fee income during the year

(c) Total lease payments made during the year amounted to \$243 million (2022: \$242 million)

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

30. Other Debt Securities

In \$ millions	Note	The Group		The Company	
		2023	2022	2023	2022
Negotiable certificates of deposit	30.1	6,037	5,910	-	-
Senior medium term notes	30.2	9,541	6,592	4,716	3,472
Commercial papers	30.3	3,545	19,053	-	-
Covered bonds and other secured notes ^(a)	30.4	13,166	7,575	-	-
Other debt securities	30.5	15,790	8,058	-	-
Total		48,079	47,188	4,716	3,472
Due within 1 year		26,316	30,745	1,449	684
Due after 1 year ^(b)		21,763	16,443	3,267	2,788
Total		48,079	47,188	4,716	3,472

- (a) Collaterals are in the form of residential mortgages and corporate loans
(b) Includes instruments in perpetuity

30.1 Negotiable certificates of deposit issued and outstanding are as follows:

In \$ millions		The Group	
Currency	Interest Rate and Interest Frequency	2023	2022
Issued by the Bank and other subsidiaries			
AUD	Zero-coupon, payable on maturity	2,608	3,207
CNY	Zero-coupon, payable on maturity	1,075	2,136
EUR	Zero-coupon, payable on maturity	73	-
GBP	Zero-coupon, payable on maturity	1,331	-
HKD	1.07%, payable on maturity	-	35
HKD	Zero-coupon, payable on maturity	-	500
INR	Zero-coupon, payable on maturity	611	32
USD	Zero-coupon, payable on maturity	339	-
Total		6,037	5,910

The outstanding negotiable certificates of deposit as at 31 December 2023 were issued between 13 March 2023 and 28 December 2023 (2022: 11 January 2022 and 29 December 2022) and mature between 2 January 2024 and 26 December 2024 (2022: 4 January 2023 and 21 November 2023).

30.2 Senior medium term notes issued and outstanding as at 31 December are as follows:

In \$ millions		The Group		The Company	
Currency	Interest Rate and Interest Frequency	2023	2022	2023	2022
Issued by the Company					
AUD	0.85%, payable semi-annually	-	268	-	273
AUD	Floating rate note, payable quarterly	-	410	-	410
HKD	1.074%, payable semi-annually	237	241	237	241
USD	1.169% to 5.479%, payable semi-annually	3,072	2,085	3,096	2,145
USD	Floating rate note, payable quarterly	1,383	403	1,383	403
Issued by the Bank and other subsidiaries					
AUD	Floating rate note, payable quarterly	2,520	1,460	-	-
AUD	4.678%, payable semi-annually	361	-	-	-
CNY	3.25% to 4.7%, payable annually	709	158	-	-
HKD	5.4%, payable quarterly	208	214	-	-
HKD	Floating rate note, payable quarterly	228	232	-	-
HKD	1.125% to 5.41%, payable semi-annually	567	736	-	-
USD	1.492% to 2.3%, payable semi-annually	256	385	-	-
Total		9,541	6,592	4,716	3,472

The outstanding senior medium term notes as at 31 December 2023 were issued between 24 January 2019 and 12 September 2023 (2022: 24 January 2019 and 22 November 2022) and mature between 19 January 2024 and 15 March 2027 (2022: 3 March 2023 and 15 March 2027).

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

30.3 The commercial papers were issued by the Bank under its USD 5 billion Euro Commercial Paper Programme and USD 20 billion US Commercial Paper Programme and by the Company under its USD 5 billion US Commercial Paper Programme. These are mainly zero-coupon papers. The outstanding notes as at 31 December 2023 were issued between 28 July 2023 and 27 November 2023 (2022: 7 July 2022 and 31 December 2022) and mature between 3 January 2024 and 30 May 2024 (2022: 3 January 2023 and 30 June 2023).

30.4 The covered bonds were issued by the Bank under its USD 20 billion Global Covered Bond Programme. A covered bond is a senior obligation of the Bank backed by a cover pool comprising assets that have been ring-fenced via contractual structures in a bankruptcy-remote structured entity, Bayfront Covered Bonds Pte. Ltd. Bayfront Covered Bonds Pte. Ltd. provides an unconditional and irrevocable guarantee, which is secured by the cover pool, to the covered bond holders. Please refer to Note 19 for further details on the covered bonds.

The outstanding covered bonds of \$12,127 million as at 31 December 2023 (2022: \$7,575 million) were issued between 23 January 2017 and 17 November 2023 (2022: 23 January 2017 and 12 December 2022) and mature between 23 January 2024 and 16 August 2027 (2022: 23 January 2024 and 17 March 2027).

The Bank also issued secured notes. These notes are senior obligations of the Bank backed by a pool of assets. The outstanding notes of \$1,039 million as at 31 December 2023 (2022: Nil) were issued between 20 January 2023 and 28 March 2023 and mature on 17 January 2025. Please refer to Note 19 for further details on the secured notes.

30.5 Other debt securities issued and outstanding as at 31 December are as follows:

In \$ millions	The Group	
	2023	2022
Issued by the Bank and other subsidiaries		
Equity linked notes	3,035	1,740
Credit linked notes	4,342	3,832
Interest linked notes	7,976	2,364
Others	437	122
Total	15,790	8,058

The outstanding securities (excluding perpetual securities) as at 31 December 2023 were issued between 12 March 2013 and 31 December 2023 (2022: 12 March 2013 and 31 December 2022) and mature between 2 January 2024 and 22 February 2062 (2022: 3 January 2023 and 22 February 2062).

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

31 Subordinated Term Debts

The following subordinated term debts issued by the Company are classified as liabilities. These term debt instruments have a junior or lower priority claim on the issuing entity's assets in the event of a default or liquidation.

The subordinated term debts issued by the Company include contractual provisions for them to be written-off if and when the Monetary Authority of Singapore (MAS) notifies the Company that a write-off of the instruments, or a public sector injection of capital (or equivalent support), is necessary, without which the Company or the Group would become non-viable, as determined by the MAS. These instruments qualify as Tier 2 capital under the "Notice to Designated Financial Holding Companies on Risk Based Capital Adequacy Requirements" (MAS Notice FHC-N637).

					The Group and The Company	
In \$ millions	Note	Issue Date	Maturity Date	Interest Payment	2023	2022
Issued by the Company						
SGD 250m 3.80% Subordinated Notes due 2028 Callable in 2023	31.1	20 Jan 2016	20 Jan 2028	Jan/ Jul	-	251
JPY 10,000m 0.918% Subordinated Notes due 2026	31.2	8 Mar 2016	8 Mar 2026	Mar/ Sep	93	101
AUD 750m 3-month BBSW+1.58% Subordinated Notes due 2028 Callable in 2023	31.3	16 Mar 2018	16 Mar 2028	Mar/ Jun/ Sep/ Dec	-	684
EUR 600m 1.50% Subordinated Notes due 2028 Callable in 2023	31.4	11 Apr 2018	11 Apr 2028	Apr	-	859
CNY 950m 5.25% Subordinated Notes due 2028 Callable in 2023	31.5	15 May 2018	15 May 2028	May/ Nov	-	183
USD 750m 4.52% Subordinated Notes due 2028 Callable in 2023	31.6	11 Jun 2018	11 Dec 2028	Jun/ Dec	-	1,007
JPY 7,300m 0.85% Subordinated Notes due 2028 Callable in 2023	31.7	25 Jun 2018	25 Jun 2028	Jun/ Dec	-	74
AUD 300m 3-month BBSW+1.90% Subordinated Notes due 2031 Callable in 2026	31.8	8 Oct 2020	8 Apr 2031	Jan/ Apr/ Jul/ Oct	270	274
CNY 1,600m 3.70% Subordinated Notes due 2031 Callable in 2026	31.9	3 Mar 2021	3 Mar 2031	Mar/ Sep	297	308
USD 500m 1.822% Subordinated Notes due 2031 Callable in 2026	31.10	10 Mar 2021	10 Mar 2031	Mar/ Sep	659	671
Total					1,319	4,412
Due within 1 year					-	251
Due after 1 year					1,319	4,161
Total					1,319	4,412

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

31.1 Interest on the notes is payable at 3.80% per annum up to 20 January 2023. Thereafter, the interest rate resets to the then-prevailing five-year Singapore Dollar Swap Offer Rate plus 1.10% per annum. Interest is paid semi-annually on 20 January and 20 July each year. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments. The notes were fully redeemed on 20 January 2023.

31.2 Interest on the notes is payable semi-annually at 0.918% per annum on 8 March and 8 September each year. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments.

31.3 Interest on the notes is payable quarterly at 3-month Bank Bill Swap Rate (BBSW) plus 1.58% per annum on 16 March, 16 June, 16 September and 16 December each year. The notes were fully redeemed on 16 March 2023.

31.4 Interest on the notes is payable at 1.50% per annum up to 11 April 2023. Thereafter, the interest rate resets to the then-prevailing five-year Euro Mid-Swap Rate plus 1.20% per annum. Interest is paid annually on 11 April each year. The notes were fully redeemed on 11 April 2023.

31.5 Interest on the notes is payable semi-annually at 5.25% per annum on 15 May and 15 November each year. The notes were fully redeemed on 15 May 2023.

31.6 Interest on the notes is payable at 4.52% per annum up to 11 December 2023. Thereafter, the interest rate resets to the then-prevailing five-year US Dollar Mid-Swap Rate plus 1.59% per annum. Interest is paid semi-annually on 11 June and 11 December each year. The notes were fully redeemed on 11 December 2023.

31.7 Interest on the notes is payable at 0.85% per annum up to 25 June 2023. Thereafter, the interest rate resets to the then-prevailing six-month JPY London Interbank Offered Rate plus 0.74375% per annum. Interest is paid semi-annually on 25 June and 25 December each year. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments. The notes were fully redeemed on 25 June 2023.

31.8 Interest on the notes is payable quarterly at 3-month Bank Bill Swap Rate (BBSW) plus 1.90% per annum on 8 January, 8 April, 8 July and 8 October each year. The notes are redeemable on 8 April 2026 or on any interest payment date thereafter.

31.9 Interest on the notes is payable semi-annually at 3.70% per annum on 3 March and 3 September each year. The notes are redeemable on 3 March 2026 or on any interest payment date thereafter.

31.10 Interest on the notes is payable at 1.822% per annum up to 10 March 2026. Thereafter, the interest rate resets to the then-prevailing five-year US Dollar Treasury Rate plus 1.10% per annum. Interest is paid semi-annually on 10 March and 10 September each year. The notes are redeemable on 10 March 2026 or on any interest payment date thereafter.

For more information on each instrument, please refer to the "Capital Instruments" section (unaudited) published on DBS website (<https://www.dbs.com/investors/fixed-income/capital-instruments>).

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

32 Share Capital

The Scrip Dividend Scheme (Scheme) was not applied to the 2022 and 2023 dividends.

As at 31 December 2023, the number of treasury shares held by the Group is 10,046,874 (2022: 15,454,520), which is 0.39% (2022: 0.60%) of the total number of issued shares net of treasury shares.

Movements in the number of shares and carrying amount of share capital are as follows:

	The Group				The Company			
	Shares ('000)		In \$ millions		Shares ('000)		In \$ millions	
	2023	2022	2023	2022	2023	2022	2023	2022
Ordinary shares	2,587,618	2,587,618	11,826	11,826	2,587,618	2,587,618	11,826	11,826
Treasury shares								
Balance at 1 January	(15,455)	(20,873)	(331)	(443)	(13,989)	(19,276)	(291)	(401)
Purchase of treasury shares	(629)	(315)	(20)	(11)	-	-	-	-
Draw-down of reserves upon vesting of performance shares	6,037	5,733	129	123	-	-	-	-
Transfer of treasury shares	-	-	-	-	5,514	5,287	115	110
Balance at 31 December	(10,047)	(15,455)	(222)	(331)	(8,475)	(13,989)	(176)	(291)
Issued share capital at 31 December			11,604	11,495			11,650	11,535

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

33 Other Equity Instruments

The following perpetual capital securities issued by the Company are classified as other equity instruments. These instruments are subordinated to all liabilities of the Company and senior only to ordinary shareholders of the Company.

These instruments include contractual provisions for them to be written-off if and when the MAS notifies the Company that a write-off of the instruments, or a public sector injection of capital (or equivalent support), is necessary, without which the Company or the Group would become non-viable, as determined by the MAS. These instruments qualify as Additional Tier 1 capital under MAS Notice FHC-N637.

				The Group and The Company	
In \$ millions	Note	Issue Date	Distribution Payment	2023	2022
Issued by the Group and the Company					
SGD 1,000m 3.98% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2025	33.1	12 Sep 2018	Mar/ Sep	1,000	1,000
USD 1,000m 3.30% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2025	33.2	27 Feb 2020	Feb/ Aug	1,392	1,392
Total				2,392	2,392

33.1 Distributions are payable at 3.98% per annum up to 12 September 2025. Thereafter, the distribution rate resets every 7 years to the then-prevailing seven-year Singapore Dollar Swap Offer Rate (or such other substitute rate generally accepted by market participants at that time) plus 1.65% per annum. Distributions are paid semi-annually on 12 March and 12 September each year, unless cancelled by the Company. The capital securities are redeemable on 12 September 2025 or on any distribution payment date thereafter.

33.2 Distributions are payable at 3.30% per annum up to 27 February 2025. Thereafter, the distribution rate resets every 5 years to the then-prevailing five-year US Dollar Treasury Rate plus 1.915% per annum. Distributions are paid semi-annually on 27 February and 27 August each year, unless cancelled by the Company. The capital securities are redeemable on 27 February 2025 or on any distribution payment date thereafter.

For more information on each instrument, please refer to the "Capital Instruments" section (unaudited) published on DBS website (<https://www.dbs.com/investors/fixed-income/capital-instruments>).

34 Other Reserves and Revenue Reserves

34.1 Other reserves

In \$ millions	The Group		The Company	
	2023	2022	2023	2022
FVOCI revaluation reserves (debt)	(1,021)	(1,686)	-	-
FVOCI revaluation reserves (equity)	(283)	(346)	-	-
Cash flow hedge reserves	(1,380)	(2,495)	(39)	(79)
Foreign currency translation reserves	(1,773)	(1,270)	-	-
Share plan reserves	162	116	162	116
Others	4,272	4,334	-	-
Total	(23)	(1,347)	123	37

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Movements in other reserves during the year are as follows:

In \$ millions	The Group						Total
	FVOCI revaluation reserves (debt)	FVOCI revaluation reserves (equity)	Cash flow hedge reserves	Foreign currency translation reserves	Share plan reserves	Other reserves ^(a)	
2023							
Balance at 1 January	(1,686)	(346)	(2,495)	(1,270)	116	4,334	(1,347)
Net exchange translation adjustments	-	-	-	(503)	-	-	(503)
Share of associates' reserves	(1)	6	(5)	-	-	(1)	(1)
Share of associates' transfer to revenue reserves upon disposal of FVOCI equities	-	(11)	-	-	-	-	(11)
Cost of share-based payments	-	-	-	-	178	-	178
Draw-down of reserves upon vesting of performance shares	-	-	-	-	(132)	-	(132)
FVOCI financial assets and cash flow hedge movements:							
- net valuation taken to equity	810	(177)	967	-	-	-	1,600
- transferred to income statement	(89)	-	237	-	-	-	148
- taxation relating to components of other comprehensive income	(55)	(4)	(84)	-	-	-	(143)
Transfer to revenue reserves upon disposal of FVOCI equities	-	249	-	-	-	-	249
Other movements	-	-	-	-	-	(61)	(61)
Balance at 31 December	(1,021)	(283)	(1,380)	(1,773)	162	4,272	(23)
2022							
Balance at 1 January	(68)	(56)	(210)	(331)	106	4,369	3,810
Net exchange translation adjustments	-	-	-	(939)	-	-	(939)
Share of associates' reserves	-	(10)	17	-	-	1	8
Cost of share-based payments	-	-	-	-	134	-	134
Draw-down of reserves upon vesting of performance shares	-	-	-	-	(124)	-	(124)
FVOCI financial assets and cash flow hedge movements:							
- net valuation taken to equity	(1,860)	(432)	(2,355)	-	-	-	(4,647)
- transferred to income statement	117	-	(140)	-	-	-	(23)
- taxation relating to components of other comprehensive income	125	15	193	-	-	-	333
Transfer to revenue reserves upon disposal of FVOCI equities	-	137	-	-	-	-	137
Other movements	-	-	-	-	-	(36)	(36)
Balance at 31 December	(1,686)	(346)	(2,495)	(1,270)	116	4,334	(1,347)

(a) Other reserves mainly relate to share premium of the Bank prior to the restructuring of the Bank under the Company pursuant to a scheme of arrangement under Section 210 of the Singapore Companies Act on 26 June 1999

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	The Company		
	Cash flow hedge reserves	Share plan reserves	Total
2023			
Balance at 1 January	(79)	116	37
Cost of share-based payments	-	178	178
Draw-down of reserves upon vesting of performance shares	-	(132)	(132)
Cash flow hedge movements:			
- net valuation taken to equity	42	-	42
- transferred to income statement	6	-	6
- taxation relating to components of other comprehensive income	(8)	-	(8)
Balance at 31 December	(39)	162	123
2022			
Balance at 1 January	25	106	131
Cost of share-based payments	-	134	134
Draw-down of reserves upon vesting of performance shares	-	(124)	(124)
Cash flow hedge movements:			
- net valuation taken to equity	(113)	-	(113)
- transferred to income statement	(12)	-	(12)
- taxation relating to components of other comprehensive income	21	-	21
Balance at 31 December	(79)	116	37

34.2 Revenue reserves

In \$ millions	The Group	
	2023	2022
Balance at 1 January	44,347	39,941
Net profit attributable to shareholders	10,062	8,193
Other comprehensive income attributable to shareholders		
- Fair value change from own credit risk on financial liabilities designated at fair value (net of tax)	(108)	115
- Defined benefit plans remeasurements (net of tax)	(8)	(1)
- Transfer from FVOCI revaluation reserves upon disposal of FVOCI equities	(249)	(137)
Share of associates' transfer from FVOCI revaluation reserves upon disposal of FVOCI equities	11	-
Other movements	50	25
Sub-total	54,105	48,136
Less: Final dividends on ordinary shares of \$0.42 paid for the previous financial year (2022: \$0.36 one-tier tax-exempt)	1,083	926
Special dividend on ordinary shares of \$0.50 (2022: Nil)	1,289	-
Interim dividends on ordinary shares of \$1.38 paid for the current financial year (2022: \$1.08 one-tier tax-exempt)	3,557	2,778
Dividends on other equity instruments	84	85
Total dividends paid	6,013	3,789
Balance at 31 December	48,092	44,347

As at 31 December 2023, revenue reserves include statutory reserves maintained in accordance with the applicable laws and regulations of \$633 million (2022: \$575 million). There was no regulatory loss allowance reserve as at 31 December 2023 and 31 December 2022.

34.3 Proposed dividends

Proposed final one-tier tax-exempt dividends on ordinary shares of \$0.54 per share have not been accounted for in the financial statements for the year ended 31 December 2023. This is to be approved at the Annual General Meeting on 28 March 2024.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

35 Contingent Liabilities and Commitments

The Group issues guarantees, performance bonds and indemnities in the ordinary course of business. The majority of these facilities are offset by corresponding obligations of its customers.

Guarantees and performance bonds are generally written by the Group to support the performance of a customer to third parties. As the Group will only be required to meet these obligations in the event of the customer's default, the cash requirements of these instruments are expected to be considerably below their contractual nominal amount.

In \$ millions	The Group	
	2023	2022
Guarantees on account of customers	23,048	21,006
Letters of credit and other obligations on account of customers	15,571	16,663
Undrawn credit commitments ^(a)	423,842	364,998
Forward starting transactions	712	852
Undisbursed and underwriting commitments in securities	373	418
Sub-total	463,546	403,937
Capital commitments	56	134
Total	463,602	404,071
Analysed by industry (excluding capital commitments)		
Manufacturing	67,496	60,064
Building and construction	33,145	33,045
Housing loans	8,790	7,902
General commerce	77,432	66,883
Transportation, storage and communications	19,676	20,511
Financial institutions, investment and holding companies	60,215	49,638
Professionals and private individuals (excluding housing loans)	155,959	131,631
Others	40,833	34,263
Total	463,546	403,937
Analysed by geography^(b) (excluding capital commitments)		
Singapore	172,193	159,784
Hong Kong	66,452	65,677
Rest of Greater China	81,040	50,479
South and Southeast Asia	39,324	36,016
Rest of the World	104,537	91,981
Total	463,546	403,937

(a) Includes commitments that are unconditionally cancellable at any time by the Group (2023: \$348,868 million; 2022: \$294,168 million)

(b) Based on the location of incorporation of the counterparty or borrower

36 Financial Derivatives

36.1 Trading derivatives

Most of the Group's derivatives relate to sales and trading activities. Sales activities include the structuring and marketing of derivatives to customers to enable them to take, transfer, modify or reduce current or expected risks. Trading activities are entered into principally for dealer's margin or for the purpose of generating a profit from short-term fluctuations in price.

Trading includes mainly market-making and warehousing to facilitate customer orders. Market-making involves quoting bid and offer prices to other market participants with the intention of generating revenues based on spread and volume. Warehousing involves holding on to positions in order to liquidate in an orderly fashion with timing of unwinding determined by market conditions and traders' views of markets as they evolve.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

36.2 Hedging derivatives

Apart from derivatives which are designated in hedge accounting relationships (Note 38), all other derivatives including those used for risk management purposes are treated in the same way as trading derivatives.

The following table summarises the contractual or underlying principal amounts of derivative financial instruments held or issued for trading and hedging purposes outstanding at balance sheet date. They do not represent amounts at risk.

Derivative financial instruments are revalued on a gross position basis and the unrealised gains or losses are reflected as derivative assets or derivative liabilities. Derivative assets and liabilities arising from different transactions are only offset if the transactions are done with the same counterparty, a legal right of offset exists, and the parties intend to settle the cash flows on a net basis. Refer to Note 14 for details on offsetting between derivative assets and liabilities.

In \$ millions	The Group					
	Underlying notional	2023 Assets	2023 Liabilities	Underlying notional	2022 Assets	2022 Liabilities
Interest rate derivatives						
Forward rate agreements	3,177	132	63	2,718	261	18
Interest rate swaps	1,823,621	7,554	9,433	1,536,738	24,968	27,961
Interest rate futures	8,234	7	14	22,285	57	6
Interest rate options	45,721	1,144	1,026	44,881	1,282	1,146
Sub-total	1,880,753	8,837	10,536	1,606,622	26,568	29,131
Foreign exchange (FX) derivatives						
FX contracts	596,969	4,648	5,427	611,474	6,756	7,192
Currency swaps	262,921	7,104	5,513	238,615	9,070	7,324
Currency options	104,910	454	561	90,707	499	672
Sub-total	964,800	12,206	11,501	940,796	16,325	15,188
Equity derivative contracts	28,321	1,207	855	18,094	1,356	605
Credit derivative contracts	26,996	338	417	27,024	594	162
Commodity derivative contracts	7,595	112	148	7,802	92	179
Gross total derivatives	2,908,465	22,700	23,457	2,600,338	44,935	45,265
Impact of netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited)		(12,678)	(12,678)		(32,084)	(32,084)
		10,022	10,779		12,851	13,181
Included in the above are derivatives held for:						
Fair value hedges						
Interest rate swaps	18,941	53	148	16,483	546	508
Currency swaps	403	30	-	530	38	-
Sub-total	19,344	83	148	17,013	584	508
Cash flow hedges						
Forward rate agreements	102	#	2	42	3	-
Interest rate swaps	50,797	3	344	33,398	21	1,831
FX contracts	25,938	111	367	17,468	230	77
Currency swaps	18,839	755	368	20,917	1,242	647
Sub-total	95,676	869	1,081	71,825	1,496	2,555
Net investment hedges						
FX contracts	12,171	67	162	12,027	140	48
Currency swaps	789	11	-	-	-	-
Sub-total	12,960	78	162	12,027	140	48
Total derivatives held for hedging	127,980	1,030	1,391	100,865	2,220	3,111

Amount under \$500,000

37 Interest Rate Benchmark Reform

In 2023, the Group has transitioned most of its Interbank Offered Rates (IBOR) contracts that are subject to cessation.

The remaining contracts that require transition relate mainly to Fallback Rate (SOR) and SIBOR (Singapore Interbank Offered Rate). For these rates, the industry has agreed with MAS on the transition approach to SORA (Singapore Overnight Rate Average), including timing and Adjustment Spread. The Group is also engaging its customers to transition out of the contracts referencing Synthetic USD LIBOR (London Interbank Offered Rate).

38 Hedge Accounting

The Group enters into hedging transactions to manage exposures to interest rate and foreign currency risks. Hedge accounting is applied to minimise volatility in earnings arising from changes in interest rate and foreign exchange rates.

Please refer to Note 44 for more information on market risk and the Group's risk management practices and Note 2.19 for the Group's accounting policy for hedge accounting.

38.1 Fair value hedge

In accordance with the risk management strategy in place, the Group enters into interest rate swaps to mitigate the risk of changes in interest rates on the fair value of the following:

- issued fixed rate debt;
- fixed rate bonds;
- fixed rate loans;
- account receivable purchase;
- bond repos; and
- deposits and borrowings.

In such instances, the Group hedges the benchmark interest rate risk component which is an observable and reliably measurable component of interest rate risk. Specifically, the Group has designated fair value hedge relationships, on a hedge-by-hedge basis, to hedge against movements in the benchmark interest rate. This effectively results in the recognition of interest expense (for fixed rate liabilities), or interest income (for fixed rate assets) at floating rates. The Group also uses cross currency swaps when there is a need to hedge both interest rate and foreign exchange risks.

For risks not covered by hedge accounting, the Group manages these in accordance with its risk management strategy.

The Group assesses prospective hedge effectiveness by comparing the changes in fair value of the hedged item resulting from movements in the benchmark interest rate with the changes in fair value of the interest rate swaps used to hedge the exposure. The Group determines the hedge ratio by comparing the notional of the derivative with the principal of the debt issued or the bond asset purchased, or the loan granted.

The Group has identified the following possible sources of ineffectiveness:

- the use of derivatives as a protection against interest rate risk creates an exposure to the derivative counterparty's credit risk which is not offset by the hedged item. This risk is minimised by entering into derivatives with high credit quality counterparties;
- the use of different discounting curves when measuring the fair value of the hedged items and hedging instruments. For derivatives, the discounting curve used depends on collateralisation and the type of collateral used;
- difference in tenor of hedged items and hedging instruments;
- difference in the timing of settlement of hedging instruments and hedged items;
- fixing risk or difference in fixing rate of hedging instruments and implied forward rate on hedged items; and
- difference in hedged rate between hedged item and hedging instrument.

The Group also uses foreign currency denominated borrowings/ deposits to fund its investments in non-SGD denominated FVOCI equity instruments. To reduce the accounting mismatch on the borrowings/ deposits and FVOCI equity instruments because of foreign exchange rate movements, the Group designates the borrowings/ deposits as the hedging instruments in fair value hedges of the FVOCI equity instruments. The hedge ratio is determined by comparing the principal of the borrowings/deposits with the investment costs of the FVOCI equity instruments. A potential source of ineffectiveness is a decrease in the fair value of the equity instruments below their investment costs.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following table sets out the maturity profile of the hedging instruments used in fair value hedges. The amounts shown in the table reflect the notional amounts of derivatives and the carrying amounts of borrowings and deposits. Please refer to Note 36 for the carrying values of the derivatives.

		The Group			
In \$ millions	Type of risk hedged	Less than 1 year	1 to 5 years	More than 5 years	Total
2023					
Derivatives (notional)					
Interest rate swaps	Interest rate	5,785	10,556	2,600	18,941
Currency swaps	Interest rate & Foreign exchange	-	403	-	403
Total derivatives		5,785	10,959	2,600	19,344
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,479	-	-	1,479
Total non-derivative instruments		1,479	-	-	1,479
2022					
Derivatives (notional)					
Interest rate swaps	Interest rate	1,987	11,438	3,058	16,483
Currency swaps	Interest rate & Foreign exchange	104	426	-	530
Total derivatives		2,091	11,864	3,058	17,013
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,463	-	-	1,463
Total non-derivative instruments		1,463	-	-	1,463

The table below provides information on hedged items relating to fair value hedges.

The Group	2023		2022	
	Carrying amounts (including hedge adjustments)	Fair value hedge adjustments included in carrying amounts	Carrying amounts (including hedge adjustments)	Fair value hedge adjustments included in carrying amounts
In \$ millions				
Assets				
Loans and advances to customers	852	(5)	786	(21)
Due from banks	687	#	-	-
Government securities and treasury bills ^(a)	1,379	(13)	1,204	(17)
Bank and corporate securities ^(a)	5,960	(9)	6,500	(13)
Liabilities				
Due to banks	727	3	-	-
Deposits and balances from customers	55	#	-	-
Subordinated term debts	93	#	426	#
Other debt securities	10,508	(285)	8,451	(500)

Amount under \$500,000

(a) The carrying amounts of debt and equity instruments at fair value through other comprehensive income do not include fair value hedge adjustments as the hedged assets are measured at fair value. The accounting for the hedge relationship results in a transfer from other comprehensive income to the income statement for debt instruments

For the year ended 31 December 2023, the net gains on hedging instruments used to calculate hedge effectiveness was \$100 million (2022: net gains of \$121 million). The net losses on hedged items attributable to the hedged risk amounted to \$105 million (2022: net losses of \$118 million).

38.2 Cash flow hedge

The Group is predominantly exposed to variability in future cash flows due to interest rate movements and foreign currency fluctuations from the following:

- assets subject to repricing, reinvestment or refinancing risk;
- forecasted interest earnings denominated in foreign currency;
- issued floating or fixed rate foreign currency debt; and
- floating or fixed rate foreign currency bonds.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In accordance with the Group risk management strategy, the Group enters into interest rate swaps, foreign currency forwards and swaps, as well as cross currency swaps to protect against the variability of cash flows due to changes in interest rates and/ or foreign currency exchange rates.

In such instances, cash flow hedge relationships are designated. These are applied on a hedge-by-hedge basis or portfolio basis, for example:

- For cash flows from assets subject to repricing or reinvestment risk, a portfolio cash flow hedge relationship is designated using interest rate swaps. A dynamic process is applied for this hedge as the portfolio composition can change e.g. due to maturities and new originations. The portfolio cash flow hedge relationship effectively extends the duration of the assets, such that the interest cash flows are transformed from a floating rate basis to a fixed rate basis.
- Foreign currency forwards and swaps are used to hedge against variability in future cash flows arising from USD-denominated interest income, and to hedge against foreign exchange movements arising from a portfolio of foreign currency denominated assets and liabilities.
- Cross currency swaps are used to mitigate the risk of fluctuation of coupon and principal cash flows due to changes in foreign currency exchange rates of issued foreign currency debt and foreign currency bonds.
- Bond forwards are used to reduce exposures to foreign currency bonds.

For risks not covered by hedge accounting, the Group manages these in accordance with its risk management strategy.

The Group assesses hedge effectiveness by comparing the changes in fair value of a hypothetical derivative reflecting the terms of the hedged item due to movements in the hedged risk with the changes in fair value of the derivatives used to hedge the exposure.

The Group determines the hedge ratio by comparing the notional of the derivatives with the assets subject to repricing/ reinvestment/ refinancing risk or amount of forecast earnings denominated in foreign currency or the principal of the debt securities issued or purchased foreign currency bonds.

The Group has identified the following possible sources of ineffectiveness in its cash flow hedge relationships:

- the use of derivatives as a protection against currency and interest rate risk creates an exposure to the derivative counterparty's credit risk which is not offset by the hedged item. This risk is minimised by entering into derivatives with high credit quality counterparties;
- difference in tenor of hedged items and hedging instruments;
- difference in timing of settlement of the hedging instrument and hedged item; and
- designation of off-market hedging instruments.

The following table sets out the maturity profile of the hedging instruments used in cash flow hedges. The amounts shown in the table reflect the notional amounts of derivatives. Please refer to Note 36 for the carrying values of the derivatives.

The Group					
In \$ millions	Type of risk hedged	Less than 1 year	1 to 5 years	More than 5 years	Total
2023					
Derivatives (notional)					
Forward rate agreements	Interest rate	20	-	82	102
Interest rate swaps	Interest rate	9,108	41,689	-	50,797
FX contracts	Foreign exchange	25,752	186	-	25,938
Currency swaps	Interest rate & Foreign exchange	4,605	9,355	4,879	18,839
Total		39,485	51,230	4,961	95,676
2022					
Derivatives (notional)					
Forward rate agreements	Interest rate	-	-	42	42
Interest rate swaps	Interest rate	86	33,312	-	33,398
FX contracts	Foreign exchange	17,343	125	-	17,468
Currency swaps	Interest rate & Foreign exchange	8,842	6,830	5,245	20,917
Total		26,271	40,267	5,287	71,825

The hedge ineffectiveness arising from these hedges was insignificant.

Please refer to Note 34 for information on the cash flow hedge reserves.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

38.3 Net investment hedges

The Group manages currency risk of its net investment in foreign operations (or structural foreign exchange risk) using foreign currency borrowings, foreign currency forwards and swaps, as well as cross currency swaps.

Structural foreign exchange exposures are managed with the primary aim of ensuring that consolidated capital ratios are largely protected from the effect of fluctuations in foreign exchange rates against SGD.

Under the Group's hedging strategy, the carrying amount of these investments could be fully hedged, partially hedged or not hedged at all. The Group regularly reviews its hedging strategy, taking into account the long-term outlook of currency fundamentals and the impact of fluctuations in foreign exchange rates on capital adequacy ratios.

The table below analyses the structural currency exposure of the Group by functional currency.

In \$ millions	The Group				
	Net investments in foreign operations ^(a)	Financial instruments which hedge the net investments	Structural currency exposures before natural offset from AT1 equity instruments	AT1 equity instruments ^(c)	Remaining unhedged structural currency exposures
2023					
Hong Kong dollar	9,633	3,740	5,893	-	5,893
US dollar ^(b)	10,117	-	10,117	1,318	8,799
Chinese yuan	4,329	3,950	379	-	379
Taiwan dollar	4,223	4,020	203	-	203
Others	6,350	1,486	4,864	-	4,864
Total	34,652	13,196	21,456	1,318	20,138
2022					
Hong Kong dollar	10,262	4,451	5,811	-	5,811
US dollar ^(b)	9,331	5,706	3,625	1,343	2,282
Chinese yuan	4,277	269	4,008	-	4,008
Taiwan dollar	1,954	1,842	112	-	112
Others	5,618	-	5,618	-	5,618
Total	31,442	12,268	19,174	1,343	17,831

(a) Refers to net tangible assets of entities (e.g. subsidiaries, associates, joint ventures and overseas branches) or units with non-SGD functional currency

(b) Includes the Treasury Markets trading business in Singapore ("TM Singapore"). With effect from 1 January 2021, the functional currency of TM Singapore changed from SGD to US dollars (USD) to better reflect the increasing dominance of the USD in the business activities of TM Singapore

(c) Represents foreign currency denominated AT1 equity instruments. These are accounted for at historical cost and do not qualify for hedge accounting

Please refer to Note 34 for information on the foreign currency translation reserves. Foreign currency translation reserves include the effect of translation differences on net investments in foreign entities (e.g. subsidiaries, associates, joint ventures and branches) or units with non-SGD functional currency and the related foreign currency financial instruments designated for hedge accounting.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

39 Share-based Compensation Plans

As part of the Group's remuneration policy, the Group provides various share-based compensation plans to foster a culture that aligns employees' interests with shareholders', enable employees to share in the Group's performance and enhance talent retention.

Main Scheme/ Plan	Note
DBSH Share Plan (Share Plan) - The Share Plan is granted to Group executives as determined by the Compensation and Management Development Committee ("Committee") which has been appointed to administer the Share Plan from time to time. - Participants are awarded shares of the Company or, at the Committee's discretion, their equivalent cash value or a combination. - The share awards consist of a main award and a retention award for employees on bonus/sales incentive plans. Dividends on unvested shares do not accrue to employees. - The Directors reviewed and approved the proposed changes to the vesting schedule and retention awards on 5 December 2022. These would apply to shares granted from 2023, and there are no changes to the vesting schedule and retention awards for shares that had been granted in earlier periods: <u>Vesting schedule</u> - For employees on bonus plan (including key employees who are also awarded shares as part of talent retention): - The main award granted prior to February 2023 will vest 2 to 4 years after grant i.e. 33% will vest 2 years after grant; another 33% will vest on the third year and the remaining 34% plus the retention award will vest 4 years after grant. - The main award granted from February 2023 will vest 1 to 4 years after grant i.e. 25% will vest each year. The retention award will vest 4 years after grant. - Special Awards are granted as part of talent retention for selected individuals. - Special Awards granted prior to February 2023 will vest 2 to 4 years after grant i.e. 33% will vest 2 years after grant; another 33% will vest on the third year and the remaining 34% will vest 4 years after grant. - Special Awards granted from February 2023 will vest 1 to 3 years after grant; i.e. 33% will vest 1 year after grant, another 33% will vest on the second year and the remaining 34% will vest 3 years after grant. <u>Retention award</u> - For share awards granted from 2023, the retention award for employees on bonus plan was reduced from 20% to 15% following the change in the vesting schedule. - There is no retention award for Special Awards. - For employees on sales incentive plan, the main award will vest 1 to 3 years after grant; i.e. 33% will vest 1 year after grant, another 33% will vest on the second year and the remaining 34% plus the retention award will vest 3 years after grant. The retention award remains unchanged at 15%. - All the DBSH Share Plan awards will lapse immediately upon termination of employment, except in the event of ill health, injury, disability, redundancy, retirement or death. - The market price of shares on the grant date is used to estimate the fair value of the shares awarded. The fair value of the shares granted includes an adjustment to exclude the present value of future expected dividends to be paid during the vesting period. - Vested and unvested shares are subject to clawback/ malus. Conditions that trigger such clawback/ malus are in the Remuneration Report section of the Annual Report. - Shares are awarded to non-executive Directors as part of director's remuneration. Details of these awards are disclosed in the Corporate Governance section of the Annual Report.	39.1
DBSH Employee Share Plan (ESP) The Committee has ceased granting shares under the ESP effective from financial year 2018 remuneration. All outstanding ESP share grants have fully vested in 2022.	39.1
DBSH Employee Share Purchase Plan (ESPP) - The ESPP was implemented in 2019 in selective markets across the Group. All permanent employees who hold the rank of Vice President and below are eligible to participate in the scheme. - The ESPP is a share ownership plan for eligible employees to own DBSH shares through monthly contributions via deductions from payroll or designated bank accounts. - Participants contribute up to 10% of month salary (minimum S\$50, capped at S\$1,000) and the Group will match 25% of the participant's contributions to buy DBSH ordinary shares for a period of 12 months during each plan year. - The matching shares bought from the Group's contribution will vest 24 months after the last contribution month for each plan year. - The matching shares will lapse immediately upon termination of employment, except in the event of ill health, injury, disability, redundancy, retirement or death.	39.2

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

39.1 DBSH Share Plan and DBSH Employee Share Plan

The following table sets out the movements of the awards during the year.

Number of shares	The Group			
	2023		2022	
	Share Plan	ESP	Share Plan	ESP
Balance at 1 January	16,138,420	-	17,105,292	145,804
Granted ^(a)	5,778,718	-	5,068,826	-
Vested	(5,584,985)	-	(5,205,424)	(145,138)
Forfeited/ others	(357,378)	-	(830,274)	(666)
Balance at 31 December	15,974,775	-	16,138,420	-
Weighted average fair value of the shares granted during the year	\$29.75		\$32.35	

(a) 2023 includes adjustments (229,765 shares) made to all unvested share awards following the shareholders' approval for the special dividend of \$0.50 per ordinary share at DBSH's Annual General Meeting held on 31 March 2023 in accordance with terms of the Share Plan

39.2 DBSH Employee Share Purchase Plan

The following table sets out the movements of the shares during the year.

Number of shares	The Group	
	2023	2022
Balance at 1 January	1,320,131	1,403,440
Granted	629,333	503,737
Vested ^(b)	(523,660)	(446,839)
Forfeited	(73,932)	(140,207)
Balance at 31 December	1,351,872	1,320,131
Weighted average fair value of the shares granted during the year	\$28.05	\$29.39

(b) Excludes shares vested but temporarily withheld under the regulatory requirement as of the reporting date. Such shares will be reported as vested in the period the shares are released to the employees

40 Related Party Transactions

40.1 Transactions between the Company and its subsidiaries, including consolidated structured entities, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this Note.

40.2 During the financial year, the Group had banking transactions with related parties, consisting of associates and joint ventures and key management personnel of the Group. These included the taking of deposits and extension of credit card and other loan facilities. These transactions were made in the ordinary course of business and carried out at arms-length commercial terms, and were not material.

In addition, key management personnel received remuneration for services rendered during the financial year. Non-cash benefits including performance shares were also granted.

40.3 Total compensation and fees to key management personnel^(a) are as follows:

In \$ millions	The Group	
	2023	2022
Short-term benefits ^(b)	54	57
Share-based payments ^(c)	36	32
Total	90	89

- (a) Includes Company Directors and members of the Management Committee who have authority and responsibility in planning the activities and direction of the Group. The composition and number of Directors and Management Committee members may differ from year to year
- (b) Includes cash bonus based on amount accrued during the year, to be paid in the following year
- (c) Share-based payments are expensed over the vesting period in accordance with SFRS(I) 2. The 2023 share-based payments included a \$4 million impact arising from the change in vesting schedule and retention awards for shares granted in February 2023 in respect of performance year 2022 (refer to Note 39 for more details). The share grant in respect of the performance year 2023, which will be granted in February 2024, will be recognised as an expense over its vesting period from 2024 to 2027

41 Fair Value of Financial Instruments

41.1 Valuation Process

The valuation processes within the Group are governed by the Valuation Policy, which is approved by the Board Audit Committee.

The Valuation Policy applies to all financial assets and liabilities that are measured at fair value, covering both market prices as well as model inputs. Financial assets and liabilities are marked directly using reliable and independent quoted market prices where available or by using reliable and independent market parameters (as model inputs) in conjunction with a valuation model.

Valuation models go through an assurance process carried out by the Risk Management Group (RMG), independent of the model developers. This assurance process covers the review of the underlying methodology including its logic and conceptual soundness together with the model inputs and outputs. Model assurances are conducted prior to implementation and subject to regular review or when there are significant changes arising from market or portfolio changes. Where necessary, the Group also imposes model reserves and other adjustments in determining fair value. Models are approved by the Group Market and Liquidity Risk Committee (GMLRC).

A process of independent price verification (IPV) is in place to establish the accuracy of the market parameters used when the marking is performed by the Front Office. The IPV process entails independent checks to compare traders' marks to independent sources such as broker/ dealer quotes or market consensus providers.

Where market parameters are sourced independently for the marking of financial assets and liabilities, or used as inputs into a valuation model, these are checked for reliability and accuracy, for example by reviewing large daily movements or by referencing other similar sources, or transactions.

Valuation adjustments and reserves are taken to account for close-out costs, model and market parameter uncertainty, and any other factor that may affect valuations. Valuation adjustment and reserve methodologies are approved by the GMLRC and governed by the Valuation Policy.

The valuation adjustments and reserves include but are not limited to:

Model and Parameter Uncertainty Adjustments

Valuation uncertainties may occur during fair value measurement either due to uncertainties in the required input parameters or uncertainties in the modelling methods used in the valuation process. In such situations, adjustments may be necessary to take these factors into account.

For example, where market data such as prices or rates for an instrument are no longer observable after an extended period of time, these inputs used to value the financial instruments may no longer be relevant in

the current market conditions. In such situations, adjustments may be necessary to address the pricing uncertainty arising from the use of stale market data inputs.

Credit Valuation Adjustments

Credit valuation adjustments are taken to reflect the impact on fair value of counterparty credit risk. Credit valuation adjustments are based upon the creditworthiness of the counterparties, magnitude of the current or potential exposure on the underlying transactions, netting and collateral arrangements, and the maturity of the underlying transactions.

Funding Valuation Adjustments

Funding valuation adjustments represent an estimate of the adjustment to fair value that a market participant would make in incorporating funding costs and benefits that arise in relation to uncollateralised derivatives positions.

Day 1 Profit or Loss (P&L) Reserve

In situations where the market for an instrument is not active and its fair value is established using a valuation model based on significant unobservable market parameters, the Day 1 P&L arising from the difference in transacted price and end-of-day model valuation is set aside as reserves. A market parameter is defined as being significant when its impact on the Day 1 P&L is greater than an internally determined threshold. The Day 1 P&L reserve is released to the income statement when the parameters become observable or when the transaction is closed out or amortised over the duration of the transaction. At year end, the unamortised Day 1 P&L was not material.

Bid-Offer Adjustments

The Group often holds, at varying points in time, both long or short positions in financial instruments which are valued using mid-market levels. Bid-offer adjustments are then made to account for close-out costs.

41.2 Fair Value Hierarchy

The fair value hierarchy accords the highest level to observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities and the lowest level to unobservable inputs. The fair value measurement of each financial instrument is categorised in accordance with the same level of the fair value hierarchy as the input with the lowest level that is significant to the entire measurement. If unobservable inputs are deemed significant, the financial instrument will be categorised as Level 3.

Financial instruments that are valued using quoted prices in active markets are classified as Level 1 within the fair value hierarchy. These would include government and sovereign securities, listed equities and corporate debt securities which are actively traded. Derivatives contracts which are traded in an active exchange market are also classified as Level 1 of the valuation hierarchy.

Where fair value is determined using quoted market prices in less active markets or quoted prices for similar assets and liabilities, such instruments are generally

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

classified as Level 2. In cases where quoted prices are generally not available, the Group will determine the fair value based on valuation techniques that use market parameters as inputs including but not limited to yield curves, volatilities and foreign exchange rates. The majority of valuation techniques employ only observable market data so that reliability of the fair value measurement is high. These would include corporate debt securities, repurchase, reverse repurchase agreements and most of the Group's over-the-counter (OTC) derivatives.

The Group classifies financial instruments as Level 3 when there is reliance on unobservable market parameters whether used directly to value a financial asset or liability, or used as inputs to a valuation model, attributing to a significant contribution to the instrument value. These would include all input parameters which are derived from historical data, for example, asset correlations or certain volatilities. Level 3 instruments also include unquoted equity securities which are measured based on the net asset value of the investments. In addition, Level 3 inputs include all stale quoted security prices and other approximations (e.g. bonds valued using credit default swap spreads).

The following tables present assets and liabilities measured at fair value, classified by level within the fair value hierarchy.

In \$ millions	The Group			Total
	Level 1	Level 2	Level 3	
2023				
Assets				
Financial assets at FVPL				
- Government securities and treasury bills	13,130	3,147	-	16,277
- Bank and corporate securities	16,947	4,782	108 ^(a)	21,837
- Other financial assets	368	28,955	-	29,323
FVOCI financial assets				
- Government securities and treasury bills	27,340	2,492	-	29,832
- Bank and corporate securities	17,694	5,248	632	23,574
- Other financial assets	-	5,052	-	5,052
Derivatives	35	22,543	122	22,700
Liabilities				
Financial liabilities at FVPL				
- Other debt securities	-	15,880	-	15,880
- Other financial liabilities	3,040	25,710	-	28,750
Derivatives	57	23,399	1	23,457
2022				
Assets				
Financial assets at FVPL				
- Government securities and treasury bills	9,936	3,309	1	13,246
- Bank and corporate securities	16,843	4,516	170	21,529
- Other financial assets	98	24,702	-	24,800
FVOCI financial assets				
- Government securities and treasury bills	25,781	2,377	-	28,158
- Bank and corporate securities	18,202	3,538	607	22,347
- Other financial assets	-	5,623	-	5,623
Derivatives	70	44,714	151	44,935
Liabilities				
Financial liabilities at FVPL				
- Other debt securities	-	8,143	-	8,143
- Other financial liabilities	2,300	17,681	1	19,982
Derivatives	19	45,245	1	45,265

(a) Decrease in Level 3 balance was mainly due to updated pricing of less liquid bonds

The bank and corporate securities classified as Level 3 at 31 December 2023 comprised mainly securities which were marked using approximations, less liquid bonds and unquoted equity securities valued based on net asset value of the investments.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

41.3 Own credit adjustments on financial liabilities designated at fair value through profit or loss

Changes in the fair value of financial liabilities designated at fair value through profit or loss related to the Group's own credit risk are recognised in other comprehensive income. As the Group does not hedge changes in own credit risk arising from financial liabilities, presenting the own credit movements within other comprehensive income does not create or increase an accounting mismatch in the income statement.

The change in fair value attributable to changes in own credit risk has been determined as the amount of change in fair value that is attributable to changes in funding spreads above benchmark interest rates. Fair value changes arising from factors other than the Group's own credit risk are insignificant.

The cumulative amounts attributable to changes in own credit risk for these financial liabilities as at 31 December 2023 was a loss of \$42 million (2022: gain of \$66 million).

Realised losses attributable to changes in own credit risk as at 31 December 2023 was \$22 million (2022: loss of \$22 million).

41.4 Financial assets & liabilities not carried at fair value

For financial assets and liabilities not carried at fair value in the financial statements, the Group has ascertained that their fair values were not materially different from their carrying amounts at year end.

For cash and balances with central banks, due from banks, loans and advances to customers, as well as due to banks and deposits and balances from customers, the basis of arriving at fair values is by discounting cash flows using the relevant market interest rates for the respective currencies.

For investment debt securities, subordinated term debts and other debts issued, fair values are determined based on independent market quotes, where available. Where market prices are not available, fair values are estimated using discounted cash flow method.

The fair value of variable interest-bearing as well as short-term financial instruments accounted for at amortised cost is assumed to be approximated by their carrying amounts.

42 Risk Governance

The Board oversees the Group's affairs and provides sound leadership for the CEO and management. Authorised by the Board, various Board committees oversee specific responsibilities based on clearly defined terms of reference.

Under the Group's risk management approach, the Board, through the Board Risk Management Committee (BRMC), sets the Group's Risk Appetite, oversees the establishment of enterprise-wide risk management policies and processes, and establishes risk appetite limits to guide risk-taking within the Group.

The BRMC also oversees the identification, monitoring, management and reporting of credit, market, liquidity, operational, technology and reputational risks. In addition, the BRMC Technology Risk Committee (BTRC), a sub-committee to the BRMC, has been set up to assist the BRMC in overseeing the management of technology risk across the Group. This includes providing guidance on the implementation of the plans to uplift the Group's technology resilience and the business continuity management.

To facilitate the BRMC's risk oversight, the following risk management committees have been established:

1. Risk Executive Committee (Risk EXCO);
2. Group Credit Risk Committee (GCRC);
3. Group Credit Risk Models Committee (GCRMC);
4. Group Market and Liquidity Risk Committee (GMLRC);
5. Group Operational Risk Committee (GORC);
6. Group Technology Risk Committee (GTRC);
7. Group Scenario and Stress Testing Committee (GSSTC); and
8. Product Approval Committee (PAC).

As the overall executive body regarding risk matters, the Risk EXCO oversees the risk management of the Group.

Each of the committees reports to the Risk EXCO, and serves as an executive forum to discuss and implement the Group's risk management.

Key responsibilities:

- Assess and approve risk-taking activities;
- Oversee the Group's risk management infrastructure, which includes frameworks, decision criteria, authorities, people, policies, standards, processes, information and systems;
- Approve risk policies such as model governance standards, stress testing scenarios, and the evaluation and endorsement of risk models;
- Assess and monitor specific credit concentration; and
- Recommend stress-testing scenarios (including macroeconomic variable projections) and review the results.

The members in these committees comprise representatives from the Risk Management Group (RMG) as well as key business and support units.

The PAC provides group-wide oversight and direction for the approval of new product/ service and outsourcing initiatives. It evaluates new product/ service and outsourcing initiatives to ensure that they are in line with the Group's strategy and risk appetite.

Most of the above committees are supported by local risk committees in all major locations, where appropriate. These local risk committees oversee the local risk positions for all businesses and support units, ensuring that they keep within limits set by the Group risk committees. They also approve location-specific risk policies.

The Chief Risk Officer (CRO), who is a member of the Group Executive Committee and reports to the Chairman of the BRMC and the CEO, oversees the risk management function. The CRO is independent of business lines and is actively involved in key decision-making processes. He often engages with regulators to discuss risk matters, enabling a more holistic risk management perspective.

Working closely with the risk and business committees, the CRO is responsible for the following:

- Management of the Group's risks, including systems and processes to identify, approve, measure, monitor, control and report risks;
- Engagement with senior management about material matters regarding all risk types;
- Development of risk controls and mitigation processes; and
- Ensuring the Group's risk management is effective, and the Risk Appetite established by the Board is adhered to.

43 Credit Risk

The most significant measurable risk the Group faces – credit risk – arises from the Group's daily activities in its various businesses. These activities include lending to retail, corporate and institutional customers. It includes the risk of lending, as well as the pre-settlement and settlement risk of foreign exchange, derivatives and securities.

Credit Risk Management

The Group's approach to credit risk management comprises the following building blocks:

- **Policies**

The dimensions of credit risk and the scope of its application are defined in the Group Credit Risk Management Policy. Senior management sets the overall direction and policy for managing credit risk at the enterprise level.

The Group Core Credit Risk Policies (CCRPs) established for Consumer Banking/ Wealth Management and Institutional Banking set forth the principles by which the Group conducts its credit risk management and control activities. These policies, supplemented by a number of operational standards and guides, ensure consistency in identifying, assessing, underwriting, measuring, reporting and controlling credit risk across the Group, and provide guidance in the formulation of business-specific and/ or location-specific credit risk policies and standards.

The operational standards and guides are established to provide greater details on the implementation of the credit principles within the Group CCRPs and are adapted to reflect different credit environments and portfolio risk profiles. The CCRPs are approved by the Group Chief Credit Officer (GCCO).

- **Risk Methodologies**

Credit risk is managed by thoroughly understanding the Group's wholesale customers – the businesses they are in, as well as the economies in which they operate. It is also managed through statistical models and data analytics for retail customers.

The assignment of credit risk ratings and setting of lending limits are integral parts of the Group's credit risk management process, and it uses an array of rating models for the Group's wholesale and retail portfolios. Most of these models are built internally using the Group's loss data, and the limits are driven by the Group's Risk Appetite Statement and the Target Market and Risk Acceptance Criteria (TM-RAC).

Wholesale borrowers are assessed individually, and further reviewed and evaluated by experienced credit risk managers who consider relevant credit risk factors in the final determination of the borrower's risk. For some portfolios within the small and medium-sized enterprises (SME) segment, the Group also uses a programme-based approach to achieve a balanced management of risks and

rewards. Retail exposures are assessed using credit score models, credit bureau records as well as internally and externally available customer behaviour records supplemented by the Group's Risk Acceptance Criteria (RAC). Credit applications are proposed by the business units, and applications outside the RAC are independently assessed by the credit risk managers.

Pre-settlement credit risk for traded products arising from a counterparty potentially defaulting on its obligations is quantified by evaluation of the mark-to-market value, plus potential future exposure. This is included within the Group's overall credit limits to counterparties for internal risk management.

The Group actively monitors and manages its exposure to counterparties for OTC derivative trades to protect its balance sheet in the event of a counterparty default. Counterparty risk exposures that may be adversely affected by market risk events are identified, reviewed and acted upon by management, and highlighted to the appropriate risk committees. Specific wrong-way risk arises when the credit exposure of a counterparty (from the traded product transaction) directly correlates with the probability of default of the counterparty. The Group has processes in place to guide the handling of specific wrong-way risk transactions, and its risk measurement metric takes into account the higher risks associated with such transactions.

Issuer default risk that may also arise from derivatives, notes and securities is generally measured based on jump-to-default computations.

Concentration Risk Management

For credit risk concentration, the Group uses Economic Capital (EC) as its measurement tool as it combines the individual risk factors such as the probability of default (PD), loss given default (LGD) and exposure at default (EAD), in addition to industry correlation and portfolio concentration. EC thresholds are set to ensure that the allocated EC stays within the Group's Risk Appetite. Concentration risk for retail is managed at two levels – product level where exposure limits are set up, and segment level to manage the growth of high-risk segments. Governance processes are in place to ensure that these thresholds are monitored regularly, and appropriate actions are taken when the thresholds are breached.

The Group continually examines and reviews how it can enhance the scope of its thresholds and approaches to manage concentration risk.

Environmental, Social and Governance Risks

The Group considers ESG risk management as critical to ensure a sustainable lending and investment portfolio. Following the establishment of the Board Sustainability Committee and incorporation of environmental risk considerations into the Group's Risk Appetite Statement in 2022, the Group further enhanced its Group Responsible Financing Standard which provides its overarching approach to responsible financing and enhanced assessment required when financing transactions

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

with elevated ESG risks. The requirements of this document represent the minimum standards for the Group, and it has also sought alignment, where possible, with international standards and best practices. Where significant ESG issues are identified, escalation is required to IBG Sustainability and Risk Management ESG teams for further guidance prior to approval by the Credit Approving Authority.

Country risk

Country risk refers to the risk of loss due to events in a specific country (or a group of countries). This includes political, exchange rate, economic, sovereign and transfer risks.

The Group manages country risk through the requirements of the Group CCRP and the said risk is part of the Group's concentration risk management. The way the Group manages transfer risk at the Group is set out in its Country Risk Management Standard. This includes an internal transfer risk and sovereign risk rating system, where assessments are made independently of business decisions. The Group's transfer risk limits are set in accordance with the Group Risk Appetite Policy.

Transfer risk limits for individually reviewed countries are set based on country-specific strategic business considerations as well as the acceptable potential loss according to the Group's Risk Appetite. Management actively evaluates and determines the appropriate level of transfer risk exposures for these countries taking into account the risks and rewards and whether they are in line with the Group's strategic intent. Limits for all other countries are set using a model-based approach.

Risk Appetite for each country is approved by the BRMC, while transfer risk limits are approved by the Board EXCO and senior management.

Credit stress testing

The Group engages in various types of credit stress testing, and these are driven either by regulators or internal requirements and management. The Group's credit stress tests are performed at the total portfolio or sub-portfolio level, and are generally conducted to assess the impact of changing economic conditions on asset quality, earnings performance, capital adequacy and liquidity. The Group's stress testing programme is comprehensive and covers a range of risks and business areas.

The Group typically performs the following types of credit stress testing at a minimum and others as necessary:

Pillar 1 cyclical stress testing	The Group conducts Pillar 1 cyclical stress testing regularly as required by regulators. Under Pillar 1 cyclical stress testing, the Group assesses the impact of a mild stress scenario (at least two consecutive quarters of zero

	growth) on Internal Ratings-Based (IRB) estimates (i.e. PD, LGD and EAD) and the impact on regulatory capital. The purpose of the Pillar 1 cyclical stress test is to assess the robustness of internal credit risk models and the cushion above minimum regulatory capital.
Pillar 2 credit stress testing	The Group conducts Pillar 2 credit stress testing once a year as part of the Internal Capital Adequacy Assessment Process (ICAAP). Under Pillar 2 credit stress testing, the Group assesses the impact of stress scenarios, with different levels of severity, on asset quality, earnings performance as well as internal and regulatory capital. The results of the credit stress test form inputs to the capital planning process under ICAAP. The purpose of the Pillar 2 credit stress testing is to examine, in a rigorous and forward-looking manner, the possible events or changes in market conditions that could adversely impact the Group and to develop the appropriate action plan.
Industry-wide stress testing	The Group participates in the annual industry-wide stress test (IWST) conducted by the MAS to facilitate the ongoing assessment of Singapore's financial stability. Under the IWST, the Group is required to assess the impact of adverse scenarios, as defined by the regulator, on asset quality, earnings performance and capital adequacy, where applicable.
Sensitivity and scenario analyses	The Group also conducts multiple independent sensitivity analyses and credit portfolio reviews based on various scenarios. The intent of these analyses and reviews is to identify vulnerabilities for the purpose of developing and executing mitigating actions. For example, climate transition and physical risk scenario analyses are conducted as part of the regulatory-driven pilot climate stress test exercises to assess the potential vulnerabilities of its portfolios to short and long-term climate transition and physical risks.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

• **Processes, Systems and Reports**

The Group constantly invests in systems to support risk monitoring and reporting for its Institutional Banking and Consumer Banking/ Wealth Management businesses.

The end-to-end credit process is continually being reviewed and improved through various front-to-back initiatives involving business, operations, risk management and other key stakeholders. Day-to-day monitoring of credit exposures, portfolio performance and external environmental factors potentially affecting credit risk profiles is key to its philosophy of effective credit risk management.

In addition, credit trends, which may include industry analysis, early warning alerts and significant weak credits, are submitted to the various risk committees, allowing key strategies and action plans to be formulated and evaluated. Credit control functions also ensure that any credit risk taken complies with the credit risk policies and standards. These functions ensure that approved limits are activated, credit excesses and policy exceptions are appropriately endorsed, compliance with credit standards is carried out, and covenants established are monitored.

Independent risk management functions that report to the CRO are jointly responsible for developing and maintaining a robust credit stress testing programme. These units oversee the implementation of credit stress tests as well as the analysis of the results, of which management, various risk committees and regulators are informed.

Non-performing assets

The Group's credit facilities are classified as "Performing assets" or "Non-performing assets" (NPA), in accordance with the MAS Notice to Banks No. 612 "Credit Files, Grading and Provisioning" (MAS Notice 612).

Credit exposures are categorised into one of the following five categories, according to the Group's assessment of a borrower's ability to repay a credit facility from its normal sources of income and/ or the repayment behaviour of the borrower.

Classification Grade	Description
Performing Assets	
Pass	Indicates that the timely repayment of the outstanding credit facilities is not in doubt.
Special mention	Indicates that the borrower exhibits potential weaknesses that, if not corrected in a timely manner, may adversely affect future repayments and warrant close attention by the Group.
Classified or NPA	
Substandard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial

Classification Grade	Description
	position that may jeopardise repayment on existing terms.
Doubtful	Indicates that the borrower exhibits severe weaknesses such that the prospect of full recovery of the outstanding credit facilities is questionable and the prospect of a loss is high, but the exact amount remains undeterminable as yet.
Loss	Indicates that the outstanding credit facility is not collectable, and little or nothing can be done to recover the outstanding amount from any collateral or from the assets of the borrower generally.

A default is considered to have occurred with regard to a particular borrower when either or both of the following events have taken place:

- Subjective default: Borrower is considered to be unlikely to pay its credit obligations in full, without the Group taking action such as realising security (if held)
- Technical default: Borrower is more than 90 days past due on any credit obligation to the Group

For retail borrowers, the categorisation into the respective MAS loan grades is at the facility level and consistent with MAS Notice 612.

Credit facilities are classified as restructured assets when the Group grants non-commercial concessions to a borrower because its financial position has deteriorated or is unable to meet the original repayment schedule. A restructured credit facility is classified into the appropriate non-performing grade based on the assessment of the borrower's financial condition and its ability to repay according to the restructured terms.

Such credit facilities are not returned to the performing status until there are reasonable grounds to conclude that the borrower will be able to service all future principal and interest payments on the credit facility in accordance with the restructured terms and MAS Notice 612. Apart from what has been described, the Group does not grant concessions to borrowers in the normal course of business.

In addition, it is not within the Group's business model to acquire debts that have been restructured at inception (e.g. distressed debts).

Please refer to Note 2.11 for the Group's accounting policies regarding specific and general allowances for credit losses.

In general, specific allowances are recognised for defaulting credit exposures rated substandard and below.

The breakdown of the Group's NPA by loan grading and industry and the related amounts of specific

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

allowances can be found in Note 43.2. A breakdown of past due loans can also be found in the same note.

When required, the Group will take possession of all collateral and dispose them as soon as practicable. Realised proceeds are used to reduce outstanding indebtedness.

A breakdown of collateral held for NPA is shown in Note 43.2.

Reposessed collateral is classified in the balance sheet as Other assets. The amounts of such Other assets for 2022 and 2023 were not material.

Credit Risk Mitigants

Collateral received

Where possible, the Group takes collateral as a secondary source of repayment. This includes, but is not limited to, cash, marketable securities, real estate, trade receivables, inventory, equipment, and other physical and/ or financial collateral. The Group may also take fixed and floating charges on the assets of borrowers.

Policies are in place to determine the eligibility of collateral for credit risk mitigation. Collateral is generally diversified and periodic valuations of collateral are required. Real estate constitutes the bulk of the Group's collateral, with a significantly lower proportion in marketable securities and cash.

For derivatives, repurchase agreements (repo) and other repo-style transactions with financial market counterparties, collateral arrangements are typically covered under market-standard documentation, such as International Swaps & Derivatives Association (ISDA) Agreements and Master Repurchase Agreements.

The collateral exchanged mitigates marked-to-market changes at a re-margining frequency that the Group and

the counterparties have mutually agreed upon. This is governed by internal guidelines with respect to collateral eligibility. In the event of a default, the credit risk exposure is reduced by master-netting arrangements where the Group is allowed to offset what is owed to a counterparty against what is due from that counterparty in a netting-eligible jurisdiction.

Please refer to Note 14 for further information on financial assets and liabilities subject to netting agreement but not offset on the balance sheet.

Collateral held against derivatives generally consists of cash in major currencies and highly rated government or quasi-government bonds. Exceptions may arise in certain countries, where due to domestic capital markets and business conditions, the Group may be required to accept less highly rated or liquid government bonds and currencies. Reverse repo-transactions are generally traded with large institutions with reasonably good credit standing. The Group takes haircuts against the underlying collateral of these transactions that commensurate with collateral quality to ensure credit risks are adequately mitigated.

In times of difficulty, the Group will review the customers' specific situation and circumstances to assist them in restructuring their financial obligations.

However, should the need arise, disposal and recovery processes are in place to dispose the collateral held. The Group maintains a panel of agents and solicitors to assist in the disposal of non-liquid assets and specialised equipment quickly.

Other credit risk mitigants

The Group accepts guarantees as credit risk mitigants. Internal requirements for considering the eligibility of guarantors for credit risk mitigation are in place.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

43.1 Maximum exposure to credit risk

The following table shows the exposure to credit risk of on-balance sheet and off-balance sheet financial instruments, before taking into account any collateral held, other credit enhancements and netting arrangements. For on-balance sheet financial assets, the maximum credit exposure is the carrying amounts. For contingent liabilities, the maximum exposure to credit risk is the amount the Group would have to pay if the instrument is called upon. For undrawn facilities, the maximum exposure to credit risk is the full amount of the undrawn credit facilities granted to customers.

In \$ millions	2023	The Group 2022
On-balance sheet		
Cash and balances with central banks (excluding cash on hand)	47,786	51,650
Government securities and treasury bills	70,565	64,995
Due from banks	67,461	60,131
Derivatives	22,700	44,935
Bank and corporate debt securities	69,335	62,667
Loans and advances to customers	416,163	414,519
Other assets (excluding deferred tax assets)	17,205	17,416
	711,215	716,313
Off-balance sheet		
Contingent liabilities and commitments (excluding capital commitments)	463,546	403,937
Total	1,174,761	1,120,250

The Group's exposures to credit risk, measured using the expected gross credit exposures that will arise upon a default of the end obligor are as shown in the Group's Pillar 3 Disclosures (unaudited). These exposures, which include both on-balance sheet and off-balance sheet financial instruments, are shown without taking into account any collateral held or netting arrangements.

Analysis of Collateral

Whilst the Group's maximum exposure to credit risk is the carrying amount of the assets or, in the case of off-balance sheet instruments, the amount guaranteed, committed, accepted or endorsed, the likely exposure may be lower due to offsetting collateral, credit guarantees and other actions taken to mitigate the Group's exposure.

The description of collateral for each class of financial asset is set out below.

Balances with central banks, Government securities and treasury bills, Due from banks and Bank and corporate debt securities

Collateral is generally not sought for these assets.

Derivatives

The Group maintains collateral agreements and enters into master netting agreements with most of the counterparties for derivative transactions. Please refer to Note 36 for the impact of netting arrangements recognised for the computation of Capital Adequacy Ratio (CAR).

Loans and advances to customers, Contingent liabilities and commitments

Certain loans and advances to customers, contingent liabilities and commitments are typically collateralised to a substantial extent. In particular, residential mortgage exposures are generally fully secured by residential properties. Income-producing real estate, which is a sub-set of the Specialised Lending exposure, is fully secured by the underlying assets financed.

The extent to which credit exposures are covered by Basel eligible collateral, besides real estate, after the application of the requisite regulatory haircuts, is shown in the Group's Pillar 3 Disclosures (unaudited). The amounts are a sub-set of the actual collateral arrangements entered by the Group as Basel imposes strict legal and operational standards before collateral can be admitted as credit risk mitigants. As a result, certain collateral arrangements which do not meet its criteria will not be included. Certain collateral types which are not permitted as credit risk mitigants for credit exposures under the Standardised Approach are also excluded.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

43.2 Loans and advances to customers

In \$ millions	The Group	
	2023	2022
Performing Loans		
- Neither past due nor impaired	414,913	412,989
- Past due but not impaired	2,542	2,536
Non-Performing Loans (impaired)	4,697	4,759
Total gross loans	422,152	420,284
Pass	415,012	411,573
Special Mention	2,443	3,952
Substandard	2,850	2,415
Doubtful	886	1,243
Loss	961	1,101
Total gross loans	422,152	420,284

Non-performing assets (NPAs)

In \$ millions	The Group	
	2023	2022
Balance at 1 January	5,125	5,849
Institutional Banking & Others		
- New NPAs	675	1,157
- Upgrades	(14)	(155)
- Net repayments	(669)	(847)
- Write-offs	(303)	(619)
Consumer Banking/ Wealth Management (net movement)	(1)	(112)
Acquisition of Citi Taiwan	326	-
Exchange differences	(83)	(148)
Balance at 31 December	5,056	5,125

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Non-performing assets by grading and industry

In \$ millions	NPAs			The Group				
	Sub-standard	Doubtful	Loss	Total	Sub-standard	Doubtful	Loss	Total
2023								
Manufacturing	403	154	116	673	63	130	116	309
Building and construction	525	168	78	771	100	156	78	334
Housing loans	174	-	3	177	14	-	3	17
General commerce	329	172	360	861	37	163	360	560
Transportation, storage and communications	612	200	309	1,121	208	171	309	688
Financial institutions, investment and holding companies	3	16	10	29	-	16	10	26
Professional and private individuals (excluding housing loans)	567	73	46	686	136	59	46	241
Others	237	103	39	379	33	100	39	172
Total non-performing loans	2,850	886	961	4,697	591	795	961	2,347
Debt securities, contingent liabilities and others	181	103	75	359	56	102	75	233
Total	3,031	989	1,036	5,056	647	897	1,036	2,580
Of which: restructured assets	1,460	387	77	1,924	327	355	77	759
2022								
Manufacturing	268	444	113	825	63	183	113	359
Building and construction	320	111	91	522	29	67	91	187
Housing loans	160	4	4	168	7	1	4	12
General commerce	254	232	372	858	25	219	372	616
Transportation, storage and communications	808	208	425	1,441	211	177	425	813
Financial institutions, investment and holding companies	26	-	40	66	10	-	40	50
Professional and private individuals (excluding housing loans)	321	31	10	362	82	30	10	122
Others	258	213	46	517	33	61	46	140
Total non-performing loans	2,415	1,243	1,101	4,759	460	738	1,101	2,299
Debt securities, contingent liabilities and others	166	128	72	366	29	106	72	207
Total	2,581	1,371	1,173	5,125	489	844	1,173	2,506
Of which: restructured assets	765	578	129	1,472	225	303	129	657

Non-performing assets by geography^(a)

In \$ millions	The Group	
	NPAs	Specific allowances
2023		
Singapore	2,233	1,232
Hong Kong	695	283
Rest of Greater China	841	294
South and Southeast Asia	661	505
Rest of the World	267	33
Total non-performing loans	4,697	2,347
Debt securities, contingent liabilities and others	359	233
Total	5,056	2,580

(a) Based on the location of incorporation of the borrower

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	The Group	
	NPAs	Specific allowances
2022		
Singapore	2,289	1,222
Hong Kong	794	374
Rest of Greater China	538	175
South and Southeast Asia	716	468
Rest of the World	422	60
Total non-performing loans	4,759	2,299
Debt securities, contingent liabilities and others	366	207
Total	5,125	2,506

Non-performing assets by past due period

In \$ millions	The Group	
	2023	2022
Not overdue	1,827	1,516
Within 90 days	333	324
Over 90 to 180 days	562	564
Over 180 days	2,334	2,721
Total past due assets	3,229	3,609
Total	5,056	5,125

Secured non-performing assets by collateral type

In \$ millions	The Group	
	2023	2022
Properties	988	990
Shares and debentures	24	42
Cash deposits	9	18
Others	1,171	1,175
Total	2,192	2,225

Past due non-performing assets by industry

In \$ millions	The Group	
	2023	2022
Manufacturing	403	470
Building and construction	579	505
Housing loans	143	146
General commerce	786	820
Transportation, storage and communications	674	1,037
Financial institutions, investment and holding companies	26	61
Professional and private individuals (excluding housing loans)	293	138
Others	172	276
Total non-performing loans	3,076	3,453
Debt securities, contingent liabilities and others	153	156
Total	3,229	3,609

Past due non-performing assets by geography^(a)

In \$ millions	The Group	
	2023	2022
Singapore	1,657	1,751
Hong Kong	480	717
Rest of Greater China	346	263
South and Southeast Asia	529	563
Rest of the World	64	159
Total non-performing loans	3,076	3,453
Debt securities, contingent liabilities and others	153	156
Total	3,229	3,609

(a) Based on the location of incorporation of the borrower

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

43.3 Credit quality of Government securities and treasury bills and Bank and corporate debt securities

The table below presents an analysis of Government securities and treasury bills and Bank and corporate debt securities for the Group by external rating bands.

Analysed by external ratings	Singapore government securities and treasury bills (Gross)	The Group Other government securities and treasury bills (Gross)	Bank and corporate debt securities (Gross)
In \$ millions			
2023			
AAA	15,069	429	15,351
AA- to AA+	-	35,644	9,252
A- to A+	-	8,979	12,392
Lower than A-	-	10,448	10,245
Unrated	-	-	22,208
Total	15,069	55,500	69,448
2022			
AAA	16,744	16,526	16,336
AA- to AA+	-	11,051	8,482
A- to A+	-	13,374	11,946
Lower than A-	-	7,304	9,446
Unrated	-	-	16,555
Total	16,744	48,255	62,765

43.4 Credit risk by geography and industry

Analysed by geography ^(a)	Government securities and treasury bills (Gross)	Due from banks (Gross)	The Group Derivatives	Bank and corporate debt securities (Gross)	Loans and advances to customers (Gross)	Total
In \$ millions						
2023						
Singapore	15,069	2,125	2,077	13,645	193,044	225,960
Hong Kong	4,821	7,540	1,285	1,852	66,065	81,563
Rest of Greater China	3,987	13,189	2,484	9,898	59,468	89,026
South and Southeast Asia	10,318	5,439	1,375	5,879	31,267	54,278
Rest of the World	36,374	39,173	15,479	38,174	72,308	201,508
Total	70,569	67,466	22,700	69,448	422,152	652,335
2022						
Singapore	16,744	3,207	1,993	14,388	195,836	232,168
Hong Kong	4,486	6,402	1,700	1,569	71,845	86,002
Rest of Greater China	3,562	8,213	2,791	8,938	53,835	77,339
South and Southeast Asia	7,173	6,153	2,159	4,664	30,374	50,523
Rest of the World	33,034	36,168	36,292	33,206	68,394	207,094
Total	64,999	60,143	44,935	62,765	420,284	653,126

(a) Based on the location of incorporation of the issuer (for debt securities), counterparty (for derivatives), borrower (for loans) or the issuing bank in the case of bank backed export financing

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Analysed by industry	The Group					Total
	Government securities and treasury bills (Gross)	Due from banks (Gross)	Derivatives	Bank and corporate debt securities (Gross)	Loans and advances to customers (Gross)	
In \$ millions						
2023						
Manufacturing	-	-	242	4,493	42,402	47,137
Building and construction	-	-	805	5,804	113,246	119,855
Housing loans	-	-	-	-	86,925	86,925
General commerce	-	-	103	1,910	38,684	40,697
Transportation, storage and communications	-	-	524	4,598	31,316	36,438
Financial institutions, investment and holding companies	-	67,466	19,413	29,837	35,786	152,502
Government	70,569	-	-	-	-	70,569
Professionals and private individuals (excluding housing loans)	-	-	515	-	39,451	39,966
Others	-	-	1,098	22,806	34,342	58,246
Total	70,569	67,466	22,700	69,448	422,152	652,335
2022						
Manufacturing	-	-	462	4,065	45,758	50,285
Building and construction	-	-	624	5,114	111,605	117,343
Housing loans	-	-	-	-	80,625	80,625
General commerce	-	-	93	1,871	41,537	43,501
Transportation, storage and communications	-	-	480	4,901	31,466	36,847
Financial institutions, investment and holding companies	-	60,143	41,683	28,323	39,485	169,634
Government	64,999	-	-	-	-	64,999
Professionals and private individuals (excluding housing loans)	-	-	425	-	36,869	37,294
Others	-	-	1,168	18,491	32,939	52,598
Total	64,999	60,143	44,935	62,765	420,284	653,126

44 Market Risk

The Group's exposure to market risk is categorised into:

- **Trading portfolios:** Arising from positions taken for (i) market-making, (ii) client facilitation and (iii) benefiting from market opportunities.
- **Non-trading portfolios:** Arising from (i) the Group's Institutional Banking and Consumer Banking/ Wealth Management assets and liabilities, (ii) debt securities and equities comprising investments held for yield and/ or long-term capital gains, (iii) strategic stakes in entities and (iv) structural foreign exchange risk arising mainly from the Group's strategic investments, which are denominated in currencies other than the Singapore Dollar.

The Group uses a variety of financial derivatives such as swaps, forwards and futures, and options for trading and hedging against market movements.

Market Risk Management

The Group's approach to market risk management comprises the following building blocks:

- **Policies**
The Group Market Risk Management Policy sets the Group's overall approach towards market risk management. This policy is supplemented with standards and guides, which facilitate the identification, measurement, control, monitoring and reporting of market risk in a consistent manner. They also set out the overall approach, requirements and controls governing market risk stress testing across the Group.

The criteria for determining the positions to be included in the trading book are stipulated in the Trading Book Policy Statement.

- **Risk Methodologies**
The Group utilises Value-at-Risk (VaR), a statistical risk measure, to estimate the potential loss from market movements. This measure uses historical simulation based on data for the previous 12 months. It assumes that historical changes in market values reflect the distribution of potential outcomes in the immediate future.

The Group limits and monitors market risk exposures using Expected Shortfall (ES). ES is estimated by averaging the portfolio's potential losses beyond the 97.5% confidence interval, under normal market conditions and over a one-day holding period.

ES is supplemented with other risk control metrics such as sensitivities to risk factors and

loss triggers for management action.

The Group conducts backtesting to verify the predictiveness of the VaR model. Backtesting compares VaR calculated for positions at the close of each business day with the profit and loss (P&L) that arises from those positions on the following business day. The backtesting P&L excludes fees and commissions, revenues from intra-day trading, non-daily valuation adjustments and time effects.

For backtesting, VaR at the 99% confidence interval and over a one-day holding period is used. The Group adopts the standardised approach to compute market risk regulatory capital under "Notice on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore" (MAS Notice 637) and MAS Notice FHC-N637 for the trading book positions. As such, VaR backtesting does not impact the Group's regulatory capital for market risk.

There are limitations to VaR models; for example, past changes in market risk factors may not provide accurate predictions of future market movements, and the risk arising from adverse market events may not be considered.

To monitor the Group's vulnerability to unexpected but plausible extreme market risk-related events, it conducts multiple market risk stress tests regularly. These cover trading and non-trading portfolios and follow a combination of historical and hypothetical scenarios depicting risk-factor movement.

Interest Rate Risk in the Banking Book (IRRBB) arises from mismatches in the interest rate profiles of assets, liabilities and capital instruments. The Group identifies, measures and manages IRRBB from both economic value and earning perspectives using Economic Value of Equity (EVE) and Net Interest Income (NII) variability as the respective key risk metrics. Estimating IRRBB requires the use of behavioural models and assumptions on certain parameters such as loan prepayment, fixed deposits early redemption and the duration of non-maturity deposits. The Group measures IRRBB on a monthly basis.

- **Processes, Systems and Reports**
Robust internal control processes and systems have been designed and implemented to support the Group's market risk management approach. The Group reviews these control processes and systems regularly, and these reviews allow senior management to assess their effectiveness.

The RMG Market and Liquidity Risk unit – an independent market risk management function reporting to the CRO – monitors, controls and analyses the Group's market risk daily. The unit comprises risk control, risk analytics, production and reporting teams.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Market Risk

The main risk factors driving the Group's trading portfolios in 2023 were interest rates and credit spreads. The following table shows the year-end, average, high and low diversified ES, and ES by risk class for the Group's trading portfolios. Higher ES in 2023 was due to volatile markets caused by various events such as the failure of Credit Suisse and several US regional banks, geopolitical risks and global rate hikes.

The Group				
1 Jan 2023 to 31 Dec 2023				
In \$ millions	As at 31 Dec 2023	Average	High	Low
Diversified	11	17	27	11
Interest Rates	11	20	30	8
Foreign Exchange	3	4	9	2
Equity	2	2	5	1
Credit Spread	14	15	17	11
Commodity	3	4	7	#

1 Jan 2022 to 31 Dec 2022				
In \$ millions	As at 31 Dec 2022	Average	High	Low
Diversified	15	11	20	7
Interest Rates	18	14	27	6
Foreign Exchange	6	4	8	1
Equity	2	4	8	2
Credit Spread	11	9	11	5
Commodity	#	1	3	#

Amount under \$500,000

The Group's trading portfolios experienced two backtesting exceptions in 2023 and both were in March. They were mainly due to unexpected market movements caused by the fallout of several US regional banks and Credit Suisse.

In 2023, the key market risk drivers of the Group's non-trading portfolios were interest rate risk in the material currencies Singapore Dollar, US Dollar and Hong Kong Dollar. Interest Rate Risk in the Banking Book (IRRBB) is measured by the change in Economic Value of Equity (EVE) and Net Interest Income (NII). The rate shock scenarios follow MAS Notice 637 Annex 10C where interest rate shocks are prescribed for each currency. For example, the parallel scenario simulations for the Group's material currencies use a rate shock of 150 basis points for Singapore Dollar and a rate shock of 200 basis points for US Dollar and Hong Kong Dollar. Under the parallel up and down scenarios, all-currency NII is estimated to increase by \$1,524 million and decrease by \$1,747 million respectively.

Another key risk in the Group's non-trading portfolios is structural foreign exchange positions, arising mainly from the Group's strategic investments and retained earnings in overseas branches and subsidiaries.

Please refer to Note 38.3 for more information on the Group's structural foreign exchange positions.

45 Liquidity Risk

The Group's liquidity risk arises from its obligations to honour withdrawals of deposits, repayments of borrowed funds at maturity and its commitments to extend loans to its customers. The Group seeks to manage its liquidity to ensure that its liquidity obligations will continue to be honoured under normal as well as adverse circumstances.

Liquidity Risk Management

Approach to Liquidity Risk Management

The Group's approach to liquidity risk management comprises the following building blocks:

- **Policies**

The Group Liquidity Risk Management Policy sets its overall approach towards liquidity risk management and describes the range of strategies the Group employs to manage its liquidity.

These strategies include maintaining an adequate counterbalancing capacity to address potential cash flow shortfalls and having diversified sources of liquidity.

The Group's counterbalancing capacity includes liquid assets, the capacity to borrow from the money markets (including the issuance of commercial papers and covered bonds), and forms of managerial interventions that improve liquidity. In the event of a potential or actual crisis, the Group has in place a set of liquidity contingency and recovery plans to ensure that it maintains adequate liquidity.

The Group Liquidity Risk Management Policy is supported by standards that establish the detailed requirements for liquidity risk identification, measurement, reporting and control within the Group. The set of policies, standards and supporting guides communicate these baseline requirements to ensure a consistent application throughout the Group.

- **Risk Methodologies**

The primary measure used to manage liquidity within the tolerance defined by the Board is cash flow maturity mismatch analysis.

This form of analysis is performed on a regular basis under normal and adverse scenarios. It assesses the adequacy of the Group's counterbalancing capacity to fund or mitigate any cash flow shortfalls that may occur as forecasted in the cash flow movements across successive time bands. To ensure that liquidity is managed in line with the Group's Risk Appetite, core parameters such as the types of scenarios, the survival period and the minimum level of liquid assets, are pre-specified for monitoring and control on a group-wide basis. Any occurrences of forecasted shortfalls that cannot be covered by the Group's counterbalancing capacity will be escalated to the relevant committees for

evaluation and action.

Liquidity risk stress testing is performed regularly using cash flow maturity mismatch analysis, and covers adverse scenarios including general market and idiosyncratic stress scenarios. Stress tests assess the Group's vulnerability when liability run-offs increase, asset rollovers increase and/ or liquid asset buffers decrease. In addition, ad hoc stress tests are performed as part of the Group's recovery planning and ICAAP exercises.

Liquidity risk control measures such as liquidity-related ratios and balance sheet analysis are complementary tools for cash flow maturity mismatch analysis, and they are performed regularly to obtain deeper insights and finer control over the Group's liquidity profile across different locations.

The liquidity risk control measures also include concentration measures regarding top depositors, wholesale borrowing and swapped funds ratios.

- **Processes, systems and reports**

Robust internal control processes and systems support the Group's overall approach in identifying, measuring, aggregating, controlling and monitoring liquidity risk across the Group. Continuous improvement in data and reporting platforms has allowed most elements of internal liquidity risk reporting to be centralised.

The RMG Market and Liquidity Risk unit manages the day-to-day liquidity risk monitoring, control reporting and analysis.

Liquidity Management and Funding Strategy

The Group strives to develop a diversified funding base with access to funding sources across retail and wholesale channels in both Singapore dollar and foreign currencies. The Group's funding strategy is anchored on the strength of its core deposit franchise and is augmented by its established long-term funding capabilities.

Growth in the regional franchise generates price, volume, currency and tenor mismatches between the Group's assets and liabilities. To this end, where practicable and transferable without loss in value, the Group makes appropriate use of swap markets for relevant currencies, commensurate with the liquidity of each, in the conversion and deployment of surplus funds across locations.

As these swaps typically mature earlier than loans, the Group is exposed to potential cash flow mismatches arising from the risk that counterparties may not roll over maturing swaps to support the Group's ongoing funding needs.

This risk is mitigated by triggers set on the number of swaps transacted with the market and by conservative assumptions on the cash flow behaviour of swaps under its cash flow maturity gap analysis.

In general, the term borrowing needs are managed centrally by the head office in consultation with the

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Group's overseas locations, subject to relevant regulatory restrictions and to an appropriate level of presence and participation required by the respective local funding markets.

The Group Asset and Liability Committee and respective Location Asset and Liability Committees

regularly review the composition and growth trajectories of the relevant balance sheets and refine the Group's funding strategy according to business momentum, competitive factors and prevailing market conditions.

Liquidity risk in 2023

The Group actively monitors and manages its liquidity profile through cash flow maturity mismatch analysis.

In forecasting cash flow under the analysis, behavioural profiling is necessary in cases where a product has indeterminate maturity or the contractual maturity does not realistically reflect the expected cash flow.

Two examples are maturity-indeterminate savings and current account deposits, which are generally viewed as sources of stable funding for commercial banks. A conservative view is adopted in the behavioural profiling of assets, liabilities and off-balance sheet commitments that have exhibited cash flow patterns that differ significantly from the contractual maturity profile shown under Note 45.1.

The table below shows the Group's behavioural net and cumulative maturity mismatch between assets and liabilities over a one-year period, in a normal scenario without incorporating growth projections. The Group's liquidity was observed to remain adequate in the maturity mismatch analysis.

In \$ millions ^(a)	The Group				
	Less than 1 week	1 week to 1 month	1 to 3 months	3 to 6 months	6 months to 1 year
2023^(b)					
Net liquidity mismatch	46,756	8,272	(11,949)	35,124	18,122
Cumulative mismatch	46,756	55,028	43,079	78,203	96,325
2022^(b)					
Net liquidity mismatch	27,278	1,126	(15,986)	23,451	10,019
Cumulative mismatch	27,278	28,404	12,418	35,869	45,888

(a) Positive indicates a position of liquidity surplus. Negative indicates a liquidity shortfall that has to be funded

(b) As the behavioural assumptions used to determine the maturity mismatch between assets and liabilities are updated from time to time, the liquidity mismatches may not be directly comparable across past balance sheet dates

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

45.1 Contractual maturity profile of assets and liabilities

The table below analyses assets and liabilities of the Group as at 31 December based on the remaining period as at balance sheet date to the contractual maturity date.

In \$ millions	The Group								Total
	Less than 7 days	1 week to 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	No specific maturity	
2023									
Cash and balances with central banks	17,150	12,585	18,896	1,007	575	-	-	-	50,213
Government securities and treasury bills	1,391	5,403	9,972	10,987	11,769	8,735	22,308	-	70,565
Due from banks	22,511	15,002	11,398	14,914	3,392	244	-	-	67,461
Derivatives ^(a)	22,700	-	-	-	-	-	-	-	22,700
Bank and corporate securities	25	1,293	2,035	9,405	20,893	15,749	19,935	12,400	81,735
Loans and advances to customers	31,000	66,567	49,061	60,346	80,921	42,866	85,402	-	416,163
Other assets	10,740	1,139	2,044	2,366	192	69	31	1,394	17,975
Associates and joint ventures	-	-	-	-	-	-	-	2,487	2,487
Properties and other fixed assets	-	-	-	-	-	-	-	3,689	3,689
Goodwill and intangible assets	-	-	-	-	-	-	-	6,313	6,313
Total assets	105,517	101,989	93,406	99,025	117,742	67,663	127,676	26,283	739,301
Due to banks	23,788	12,636	6,430	2,342	1,508	-	-	-	46,704
Deposits and balances from customers	322,622	76,209	80,885	49,901	3,310	1,165	1,011	-	535,103
Derivatives ^(a)	23,457	-	-	-	-	-	-	-	23,457
Other liabilities	10,971	990	3,324	3,682	810	643	706	1,266	22,392
Other debt securities	1,243	7,390	7,708	9,975	13,988	4,351	2,267	1,157	48,079
Subordinated term debts	-	-	-	-	-	93	1,226	-	1,319
Total liabilities	382,081	97,225	98,347	65,900	19,616	6,252	5,210	2,423	677,054
Non-controlling interests	-	-	-	-	-	-	-	182	182
Shareholders' funds	-	-	-	-	-	-	-	62,065	62,065
Total equity	-	-	-	-	-	-	-	62,247	62,247
2022									
Cash and balances with central banks	18,714	12,149	21,106	1,690	511	-	-	-	54,170
Government securities and treasury bills	1,987	1,971	9,500	10,952	15,231	8,587	16,767	-	64,995
Due from banks	21,769	13,356	10,902	13,701	155	248	-	-	60,131
Derivatives ^(a)	44,935	-	-	-	-	-	-	-	44,935
Bank and corporate securities	-	851	2,447	7,757	20,012	14,181	17,419	12,790	75,457
Loans and advances to customers	30,735	65,913	53,316	56,630	82,641	46,335	78,949	-	414,519
Other assets	11,843	978	1,834	1,839	118	47	40	1,604	18,303
Associates and joint ventures	-	-	-	-	-	-	-	2,280	2,280
Properties and other fixed assets	-	-	-	-	-	-	-	3,238	3,238
Goodwill and intangible assets	-	-	-	-	-	-	-	5,340	5,340
Total assets	129,983	95,218	99,105	92,569	118,668	69,398	113,175	25,252	743,368
Due to banks	18,079	9,085	5,426	5,191	1,903	-	-	-	39,684
Deposits and balances from customers	353,495	58,839	69,904	40,647	2,819	552	744	-	527,000
Derivatives ^(a)	45,265	-	-	-	-	-	-	-	45,265
Other liabilities	12,589	995	2,795	2,253	746	145	322	2,902	22,747
Other debt securities	1,689	5,493	14,742	8,821	8,532	4,666	1,868	1,377	47,188
Subordinated term debts	-	251	-	-	-	101	4,060	-	4,412
Total liabilities	431,117	74,663	92,867	56,912	14,000	5,464	6,994	4,279	686,296
Non-controlling interests	-	-	-	-	-	-	-	185	185
Shareholders' funds	-	-	-	-	-	-	-	56,887	56,887
Total equity	-	-	-	-	-	-	-	57,072	57,072

(a) Derivative financial assets and liabilities are included in the "Less than 7 days" bucket as they are mainly held for trading. Please refer to the tables in Note 38 for the maturity profile of hedging derivatives

The above table includes disclosure of the contractual maturity of financial liabilities, which approximates the same analysis on an undiscounted basis, as total future interest payments are not material relative to the principal amounts. Assets and liabilities (including non-maturing savings/ current deposits) are represented on a contractual basis or in a period when it can legally be withdrawn. The cash flows of assets and liabilities may behave differently from their contractual terms.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

45.2 Contingent liabilities and commitments

The table below shows the Group's contingent liabilities and commitments based on the remaining period as at the balance sheet date to contractual expiry date.

In \$ millions	The Group				Total
	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	
2023					
Guarantees, letters of credit and other contingent liabilities	38,619	-	-	-	38,619
Undrawn credit commitments ^(a) and other facilities	377,906	24,892	20,110	2,019	424,927
Capital commitments	39	14	3	-	56
Total	416,564	24,906	20,113	2,019	463,602
2022					
Guarantees, letters of credit and other contingent liabilities	37,669	-	-	-	37,669
Undrawn credit commitments ^(a) and other facilities	318,487	23,247	21,288	3,246	366,268
Capital commitments	61	32	41	-	134
Total	356,217	23,279	21,329	3,246	404,071

(a) Includes commitments that are unconditionally cancellable at any time by the Group

The Group expects that not all of the contingent liabilities will be called upon and not all of the undrawn credit commitments will be drawn before expiry.

46 Operational and Technology Risk

Operational risk is inherent in the Group's business activities and may arise from inadequate or failed internal processes, people, systems, or from external events. The Group's objective is to keep operational risk at appropriate levels, taking into account the markets it operates in, the characteristics of the businesses as well as its economic and regulatory environment.

46.1 Operational Risk Management

The Group's approach to operational risk management comprises the following building blocks:

- **Policies**

The Group Operational Risk Management (ORM) Policy sets its overall approach for managing operational risk in a structured, systematic and consistent manner.

There are policies, standards, tools and programmes in place to govern ORM practices across the Group. These include corporate operational risk policies and standards that are owned by the respective corporate oversight and control functions. The key policies address risk areas relating to technology, compliance, fraud, money laundering, financing of terrorism and sanctions, new product, outsourcing and ecosystem partnership.

- **Risk Methodologies**

The Group adopts the standardised approach to compute operational risk regulatory capital.

To manage and control operational risk, the Group uses various tools, including risk and control self-assessment (RCSA), operational risk event management and key risk indicator monitoring.

The Group's Three Lines Model adopts one common risk taxonomy, and a consistent risk assessment approach to managing operational risk. RCSA is conducted by each business or support unit to identify key operational risk and assess the effectiveness of internal controls. When control issues are identified, the units develop action plans and track the resolution of the issues.

Operational risk events are classified in accordance with Basel standards. Such events, including any significant incidents that may impact the Group's reputation, must be reported based on certain established thresholds. Key risk indicators with pre-defined escalation triggers are employed to facilitate risk monitoring in a forward-looking manner.

Additional methodologies are in place to address subject-specific risks, including, but not limited to, the following:

Compliance risk

Compliance risk refers to the risk of the Group not being able to successfully conduct its business

because of any failure to comply with laws, regulatory requirements, industry codes or standards of business and professional conduct applicable to the financial sector.

This includes, in particular, laws and regulations applicable to the licensing and conducting of banking or other financial businesses, financial crime such as anti-money laundering (AML) and countering the financing of terrorism (CFT), fraud and bribery/ corruption. The Group maintains a compliance programme designed to identify, assess, measure, mitigate and report on such risks through a combination of policy and relevant systems and controls.

To counter financial crime and sanctions risks, The Group established minimum standards for the Group's business and support units to manage the Group's actual and/ or potential risk exposures. In addition, standards aimed to provide the end-to-end management for fraud and related issues at the unit and geographical levels, are implemented through the Fraud Management Programme. The Group implements surveillance and compliance testing controls where necessary to obtain assurance that the control framework is operating effectively.

The Group also provides relevant training and implements assurance processes. The Group strongly believes in the need to promote a strong compliance culture as well, and this is developed through the leadership of its Board and senior management.

New product, outsourcing and ecosystem partnership risks

Each new product, service, outsourcing arrangement or ecosystem partnership is subject to a risk review and sign-off process, where relevant risks are identified and assessed. Variations of existing products or services and existing outsourcing arrangements and ecosystem partnerships are also subject to a similar process.

Other mitigation programmes

A robust business continuity management programme is in place to ensure that essential banking services can continue in the event of unforeseen events or business disruptions. This includes a crisis management plan to enable quick response to manage incidents. Exercises are conducted annually, simulating different scenarios to test business continuity plans and crisis management protocol. The effectiveness of these exercises as well as the Group's business continuity readiness and its alignment to regulatory guidelines are communicated and attested by senior management to the BRMC annually.

To mitigate losses from specific risk events which are unexpected and significant, the Group effects group-wide insurance coverage under the Group Insurance Programme. These insurance policies relate to crime and professional indemnity, directors and officers liability, cybersecurity risk, property damage and business interruption,

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

general liability and terrorism.

• **Processes, Systems and Reports**

Robust internal control processes and systems are integral to identifying, assessing, monitoring, managing and reporting operational risk.

All units within the Group are responsible for the day-to-day management of operational risk in their products, processes, systems and activities, in accordance with the various frameworks and policies. The RMG Operational Risk unit and other corporate oversight and control functions:

- Oversee and monitor the effectiveness of operational risk management;
- Assess key operational risk issues with the units; and
- Report and/ or escalate key operational risks to risk committees with recommendations on appropriate risk mitigation strategies.

The Group has in place an integrated governance, risk and compliance system with aligned risk assessment methodology, common taxonomy, and unified processes for the Three Lines Model. The Group has in place an operational risk landscape profile which provides the Board and senior management with an integrated view of the Group's operational risk profile periodically, across key operational risk areas and business lines.

46.2 Technology Risk Management

Technology risk

Information Technology (IT) risk is managed through an enterprise technology risk management approach. This covers risk identification, assessment, mitigation, monitoring and reporting. In addition, the appropriate governance, IT policies and standards, control processes and risk mitigation programmes are in place to support the risk management approach.

Arising from multiple digital disruptions in 2023, a comprehensive technology risk management roadmap has been put in place to address gaps in technology risk governance and oversight, incident management, system resilience and change management.

The Group has established a new sub-committee of the Board Risk Management Committee (BRMC) called the BRMC Technology Risk Committee (BTRC) for dedicated oversight of technology risk.

To enhance independent checks and balances, the Group transferred the Technology Risk Management team to the Risk Management Group with new leadership and expanded bench strength. The Group strengthened its site reliability engineering with new leadership and also created a new Quality Assurance function to provide an additional independent layer of verification, controls and checks over the Group's change management process. A new Group Technology Risk Committee (GTRC) was constituted to enhance the oversight and management of technology risk by senior management.

Relating to incident management, the Group has established clearer ownership and management of

incidents within the Group, as well as between the Group and its service providers and vendors. The Group also embarked on proactive problem management through the active review of early warning indicators, identification of other possibly affected areas, and taking preventive actions.

Cybersecurity risk

Cybersecurity risk remains a top priority for the Group. The Chief Information Security Officer (CISO) is responsible for overseeing the cybersecurity function, serving as the central authority for all cybersecurity matters in relation to technology and operational cyber risks, data protection, and compliance with cybersecurity regulations. The Group places a strong emphasis on safeguarding its people, information, network, equipment, and applications in alignment with the Group's risk tolerance.

To ensure the Group is proactive in addressing cyber threats, it allocates significant resources towards enhancing its cyber hygiene and control environment. The Group is committed to staying in tandem with the ever-evolving cyber threat landscape. As the second line, the CISO office conducts regular assessments to validate the effectiveness of the Group's controls and to obtain assurance that the Group's control framework remains resilient in the face of emerging and evolving threats.

Furthermore, the Group is dedicated to promoting a culture of cybersecurity risk awareness. The Group believes that a strong security culture starts with its employees. As such, the Group provides relevant training and educational resources to empower its staff to recognise and respond to cybersecurity risks effectively. By fostering this culture of awareness, the Group not only enhances its defence against cyber threats but also ensure that cybersecurity is a shared responsibility across the Group.

47 Capital Management

The Board is responsible for setting the Group's capital management objective, which is to maintain a strong capital position consistent with regulatory requirements under the MAS Notice 637 and MAS Notice FHC-N637, and the expectations of various stakeholders, including customers, investors and rating agencies. The Board articulates this objective in the form of capital targets. This objective is pursued while delivering returns to shareholders and ensuring that adequate capital resources are available for business growth and investment opportunities as well as adverse situations, taking into consideration the Group's strategic plans and risk appetite.

The Group's capital management objective is implemented via a capital management and planning process that is overseen by the Capital Committee. The Chief Financial Officer chairs the Capital Committee. The Capital Committee receives regular updates on the Group's current and projected capital positions. A key tool for capital planning is the annual Internal Capital Adequacy Assessment Process (ICAAP) through which the Group assesses its projected capital supply and demand relative to regulatory requirements and capital targets. The ICAAP generally has a three-year horizon and covers various scenarios, including stress scenarios of differing scope and severity.

The Group is subject to and has complied with the capital adequacy requirements set out in the MAS Notice FHC-N637, which effects the Basel Committee on Banking Supervision's capital adequacy framework in Singapore, throughout the year. The Group's capital adequacy ratios as at 31 December 2023 and 2022 have been subject to an external limited assurance review, pursuant to the MAS Notice FHC-N609 "Auditors' Report and Additional Information to be submitted with Annual Accounts".

For more information, please refer to the Group's Pillar 3 disclosures (unaudited) published on DBS website (<https://www.dbs.com/investors/default.page>).

48 Segment Reporting

48.1 Business segment reporting

The business segment results are prepared based on the Group's internal management reporting which reflects the organisation's management structure. As the activities of the Group are highly integrated, internal allocation has been made in preparing the segment information. Amounts for each business segment are shown after the allocation of certain centralised costs, funding income and the application of transfer pricing, where appropriate. Transactions between segments are recorded within the segment as if they are third party transactions and are eliminated on consolidation.

The Group's various business segments are described below.

Consumer Banking/ Wealth Management

Consumer Banking/ Wealth Management provides individual customers with a diverse range of banking and related financial services. The products and services available to customers include current and savings accounts, fixed deposits, loans and home finance, cards, payments, investment and insurance products.

Institutional Banking

Institutional Banking provides financial services and products to institutional clients including bank and non-bank financial institutions, government-linked companies, large corporates and small and medium-sized businesses. The business focuses on broadening and deepening customer relationships. Products and services comprise the full range of credit facilities from short-term working capital financing to specialised lending. It also provides global transactional services such as cash management, trade finance and securities and fiduciary services, treasury and markets products, corporate finance and advisory banking as well as capital markets solutions.

Treasury Markets

Treasury Markets' activities primarily include structuring, market-making and trading across a broad range of treasury products.

Income from sale of treasury products offered to customers of Consumer Banking/ Wealth Management and Institutional Banking is not reflected in the Treasury Markets segment, but in the respective customer segments.

Others

The Others segment encompasses the results of corporate decisions that are not attributed to business segments. It includes earnings on capital deployed into high quality assets, earnings from non-core asset sales and certain other head office items such as centrally-managed credit allowances. DBS Vickers Securities is also included in this segment.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following table analyses the results, total assets and total liabilities of the Group by business segment.

In \$ millions	The Group				Total
	Consumer Banking/ Wealth Management	Institutional Banking	Treasury Markets	Others	
2023					
Net interest income	6,195	7,153	(644)	938	13,642
Net fee and commission income	1,986	1,370	-	10	3,366
Other non-interest income	758	834	1,369	193	3,154
Total income	8,939	9,357	725	1,141	20,162
Total expenses	4,412	2,489	630	760	8,291
Amortisation of intangible assets	-	-	-	9	9
Allowances for credit and other losses	270	88	15	217	590
Share of profits or losses of associates and joint ventures	-	7	7	200	214
Profit before tax	4,257	6,787	87	355	11,486
Income tax expense and non-controlling interest					1,424
Net profit attributable to shareholders					10,062
Total assets before goodwill and intangible assets	134,693	317,552	182,940	97,803	732,988
Goodwill and intangible assets					6,313
Total assets					739,301
Total liabilities	297,302	218,527	116,585	44,640	677,054
Capital expenditure	167	38	25	488	718
Depreciation	20	4	3	710	737
2022					
Net interest income	4,270	5,569	222	880	10,941
Net fee and commission income	1,783	1,293	-	15	3,091
Other non-interest income	601	826	952	91	2,470
Total income	6,654	7,688	1,174	986	16,502
Total expenses	3,803	2,254	619	414	7,090
Amortisation of intangible assets	-	-	-	-	-
Allowances for credit and other losses	158	(204)	(10)	293	237
Share of profits or losses of associates and joint ventures	-	-	4	203	207
Profit before tax	2,693	5,638	569	482	9,382
Income tax expense and non-controlling interest					1,189
Net profit attributable to shareholders					8,193
Total assets before goodwill and intangible assets	126,394	326,469	204,972	80,193	738,028
Goodwill and intangible assets					5,340
Total assets					743,368
Total liabilities	282,578	228,827	118,800	56,091	686,296
Capital expenditure	151	37	26	455	669
Depreciation	33	4	3	661	701

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

48.2 Geographical segment reporting

The Group's performance by geography includes net revenues and expenses from internal and external counterparties. The performance by geography is classified based on the location in which income and assets are recorded, while some items such as centrally-managed credit allowances and technology-related services are reflected in Singapore. Hong Kong comprises mainly DBS Bank (HK) Limited and DBS HK branch. Rest of Greater China comprises mainly DBS Bank (China) Ltd, DBS Bank (Taiwan) Ltd and DBS Taipei branch. South and Southeast Asia comprises mainly PT Bank DBS Indonesia, DBS Bank India Limited and DBS Labuan branch. All results are prepared in accordance with SFRS(I).

In \$ millions	The Group					Total
	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	
2023						
Net interest income	9,008	2,167	871	1,089	507	13,642
Net fee and commission income	2,123	664	210	266	103	3,366
Other non-interest income	2,273	383	302	68	128	3,154
Total income	13,404	3,214	1,383	1,423	738	20,162
Total expenses	4,925	1,202	1,113	914	137	8,291
Amortisation of intangible assets	-	-	9	-	-	9
Allowances for credit and other losses	276	138	95	84	(3)	590
Share of profits or losses of associates and joint ventures	33	-	173	-	8	214
Profit before tax	8,236	1,874	339	425	612	11,486
Income tax expense and non-controlling interest	846	296	31	100	151	1,424
Net profit attributable to shareholders	7,390	1,578	308	325	461	10,062
Total assets before goodwill and intangible assets	480,704	98,721	70,415	33,326	49,822	732,988
Goodwill and intangible assets	5,115	29	995	174	-	6,313
Total assets	485,819	98,750	71,410	33,500	49,822	739,301
Non-current assets ^(a)	4,033	629	1,176	318	20	6,176
2022						
Net interest income	6,985	1,844	768	893	451	10,941
Net fee and commission income	1,943	672	176	230	70	3,091
Other non-interest income	1,716	407	219	55	73	2,470
Total income	10,644	2,923	1,163	1,178	594	16,502
Total expenses	4,089	1,137	851	894	119	7,090
Amortisation of intangible assets	-	-	-	-	-	-
Allowances for credit and other losses	(33)	56	106	3	105	237
Share of profits or losses of associates and joint ventures	25	-	179	-	3	207
Profit before tax	6,613	1,730	385	281	373	9,382
Income tax expense and non-controlling interest	713	285	45	72	74	1,189
Net profit attributable to shareholders	5,900	1,445	340	209	299	8,193
Total assets before goodwill and intangible assets	491,852	107,879	60,303	28,900	49,094	738,028
Goodwill and intangible assets	5,133	29	-	178	-	5,340
Total assets	496,985	107,908	60,303	29,078	49,094	743,368
Non-current assets ^(a)	3,957	648	579	314	20	5,518

(a) Investments in associates and joint ventures, properties and other fixed assets

49 Significant Events

49.1 Operational Risk Penalty for Digital Disruption

In May 2023, MAS imposed an additional capital requirement on the main subsidiary of the Company, DBS Bank Ltd. (the Bank) following the widespread unavailability of its digital banking services in March and a subsequent disruption to its digital banking and ATM services in May 2023. MAS' supervisory action requires the Bank to set aside additional capital amounting to 1.8 times of its risk-weighted assets for operational risk. In November 2023, MAS imposed a six-month pause on the Bank's non-essential IT changes.

The Bank has drawn up a comprehensive technology resiliency roadmap to strengthen its technology risk management and controls in four main areas: change management, system resiliency, incident management, and technology governance and oversight. The roadmap is being implemented in phases.

49.2 Commitment Up To \$1 Billion to Support Vulnerable Communities and Catalyse Social Impact Over Ten Years

On 11 August 2023, the Company announced that it will commit up to \$1 billion over the next ten years to improve lives and livelihoods of the low-income and underprivileged, and foster a more inclusive society. The actual contribution each year, of up to \$100 million, will be determined based on the Group's financial performance in the preceding year. The Group will deploy up to \$100 million each year in Singapore and its other key markets with effect from 2024. This commitment augments existing community initiatives by the Group and DBS Foundation.

The Group has made a provision of \$100 million as part of the ten-year \$1 billion Corporate and Social Responsibility commitment for the year ended 31 December 2023.

49.3 Increased stake in an associate, Shenzhen Rural Commercial Bank Corporation Limited (SRCB)

On 29 December 2023, the Company announced that its wholly owned subsidiary, DBS Bank Ltd., has obtained the requisite regulatory approvals to increase its existing stake in SRCB from 13% to 16.69% for a total consideration of \$374 million. The transaction was completed in January 2024.

50 Subsequent Event

Proposed Bonus Issue

On 6 February 2024, the Board has proposed a bonus issue on the basis of one bonus share for every existing 10 DBSH ordinary shares held. The bonus shares will qualify for dividend payments from the first interim dividend of the financial year ending 31 December 2024.

DBS BANK LTD.

(Incorporated in Singapore. Registration Number: 196800306E)

AND ITS SUBSIDIARIES

FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

Financial Statements

Table of Contents

Directors' Statement

Independent Auditor's Report

Financial Statements

Income Statements	1
Statements of Comprehensive Income	2
Balance Sheets	3
Consolidated Statement of Changes in Equity	4
Statement of Changes in Equity	5
Consolidated Cash Flow Statement	6

Notes to the Financial Statements

1 Domicile and Activities	7
2 Summary of Material Accounting Policies	7
3 Critical Accounting Estimates	16

Income Statement

4 Net Interest Income	17
5 Net Fee and Commission Income	17
6 Net Trading Income	18
7 Net Income from Investment Securities	18
8 Other Income	18
9 Employee Benefits	18
10 Other Expenses	19
11 Allowances for Credit and Other Losses	19
12 Income Tax Expense	25

Balance Sheet: Assets

13 Classification of Financial Instruments	26
14 Cash and Balances with Central Banks	30
15 Government Securities and Treasury Bills	31
16 Bank and Corporate Securities	31
17 Loans and Advances to Customers	31
18 Financial Assets Pledged or Transferred	32
19 Other Assets	33
20 Deferred Tax Assets/ Liabilities	33
21 Subsidiaries and Consolidated Structured Entities	35
22 Associates and Joint Ventures	36
23 Unconsolidated Structured Entities	37
24 Acquisition	38
25 Properties and Other Fixed Assets	38
26 Goodwill and Intangible Assets	39

Balance Sheet: Liabilities

27 Deposits and Balances from Customers	39
28 Other Liabilities	40
29 Other Debt Securities	40

Balance Sheet: Share Capital and Reserves

30 Share Capital	41
31 Other Equity Instruments	42
32 Other Reserves and Revenue Reserves	42
33 Non-controlling Interests	45

Off-Balance Sheet Information

34 Contingent Liabilities and Commitments	46
35 Financial Derivatives	47

Additional Information

36 Interest Rate Benchmark Reform	49
37 Hedge Accounting	49
38 Share-based Compensation Plans	55
39 Related Party Transactions	57
40 Fair Value of Financial Instruments	58
41 Risk Governance	61
42 Credit Risk	62
43 Market Risk	71
44 Liquidity Risk	73
45 Operational and Technology Risk	77
46 Capital Management	79
47 Segment Reporting	79
48 Significant Events	82

DBS Bank Ltd. and its Subsidiaries

Directors' Statement

for the financial year ended 31 December 2023

The Directors are pleased to present their statement to the Member, together with the audited consolidated financial statements of DBS Bank Ltd. (the Bank) and its subsidiaries (the Bank Group) and the financial statements of the Bank for the financial year ended 31 December 2023. These have been prepared in accordance with the provisions of the Companies Act 1967 (the Companies Act) and the Singapore Financial Reporting Standards (International).

In the opinion of the Directors:

- (a) the consolidated financial statements of the Bank Group, consisting of the Bank and its subsidiaries, and the financial statements of the Bank, together with the notes thereon, as set out on pages 1 to 82, are drawn up so as to give a true and fair view of (i) the financial position of the Bank Group and Bank, as at 31 December 2023, and (ii) the financial performance and changes in equity of the Bank Group and Bank, and cash flow statement of the Bank Group, for the financial year ended on that date; and
- (b) as at the date of this statement, there are reasonable grounds to believe that the Bank Group and the Bank will be able to pay their debts as and when they fall due.

Board of Directors

The Directors in office at the date of this statement are:

Mr Peter Seah (*Chairman*)
Mr Olivier Lim (*Lead Independent Director*)
Mr Piyush Gupta (*Chief Executive Officer*)
Dr Bonghan Cho
Mr Chng Kai Fong
Mr David Ho Hing-Yuen (appointed 26 April 2023)
Ms Punita Lal
Ms Judy Lee
Mr Anthony Lim
Mr Tham Sai Choy

Mr Piyush Gupta, Mr Chng Kai Fong and Ms Judy Lee will retire by rotation in accordance with Article 95 of the Bank's Constitution at the forthcoming annual general meeting (AGM) and, being eligible, will offer themselves for re-election at the AGM.

Mr David Ho Hing-Yuen will retire in accordance with Article 74(b) of the Bank's Constitution at the forthcoming AGM and, being eligible, will offer himself for re-election at the AGM.

Directors' interests in shares or debentures

Each of the following Directors who held office at the end of the financial year had, according to the register of directors' shareholdings required to be kept under Section 164 of the Companies Act, an interest in shares of the Bank and related corporations as stated below:

	Holdings in which Directors have a direct interest		Holdings in which Directors are deemed to have an interest	
	As at 31 Dec 2023	As at 1 Jan 2023	As at 31 Dec 2023	As at 1 Jan 2023
DBS Group Holdings Ltd ("DBSH") ordinary shares				
Mr Peter Seah	329,218	312,033	-	-
Mr Olivier Lim	150,554	146,672	-	-
Mr Piyush Gupta	43,864	26,400	2,185,721	1,989,046
Dr Bonghan Cho	13,389	10,684	-	-
Ms Punita Lal	6,485	3,829	-	-
Ms Judy Lee	4,453	1,148	-	-
Mr Anthony Lim	8,215	4,872	-	-
Mr Tham Sai Choy	106,168	102,478	-	-
Share awards (unvested) granted under the DBSH Share Plan				
Mr Piyush Gupta ⁽¹⁾	748,864	830,431	-	-

⁽¹⁾ Mr Piyush Gupta's share awards form part of his remuneration. Details of the DBSH Share Plan are set out in Note 38 of the Notes to the Bank Group's 2023 financial statements

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2024.

DBSH Share Plan

At the Annual General Meeting of DBSH held on 25 April 2019, the DBSH Share Plan (which was first adopted on 18 September 1999) was extended for another ten years, from 18 September 2019 to 17 September 2029 (both dates inclusive). The DBSH Share Plan is administered by the Compensation and Management Development Committee (CMDC). As at the date of this statement, the members of the CMDC are Mr Anthony Lim (Chairman), Mr Peter Seah, Dr Bonghan Cho, Mr David Ho Hing-Yuen, Ms Punita Lal and Ms Judy Lee.

Under the terms of the DBSH Share Plan:

- (a) Awards over DBSH's ordinary shares may be granted to Bank Group executives who hold such rank as may be determined by the CMDC from time to time. Awards may also be granted to (amongst others) executives of associated companies of DBSH who hold such rank as may be determined by the CMDC from time to time, and non-executive Directors of DBSH;
- (b) Where time-based awards are granted, participants are awarded ordinary shares of DBSH or, at the CMDC's discretion, their equivalent cash value or a combination of both as part of their deferred bonus, at the end of the prescribed vesting periods. Awards are granted under the DBSH Share Plan at the absolute discretion of the CMDC. Dividends on unvested shares do not accrue to employees;

- (c) Awards under the DBSH Share Plan may be granted at any time in the course of a financial year, and may lapse by reason of cessation of employment or misconduct of the participant, except in cases such as retirement, redundancy, ill health, injury, disability, death, bankruptcy of the participant, or by reason of the participant, being a non-executive Director, ceasing to be a Director, or in the event of a take-over, winding up or reconstruction of DBSH;
- (d) Subject to the prevailing legislation and the rules of the Singapore Exchange, DBSH will have the flexibility to deliver ordinary shares of DBSH to participants upon vesting of their awards by way of an issue of new ordinary shares and/ or the transfer of existing ordinary shares (which may include ordinary shares held by DBSH in treasury); and
- (e) The class and/ or number of ordinary shares of DBSH comprised in an award to the extent not yet vested, and/ or which may be granted to participants, are subject to adjustment by reason of any variation in the ordinary share capital of DBSH (whether by way of a capitalisation of profits or reserves or rights issue, reduction, subdivision, consolidation, or distribution) or if DBSH makes a capital distribution or a declaration of a special dividend (whether in cash or *in specie*), upon the written confirmation of the auditor of DBSH that such adjustment (other than in the case of a capitalisation issue) is fair and reasonable.

During the financial year, time-based awards in respect of an aggregate of 5,740,016 ordinary shares were granted pursuant to the DBSH Share Plan to selected employees of the Bank Group¹. In addition, during the financial year, certain non-executive Directors received an aggregate of 38,702 share awards which vested immediately upon grant. These share awards formed part of their directors' fees for acting as Directors of DBSH in 2022.

Details of the share awards granted under the DBSH Share Plan to Directors of the Bank⁽¹⁾ are as follows:

Directors of the Bank	Share awards granted during the financial year under review	Share awards vested during the financial year under review ⁽²⁾
Mr Peter Seah	17,185	17,185
Mr Olivier Lim	3,882	3,882
Mr Piyush Gupta	232,572 ⁽³⁾	314,139
Dr Bonghan Cho	2,705	2,705
Ms Punita Lal	2,656	2,656
Ms Judy Lee	3,305	3,305
Mr Anthony Lim	3,343	3,343
Mr Tham Sai Choy	3,690	3,690

⁽¹⁾ The directors' fees for Mr Chng Kai Fong were paid in cash to a government agency, the Directorship & Consultancy Appointments Council while Mr David Ho Hing-Yuen joined during the financial year. Accordingly, they had not been granted share awards

⁽²⁾ Treasury shares were transferred to Directors pursuant to the vesting of such share awards

⁽³⁾ The share awards granted to Mr Piyush Gupta are time-based awards which will vest over a 4-year period. This represents the aggregate of (a) 220,554 share awards which were granted in February 2023 and formed part of his remuneration for 2022; and (b) 12,018 shares arising from adjustments made to all unvested share awards granted under the DBSH Share Plan on 6 April 2023

¹ With reference to Rule 852(2) of the SGX-ST Listing Manual, none of the participants had received shares, pursuant to the release of awards granted, which in aggregate represent 5% or more of the total number of new shares available under the DBSH Share Plan.

Arrangements to enable Directors to acquire shares or debentures

Neither at the end of, nor at any time during the financial year, was the Bank a party to any arrangement, the object of which is to enable the Directors to acquire benefits through the acquisition of shares in, or debentures of, the Bank or any other body corporate, save as disclosed in this statement.

Independent Auditor

PricewaterhouseCoopers LLP has expressed its willingness to accept re-appointment as independent external auditor.

On behalf of the Directors

Mr Peter Seah

Mr Piyush Gupta

6 February 2024
Singapore



INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF DBS BANK LTD.

Report on the Audit of the Financial Statements

Our Opinion

In our opinion, the accompanying consolidated financial statements of DBS Bank Ltd. (the "Bank") and its subsidiaries (the "Bank Group") and the balance sheet, income statement, statement of comprehensive income and statement of changes in equity of the Bank are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Bank Group and the financial position of the Bank as at 31 December 2023 and of the consolidated financial performance, the consolidated changes in equity and the consolidated cash flows of the Bank Group, and of the financial performance and changes in equity of the Bank for the financial year ended on that date.

What we have audited

The financial statements of the Bank Group and the Bank comprise:

- the income statements of the Bank Group and the Bank for the year ended 31 December 2023;
- the statements of comprehensive income of the Bank Group and the Bank for the year ended 31 December 2023;
- the balance sheets of the Bank Group and of the Bank as at 31 December 2023;
- the consolidated statement of changes in equity of the Bank Group for the year then ended;
- the statement of changes in equity of the Bank for the year then ended;
- the consolidated cash flow statement of the Bank Group for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

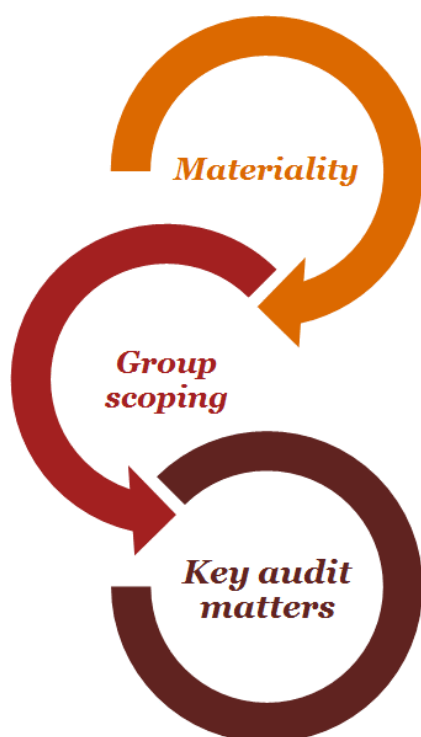
Independence

We are independent of the Bank Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF DBS BANK LTD. (continued)

Our Audit Approach

Overview



Materiality

- We determined the overall Bank Group materiality based on 5% of the Bank Group's profit before tax.

Group scoping

- Full scope audit procedures were performed over the Singapore Operations of DBS Bank Ltd. and DBS Bank (Hong Kong) Limited ("significant components").
- We identified as component entities ("other components") the branches of DBS Bank Ltd. Hong Kong, Taipei and London, as well as the subsidiaries DBS Bank (China) Limited, PT Bank DBS Indonesia, DBS Bank (Taiwan) Ltd and DBS Bank India Limited. This is where certain account balances were considered to be significant in size in relation to the Bank Group. Consequently, audit specified procedures for the significant account balances of these components were performed to obtain sufficient and appropriate audit evidence.

Key audit matters

- Specific allowances for loans and advances to customers
- General allowances for credit losses (Stage 1 and 2 Expected Credit Loss)
- Goodwill
- Valuation of financial instruments held at fair value

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF DBS BANK LTD. (continued)

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Bank Group materiality for the consolidated financial statements as a whole, as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

<i>How we determined overall Bank Group materiality</i>	5% of the Bank Group's profit before tax
<i>Rationale for benchmark applied</i>	• We chose 'profit before tax' as, in our view, it is the benchmark against which performance of the Bank Group is most commonly measured. • We selected 5% based on our professional judgement, noting that it is also within the range of commonly accepted profit-related thresholds.

In performing our audit, we allocated materiality levels to the significant components and other components of the Bank Group. These are less than the overall Bank Group materiality.

How we developed the audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Bank Group, the accounting processes and controls, and the industry in which the Bank Group operates. The Bank Group's financial reporting process is dependent on its Information Technology ("IT") systems. Our audit scope included testing the operating effectiveness of the controls over the integrity of key financial data processed through the IT systems that are relevant to financial reporting.

In establishing the overall Bank Group audit approach, we determined the extent of audit procedures that were needed to be performed across the Bank Group by us or by other PwC network firms, operating under our instruction, who are familiar with the local laws and regulations in each respective territory, (the "component auditors"). Where the work was performed by component auditors, we determined the level of involvement we needed to have in the procedures to be able to conclude whether sufficient and appropriate audit evidence had been obtained as a basis for our opinion on the financial statements as a whole.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
DBS BANK LTD. (continued)**

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Specific allowances for loans and advances to customers As at 31 December 2023, the specific allowances for loans and advances to customers of the Bank Group was \$2,347 million, the majority of which related to Institutional Banking Group ("IBG") customers. Specific allowances refer to loss allowances for credit-impaired exposures (i.e. Stage 3, per SFRS (I) 9). Expected Credit Losses ("ECL") on non-impaired exposures (i.e. Stage 1 and Stage 2) are set out under the 'General allowances for credit losses' key audit matter. We focused on this area because management assessment of impairment can be inherently subjective and involves significant judgement over both the timing and estimation of the size of such impairment. This includes: • principal assumptions underlying the calculation of specific allowances for loans and advances to IBG customers where there is evidence of impairment losses (including future profitability of borrowers and expected realisable value of collateral held); and • classification of loans and advances in line with MAS Notice 612 ("MAS 612"). (Refer also to Notes 3 and 17 to the financial statements.)	We assessed the design and evaluated the operating effectiveness of key controls over the specific allowances for loans and advances. These controls included: • oversight of credit risk by the Group Credit Risk Committee; • timely management review of credit risk; • watchlist identification and monitoring; • timely identification of impairment events; • classification of loans and advances in line with MAS 612; and • collateral monitoring and valuation. We determined that we could rely on these controls for the purposes of our audit. We inspected a sample of loans and advances to IBG customers to assess whether the classification of the loans and advances was in line with MAS 612 and, where there was evidence of an impairment loss, whether it had been identified in a timely manner. This included, where relevant, how forbearance had been considered. Where impairment had been identified, for a sample of loans and advances, our work included: • considering the latest developments in relation to the borrower; • examining the forecasts of future cash flows prepared by management, including key assumptions in relation to the amount and timing of recoveries; • comparing the collateral valuation and other sources of repayment to check the calculation of the impairment against external evidence, where

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
DBS BANK LTD. (continued)**

Key audit matter	How our audit addressed the key audit matter
	available, including independent valuation reports; • challenging management's assumptions; and • testing the calculations. For a sample of performing loans and advances to IBG customers which had not been identified by management as potentially impaired, we evaluated management's assumptions on their classification, using external evidence where available in respect of the relevant borrower. Based on procedures performed, we assessed that the aggregate specific allowance for loans and advances is appropriate.
General allowances for credit losses (Stage 1 and 2 Expected Credit Loss) SFRS(I) 9 <i>Financial Instruments</i> ("SFRS(I) 9") requires an ECL impairment model which takes into account forward-looking information to reflect potential future economic events. In estimating ECL over future time periods, significant judgement is required. We focused on the Bank Group's measurement of general allowances on non-impaired exposures (\$3,896 million). This covers both 'Stage 1' exposures (where there has not been a significant increase in credit risk), and 'Stage 2' exposures (where a significant increase in credit risk has been observed). The ECL framework implemented by the Bank Group involves significant judgement and assumptions that relate to, amongst others: • adjustments to the Bank Group's Basel credit models and parameters;	We critically assessed management's assumptions and estimates relating to Stage 1 and Stage 2 ECL for retail and non-retail portfolios as at 31 December 2023. This included assessing refinements in methodologies made during the year, as well as to account for changes in risk outlook. We assessed the design and evaluated the operating effectiveness of key controls, focusing on: • involvement of governance committees, in reviewing and approving certain forward-looking macroeconomic assumptions, including post model adjustments; • completeness and accuracy of external and internal data inputs into the ECL calculations; and • accuracy and timeliness of allocation of exposures into Stage 1 and Stage 2 based on quantitative and qualitative triggers. We determined that we could rely on these controls for the purposes of our audit. The Bank Group's internal experts continue to perform independent model validation of selected aspects of the Bank Group's ECL methodologies and assumptions each year. We checked their results as part of our work.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
DBS BANK LTD. (continued)**

Key audit matter	How our audit addressed the key audit matter
• use of forward-looking and macro-economic information; • estimates for the expected lifetime of revolving credit facilities; • assessment of significant increase in credit risk; and • post-model adjustments to account for limitations in the ECL models. (Refer also to Notes 3 and 11 to the financial statements.)	We also reviewed the ECL of selected credit portfolios to assess if the methodologies and estimates are appropriate. Through the course of our work, we assessed the rationale and calculation basis of post-model adjustments. We also assessed the reasonableness of certain forward-looking economic inputs, as well as the overall ECL output. Overall, we concluded that the Bank Group's ECL on non-impaired exposures is appropriate.
Goodwill As at 31 December 2023, the Bank Group had \$6,081 million of goodwill as a result of acquisitions. We focused on this area as management makes significant judgements in estimating future cash flows when undertaking its annual goodwill impairment assessment. The key assumptions used in the discounted cash flow analyses relate to: • cash flow forecasts; • discount rate; and • long-term growth rate. (Refer also to Notes 3 and 26 to the financial statements.)	For goodwill balances, we assessed the appropriateness of management's identification of the Bank Group's cash generating units and the process by which indicators of impairment were identified. For DBS Bank (Hong Kong) Limited's franchise (goodwill of \$4,631 million as at 31 December 2023), we evaluated management's cash flow forecasts and the process by which they were developed. Together with valuation specialists in our team, we assessed discount rate and growth rate assumptions against the Bank Group's own historical performance and available external industry and economic indicators. We checked management's sensitivity analysis over the key assumptions to determine whether any reasonably possible change in these assumptions would result in an impairment, and also performed our own stress analysis. We concur with management's assessment that goodwill balances are not impaired as at 31 December 2023.
Valuation of financial instruments held at fair value Financial instruments held by the Bank Group at fair value include derivative assets and liabilities, trading securities, certain debt instruments and other assets and liabilities designated at fair value.	We assessed the design and tested the operating effectiveness of the controls over the Bank Group's financial instruments valuation processes. These included the controls over: • management's testing and approval of new models and revalidation of existing models; • the completeness and accuracy of pricing data inputs into valuation models;

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
DBS BANK LTD. (continued)**

Key audit matter	How our audit addressed the key audit matter
The Bank Group's financial instruments are predominantly valued using quoted market prices ('Level 1') or market observable prices ('Level 2'). The valuations of 'Level 3' instruments rely on significant unobservable inputs. We considered the overall valuation of financial instruments (Level 1, 2 and 3) to be a key audit matter given the financial significance to the Bank Group, the nature of the underlying products and the estimation involved to determine fair value. In determining fair value, management also make adjustments to recognise credit risk, funding costs, bid-offer spreads and, in some cases, parameter and model risk limitations. This is broadly consistent with the banking industry, albeit the methodology to calculate some of these adjustments is continuing to evolve. (Refer also to Notes 3 and 40 to the financial statements.)	• monitoring of collateral disputes; and • governance mechanisms and monitoring over the valuation processes (including derivative valuation adjustments) by the Group Market and Liquidity Risk Committee and the Group Valuation Committee. We determined that we could rely on the controls for the purposes of our audit. In addition, we: • engaged our own specialists to use their models and input sources to determine an independent estimate of fair value for a sample of the Bank Group's Level 1 and Level 2 financial instruments. We compared these to the Bank Group's calculations of fair value to assess individual material valuation differences or systemic bias; • assessed the reasonableness of methodologies used and assumptions made for a sample of financial instrument valuations with significant unobservable valuation inputs (Level 3 instruments); • performed procedures on collateral disputes to identify possible indicators of inappropriate valuations; • performed tests of inputs and assessed the methodology over fair value adjustments, in light of available market data and industry trends; and • considered the implications of global reforms to Interest Reference Rates in our assessment of fair value. Overall, we considered that the valuation of financial instruments held at fair value was within a reasonable range of outcomes.

Other Information

Management is responsible for the other information. The other information comprises the Directors' Statement (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF DBS BANK LTD. (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Bank Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Bank Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Bank Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF DBS BANK LTD. (continued)

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Bank Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Bank Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Bank Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
DBS BANK LTD. (continued)**

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Bank and by those subsidiary corporations incorporated in Singapore of which we are the auditors, have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Yura Mahindroo.

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 6 February 2024

DBS Bank Ltd. and its subsidiaries
Income Statements
For the Year Ended 31 December 2023

In \$ millions	Note	The Group		Bank	
		2023	2022	2023	2022
Interest income		27,888	15,939	22,231	11,984
Interest expense		14,281	5,023	12,350	4,092
Net interest income	4	13,607	10,916	9,881	7,892
Net fee and commission income	5	3,366	3,091	2,365	2,166
Net trading income	6	2,856	2,308	2,450	1,964
Net income from investment securities	7	217	115	174	96
Other income	8	71	42	1,068	331
Non-interest income		6,510	5,556	6,057	4,557
Total income		20,117	16,472	15,938	12,449
Employee benefits	9	5,053	4,376	3,153	2,675
Other expenses	10	3,227	2,707	2,146	1,764
Total expenses		8,280	7,083	5,299	4,439
Profit before allowances and amortisation		11,837	9,389	10,639	8,010
Amortisation of intangible assets		9	-	-	-
Allowances for credit and other losses	11	590	237	379	92
Profit after allowances and amortisation		11,238	9,152	10,260	7,918
Share of profits or losses of associates and joint ventures		214	207	-	-
Profit before tax		11,452	9,359	10,260	7,918
Income tax expense	12	1,415	1,181	1,057	878
Net profit		10,037	8,178	9,203	7,040
Attributable to:					
Shareholders		10,016	8,155	9,203	7,040
Non-controlling interests		21	23	-	-
		10,037	8,178	9,203	7,040

(see notes on pages 7 to 82 which form part of these financial statements)

DBS Bank Ltd. and its subsidiaries
Statements of Comprehensive Income
For the Year Ended 31 December 2023

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Net profit	10,037	8,178	9,203	7,040
Other comprehensive income:				
Items that may be reclassified subsequently to income statement:				
Translation differences for foreign operations	(527)	(997)	(179)	(216)
Other comprehensive income of associates	(1)	8	-	-
Gains/ (losses) on debt instruments classified at fair value through other comprehensive income				
Net valuation taken to equity	810	(1,860)	652	(1,530)
Transferred to income statement	(89)	117	(66)	117
Taxation relating to components of other comprehensive income	(55)	125	(34)	77
Cash flow hedge movements				
Net valuation taken to equity	978	(2,241)	775	(1,703)
Transferred to income statement	177	(128)	202	(100)
Taxation relating to components of other comprehensive income	(76)	172	(46)	80
Items that will not be reclassified to income statement:				
Losses on equity instruments classified at fair value through other comprehensive income (net of tax)	(181)	(417)	(180)	(422)
Fair value change from own credit risk on financial liabilities designated at fair value (net of tax)	(108)	115	(108)	115
Defined benefit plans remeasurements (net of tax)	(8)	(1)	(3)	-
Other comprehensive income, net of tax	920	(5,107)	1,013	(3,582)
Total comprehensive income	10,957	3,071	10,216	3,458
Attributable to:				
Shareholders	10,960	3,106	10,216	3,458
Non-controlling interests	(3)	(35)	-	-
	10,957	3,071	10,216	3,458

(see notes on pages 7 to 82 which form part of these financial statements)

DBS Bank Ltd. and its subsidiaries
Balance Sheets as at 31 December 2023

In \$ millions	Note	The Group		Bank	
		2023	2022	2023	2022
Assets					
Cash and balances with central banks	14	50,213	54,170	42,488	45,751
Government securities and treasury bills	15	70,565	64,995	48,083	44,946
Due from banks		67,236	60,062	61,237	53,653
Derivatives	35	22,786	45,063	21,446	43,517
Bank and corporate securities	16	81,735	75,457	71,402	66,063
Loans and advances to customers	17	416,163	414,519	321,902	326,983
Other assets	19	17,966	18,287	12,163	13,917
Associates and joint ventures	22	2,487	2,280	1,484	1,386
Investment in subsidiaries	21	-	-	15,594	13,065
Due from subsidiaries	21	-	-	29,309	22,758
Due from holding company		1,474	1,120	1,474	1,119
Properties and other fixed assets	25	3,689	3,238	1,978	1,897
Goodwill and intangible assets	26	6,313	5,340	334	334
Total assets		740,627	744,531	628,894	635,389
Liabilities					
Due to banks		46,704	39,684	41,357	32,812
Deposits and balances from customers	27	535,103	527,000	401,460	408,290
Derivatives	35	23,474	45,291	21,728	43,286
Other liabilities	28	22,337	22,690	15,711	16,668
Other debt securities	29	43,387	43,781	40,992	40,918
Due to holding company		6,039	8,425	5,037	7,276
Due to subsidiaries		-	-	47,621	36,354
Total liabilities		677,044	686,871	573,906	585,604
Net assets		63,583	57,660	54,988	49,785
Equity					
Share capital	30	24,452	24,452	24,452	24,452
Other equity instruments	31	2,396	2,396	2,396	2,396
Other reserves	32	(4,425)	(5,662)	(2,610)	(3,980)
Revenue reserves	32	40,054	35,355	30,750	26,917
Shareholders' funds		62,477	56,541	54,988	49,785
Non-controlling interests	33	1,106	1,119	-	-
Total equity		63,583	57,660	54,988	49,785

(see notes on pages 7 to 82 which form part of these financial statements)

DBS Bank Ltd. and its subsidiaries
Consolidated Statement of Changes in Equity
For the Year Ended 31 December 2023

The Group In \$ millions	Attributable to shareholders of the Bank					Non- controlling interests	Total equity
	Share capital	Other equity instruments	Other reserves	Revenue reserves	Shareholders' funds		
2023							
Balance at 1 January	24,452	2,396	(5,662)	35,355	56,541	1,119	57,660
Dividends paid to holding company ^(a)	-	-	-	(5,013)	(5,013)	-	(5,013)
Dividends paid to non-controlling interests	-	-	-	-	-	(19)	(19)
Disposal of controlling interest in a subsidiary	-	-	-	-	-	(2)	(2)
Other movements	-	-	(61)	50	(11)	11	-
Net profit	-	-	-	10,016	10,016	21	10,037
Other comprehensive income	-	-	1,298	(354)	944	(24)	920
Balance at 31 December	24,452	2,396	(4,425)	40,054	62,477	1,106	63,583
2022							
Balance at 1 January	24,452	2,396	(600)	30,987	57,235	1,165	58,400
Redemption of preference shares issued by a subsidiary	-	-	-	-	-	(243)	(243)
Issue of perpetual capital securities issued by a subsidiary	-	-	-	-	-	243	243
Dividends paid to holding company ^(a)	-	-	-	(3,789)	(3,789)	-	(3,789)
Dividends paid to non-controlling interests	-	-	-	-	-	(22)	(22)
Other movements	-	-	(36)	25	(11)	11	-
Net profit	-	-	-	8,155	8,155	23	8,178
Other comprehensive income	-	-	(5,026)	(23)	(5,049)	(58)	(5,107)
Balance at 31 December	24,452	2,396	(5,662)	35,355	56,541	1,119	57,660

(a) Includes distributions paid on capital securities classified as equity (2023: \$84 million; 2022: \$85 million)

(see notes on pages 7 to 82 which form part of these financial statements)

DBS Bank Ltd. and its subsidiaries
Statement of Changes in Equity
For the Year Ended 31 December 2023

Bank In \$ millions	Share capital	Other equity instruments	Other reserves	Revenue reserves	Total equity
2023					
Balance at 1 January	24,452	2,396	(3,980)	26,917	49,785
Dividends paid to holding company ^(a)	-	-	-	(5,013)	(5,013)
Net profit	-	-	-	9,203	9,203
Other comprehensive income	-	-	1,370	(357)	1,013
Balance at 31 December	24,452	2,396	(2,610)	30,750	54,988
2022					
Balance at 1 January	24,452	2,396	(425)	23,693	50,116
Dividends paid to holding company ^(a)	-	-	-	(3,789)	(3,789)
Net profit	-	-	-	7,040	7,040
Other comprehensive income	-	-	(3,555)	(27)	(3,582)
Balance at 31 December	24,452	2,396	(3,980)	26,917	49,785

(a) Includes distributions paid on capital securities classified as equity (2023: \$84 million; 2022: \$85million)

(see notes on pages 7 to 82 which form part of these financial statements)

DBS Bank Ltd. and its subsidiaries
Consolidated Cash Flow Statement
For the Year Ended 31 December 2023

In \$ millions	The Group	
	2023	2022
Cash flows from operating activities		
Profit before tax	11,452	9,359
Adjustments for non-cash and other items:		
Allowances for credit and other losses	590	237
Amortisation of intangible assets	9	-
Depreciation of properties and other fixed assets	737	701
Share of profits or losses of associates and joint ventures	(214)	(207)
Net gain on disposal of controlling interest in a subsidiary	(18)	-
Net gain on disposal, net of write-off of properties and other fixed assets	19	50
Net income from investment securities	(217)	(115)
Interest expense on lease liabilities	19	21
Profit before changes in operating assets and liabilities	12,377	10,046
Increase/ (Decrease) in:		
Due to banks	8,804	10,845
Deposits and balances from customers	(6)	31,010
Derivatives and other liabilities	(19,391)	28,912
Other debt securities and borrowings	(135)	(2,465)
Due to holding company	(2,740)	(2,228)
(Increase)/ Decrease in:		
Restricted balances with central banks	(223)	(705)
Government securities and treasury bills	(6,180)	(13,801)
Due from banks	(7,996)	(9,344)
Bank and corporate securities	(6,926)	(7,878)
Loans and advances to customers	2,156	(12,410)
Derivatives and other assets	22,580	(28,255)
Tax paid	(1,311)	(1,033)
Net cash generated from operating activities (1)	1,009	2,694
Cash flows from investing activities		
Dividends from associates	81	86
Acquisition of interests in associates and joint ventures	(124)	(114)
Proceeds from disposal of properties and other fixed assets	2	3
Purchase of properties and other fixed assets	(718)	(669)
Proceeds from divestment of subsidiary	49	-
Net cash proceeds from acquisition of Citi Taiwan Consumer Banking Business	1,437	-
Net cash used in investing activities (2)	727	(694)
Cash flows from financing activities		
Redemption of preference shares issued by a subsidiary	-	(243)
Issue of perpetual capital securities issued by a subsidiary	-	243
Dividends paid to holding company ^(a)	(5,013)	(3,789)
Dividends paid to non-controlling interests	(19)	(22)
Net cash used in financing activities (3)	(5,032)	(3,811)
Exchange translation adjustments (4)	(805)	(903)
Net change in cash and cash equivalents (1)+(2)+(3)+(4)	(4,101)	(2,714)
Cash and cash equivalents at 1 January	43,976	46,690
Cash and cash equivalents at 31 December (Note 14)	39,875	43,976

(a) Includes distributions paid on capital securities classified as equity

(see notes on pages 7 to 82 which form part of these financial statements)

These Notes are integral to the financial statements.

The consolidated financial statements for the year ended 31 December 2023 were authorised for issue by the Directors on 6 February 2024.

1. Domicile and Activities

DBS Bank Ltd. (the Bank) is incorporated and domiciled in the Republic of Singapore and has its registered office at 12 Marina Boulevard, Marina Bay Financial Centre Tower Three, Singapore 018982. It is a wholly-owned subsidiary of DBS Group Holdings Ltd (DBSH).

The Bank is principally engaged in a range of commercial banking and financial services, principally in Asia.

The financial statements relate to the Bank and its subsidiaries (the Group) and the Group's interests in associates and joint ventures.

2. Summary of Material Accounting Policies

2.1 Basis of preparation

Compliance with Singapore Financial Reporting Standards (International) (SFRS(I))

The financial statements of the Bank and the consolidated financial statements of the Group are prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)).

The financial statements are presented in Singapore dollars and rounded to the nearest million, unless otherwise stated.

2.2 Significant estimates and judgement

The preparation of financial statements requires management to exercise judgement, use estimates and make assumptions in the application of policies and in reporting the amounts in the financial statements. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from these estimates. Critical accounting estimates and assumptions used that are significant to the financial statements, and areas involving a higher degree of judgement and complexity, are disclosed in Note 3.

2.3 New or amended SFRS(I) effective for 2023 year-end

The Group has adopted International Tax Reform – Pillar Two Model Rules (Amendments to SFRS(I) 1-12) upon its issuance in May 2023. The amendments provide a temporary mandatory exception from deferred tax accounting arising from the implementation of Pillar Two model rules which is effective immediately, and also require new disclosures on the Pillar Two exposure.

The other amendments to SFRS(I) that were effective from 1 January 2023 did not have a significant impact on the Group's financial statements.

2.4 New SFRS(I) and Interpretations effective for future periods

The amendments and interpretations effective for future periods do not have a significant impact on the Group's financial statements.

A) General Accounting Policies

A summary of the Group's material accounting policies is described further below starting with those relating to the entire financial statements followed by those relating to the income statement, the balance sheet and other specific topics. This does not reflect the relative importance of these policies to the Group.

2.5 Group Accounting

Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date control is transferred to the Group to the date control ceases.

The acquisition method is used to account for business combinations. Please refer to Note 2.13 for the Group's accounting policy on goodwill.

All intra-group transactions and balances are eliminated on consolidation.

Associates and Joint Ventures

Associates are entities over which the Group has significant influence but no control, where the Group generally holds a shareholding of between and including 20% and 50% of the voting rights.

Joint ventures are entities which the Group has joint control and rights to the net assets of the entity.

Investments in associates and joint ventures are initially recognised at cost. In addition, when the Group's share of the fair value of the identifiable net assets of the investment exceeds the cost of acquisition paid by the Group, the excess is recognised in profit and loss as part of the share of profit from associates and joint ventures.

Investments in associates and joint ventures are accounted for using the equity method. Under the equity method of accounting, these investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of post-acquisition profits or losses and the Group's share of other comprehensive income. Dividends received or receivable from the associates and joint ventures are recognised as a reduction of the carrying amount of the investments.

2.6 Foreign currency treatment

Functional and presentation currency

Items in the financial statements are measured using the functional currency of each entity in the Group, this being the currency of the primary economic environment in which the entity operates. The Group's financial statements are presented in Singapore dollars, which is the functional currency of the Bank.

Foreign currency transactions and balances

Transactions in foreign currencies are measured using the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the entity undertaking the transaction at the exchange rates at the balance sheet date. Foreign exchange differences arising from this translation are recognised in the income statement within "Net trading income".

Non-monetary assets and liabilities measured at cost in a foreign currency are translated using the exchange rates at the date of the transaction.

Non-monetary assets and liabilities measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined, which is generally the balance sheet date.

Unrealised foreign exchange differences arising from non-monetary financial assets and liabilities classified as fair value through profit or loss (FVPL) are recognised in the income statement as trading income.

Non-monetary financial assets that are classified at fair value through other comprehensive income (FVOCI) relates mainly to FVOCI equities. Please refer to Note 2.9 for the accounting treatment of FVOCI equities.

Foreign operations

The results and financial position of subsidiaries, associates, joint ventures and branches or units whose functional currency is not Singapore dollars ("foreign operations") are translated into Singapore dollars in the following manner:

- Assets and liabilities are translated at the exchange rates at the balance sheet date;
- Income and expenses in the income statement are translated at exchange rates prevailing at each month-end, approximating the exchange rates at the dates of the transactions; and
- All resulting exchange differences are recognised in other comprehensive income and accumulated under foreign currency translation reserves in equity. When a foreign operation is partially or fully disposed of, or when it is liquidated, such exchange differences are recognised in the income statement as part of the gain or loss.

For acquisitions prior to 1 January 2005, the foreign exchange rates at the respective dates of acquisition were used. Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of the foreign

operation and translated at the closing rate. Please refer to Note 26 for an overview of goodwill recorded.

2.7 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to management.

In preparing the segment information, amounts for each business segment are shown after the allocation of certain centralised costs, funding income and the application of transfer pricing, where appropriate. Transactions between segments are recorded within the segment as if they are third party transactions and are eliminated on consolidation.

Please refer to Note 47 for further details on business and geographical segment reporting.

B) Income Statement

2.8 Income recognition

Interest income and interest expense

Interest is accrued on all interest-bearing financial assets and financial liabilities, regardless of their classification and measurement, except for limited transactions measured at FVPL where the economics are better reflected in "Net trading income".

Interest income and interest expense are recognised on a time-proportionate basis using the effective interest method. The calculation includes significant fees and transaction costs that are integral to the effective interest rate, as well as premiums or discounts.

Net interest income also includes the interest element of derivative instruments that are (i) designated in hedge accounting relationships (Note 2.19) or (ii) used in funding or other hedging arrangements where this treatment would reduce an accounting mismatch.

Fee and commission income

The Group earns fee and commission income from a diverse range of products and services provided to its customers. Fee and commission income are recognised when the Group has satisfied its performance obligation in providing the promised products and services to the customer, and are recognised based on contractual rates agreed with customers, net of expected waivers based on historical experience, and net of expenses directly related to it. The Group generally satisfies its performance obligation and recognises the fee and commission income on the following basis:

- Transaction-based fee and commission income is recognised on the completion of the transaction. Such fees include underwriting fees, brokerage fees, bancassurance sales commission and variable service fees, and fees related to the completion of corporate finance transactions.
- For a service that is provided over a period of time, fee and commission income is generally recognised on equal proportion basis over the period during which the related service is provided or credit risk is undertaken. This basis of recognition most

appropriately reflects the nature and pattern of provision of these services to the customers over time. Fees for these services can be billed to customers in advance or periodically over time. Such fees include the income from issuance of financial guarantees and bancassurance fixed service fees.

The Group does not provide any significant credit terms to customers for the above products and services.

Directly related expenses typically include brokerage fees paid, card-related expenses and sales commissions, but do not include expenses for services delivered over a period (such as service contracts) and other expenses that are not specifically related to fee and commission income transactions.

Dividend income

Dividend income is recognised when the right to receive payment is established. Dividend income arising from financial assets classified as FVPL is recognised in “Net trading income”, while those arising from FVOCI financial assets is recognised in “Net income from investment securities”.

Allowances for credit and other losses

Please refer to Note 2.11 for the accounting policy on impairment of financial assets.

C) Balance Sheet

2.9 Financial assets

Initial recognition

Purchases and sales of all financial assets are recognised on the date that the Group enters into the contractual arrangements with counterparties. When the Group acts as a trustee or in a fiduciary capacity for assets it does not directly control or benefit from, the assets and the corresponding income belonging to a customer are excluded from the financial statements.

Financial assets are initially recognised at fair value, which is generally the transaction price.

Classification and subsequent measurement

SFRS(I) 9 categorises debt-like financial assets based on the business model within which the assets are managed, and whether the assets constitute a “basic lending arrangement” where their contractual cash flows represent solely payments of principal and interest (SPPI). Interest is defined as consideration for the time value of money, credit risk, other basic lending risks and may include a profit margin.

The classification of the financial assets and the associated accounting treatment are as follows:

- Debt instruments are measured at **amortised cost** when they are in a “hold to collect” (HTC) business model and have contractual cash flows that are SPPI in nature. The objective of a HTC business model is to collect contractual principal and interest cash flows. Sales are incidental to the objective and expected to be either insignificant or infrequent. These assets consist primarily of loans in the “Consumer Banking/ Wealth Management” and

“Institutional Banking” segments as well as debt securities from the “Others” segment.

- Debt instruments are measured at **fair value through other comprehensive income** (FVOCI) when they are in a “hold to collect & sell” (HTC & S) business model and have cash flows that are SPPI in nature. Both the collection of contractual cash flows and sales are integral to achieving the objective of the HTC & S business model. Assets measured at FVOCI comprise mainly of debt securities from “Treasury Markets” and the “Others” segment.

Unrealised gains or losses on FVOCI debt instruments are recorded in other comprehensive income and accumulated in FVOCI revaluation reserves. When they are sold, the accumulated fair value adjustments in FVOCI revaluation reserves are reclassified to the income statement as “Net income from investment securities”.

- Debt instruments are measured at **fair value through profit or loss** (FVPL) when:
 - i) the assets are not SPPI in nature;
 - ii) the assets are not part of a “HTC” or “HTC & S” business model; or
 - iii) the assets are designated at FVPL to eliminate or significantly reduce the measurement or recognition inconsistencies that would otherwise arise from measuring assets or liabilities on different bases.

Assets measured at FVPL are mainly recorded in the “Treasury Markets” segment. Realised and unrealised gains or losses on FVPL financial assets are taken to the income statement in the period they arise.

- Subsequent changes in fair value of non-trading equity instruments can be taken through profit or loss or comprehensive income, as elected. The Group generally elects its non-trading equity instruments to be classified as FVOCI. Other than dividend income, gains and losses on FVOCI equity instruments are recorded in other comprehensive income and accumulated in FVOCI revaluation reserves, and not reclassified to profit or loss upon derecognition.
- Derivatives (including derivatives embedded in financial liabilities but separated for accounting purposes) are classified as held for trading unless they are designated in hedge accounting relationships (Note 2.19). Derivatives are classified as assets when the fair value is positive and as liabilities when the fair value is negative. Changes in the fair value of derivatives other than those designated as hedging instruments in cash flow or net investment hedges are included in “Net trading income”. Also refer to Note 2.8 on the accounting for the interest element of derivative instruments.

Reclassification

Reclassification of financial assets are prohibited unless the Group changes its business model for managing financial assets. In practice, this is expected to be infrequent.

Determination of fair value

The fair value of financial assets is the price that would be received if the asset is sold in an orderly transaction between market participants at the measurement date. Fair value is generally estimated by using prices in active markets or by using valuation techniques that use observable market parameters as inputs. Where applicable, a valuation reserve or pricing adjustment is applied to arrive at the fair value. Significant judgement is required in estimating fair value. Refer to Note 40 for further details.

Offsetting

Financial assets and liabilities are presented net when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle them on a net basis, or realise the asset and settle the liability simultaneously.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or when they have been transferred together with substantially all the risks and rewards of ownership.

The Group enters into certain transactions where it transfers financial assets recognised on its balance sheet but retains either all or a portion of the risks and rewards of the transferred financial assets. In such cases, the transferred financial assets are not derecognised from the balance sheet. Such transactions include repurchase agreements described in Note 2.12. They also include transactions where control over the financial asset is retained, for example, by a simultaneous transaction (such as options) with the same counterparty to which the asset is transferred. These are mainly transacted in the "Treasury Markets" segment. In such cases, the Group continues to recognise the asset to the extent of its continuing involvement which is the extent to which it is exposed to changes in the value of the transferred asset.

Please refer to Note 18 for disclosures on transferred financial assets.

2.10 Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and non-restricted balances with central banks which are readily convertible into cash.

2.11 Impairment of financial assets at amortised cost and FVOCI

Expected Credit Losses (ECL)

ECL are recognised for all financial assets held at amortised cost, debt instruments measured at FVOCI, guarantees and undrawn credit commitments. It represents the present value of expected cash shortfalls over the residual term of a financial asset, guarantee or undrawn commitment.

At initial recognition, allowance is required for ECL resulting from possible default events that may occur within the next 12 months ('12-month ECL'). In the event of a significant increase in credit risk, allowance is required for ECL resulting from possible default events over the expected life of the instrument ('lifetime ECL').

The ECL recognised follows the three-stage model: financial instruments where 12-month ECL is recognised are considered Stage 1; financial instruments which experience a significant increase in credit risk (SICR) are in Stage 2; and financial instruments with objective evidence of default or are credit-impaired are in Stage 3.

- **Stage 1** - Financial instruments are classified as Stage 1 at initial recognition and will remain under Stage 1 unless they experience a SICR or become credit-impaired. 12-month ECL is recognised for these instruments.
- **Stage 2** - Financial instruments which experience a SICR subsequent to initial recognition, but are not yet credit-impaired, will migrate from Stage 1 to Stage 2. Lifetime ECL is recognised for these instruments.

SICR: SICR is assessed by comparing the risk of default at reporting date to the risk of default at origination using a range of qualitative and quantitative factors.

For wholesale exposures, a financial instrument is deemed to have experienced a significant increase in credit risk when:

- the observed change in its probability of default (PD), as observed by downgrades in the Group's internal credit risk rating for this instrument between origination and reporting dates, is more than pre-specified thresholds; or
- it is placed on certain internal credit watchlists categories for closer scrutiny of developing credit issues.

For retail exposures, days past due is the main driver, supplemented with a PD-based criterion. In any event, all retail and wholesale exposures that are more than 30 days past due are presumed to have experienced a significant increase in credit risk, unless assessed otherwise, and are classified as Stage 2.

Instruments in Stage 2 that no longer exhibit a significant increase in credit risk will be transferred back to Stage 1.

- **Stage 3** - Financial instruments that become credit-impaired with evidence of default, i.e. non-performing assets, are transferred to Stage 3. Please refer to Note 42 for the definition of non-performing assets.

Lifetime ECL is recognised for these assets. ECL for Stage 3 assets are also known as specific allowances.

A Stage 3 exposure that is restructured can be upgraded to Stage 2 if there are reasonable grounds to conclude that the obligor is able to service future principal and interest payments in accordance with the restructured terms. Stage 3 financial assets are written-off, in whole or in part, when the Group has exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of future recoveries.

Measurement of ECL

ECL are unbiased and probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes, considering past events, current conditions and assessments of future economic conditions at the reporting date. The ECL associated with a financial instrument is typically a product of its probability of default (PD), loss given default (LGD) and exposure at default (EAD) discounted using the original effective interest rate to the reporting date.

Component	Description
PD	Point-in-time (based on current conditions, adjusted to take into account estimates of future conditions that will impact PD) estimate of the likelihood of default.
LGD	Estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the Group would expect to receive, including recoveries from collaterals.
EAD	Estimate of the expected credit exposure at time of default, taking into account repayments of principal and interest as well as expected drawdowns on undrawn credit commitments and potential pay-outs on guarantees issued.

The 12-month ECL is calculated by multiplying the 12-month PD, LGD and EAD. Lifetime ECL is calculated by multiplying the lifetime PD, LGD and EAD. The 12-month and lifetime PDs represent the probability of default occurring over the next 12 months and the remaining maturity of the instrument respectively.

In most instances, expected remaining maturity is the same as the remaining contractual life which represents the maximum contractual period over which the Group is exposed to the credit risk of the borrower. However, for some revolving products (e.g. credit cards), the expected remaining maturity may exceed the contractual maturity. In such instances, behavioural expected remaining life will be used.

ECL Modelling - Point-in-Time and Forward-Looking Adjustments

The Group leverages the models and parameters implemented under the Basel II Internal Ratings-Based (IRB) framework where possible, with appropriate modifications to meet SFRS(I) 9 requirements.

Other relevant historical information, loss experience or proxies will be utilised for portfolios without appropriate Basel models and parameters, with a view to maximise the use of available information that is reliable and supportable.

For the wholesale portfolios, credit cycle indices (CCIs) have been developed for the key industries and geographies. CCIs are summary measures that depict broad-based, sector-wide changes in credit risk, which are constructed by comparing the median expected default frequency of firms within each segment against a long-run average. Expected default frequency is in turn a market-based point-in-time default risk measure driven by the

market value of firms' assets, asset volatility and leverage. CCIs are then used as inputs to convert the generally more through-the-cycle PDs derived from Basel models/parameters into the point-in-time equivalents by adding the unaccounted portion of cyclical variations, as well as to incorporate forward-looking information. LGDs are determined using historical loss data, which are adjusted for both the latest and forecasted recovery experience.

The Group relies on a Monte Carlo simulation approach to consider over 100 probability-weighted forward-looking scenarios in estimating ECL. This involves simulations of many alternative CCI scenarios to arrive at an unbiased ECL estimate that are meant to cover all possible good and bad scenarios based on known estimates.

For material unsecured retail portfolios under the Advanced Internal Ratings-Based Approach (Advanced IRBA), the Group has rolled out a SFRS(I) 9 adjusted PD, LGD and EAD-based approach during the year. For other retail portfolios, historical loss experience is used in conjunction with the forecast loss rates which take into account relevant macroeconomic variables, such as property prices and unemployment rates.

Expert credit judgement and post model adjustments

The measurement of ECL requires the application of expert credit judgement and post model adjustments. These include:

- assignment of credit risk ratings and determination of whether exposures should be placed on credit watchlists;
- assessment of whether a significant increase in credit risk has occurred;
- selecting and calibrating the ECL models such as CCIs;
- determining the expected remaining maturity of revolving products (e.g. overdrafts and credit cards);
- determination of the forecast loss rates; and
- application of thematic overlays based on emerging risk themes where potential risks may not be fully captured in the underlying modelled ECL. Such top-down additional modelled ECL was quantified by means of applying conditional probabilities on more severe scenarios materialising from emerging risk themes.

The Group has the following thematic overlays as at 31 December 2023.

In addition to the base scenarios generated by the model, the Group has incorporated stress scenarios and assigned probabilities to the scenarios, in line with management's judgement of the likelihood of each scenario. The stress scenarios factor in heightened geopolitical and macro-economic risk, potential vulnerabilities in the US and EU corporates, as well as stress in the China commercial real estate sector.

There is also a thematic overlay to address pricing pressures and risks of asset stranding that the conventional energy sector could face as a result of a transition to a low-carbon economy. Probabilities were assigned to the scenarios in-line with management's judgement of the likelihood of each scenario.

Governance framework

The measurement of ECL is subject to a robust governance framework as described below.

- The Group ECL Review Committee (Review Committee) is the overarching committee for ECL related matters and comprises senior management and representatives from functions across the Group. Significant changes to ECL models and methodologies and the application of thematic overlays are subject to the oversight and approval of the Review Committee.
- The Review Committee is supported by the Group ECL Operating Committee (Operating Committee) which comprises cross functional representatives and subject matter experts. The Operating Committee recommends changes to ECL models, methodologies and thematic overlays to the Review Committee; provides oversight over system design, infrastructure and development; and establishes principles and significant policies pertaining to ECL. Group Credit Risk Models Committee oversees ECL models and credit risk models used by the Group.
- Location ECL committees are established for key overseas subsidiaries to govern and manage location-specific ECL reporting.
- ECL models are subject to independent validation by the Risk Management Group (RMG) Model Validation team, as well as independent reviews by internal and external auditors. The validation and assurance processes cover the review of the underlying ECL methodology including its logic and conceptual soundness.

Minimum Regulatory Loss Allowance

Singapore banks are required to maintain the Minimum Regulatory Loss Allowances (MRLA) of at least 1% of the gross carrying amount of selected credit exposures net of collaterals per MAS Notice 612. For periods when Stage 1 and 2 ECL fall below MRLA, the shortfall is appropriated from retained earnings in the shareholders' funds into a non-distributable Regulatory Loss Allowance Reserve (RLAR) account.

2.12 Repurchase agreements

Repurchase agreements (Repos) are arrangements where the Group sold the securities but are subject to a commitment to repurchase or redeem the securities at a pre-determined price. The securities are retained on the balance sheet as the Group retains substantially all the risk and rewards of ownership and these securities are disclosed within "Financial assets pledged or transferred" (Note 18). The consideration received is recorded as financial liabilities in either "Due to banks" or "Deposits and balances from customers". Short-dated repos transacted as part of Treasury Markets activities are measured at FVPL.

Reverse repurchase agreements (Reverse repos) are arrangements where the Group purchased the securities but are subject to a commitment to resell or return the securities at a pre-determined price. The risk and rewards of ownership of the collateral are not acquired by the Group and are reflected as collateral received and

recorded off-balance sheet. The consideration paid is recorded as financial assets as "Cash and balances with central banks", "Due from banks" or "Loans and advances to customers". Short-dated reverse repos transacted as part of Treasury Markets activities are measured at FVPL.

2.13 Goodwill and intangible assets arising from business combinations

Goodwill

Goodwill arising from business combinations generally represents the excess of the acquisition cost over the fair value of identifiable assets acquired and liabilities and contingent liabilities assumed on the acquisition date. Goodwill is stated at cost less impairment losses and is tested at least annually for impairment.

At the acquisition date, any goodwill acquired is allocated to each of the cash-generating units (CGU) or group of CGUs expected to benefit from the combination's synergies.

An impairment loss is recognised on goodwill when the carrying amount of a CGU, or group of CGUs, including the goodwill, exceeds the applicable recoverable amount. The recoverable amount of a CGU or CGU group is the higher of the CGU's or CGU group's fair value less cost to sell and its value-in-use. An impairment loss on goodwill is recognised in the income statement and cannot be reversed in subsequent periods.

Other intangible assets

Intangible assets acquired in a business combination are recognised at fair value at the acquisition date and they relate mainly to customer relationships and core customer deposits. They have a finite useful life and are subsequently measured at cost less accumulated amortisation and impairment losses. Intangible assets are amortised using the straight-line method over their estimated useful lives of 10 years.

2.14 Properties and other fixed assets

Owned properties and other fixed assets

Properties (including investment properties) and other fixed assets are stated at cost less accumulated depreciation and impairment losses.

Depreciation is calculated using the straight-line method to write down the costs of the assets to their residual values over the estimated useful lives of the assets. The useful life refers to the period which the Group expects to use or hold the asset.

The residual value of an asset is its estimated selling price (after deducting related costs), assuming that it is already at the age and in the condition expected at the end of its useful life. No depreciation is recognised when the residual value is higher than the carrying amount.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Freehold and leasehold land with unexpired lease terms of more than 100 years are not depreciated. The depreciation periods of the other assets are as follows:

Leasehold land with unexpired lease terms below 100 years	The shorter of the remaining lease term or useful life
Buildings	The shorter of 50 years, the remaining lease term or useful life
Computer software	3 to 5 years
Computer hardware, office equipment, furniture and fittings	3 to 10 years
Leasehold improvements	Up to 20 years

Leased properties and other fixed assets

Lease liabilities are initially measured at the present value of lease payments to be made over the lease term at the lease commencement date. The measurement of the associated right-of-use assets generally approximates the lease liability.

Lease liabilities are subsequently measured at amortised cost using the effective interest method. The right-of-use assets are depreciated over the lease term on a straight-line basis.

Extension options and termination options are included in the assessment of the lease term if the options are reasonably certain to be exercised or not exercised accordingly. If the Group changes its initial assessment, adjustments are made to the carrying amounts of the lease liabilities and right-of-use assets prospectively. The recognition exceptions for short-term leases and leases of low-value assets are applied. Please refer to Note 25 for the details of owned and leased properties and other fixed assets.

2.15 Financial liabilities

Initial recognition, classification and subsequent measurement

Financial liabilities are initially recognised at fair value. The Group generally classifies and measures its financial liabilities in accordance with the purpose for which the financial liabilities are incurred and managed. Accordingly:

- Financial liabilities are classified as **financial liabilities at fair value through profit or loss** if they are incurred for the purpose of repurchasing in the near term (“**held for trading**”), and this may include debt securities issued and short positions in securities for the purpose of ongoing market-making or trading. Financial liabilities at fair value through profit or loss can also be designated by management on initial recognition (“**designated at fair value through profit or loss**”) if doing so eliminates or significantly reduces measurement or recognition inconsistencies that would otherwise arise, or if the financial liability contains an embedded derivative

that would otherwise need to be separately recorded, or if a group of financial liabilities or financial assets and financial liabilities is managed and its performance is evaluated on a fair value basis. Financial liabilities in this classification are usually within the “Treasury Markets” segment.

Realised or unrealised gains or losses on financial liabilities held for trading and financial liabilities designated under the fair value option, except interest expense, are taken to “Net trading income” in the income statement in the period they arise.

The changes to the fair value of financial liabilities designated under the fair value option that are attributable to the Group’s own credit risk are taken to revenue reserves through other comprehensive income. These amounts are not transferred to the income statement even when realised.

- Derivative liabilities are treated consistently with derivative assets. Please refer to Note 2.9 for the accounting policy on derivatives.
- Other financial liabilities are carried at **amortised cost** using the effective interest method. These comprise predominantly the Group’s “Deposits and balances from customers”, “Due to banks” and “Other debt securities”.

Please refer to Note 13 for further details on the types of financial liabilities classified and measured as above.

Determination of fair value

The fair value of financial liabilities is the price that would be paid to transfer the liability in an orderly transaction between market participants at the measurement date.

Please refer to Note 40 for further fair value disclosures.

Derecognition

A financial liability is derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

2.16 Loan commitments, letters of credit and financial guarantees

Loan commitments

Loan commitments are not recognised on the balance sheet and are disclosed in Note 34. Upon a loan draw-down, the amount of the loan is generally recognised as “Loans and advances to customers” on the Group’s balance sheet.

Letters of credit

Letters of credit are recorded off-balance sheet as contingent liabilities upon issuance, and the corresponding payables to the beneficiaries and receivables from the applicants are recognised on the balance sheet upon acceptance of the underlying documents.

Financial guarantees

Financial guarantees are initially recognised in the financial statements at fair value on the date the guarantees are given.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Financial guarantees are subsequently measured at the higher of:

- the amount of the ECL (Note 2.11); and
- the unamortised portion of the fees that were received on initial recognition.

Please refer to Note 2.8 for the principles for recognising the fees.

Off-balance sheet credit exposures are managed for credit risk in the same manner as financial assets.

Please refer to Note 2.11 on the Group's accounting policies on allowances for credit losses.

2.17 Provisions

Provisions are liabilities of uncertain timing or amounts and are recognised when:

- the Group has a present legal or constructive obligation as a result of past events;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate of the amount of the obligation can be made.

The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

2.18 Share capital and other instruments classified as equity

Ordinary shares, preference shares and other instruments which do not result in the Group having a contractual obligation to deliver cash or another financial asset, or to exchange financial assets or financial liabilities with the holder under conditions that are potentially unfavourable to the Group, are classified as equity. Distributions arising from such instruments are recognised in equity as there is no contractual obligation to pay distributions on these instruments. Incremental external costs directly attributable to the issuance of such instruments are accounted for as a deduction from equity.

For ordinary and preference shares, interim dividends are recorded during the financial year in which they are declared payable. Final dividends are recorded during the financial year in which the dividends are approved by the shareholders at the Annual General Meeting.

D) Other Specific Topics

2.19 Hedge accounting

As part of the overall risk management of the Group, derivatives and other instruments are used to manage exposures to interest rate and foreign currency risks, including exposures arising from forecast transactions. Where all relevant criteria are met, the Group can elect to apply hedge accounting to reduce the accounting mismatch between hedging instrument and the hedged item.

To qualify for hedge accounting, at the inception of each hedging relationship, the Group designates and

documents the relationship between the hedging instrument and the hedged item; the risk management objective for undertaking the hedge transaction; and the methods used to assess the effectiveness of the hedge. At inception and on an on-going basis, the Group also assesses and measures the effectiveness of the hedging relationship between the hedging instrument and the hedged item.

The Group designates certain derivatives as hedging instruments in respect of foreign currency risk and interest rate risk in fair value hedges, cash flow hedges, or hedges of net investments in foreign operations as described below.

• Fair value hedge

For a qualifying fair value hedge, the changes in the fair value of the hedging instruments are recorded in the income statement, together with any changes in the fair value of the hedged item attributable to the hedged risk. If the hedge no longer meets the criteria for hedge accounting, the adjustment on the hedged item is amortised using the effective interest method to the income statement over its remaining maturity.

However, where the hedged item is an equity instrument classified as FVOCI, changes in the fair value of the hedging instrument and the hedged item are both recorded in other comprehensive income and accumulated in FVOCI revaluation reserves. The amounts recorded in FVOCI revaluation reserves are not subsequently reclassified to the income statement.

• Cash flow hedge

For qualifying cash flow hedges, the effective portion of changes in the fair value of derivatives is recognised in other comprehensive income and accumulated under the cash flow hedge reserves in equity. This amount is reclassified to the income statement in the periods when the hedged forecast cash flows affect the income statement. The ineffective portion of the gain or loss is recognised immediately in the income statement under "Net trading income".

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in the cash flow hedge reserves remains until the forecast transaction is recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss in the cash flow hedge reserves is immediately reclassified from equity to the income statement.

• Net investment hedge

Hedges of net investments in the Group's foreign operations are accounted for in a manner similar to cash flow hedges. On disposal of the foreign operations, the cumulative gain or loss in the foreign currency translation reserves is reclassified to the income statement as part of the gain or loss on disposal.

When designating the hedging instrument, the Group may elect to exclude the valuation components of currency basis spreads and forward points from the hedge relationship on a hedge-by-hedge basis.

The forward points and currency basis spreads which are excluded and recorded in other comprehensive income are:

- reclassified to the income statement when the forecast transaction occurs; or
- amortised to the income statement over the hedging tenor for time-period hedges. The amounts recorded in other comprehensive income are not subsequently reclassified to the income statement for hedges of FVOCI equities.

The Group has elected to apply the SFRS(I) 9 hedge accounting rules in full.

Please refer to Note 37 for further details relating to hedge accounting, including fair value, cash flow and net investment hedges.

2.20 Employee benefits

Employee benefits, which include base pay, cash bonuses, share-based compensation, contribution to defined contribution plans such as the Central Provident Fund and other staff-related allowances, are recognised in the income statement when incurred.

For defined contribution plans, contributions are made to publicly or privately administered funds on a mandatory, contractual or voluntary basis. Once the contributions have been paid, the Group has no further payment obligations.

Employee entitlement to annual leave is recognised when they accrue to employees. A provision is made for the estimated liability for annual unutilised leave as a result of services rendered by employees up to the balance sheet date.

2.21 Share-based compensation

Employee benefits also include share-based compensation, namely the DBSH Share Plan, the DBSH Employee Share Plan and the DBSH Employee Share Purchase Plan (the Plans). The details of the Plans are described in Note 38.

Equity instruments granted and ultimately vested under the Plans are recognised in the income statement based on the fair value of the equity instrument at the date of grant. The expense is amortised over the vesting period of each award.

2.22 Current and deferred taxes

Current income tax for current and prior periods is recognised as the amount expected to be paid or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Group considers uncertain tax positions generally at the level of the total tax liability to each tax authority for each period. The liability is determined based on the total amount of current tax expected to be paid, taking into account all tax uncertainties, using either an expected value approach or a single best estimate of the most likely outcome.

Tax assets and liabilities of the same type (current or deferred) are offset when a legal right of offset exists and settlement in this manner is intended. This applies generally when they arise from the same tax reporting group and relate to the same tax authority.

Deferred income tax is provided on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted by the balance sheet date.

The amount of deferred tax assets recognised takes into account the likelihood the amount that can be used to offset payable taxes on future profits.

Deferred tax related to fair value re-measurement of FVOCI investments is recognised in other comprehensive income and accumulated in the FVOCI revaluation reserves.

3. Critical Accounting Estimates

The Group's accounting policies and use of estimates are integral to the reported amounts in the financial statements. Certain accounting estimates require management's judgement in determining the appropriate methodology for valuation of assets and liabilities. Procedures are in place to ensure that methodologies are reviewed and revised as appropriate. The Group believes its estimates for determining the valuation of its assets and liabilities are appropriate.

The following is a brief description of the Group's critical accounting estimates that involve management's valuation judgement.

3.1 Impairment of financial assets

It is the Group's policy to recognise, through charges against profit, allowances in respect of estimated and inherent credit losses in its portfolio as described in Note 2.11.

ECLs are unbiased and probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes, considering past events, current conditions and assessments of future economic conditions at the reporting date. This will necessarily involve the use of judgement.

Please refer to Note 42 for a further description of the Group's credit risk management framework, policies and procedures.

3.2 Fair value of financial instruments

The majority of the Group's financial instruments reported at fair value are based on quoted and observable market prices or on internally developed models that are based on independently sourced or verified market parameters.

The fair value of financial instruments without an observable market price in an active market may be determined using valuation models. The choice of model requires significant judgement for complex products especially those in the "Treasury Markets" segment.

Policies and procedures have been established to facilitate the exercise of judgement in determining the risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors used in the valuation process.

Please refer to Note 40 for further details on fair valuation and fair value hierarchy of the Group's financial instruments measured at fair value.

3.3 Goodwill impairment

The Group performs an impairment review to ensure that the carrying amount of a CGU to which goodwill is allocated does not exceed the recoverable amount of the CGU. Note 26 provides details of goodwill at the reporting date.

The recoverable amount represents the present value of the estimated future cash flows expected to arise from continuing operations. Therefore, in arriving at the recoverable amount, management exercises judgement in estimating the future cash flows, growth rate and discount rate.

3.4 Income taxes

The Group has exposure to income taxes in several jurisdictions. The Group recognises liabilities for expected tax issues based on reasonable estimate of whether additional tax will be due. Where uncertainty exists around the Group's tax position, appropriate provisions are provided based on the technical assessment of the cases. Where the final tax outcome of these positions is different from the provision provided, the differences will impact the income tax and deferred tax balances in the period in which the final tax is determined. Note 20 provides details of the Group's deferred tax assets/ liabilities.

4. Net Interest Income

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Cash and balances with central banks and Due from banks	3,016	1,254	2,873	1,164
Customer non-trade loans	17,320	10,282	13,555	7,618
Trade assets	2,459	1,317	1,964	919
Securities and others	5,093	3,086	3,839	2,283
Total interest income	27,888	15,939	22,231	11,984
Deposits and balances from customers	10,941	3,565	8,563	2,534
Other borrowings	3,340	1,458	3,787	1,558
Total interest expense	14,281	5,023	12,350	4,092
Net interest income	13,607	10,916	9,881	7,892
Comprising:				
Interest income from financial assets at FVPL	1,040	629	873	501
Interest income from financial assets at FVOCI	1,794	888	1,311	650
Interest income from financial assets at amortised cost	25,054	14,422	20,047	10,833
Interest expense from financial liabilities at FVPL	(588)	(206)	(462)	(188)
Interest expense from financial liabilities not at FVPL ^(a)	(13,693)	(4,817)	(11,888)	(3,904)
Total	13,607	10,916	9,881	7,892

(a) Includes interest expense of \$19 million (2022: \$21 million) and \$4 million (2022: \$5 million) on lease liabilities for the Group and Bank respectively

5. Net Fee and Commission Income

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Investment banking	125	121	96	89
Transaction services ^(a)	896	929	663	652
Loan-related	554	459	419	348
Cards ^(b)	1,052	858	736	659
Wealth management	1,504	1,330	944	872
Fee and commission income	4,131	3,697	2,858	2,620
Less: fee and commission expense	765	606	493	454
Net fee and commission income ^{(c)(d)}	3,366	3,091	2,365	2,166

(a) Includes trade & remittances, guarantees and deposit-related fees

(b) Card fees are net of interchange fees paid

(c) 2023 includes one-time accounting harmonisation impact from the integration of Citigroup Inc's consumer banking business in Taiwan (Citi Taiwan) of \$18 million for the Group

(d) Includes net fee and commission income of \$170 million (2022: \$152 million) and \$149 million (2022: \$133 million) for the Group and Bank respectively, which was derived from the provision of trust and other fiduciary services during the year. Net fee and commission income earned from financial assets or liabilities not at fair value through profit or loss was \$1,100 million (2022: \$975 million) and \$851 million (2022: \$734 million) during the year for the Group and Bank respectively

6. Net Trading Income

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Net trading income ^{(a)(b)}	4,117	1,847	3,728	1,486
Net loss from financial assets designated at fair value	(6)	(17)	(4)	(20)
Net (loss)/gain from financial liabilities designated at fair value	(1,255)	478	(1,274)	498
Total	2,856	2,308	2,450	1,964

(a) Includes income from assets that are mandatorily classified at FVPL

(b) Includes dividend income of \$328 million (2022: \$366 million) for the Group and \$327 million (2022: \$364 million) for the Bank

7. Net Income from Investment Securities

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Debt securities				
- FVOCI	89	(46)	66	(61)
- Amortised cost	(21)	#	(34)	#
Equity securities at FVOCI ^(a)	149	161	142	157
Total	217	115	174	96

Amount under \$500,000

(a) Dividend income

8. Other Income

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Net gain on disposal of properties and other fixed assets	2	3	1	#
Others ^{(a)(b)}	69	39	1,067	331
Total	71	42	1,068	331

Amount under \$500,000

(a) Includes net gains and losses from sale of loans carried at amortised cost and rental income from operating leases for both the Group and Bank

(b) Includes dividend income from subsidiaries of \$948 million (2022: \$225 million) and associates of \$59 million (2022: \$65 million) for the Bank

9. Employee Benefits

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Salaries and bonuses	4,141	3,661	2,709	2,369
Contributions to defined contribution plans	241	208	157	136
Share-based expenses ^(a)	175	126	130	98
Others	496	381	157	72
Total ^(b)	5,053	4,376	3,153	2,675

(a) Excludes share-based expenses of \$2 million (2022: \$7 million) for the Group and \$1 million (2022: \$3 million) for the Bank relating to sales incentive plan which are reflected under other expenses. The 2023 share-based expenses included a \$28 million impact for the Group and \$19 million impact for the Bank arising from the change in vesting schedule and retention awards for shares granted in February 2023 in respect of performance year 2022 (refer to Note 38 for more details). The share grant in respect of the performance year 2023, which will be granted in February 2024, will be recognised as an expense over its vesting period from 2024 to 2027

(b) 2023 includes one-time Citi Taiwan integration expenses of \$17 million for the Group and \$6 million for the Bank. It also includes staff expenses arising from the consolidation of Citi Taiwan with effect from 12 August 2023 of \$81 million for the Group

10. Other Expenses

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Computerisation expenses ^(a)	1,293	1,200	1,135	1,015
Occupancy expenses ^(b)	432	396	208	183
Revenue-related expenses	442	351	241	202
Others ^(c)	1,060	760	562	364
Total ^(d)	3,227	2,707	2,146	1,764

(a) Includes hire, depreciation and maintenance costs of computer hardware and software

(b) Includes depreciation of leased office and branch premises of \$205 million (2022: \$204 million) for the Group, and \$87 million (2022: \$84 million) for the Bank and amounts incurred in the maintenance of buildings

(c) Includes office administration expenses (e.g. printing, stationery, telecommunications, etc.), and legal and professional fees

(d) 2023 includes one-time Citi Taiwan integration expenses of \$118 million for the Group and \$27 million for the Bank, and Corporate Social Responsibility commitment of \$100 million for both the Group and Bank (Note 48.2). It also includes other expenses arising from the consolidation of Citi Taiwan with effect from 12 August 2023 of \$65 million for the Group

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Depreciation expenses				
- owned properties and other fixed assets	512	477	377	336
- leased properties and other fixed assets	225	224	98	100
Hire and maintenance costs of fixed assets, including building-related expenses	476	379	359	277
Audit fees ^(a) payable to external auditors ^(b) :				
- Auditors of the Bank	5	5	5	4
- Associated firms of auditors of the Bank	6	5	1	1
Non-audit fees payable to external auditors ^(b) :				
- Auditors of the Bank	#	#	#	#
- Associated firms of auditors of the Bank	1	1	#	#

Amount under \$500,000

(a) Includes audit related assurance fees

(b) PricewaterhouseCoopers network firms

11. Allowances for Credit and Other Losses

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Specific allowances^(a)				
Loans and advances to customers	466	323	215	152
Investment securities (amortised cost)	26	5	16	#
Off-balance sheet credit exposures	3	(2)	5	(1)
Others ^(b)	17	9	6	(1)
General allowances^(c)	78	(98)	137	(58)
Total	590	237	379	92

Amount under \$500,000

(a) Includes Stage 3 ECL

(b) Includes allowances for non-credit exposures (2023: write-back of \$1 million; 2022: charge of \$3 million) for the Group and (2023: nil; 2022: write back of \$1 million) for the Bank

(c) Refers to Stage 1 and 2 ECL

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following tables outline the changes in ECL under SFRS(I) 9 in 2023 and 2022 which are attributable to the following factors:

- Transfers between stages.
- Net portfolio changes, which are determined on an obligor basis i.e. originations with new obligors net of derecognitions of former obligors.
- Remeasurements, which include the impact of changes in model inputs or assumptions, partial repayments, additional drawdowns on existing facilities and changes in ECL following a transfer between stages.

In \$ millions	General allowances (Non-impaired)		The Group Specific allowances (Impaired)	Total
	Stage 1	Stage 2	Stage 3	
2023				
Balance at 1 January	2,574	1,162	2,506	6,242
Changes in allowances recognised in opening balance that were transferred to/ (from)	85	(173)	88	-
-Stage 1	(31)	31	-	-
-Stage 2	128	(128)	-	-
-Stage 3	(12)	(76)	88	-
Net portfolio changes	85	(29)	-	56
Remeasurements	(83)	193	425	535
Net write-offs ^(a)	-	-	(510)	(510)
Acquisition of Citi Taiwan	93	1	95	189
Exchange and other movements	(7)	(5)	(24)	(36)
Balance at 31 December	2,747	1,149	2,580	6,476
Charge/ (Write-back) in the income statement	87	(9)	513	591
2022				
Balance at 1 January	2,231	1,645	2,926	6,802
Changes in allowances recognised in opening balance that were transferred to/ (from)	186	(272)	86	-
-Stage 1	(17)	17	-	-
-Stage 2	236	(236)	-	-
-Stage 3	(33)	(53)	86	-
Net portfolio changes	99	(54)	-	45
Remeasurements	80	(137)	246	189
Net write-offs ^(a)	-	-	(709)	(709)
Exchange and other movements	(22)	(20)	(43)	(85)
Balance at 31 December	2,574	1,162	2,506	6,242
Charge/ (Write-back) in the income statement	365	(463)	332	234

(a) Write-offs net of recoveries

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	General allowances (Non-impaired)		Bank Specific allowances (Impaired)	Total
	Stage 1	Stage 2	Stage 3	
2023				
Balance at 1 January	2,191	945	1,844	4,980
Changes in allowances recognised in opening balance that were transferred to/ (from)	62	(117)	55	-
-Stage 1	(27)	27	-	-
-Stage 2	98	(98)	-	-
-Stage 3	(9)	(46)	55	-
Net portfolio changes	41	(7)	-	34
Remeasurements	20	138	187	345
Net write-offs ^(a)	-	-	(219)	(219)
Exchange and other movements	(1)	(1)	(34)	(36)
Balance at 31 December	2,313	958	1,833	5,104
Charge/ (Write-back) in the income statement	123	14	242	379
2022				
Balance at 1 January	1,849	1,358	2,268	5,475
Changes in allowances recognised in opening balance that were transferred to/ (from)	197	(275)	78	-
-Stage 1	(14)	14	-	-
-Stage 2	217	(217)	-	-
-Stage 3	(6)	(72)	78	-
Net portfolio changes	59	(38)	-	21
Remeasurements	93	(94)	73	72
Net write-offs ^(a)	-	-	(553)	(553)
Exchange and other movements	(7)	(6)	(22)	(35)
Balance at 31 December	2,191	945	1,844	4,980
Charge/ (Write-back) in the income statement	349	(407)	151	93

(a) Write-offs net of recoveries

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following table provides additional information on the financial instruments that are subject to ECL as at 31 December 2023 and 2022. FVPL assets and FVOCI equity instruments are not subject to ECL and therefore not reflected in the tables.

In \$ millions	The Group				ECL balances			
	Gross carrying value ^(d)				Stage 1	Stage 2	Stage 3	Total
2023								
Assets								
Loans and advances to customers ^(a)								
- Retail	129,860	1,047	865	131,772	747	122	258	1,127
- Wholesale and others	268,820	17,719	3,832	290,371	1,806	967	2,089	4,862
Investment securities								
- Government securities and treasury bills ^(b)	54,292	-	-	54,292	8	-	-	8
- Bank and corporate debt securities ^(b)	57,653	332	107	58,092	32	6	103	141
Others ^(c)	104,344	69	68	104,481	25	3	67	95
Liabilities								
ECL on guarantees and other off-balance sheet exposures	-	-	-	-	129	51	63	243
Total ECL					2,747	1,149	2,580	6,476
2022								
Assets								
Loans and advances to customers ^(a)								
- Retail	121,948	780	539	123,267	612	110	142	864
- Wholesale and others	273,826	18,943	4,220	296,989	1,753	991	2,157	4,901
Investment securities								
- Government securities and treasury bills ^(b)	51,753	-	-	51,753	8	-	-	8
- Bank and corporate debt securities ^(b)	51,345	461	92	51,898	28	3	79	110
Others ^(c)	105,492	18	69	105,579	33	#	69	102
Liabilities								
ECL on guarantees and other off-balance sheet exposures	-	-	-	-	140	58	59	257
Total ECL					2,574	1,162	2,506	6,242

Amount under \$500,000

(a) Stage 2 Loans and advances to customers includes special mention loans of \$2,443 million (2022: \$3,952 million) (See Note 42.2)

(b) Includes loss allowances of \$32 million (2022: \$16 million) for debt securities that are classified as FVOCI: \$4 million (2022: \$4 million) for Government Securities and Treasury Bills and \$28 million (2022: \$12 million) for Bank and Corporate Debt securities. (See Notes 15 and 16)

(c) Comprise of amounts in "Cash and balances with central banks", "Due from Banks" and "Other assets" that are subject to ECL

(d) Balances exclude off-balance sheet exposures

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	Gross carrying value ^(d)				ECL balances			
	Bank							
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
2023								
Assets								
Loans and advances to customers ^(a)								
- Retail	98,278	475	257	99,010	483	61	66	610
- Wholesale and others	210,340	14,346	2,907	227,593	1,671	843	1,577	4,091
Investment securities								
- Government securities and treasury bills ^(b)	36,254	-	-	36,254	2	-	-	2
- Bank and corporate debt securities ^(b)	50,028	320	74	50,422	29	6	74	109
Others ^(c)	115,422	10	58	115,490	22	1	58	81
Liabilities								
ECL on guarantees and other off-balance sheet exposures	-	-	-	-	106	47	58	211
Total ECL					2,313	958	1,833	5,104
2022								
Assets								
Loans and advances to customers ^(a)								
- Retail	99,611	628	253	100,492	424	62	55	541
- Wholesale and others	212,316	15,603	3,123	231,042	1,595	829	1,614	4,038
Investment securities								
- Government securities and treasury bills ^(b)	33,818	-	-	33,818	2	-	-	2
- Bank and corporate debt securities ^(b)	44,924	461	59	45,444	25	3	59	87
Others ^(c)	110,917	10	60	110,987	29	#	60	89
Liabilities								
ECL on guarantees and other off-balance sheet exposures	-	-	-	-	116	51	56	223
Total ECL					2,191	945	1,844	4,980

Amount under \$500,000

(a) Stage 2 Loans and advances to customers includes special mention loans of \$1,552 million (2022: \$2,648 million)

(b) Includes loss allowances of \$28 million (2022: \$12 million) for debt securities that are classified as FVOCI. \$1 million (2022: \$1 million) for Government Securities and Treasury Bills and \$27 million (2022: \$11 million) for Bank and Corporate Debt securities. (See Notes 15 and 16)

(c) Comprise of amounts in "Cash and balances with central banks", "Due from Banks" and "Other assets" that are subject to ECL

(d) Balances exclude off-balance sheet exposures

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The table below shows the Group's portfolio mix of the Loans and advances to customers – Wholesale and others presented in the gross carrying value table above by internal counterparty risk rating (CRR) and probability of default (PD) range:

In \$ millions 2023	The Group		
	PD range (based on Basel 12-month PDs) ^(a)	Stage 1 exposures	Stage 2 exposures
Loans and advances to customers – Wholesale and others		268,820	17,719
Of which (in percentage terms):			
CRR 1 – 6B	0.01% - 0.99%	90%	45%
CRR 7A – 7B	1.26% - 2.30%	6%	20%
CRR 8A – 9	2.57% - 28.83%	2%	34%
Others (not rated)	NA	2%	1%
Total		100%	100%

In \$ millions 2022	The Group		
	PD range (based on Basel 12-month PDs) ^(a)	Stage 1 exposures	Stage 2 exposures
Loans and advances to customers – Wholesale and others		273,826	18,943
Of which (in percentage terms):			
CRR 1 – 6B	0.01% - 0.99%	90%	43%
CRR 7A – 7B	1.26% - 2.30%	6%	21%
CRR 8A – 9	2.57% - 28.83%	2%	36%
Others (not rated)	NA	2%	0%
Total		100%	100%

(a) Basel 12-month PDs are transformed to Point-in-Time and forward-looking PDs. Stage 2 ECLs are also measured on lifetime basis

Sensitivity of ECL

The Group assessed ECL sensitivity for the wholesale and retail portfolios to changes in the allocation of exposures between Stages 1 and 2. ECL is estimated to reduce by \$663 million (2022: \$804 million) should all the exposures in Stage 2 return to Stage 1 and were assigned a lower 12-month ECL instead of lifetime ECL. The impact also reflects the higher PDs ascribed to Stage 2 exposures in addition to the recognition of lifetime instead of 12-month ECL.

As ECL estimation relies on multiple variables, no single analysis can fully demonstrate the sensitivity of the ECL to changes in macroeconomic variables.

12. Income Tax Expense

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Current tax expense				
- Current year	1,516	1,277	1,169	999
- Prior years' provision	(136)	(75)	(127)	(76)
Deferred tax expense				
- Origination/ (Reversal) of temporary differences	24	8	16	(15)
- Prior years' provision	11	(29)	(1)	(30)
Total	1,415	1,181	1,057	878

The deferred tax expense/ (credit) in the income statement comprises the following temporary differences:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Tax depreciation	(21)	(46)	(19)	(44)
Allowances for credit and other losses	27	52	-	17
Other temporary differences	29	(27)	34	(18)
Deferred tax expense charged/ (credit) to income statement	35	(21)	15	(45)

The tax on the Group's profit before tax differs from the theoretical amount computed using the Singapore basic tax rate due to:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Profit before tax	11,452	9,359	10,260	7,918
Tax calculated at a tax rate of 17% (2022: 17%)	1,947	1,591	1,744	1,346
Effect of different tax rates in other countries	66	21	41	(2)
Net income not subject to tax	(85)	(31)	(220)	(61)
Net income taxed at concessionary rate	(524)	(403)	(524)	(403)
Expenses not deductible for tax	36	26	31	17
Others	(25)	(23)	(15)	(19)
Income tax expense charged to income statement	1,415	1,181	1,057	878

Deferred income tax relating to FVOCI financial assets and cash flow hedges of \$135 million was debited (2022: \$312 million credited) and own credit risk of \$5 million was credited (2022: \$6 million debited) directly to equity for the Group.

Deferred income tax relating to FVOCI financial assets and cash flow hedges of \$84 million was debited (2022: \$172 million credited) and own credit risk of \$5 million was credited (2022: \$6 million debited) directly to equity for the Bank.

Please refer to Note 20 for further information on deferred tax assets/ liabilities and International Tax Reform - Pillar Two Model Rules (GloBE).

13. Classification of Financial Instruments

In \$ millions	Mandatorily at FVPL ^(c)	FVPL designated	Amortised cost	The Group FVOCI- Debt	FVOCI- Equity	Hedging derivatives ^(d)	Total
2023							
Assets							
Cash and balances with central banks	-	-	47,635	2,578	-	-	50,213
Government securities and treasury bills	16,277	-	24,456	29,832	-	-	70,565
Due from banks	28,946	-	35,816	2,474	-	-	67,236
Derivatives	21,710	-	-	-	-	1,076	22,786
Bank and corporate securities	21,837	-	36,324	21,655	1,919	-	81,735
Loans and advances to customers	9	-	416,154	-	-	-	416,163
Other financial assets	368	-	16,836	-	-	-	17,204
Due from holding company	-	-	1,474	-	-	-	1,474
Total financial assets	89,147	-	578,695	56,539	1,919	1,076	727,376
Other asset items outside the scope of SFRS(I) 9 ^(a)							13,251
Total assets							740,627
Liabilities							
Due to banks	16,535	-	30,169	-	-	-	46,704
Deposits and balances from customers	1,140	8,023	525,940	-	-	-	535,103
Derivatives	22,119	-	-	-	-	1,355	23,474
Other financial liabilities	3,052	-	18,085	-	-	-	21,137
Other debt securities	90	15,790	27,507	-	-	-	43,387
Due to holding company	-	-	6,039	-	-	-	6,039
Total financial liabilities	42,936	23,813	607,740	-	-	1,355	675,844
Other liability items outside the scope of SFRS(I) 9 ^(b)							1,200
Total liabilities							677,044
2022							
Assets							
Cash and balances with central banks	-	-	50,320	3,850	-	-	54,170
Government securities and treasury bills	13,143	103	23,591	28,158	-	-	64,995
Due from banks	24,674	-	33,615	1,773	-	-	60,062
Derivatives	42,761	-	-	-	-	2,302	45,063
Bank and corporate securities	21,529	-	31,581	20,219	2,128	-	75,457
Loans and advances to customers	28	-	414,491	-	-	-	414,519
Other financial assets	98	-	17,318	-	-	-	17,416
Due from holding company	-	-	1,120	-	-	-	1,120
Total financial assets	102,233	103	572,036	54,000	2,128	2,302	732,802
Other asset items outside the scope of SFRS(I) 9 ^(a)							11,729
Total assets							744,531
Liabilities							
Due to banks	12,229	-	27,455	-	-	-	39,684
Deposits and balances from customers	1,030	4,422	521,548	-	-	-	527,000
Derivatives	42,209	-	-	-	-	3,082	45,291
Other financial liabilities	2,301	-	19,284	-	-	-	21,585
Other debt securities	86	8,057	35,638	-	-	-	43,781
Due to holding company	-	-	8,425	-	-	-	8,425
Total financial liabilities	57,855	12,479	612,350	-	-	3,082	685,766
Other liability items outside the scope of SFRS(I) 9 ^(b)							1,105
Total liabilities							686,871

(a) Includes associates and joint ventures, goodwill and intangible assets, properties and other fixed assets, and deferred tax assets

(b) Includes current tax liabilities and deferred tax liabilities

(c) Includes assets and liabilities that are held for trading and debt-type financial assets that are not SPPI in nature

(d) Relates to derivatives that are designated for hedge accounting

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	Mandatorily at FVPL ^(c)	FVPL designated	Amortised cost	Bank FVOCI- Debt	FVOCI- Equity	Hedging derivatives ^(d)	Total
2023							
Assets							
Cash and balances with central banks	-	-	42,126	362	-	-	42,488
Government securities and treasury bills	11,830	-	18,719	17,534	-	-	48,083
Due from banks	28,039	-	30,724	2,474	-	-	61,237
Derivatives	20,669	-	-	-	-	777	21,446
Bank and corporate securities	19,223	-	33,857	16,483	1,839	-	71,402
Loans and advances to customers	-	-	321,902	-	-	-	321,902
Other financial assets	368	-	11,627	-	-	-	11,995
Due from subsidiaries	574	-	28,735	-	-	-	29,309
Due from holding companies	-	-	1,474	-	-	-	1,474
Total financial assets	80,703	-	489,164	36,853	1,839	777	609,336
Other asset items outside the scope of SFRS(I) 9 ^(a)							19,558
Total assets							628,894
Liabilities							
Due to banks	13,806	-	27,551	-	-	-	41,357
Deposits and balances from customers	1,140	6,107	394,213	-	-	-	401,460
Derivatives	20,842	-	-	-	-	886	21,728
Other financial liabilities	2,719	-	11,973	-	-	-	14,692
Other debt securities	90	15,790	25,112	-	-	-	40,992
Due to holding company	-	-	5,037	-	-	-	5,037
Due to subsidiaries	-	-	47,621	-	-	-	47,621
Total financial liabilities	38,597	21,897	511,507	-	-	886	572,887
Other liability items outside the scope of SFRS(I) 9 ^(b)							1,019
Total liabilities							573,906
2022							
Assets							
Cash and balances with central banks	-	-	44,415	1,336	-	-	45,751
Government securities and treasury bills	11,026	103	17,577	16,240	-	-	44,946
Due from banks	23,427	-	28,984	1,242	-	-	53,653
Derivatives	41,419	-	-	-	-	2,098	43,517
Bank and corporate securities	18,650	-	29,266	16,102	2,045	-	66,063
Loans and advances to customers	28	-	326,955	-	-	-	326,983
Other financial assets	98	-	13,585	-	-	-	13,683
Due from subsidiaries	405	-	22,353	-	-	-	22,758
Due from holding companies	-	-	1,119	-	-	-	1,119
Total financial assets	95,053	103	484,254	34,920	2,045	2,098	618,473
Other asset items outside the scope of SFRS(I) 9 ^(a)							16,916
Total assets							635,389
Liabilities							
Due to banks	8,460	-	24,352	-	-	-	32,812
Deposits and balances from customers	1,030	2,811	404,449	-	-	-	408,290
Derivatives	40,808	-	-	-	-	2,478	43,286
Other financial liabilities	1,854	-	13,889	-	-	-	15,743
Other debt securities	86	8,056	32,776	-	-	-	40,918
Due to holding company	-	-	7,276	-	-	-	7,276
Due to subsidiaries	1	-	36,353	-	-	-	36,354
Total financial liabilities	52,239	10,867	519,095	-	-	2,478	584,679
Other liability items outside the scope of SFRS(I) 9 ^(b)							925
Total liabilities							585,604

(a) Includes investments in subsidiaries, associates and joint ventures, goodwill and intangible assets, properties and other fixed assets, and deferred tax assets

(b) Includes current tax liabilities and deferred tax liabilities

(c) Includes assets and liabilities that are held for trading and debt-type financial assets that are not SPPI in nature

(d) Relates to derivatives that are designated for hedge accounting

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Financial assets and liabilities are presented net when there is a legally enforceable right to offset the recognised amounts, and there is intention to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Financial assets and liabilities offset on the balance sheet

In late 2022, the Bank obtained direct clearing membership with a central counterparty clearing house. As the Bank has a legally enforceable right to set off directly cleared assets and liabilities under all circumstances (including default/insolvency of the Bank and the clearing house) and intends to settle net cashflows including variation margins with the clearing house, \$15,897 million (2022: Nil) of derivative assets of the Group and Bank were offset against \$15,526 million (2022: Nil) of derivative liabilities and \$371 million (2022: Nil) of cash collateral recorded in other assets/ liabilities.

Financial assets and liabilities subject to netting agreements but not offset on the balance sheet

The Group enters into master netting arrangements with counterparties where it is appropriate and feasible to do so to mitigate counterparty risk. The credit risk associated with favourable contracts is reduced by a master netting arrangement to the extent that if an event of default occurs, all amounts with the counterparty are settled on a net basis. Master netting arrangements do not result in an offset of financial assets and liabilities on the balance sheet, as the legal right to offset the transactions is conditional upon default.

These agreements include derivative master agreements (including the International Swaps and Derivatives Association (ISDA) Master Agreement), global master repurchase agreements and global securities lending agreements. The collaterals received and pledged under these agreements are generally conducted under terms that are in accordance with normal market practice. The agreements may allow rehypothecation of collateral received and there may be ongoing margin requirements to mitigate counterparty risk.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The disclosures set out in the tables below pertain to financial assets and liabilities that are not offset in the Group's and Bank's balance sheets but are subject to master netting arrangements or similar agreements that cover similar financial instruments. The disclosures enable the understanding of both the gross and net amounts, as well as provide additional information on how such credit risk is mitigated.

In \$ millions	The Group					
	Carrying amounts on balance sheet	Not subject to enforceable netting agreement	Net amounts	Financial instruments	Related amounts not offset on balance sheet Financial collateral received/pledged	Net amounts
2023						
Financial Assets						
Derivatives	22,786	5,781 ^(a)	17,005	12,694 ^(a)	1,416	2,895
Reverse repurchase agreements	40,365 ^(b)	-	40,365	3,602	36,762	1
Securities borrowings	1,195 ^(c)	-	1,195	-	1,117	78
Total	64,346	5,781	58,565	16,296	39,295	2,974
Financial Liabilities						
Derivatives	23,474	6,675 ^(a)	16,799	12,694 ^(a)	2,025	2,080
Repurchase agreements	19,973 ^(d)	-	19,973	3,602	16,365	6
Short sale of securities	3,052 ^(e)	2,750	302	-	302	-
Total	46,499	9,425	37,074	16,296	18,692	2,086
2022						
Financial Assets						
Derivatives	45,063	6,752 ^(a)	38,311	32,110 ^(a)	2,744	3,457
Reverse repurchase agreements	36,289 ^(b)	-	36,289	2,332	33,941	16
Securities borrowings	1,359 ^(c)	-	1,359	-	1,290	69
Total	82,711	6,752	75,959	34,442	37,975	3,542
Financial Liabilities						
Derivatives	45,291	8,908 ^(a)	36,383	32,110 ^(a)	1,866	2,407
Repurchase agreements	14,653 ^(d)	-	14,653	2,332	12,315	6
Short sale of securities	2,301 ^(e)	1,950	351	-	351	-
Total	62,245	10,858	51,387	34,442	14,532	2,413

(a) Related amounts under "Financial instruments" are prepared on the same basis as netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited). Accordingly, the amounts shown under "Not subject to enforceable netting agreement" are those where either no netting agreements exist or where the netting agreements have not been recognised for computation of CAR

(b) Reverse repurchase agreements are presented under separate line items on the balance sheet, namely "Due from banks" and "Loans and advances to customers"

(c) Cash collateral pledged under securities borrowings are presented under "Other assets" on the balance sheet

(d) Repurchase agreements are presented under separate line items on the balance sheet, namely "Due to banks" and "Deposits and balances from customers"

(e) Short sale of securities are presented under "Other liabilities" on the balance sheet

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	Bank					
	Carrying amounts on balance sheet	Not subject to enforceable netting agreement	Net amounts	Financial instruments	Related amounts not offset on balance sheet Financial collateral received/pledged	Net amounts
2023						
Financial Assets						
Derivatives	21,446	2,738 ^(a)	18,708	13,412 ^(a)	1,416	3,880
Reverse repurchase agreements	39,962 ^(b)	-	39,962	4,063	35,898	1
Securities borrowings	1,195 ^(c)	-	1,195	-	1,117	78
Total	62,603	2,738	59,865	17,475	38,431	3,959
Financial Liabilities						
Derivatives	21,728	4,211 ^(a)	17,517	13,412 ^(a)	2,075	2,030
Repurchase agreements	26,494 ^(d)	-	26,494	4,063	22,425	6
Total	48,222	4,211	44,011	17,475	24,500	2,036
2022						
Financial Assets						
Derivatives	43,517	3,340 ^(a)	40,177	32,788 ^(a)	2,744	4,645
Reverse repurchase agreements	35,773 ^(b)	-	35,773	2,591	33,168	14
Securities borrowings	1,359 ^(c)	-	1,359	-	1,290	69
Total	80,649	3,340	77,309	35,379	37,202	4,728
Financial Liabilities						
Derivatives	43,286	6,208 ^(a)	37,078	32,788 ^(a)	1,969	2,321
Repurchase agreements	19,814 ^(d)	-	19,814	2,591	17,222	1
Total	63,100	6,208	56,892	35,379	19,191	2,322

(a) Related amounts under "Financial instruments" are prepared on the same basis as netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited). Accordingly, the amounts shown under "Not subject to enforceable netting agreement" are those where either no netting agreements exist or where the netting agreements have not been recognised for computation of CAR

(b) Reverse repurchase agreements are presented under separate line items on the balance sheet, namely "Due from banks", "Loans and advances to customers" and "Due from subsidiaries"

(c) Cash collateral pledged under securities borrowings are presented under "Other assets" on the balance sheet

(d) Repurchase agreements are presented under separate line items on the balance sheet, namely "Due to banks", "Deposits and balances from customers" and "Due to subsidiaries"

14. Cash and Balances with Central Banks

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Cash on hand	2,427	2,520	2,113	2,252
Non-restricted balances with central banks	37,448	41,456	32,943	36,087
Cash and cash equivalents	39,875	43,976	35,056	38,339
Restricted balances with central banks ^(a)	10,338	10,194	7,432	7,412
Total^(b)	50,213	54,170	42,488	45,751

(a) Mandatory balances with central banks

(b) Balances are net of ECL

15. Government Securities and Treasury Bills

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Singapore government securities and treasury bills (Gross)	15,069	16,744	15,069	16,743
Other government securities and treasury bills (Gross)	55,500	48,255	33,015	28,204
Less: ECL ^(a)	4	4	1	1
Total	70,565	64,995	48,083	44,946

(a) ECL for FVOCI securities amounting to \$4 million (2022: \$4 million) for the Group and \$1 million (2022: \$1 million) for the Bank are not shown in the table, as these securities are recorded at fair value

16. Bank and Corporate Securities

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Bank and corporate debt securities (Gross)	69,448	62,765	59,222	53,439
Less: ECL ^(a)	113	98	82	76
Bank and corporate debt securities	69,335	62,667	59,140	53,363
Equity securities	12,400	12,790	12,262	12,700
Total	81,735	75,457	71,402	66,063

(a) ECL for FVOCI securities amounting to \$28 million (2022: \$12 million) for the Group and \$27 million (2022: \$11 million) for the Bank are not shown in the table, as these securities are recorded at fair value

17. Loans and Advances to Customers

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Gross	422,152	420,284	326,603	331,562
Less: Specific allowances ^(a)	2,347	2,299	1,643	1,669
General allowances ^(a)	3,642	3,466	3,058	2,910
Net total	416,163	414,519	321,902	326,983
Analysed by product				
Long-term loans	197,081	198,892	146,923	147,712
Short-term facilities	98,893	97,259	80,402	81,631
Housing loans	86,925	80,625	69,001	68,737
Trade loans	39,253	43,508	30,277	33,482
Gross loans	422,152	420,284	326,603	331,562
Analysed by currency				
Singapore dollar	163,933	164,110	163,877	164,075
Hong Kong dollar	46,923	51,043	15,723	17,645
US dollar	101,344	115,803	88,359	98,300
Chinese yuan	21,368	19,282	5,256	4,792
Others	88,584	70,046	53,388	46,750
Gross loans	422,152	420,284	326,603	331,562

(a) Balances refer to ECL under SFRS(I) 9 (Specific allowances: Stage 3 ECL; General allowances: Stage 1 and Stage 2 ECL)

Please refer to Note 42.4 for a breakdown of loans and advances to customers by geography and by industry.

18. Financial Assets Pledged or Transferred

The Group pledges or transfers financial assets to third parties in the ordinary course of business. Transferred assets continue to be recognised in the Group's financial statements when the Group retains substantially all their risks and rewards.

The financial assets pledged as collateral are mainly for repurchase, securities lending and collateral swap agreements, derivative transactions under credit support agreements and in connection with the Group's covered bond program and secured note issuances.

Repurchase, securities lending and collateral swap agreement

Securities transferred under repurchase, securities lending and collateral swap arrangements are generally conducted under terms in line with normal market practice. The counterparty is typically allowed to sell or re-pledge the securities but has an obligation to return them at maturity. If the securities decrease in value, the Group may, in certain circumstances, be required to place additional collateral.

For repurchase agreements, the securities pledged or transferred continue to be recorded on the balance sheet while cash received in exchange is recorded as a financial liability. The Group also pledges assets to secure its short position in securities and to facilitate settlement operations. The fair value of the associated liabilities approximates their carrying amount of \$9,321 million (2022: \$9,020 million) for the Group and \$7,745 million (2022: \$7,363 million) for the Bank, which are recorded under "Due to banks", "Deposits and balances from customers" and "Other liabilities" on the balance sheet.

For securities lending and collateral swap transactions, the securities lent continue to be recorded on the balance sheet. As the Group mainly receives other financial assets in exchange, the associated liabilities are not recorded on the balance sheet.

Derivatives

In addition, the Group pledges securities for derivative transactions under credit support agreements. These assets continue to be recorded on the balance sheet. As the related derivative assets and liabilities are managed on a portfolio basis, there is no direct relationship between the securities pledged and the associated liabilities. As such, the associated liabilities are not disclosed.

Covered bonds and secured notes

Pursuant to the Bank's Global Covered Bond Programme, selected pools of residential mortgages originated by the Bank have been assigned to a bankruptcy-remote structured entity, Bayfront Covered Bonds Pte Ltd (see Notes 21.2 and 29.4). These residential mortgages continue to be recognised on the Bank's balance sheet as the Bank remains exposed to the risks and rewards associated with them.

Pursuant to secured notes issued by the Bank, selected loan assets have been assigned as security (see Note 29.4). The Group remains the legal and beneficial owner of the loan assets and the loan assets continue to be recognised on the Group's and the Bank's balance sheets.

As at 31 December 2023, the carrying value of the covered bonds and secured notes in issue was \$13,166 million (2022: \$7,575 million), while the carrying value of assets assigned was \$25,560 million (2022: \$16,740 million) for the Group and the Bank. The difference in values is attributable to an intended over-collateralisation required to maintain the credit ratings of the covered bonds in issue, and additional assets assigned to facilitate future issuances.

The table below presents the assets pledged as collateral under the aforementioned transactions

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Singapore government securities and treasury bills	2,147	2,773	2,147	2,773
Other government securities and treasury bills	6,179	7,339	4,789	6,653
Bank and corporate debt securities	3,767	2,641	3,051	1,308
Equity securities	1,135	1,232	1,115	1,232
Certificates of deposit	507	504	64	66
Cash collateral pledged (Note 19)	5,208	6,201	4,895	5,945
Loans and advances to customers ^(a)	25,560	16,740	25,560	16,740
Total	44,503	37,430	41,621	34,717

(a) Refers to the loans pledged under covered bond program and secured notes issuances and reflect the intended over-collateralisation

There were no derecognised assets that were subject to the Group's partial continuing involvement as at 31 December 2023 and 31 December 2022.

19. Other Assets

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Accrued interest receivable	3,104	2,346	2,446	1,768
Deposits and prepayments	1,203	711	346	285
Receivables from securities business	559	358	-	-
Sundry debtors and others	7,130	7,800	4,308	5,685
Cash collateral pledged ^(a)	5,208	6,201	4,895	5,945
Deferred tax assets (Note 20)	762	871	168	234
Total ^(b)	17,966	18,287	12,163	13,917

(a) Mainly relates to cash collateral pledged in respect of derivative portfolios

(b) Balances are net of specific and general allowances

20. Deferred Tax Assets/ Liabilities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same tax authority. The deferred tax assets and liabilities are determined after appropriate offsetting, as shown in "Other assets" (Note 19) and "Other liabilities" (Note 28) respectively.

Deferred tax assets and liabilities comprise the following temporary differences:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Deferred income tax assets				
Allowances for credit and other losses	347	368	40	46
FVOCI financial assets	84	143	60	98
Cash flow hedges	103	181	37	83
Own credit risk	2	-	2	-
Other temporary differences	489	436	101	116
Sub-total	1,025	1,128	240	343
Amounts offset against deferred tax liabilities	(263)	(257)	(72)	(109)
Total	762	871	168	234
Deferred income tax liabilities				
Allowances for credit and other losses	73	61	5	11
Tax depreciation	91	112	49	68
FVOCI financial assets	3	-	2	-
Own credit risk	-	3	-	3
Other temporary differences	204	137	68	47
Sub-total	371	313	124	129
Amounts offset against deferred tax assets	(263)	(257)	(72)	(109)
Total	108	56	52	20
Net deferred tax assets	654	815	116	214

20.1 International Tax Reform - Pillar Two Model Rules (GloBE)

The Group is within the scope of the OECD/G20 Inclusive Framework on Base Erosion and Profit Shifting Pillar Two Global Anti-Base Erosion (GloBE) model rules. In the Singapore 2023 Budget Statement, the Singapore government announced plans to implement the GloBE rules as well as a domestic top-up tax (DTT) beginning on or after 1 January 2025. Since the Pillar Two legislation has not been enacted in Singapore, the jurisdiction in which DBS Group Holdings Ltd is incorporated, and is thus not effective at the reporting date, the Group has no related current tax exposure. The Group has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to SFRS(I) 1-12 *International Tax Reform – Pillar Two Model Rules* issued in May 2023.

Under the GloBE model rules, the GloBE effective tax rate (ETR) is assessed on a jurisdictional basis and top up tax is payable if the jurisdictional ETR is below 15%. The GloBE ETR is not exactly the same as accounting ETR. However, if the accounting ETR were to be used to assess the potential GloBE implications, DBS entities in most jurisdictions are operating with an average accounting ETR that exceeds 15%, except for Singapore, Macau, Malaysia and United Arab Emirates (UAE). Please refer to the geographical segment information in Note 47.2 for details on Singapore's accounting profits and tax expenses. As of the issuance date of these financial statements, Singapore has not announced when and how the GloBE rules will be enacted. Consequently, it is not presently feasible to reasonably estimate the quantitative impact of this legislation. The Group is actively engaged in evaluating its potential exposure to these forthcoming regulations. The impact of Pillar Two for Macau, Malaysia and UAE is expected to be immaterial.

Japan, South Korea, United Kingdom and Vietnam have respectively either announced draft legislations or enacted legislations to implement Pillar Two in 2024. The average accounting ETRs of the DBS entities operating in these jurisdictions are above 15%, without considering the various elections available and adjustments required under the GloBE model rules. While the exact quantitative impact cannot be reasonably estimated as yet due to the complexities in applying the legislations, the impact of Pillar Two is expected to be immaterial.

21. Subsidiaries and Consolidated Structured Entities

In \$ millions	Bank	
	2023	2022
Investment in subsidiaries ^(a)		
Ordinary shares	15,594	13,065
Due from subsidiaries		
Other receivables	29,309	22,758
Total	44,903	35,823

(a) The carrying amounts of certain investments which are designated as hedged items in a fair value hedge are adjusted for fair value changes attributable to the hedged risks

21.1 Main operating subsidiaries

The main operating subsidiaries within the Group are listed below.

Name of subsidiary	Incorporated in	The Group Effective shareholding %	
		2023	2022
Commercial Banking			
DBS Bank (Hong Kong) Limited*	Hong Kong	100	100
DBS Bank (China) Limited*	China	100	100
DBS Bank (Taiwan) Limited*	Taiwan	100	100
PT Bank DBS Indonesia*	Indonesia	99	99
DBS Bank India Limited*	India	100	100
Other Financial Services			
DBS Vickers Securities Holdings Pte Ltd	Singapore	100	100
DBS Digital Exchange Pte Ltd ^(a)	Singapore	92	90
DBS Securities (China) Co. Ltd*	China	51	51

* Audited by PricewaterhouseCoopers network firms outside Singapore

(a) Subsidiary held by DBS Finnovation Pte Ltd, an investment holding company under DBS Bank Ltd.

The Group's main subsidiaries are regulated banks and non-bank financial institutions. Statutory, contractual or regulatory requirements as well as protective rights of non-controlling interests may restrict the ability of the Bank to access and transfer assets freely to or from other entities within the Group and to settle liabilities of the Group. Since the Group did not have any material non-controlling interests as at the balance sheet dates, any protective rights associated with these did not give rise to significant restrictions in 2022 and 2023.

Please refer to Note 33 for information on non-controlling interests.

21.2 Consolidated Structured Entity

The structured entity consolidated by the Group is listed below.

Name of entity	Purpose of consolidated structured entity	Incorporated in
Bayfront Covered Bonds Pte Ltd	Covered bond guarantor	Singapore

Bayfront Covered Bonds Pte Ltd is a bankruptcy-remote structured entity established in conjunction with the Bank's USD 20 billion Global Covered Bond Programme (see Note 29.4). As part of the contractual structures that are integral to this programme, the Bank provides funding and hedging facilities to it.

22. Associates and Joint Ventures

In \$ millions	The Group	
	2023	2022
Unquoted equity securities	2,157	2,055
Share of post-acquisition reserves	330	225
Total	2,487	2,280

In \$ millions	Bank	
	2023	2022
Unquoted equity securities	1,484	1,386

As of 31 December 2023 and 31 December 2022, no associate and joint venture was individually material to the Group and Bank. As a non-controlling shareholder, the Group's and Bank's ability to receive dividends is subject to agreement with other shareholders. The associates and joint ventures may also be subject to statutory, contractual or regulatory requirements restricting dividend payments or to repay loans or advances made.

Aggregate information about the Group's share of investments in associate and joint ventures that were not individually material is as follows:

In \$ millions	The Group	
	2023	2022
Profit for the financial year	214	207
Other comprehensive income	(1)	8
Total comprehensive income	213	215

The Group's share of off-balance sheet items of the associates and joint ventures at 31 December are as follows:

In \$ millions	The Group	
	2023	2022
Off-balance sheet		
Share of contingent liabilities and commitments	4,067	3,737

22.1 Main associates

The main associates of the Group are listed below.

Name of associate	Incorporated in	The Group Effective shareholding %	
		2023	2022
Unquoted			
Central Boulevard Development Pte Ltd*	Singapore	33.3	33.3
Shenzhen Rural Commercial Bank Corporation Limited* (a)(b)	China	13.0	13.0

* Audited by other auditors

(a) The Group is able to exercise significant influence over the financial and operating policy decision through board representation

(b) On 29 December 2023, the Group announced that it has obtained the requisite regulatory approvals to increase the Bank's existing stake in Shenzhen Rural Commercial Bank Corporation Limited (SRCB) from 13% to 16.69%. The transaction was completed in January 2024. Please refer to note 48.3 for details

23. Unconsolidated Structured Entities

“Unconsolidated structured entities” are structured entities, as defined by SFRS(I) 12, that are not controlled by the Group. In the normal course of business, the Group enters into transactions with these structured entities to facilitate customer transactions and for specific investment opportunities.

While the economic exposures may be the same as those to other types of entities, SFRS(I) 12 specifically requires companies to disclose such exposures arising from transactions with unconsolidated structured entities. The table below reflects exposures to third party securitisation structures where the Group holds an interest in the normal course of business.

As is the case with other types of counterparties, the carrying amount from transactions with unconsolidated structured entities have been included in the Group’s financial statements.

The risks arising from such transactions are subject to the Group’s risk management practices.

The table below represents the Group’s and Bank’s maximum exposure to loss which for on-balance sheet assets and liabilities is represented by the carrying amount, and does not reflect mitigating effects from the availability of netting arrangements and financial instruments that the Group may utilise to manage the risks inherent in third party structured entities, or risk-reducing effects of collateral or other credit enhancements.

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Derivatives	84	25	84	25
Corporate securities	5,204	4,017	4,548	3,364
Other assets	7	3	5	2
Total assets	5,295	4,045	4,637	3,391
Commitments	617	799	617	799
Maximum exposure to loss	5,912	4,844	5,254	4,190
Derivatives	154	244	154	244
Total liabilities	154	244	154	244

SFRS(I) 12 also requires additional disclosures where the Group acts as a sponsor to unconsolidated structured entities. The Group is deemed a sponsor of a structured entity if it plays a key role in establishing the entity, and has an on-going involvement with the structured entity or if the Group’s name appears in the structured entity’s name.

There are certain investment funds where the Group is the fund manager and the investors have no or limited removal rights over the fund manager. These funds are primarily subscribed by the investors. As of 31 December 2023, the Group did not hold any investment in these investment funds. The table below summarises the Group’s and Bank’s involvement in the funds.

In \$ millions	The Group and Bank	
	2023	2022
Total assets of the sponsored structured entities	613	476
Fee income earned from the sponsored structured entities	6	8

24. Acquisition

Consumer banking business of Citigroup Inc in Taiwan (“Citi Taiwan”)

In August 2023, the Group completed the acquisition of the consumer banking business of Citigroup Inc in Taiwan (“Citi Taiwan”) via a transfer of assets and liabilities. With the acquisition of Citi Taiwan, DBS Taiwan has become Taiwan’s largest foreign bank by assets and will have clear market leadership in loans, deposits, cards and investments among foreign players in the market. The acquisition is in line with the Group’s strategy to scale up its investment and accelerates its expansion in Taiwan.

The Group has paid a cash consideration of \$936 million for the assets acquired (comprising mainly foreign currency cash accounts and loans and advances) of \$12.6 billion and the liabilities assumed (comprising mainly deposits and balances from customers and pension liabilities) of \$12.4 billion.

The provisional goodwill and intangible assets arising from the acquisition were \$763 million (TWD 17.8 billion) and \$232 million respectively as of 31 December 2023. Intangible assets mainly relate to customer relationships and core deposits.

The contribution to the Group’s net profit from the consolidation of the acquired Citi Taiwan from 12 August 2023 to 31 December 2023 was not material.

Integration costs of \$135 million and \$33 million were included in the Group’s and Bank’s expenses respectively for the year ended 31 December 2023 in the audited income statements.

25. Properties and Other Fixed Assets

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Owned properties and other fixed assets				
Investment properties	37	39	29	31
Owner-occupied properties	576	398	50	54
Software ^(a)	1,310	1,181	1,095	978
Other fixed assets	430	367	229	226
Sub-total	2,353	1,985	1,403	1,289
Right-of-use assets				
Properties	1,249	1,155	517	542
Other fixed assets	87	98	58	66
Sub-total	1,336	1,253	575	608
Total	3,689	3,238	1,978	1,897

(a) During the year, the additions to software were \$478 million (2022: \$491 million) for the Group and \$399 million (2022: \$411 million) for the Bank; disposals/ write-offs were \$19 million (2022: \$51 million) for the Group and \$14 million (2022: \$48 million) for the Bank; and depreciation expenses were \$330 million (2022: \$300 million) for the Group and \$268 million (2022: \$234 million) for the Bank

26. Goodwill and Intangible Assets

The carrying amounts of the Group's and Bank's goodwill and intangible assets arising from business acquisitions are as follows:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Goodwill				
DBS Bank (Hong Kong) Limited	4,631	4,631	-	-
DBS Taiwan consumer banking business ^(a)	763	-	-	-
Others	687	709	334	334
Sub-total	6,081	5,340	334	334
Intangible assets				
Customer relationships and core deposits ^(b)	232	-	-	-
Total Goodwill and intangible assets	6,313	5,340	334	334

(a) Goodwill from acquisition of Citi Taiwan has been recognised on a provisional basis. Refer to Note 24 for further details

(b) Intangible assets from acquisition of Citi Taiwan

Goodwill is reviewed on an annual basis or when indicators of impairment exist.

The more material goodwill at the Group relates to DBS Bank (Hong Kong) Limited's franchise and DBS Taiwan Consumer Banking Business. The recoverable value of the franchise is determined based on a value-in-use calculation. The CGU's five-year projected free cash flows, after taking into account the maintenance of capital adequacy requirements at target levels, are discounted by its cost of capital to derive its present value. To derive the value beyond the fifth year, a long-term growth rate is imputed to the fifth-year cash flow and then discounted by the cost of capital to derive the terminal value. The long-term growth rate used does not exceed the historical long-term growth rate of the market the CGU operates in. The recoverable value is the sum of the present value of the five-year cash flows and the terminal value.

A growth rate of 3.5% (2022: 3.5%) and discount rate of 9.0% (2022: 9.0%) were assumed in the value-in-use calculation for DBS Bank (Hong Kong) Limited's franchise.

The process of evaluating goodwill impairment involves management judgement and prudent estimates of various factors including future cash flows as well as the cost of capital and long-term growth rates. The results can be highly sensitive to the assumptions used. Key assumptions used to determine the recoverable amounts of the CGU, including growth rate and discount rate, are tested for sensitivity by applying a reasonably possible change to those assumptions. The reasonably possible changes in key assumptions did not result in an impairment of goodwill as at 31 December 2023.

27. Deposits and Balances from Customers

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Analysed by currency				
Singapore dollar	191,925	213,259	191,537	212,821
US dollar	209,689	198,124	163,670	154,528
Hong Kong dollar	32,852	36,211	4,836	7,325
Chinese yuan	25,040	21,795	5,219	2,993
Others	75,597	57,611	36,198	30,623
Total	535,103	527,000	401,460	408,290
Analysed by product				
Savings accounts	176,625	186,727	138,516	150,734
Current accounts	109,367	130,855	88,720	107,843
Fixed deposits	244,779	203,545	172,254	146,083
Other deposits	4,332	5,873	1,970	3,630
Total	535,103	527,000	401,460	408,290

28. Other Liabilities

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Cash collateral received ^(a)	2,491	4,205	2,165	3,848
Accrued interest payable	2,047	1,170	1,491	894
Provision for loss in respect of off-balance sheet credit exposures	243	257	211	223
Payable in respect of securities business	385	351	-	-
Sundry creditors and others ^(b)	11,451	11,912	7,446	8,220
Lease liabilities ^(c)	1,468	1,389	660	704
Current tax liabilities	1,092	1,049	967	905
Short sale of securities	3,052	2,301	2,719	1,854
Deferred tax liabilities (Note 20)	108	56	52	20
Total	22,337	22,690	15,711	16,668

(a) Mainly relates to cash collateral received in respect of derivative portfolios

(b) Includes income received in advance of \$768 million (2022: \$864 million) and \$497 million (2022: \$560 million) for the Group and Bank respectively arising from a 15-year regional distribution agreement entered with Manulife Financial Asia Limited, to be amortised on a straight-line basis. The regional distribution agreement was extended for one more year to 2031 via a contract addendum in 2021. \$96 million (2022: \$96 million) and \$62 million (2022: \$62 million) of the Manulife income received in advance was recognised as fee income during the year for the Group and Bank respectively

(c) Total lease payments made during the year amounted to \$243 million (2022: \$242 million) and \$111 million (2022: \$110 million) for the Group and Bank respectively

29. Other Debt Securities

In \$ millions	Note	The Group		Bank	
		2023	2022	2023	2022
Negotiable certificates of deposit	29.1	6,037	5,910	4,351	3,207
Senior medium term notes	29.2	4,849	3,185	4,140	3,027
Commercial papers	29.3	3,545	19,053	3,545	19,053
Covered bonds and other secured notes ^(a)	29.4	13,166	7,575	13,166	7,575
Other debt securities	29.5	15,790	8,058	15,790	8,056
Total		43,387	43,781	40,992	40,918
Due within 1 year		24,899	30,066	23,213	27,361
Due after 1 year ^(b)		18,488	13,715	17,779	13,557
Total		43,387	43,781	40,992	40,918

(a) Collaterals are in the form of residential mortgages and corporate loans

(b) Includes instruments in perpetuity

29.1 Negotiable certificates of deposit issued and outstanding as at 31 December are as follows:

In \$ millions		The Group		Bank	
Currency	Interest Rate and Interest Frequency	2023	2022	2023	2022
Issued by the Bank and other subsidiaries					
AUD	Zero-coupon, payable on maturity	2,608	3,207	2,608	3,207
CNY	Zero-coupon, payable on maturity	1,075	2,136	-	-
EUR	Zero-coupon, payable on maturity	73	-	73	-
GBP	Zero-coupon, payable on maturity	1,331	-	1,331	-
HKD	1.07%, payable on maturity	-	35	-	-
HKD	Zero-coupon, payable on maturity	-	500	-	-
INR	Zero-coupon, payable on maturity	611	32	-	-
USD	Zero-coupon, payable on maturity	339	-	339	-
Total		6,037	5,910	4,351	3,207

The outstanding negotiable certificates of deposit as at 31 December 2023 were issued between 13 March 2023 and 28 December 2023 (2022: 11 January 2022 and 29 December 2022) and mature between 2 January 2024 and 26 December 2024 (2022: 4 January 2023 and 21 November 2023).

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

29.2 Senior medium term notes issued and outstanding as at 31 December are as follows:

In \$ millions		The Group		Bank	
Currency	Interest Rate and Interest Frequency	2023	2022	2023	2022
Issued by the Bank and other subsidiaries					
AUD	Floating rate note, payable quarterly	2,520	1,460	2,520	1,460
AUD	4.678%, payable semi-annually	361	-	361	-
CNY	3.25% to 4.7%, payable annually	709	158	-	-
HKD	5.4%, payable quarterly	208	214	208	214
HKD	Floating rate note, payable quarterly	228	232	228	232
HKD	1.125% to 5.41%, payable semi-annually	567	736	567	736
USD	1.492% to 2.3%, payable semi-annually	256	385	256	385
Total		4,849	3,185	4,140	3,027

The outstanding senior medium term notes as at 31 December 2023 were issued between 24 March 2021 and 5 June 2023 (2022: 24 March 2021 and 22 November 2022) and mature between 19 January 2024 and 15 March 2027 (2022: 3 March 2023 and 1 March 2027).

29.3 The commercial papers were issued by the Bank under its USD 5 billion Euro Commercial Paper Programme and USD 20 billion US Commercial Paper Programme. These are mainly zero-coupon papers. The outstanding notes as at 31 December 2023 were issued between 28 July 2023 and 27 November 2023 (2022: 7 July 2022 and 31 December 2022) and mature between 3 January 2024 and 30 May 2024 (2022: 3 January 2023 and 30 June 2023).

29.4 The covered bonds were issued by the Bank under its USD 20 billion Global Covered Bond Programme. A covered bond is a senior obligation of the Bank backed by a cover pool comprising assets that have been ring-fenced via contractual structures in a bankruptcy-remote structured entity, Bayfront Covered Bonds Pte Ltd. Bayfront Covered Bonds Pte Ltd provides an unconditional and irrevocable guarantee, which is secured by the cover pool, to the covered bond holders. Please refer to Note 18 for further details on the covered bonds.

The outstanding covered bonds of \$12,127 million as at 31 December 2023 (2022: \$7,575 million) were issued between 23 January 2017 and 17 November 2023 (2022: 23 January 2017 and 12 December 2022) and mature between 23 January 2024 and 16 August 2027 (2022: 23 January 2024 and 17 March 2027).

The Bank also issued secured notes. These notes are senior obligations of the Bank backed by a pool of assets. The outstanding notes of \$1,039 million as at 31 December 2023 (2022: Nil) were issued between 20 January 2023 and 28 March 2023 and mature on 17 January 2025. Please refer to Note 18 for further details on the secured notes.

29.5 Other debt securities issued and outstanding as at 31 December are as follows:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Issued by the Bank and other subsidiaries				
Equity linked notes	3,035	1,740	3,035	1,738
Credit linked notes	4,342	3,832	4,342	3,832
Interest linked notes	7,976	2,364	7,976	2,364
Others	437	122	437	122
Total	15,790	8,058	15,790	8,056

The outstanding securities (excluding perpetual securities) as at 31 December 2023 were issued between 12 March 2013 and 31 December 2023 (2022: 12 March 2013 and 31 December 2022) and mature between 2 January 2024 and 22 February 2062 (2022: 3 January 2023 and 22 February 2062).

30. Share Capital

	The Group and Bank			
	Shares ('000)		In \$ millions	
	2023	2022	2023	2022
Ordinary shares	2,626,196	2,626,196	24,452	24,452
Issued share capital at 31 December			24,452	24,452

31. Other Equity Instruments

The following perpetual capital securities issued by the Bank are classified as other equity instruments. These instruments are subordinated to all liabilities of the Bank and senior only to ordinary shareholders of the Bank.

These instruments include contractual provisions for them to be written-off if and when the Monetary Authority of Singapore (MAS) notifies the Bank that a write-off of the instruments, or a public sector injection of capital (or equivalent support), is necessary, without which the Group or the DBSH Group (DBSH and its subsidiaries) would become non-viable, as determined by the MAS. These instruments qualify as Additional Tier 1 (AT1) capital under the "Notice on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore" (MAS Notice 637).

In \$ millions	Note	Issue Date	Distribution Payment	The Group and Bank 2023	2022
Issued by the Group and Bank					
SGD 1,000m 3.98% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2025	31.1	12 Sep 2018	Mar/ Sep	1,000	1,000
USD 1,000m 3.30% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2025	31.2	27 Feb 2020	Feb/ Aug	1,396	1,396
Total				2,396	2,396

31.1 Distributions are payable at 3.98% per annum up to 12 September 2025. Thereafter, the distribution rate resets every 7 years to the then-prevailing seven-year Singapore Dollar Swap Offer Rate (or such other substitute rate generally accepted by market participants at that time) plus 1.65% per annum. Distributions are paid semi-annually on 12 March and 12 September each year, unless cancelled by the Bank. The capital securities are redeemable on 12 September 2025 or on any distribution payment date thereafter.

31.2 Distributions are payable at 3.30% per annum up to 27 February 2025. Thereafter, the distribution rate resets every 5 years to the then-prevailing five-year US Dollar Treasury Rate plus 1.915% per annum. Distributions are paid semi-annually on 27 February and 27 August each year, unless cancelled by the Bank. The capital securities are redeemable on 27 February 2025 or on any distribution payment date thereafter.

32. Other Reserves and Revenue Reserves

32.1 Other reserves

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
FVOCI revaluation reserves (debt)	(1,021)	(1,686)	(863)	(1,415)
FVOCI revaluation reserves (equity)	(281)	(344)	(328)	(394)
Cash flow hedge reserves	(1,348)	(2,422)	(979)	(1,910)
Foreign currency translation reserves	(1,776)	(1,273)	(440)	(261)
Other reserves	1	63	-	-
Total	(4,425)	(5,662)	(2,610)	(3,980)

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Movements in other reserves for the Group during the year are as follows:

In \$ millions	The Group					Total
	FVOCI revaluation reserves (debt)	FVOCI revaluation reserves (equity)	Cash flow hedge reserves	Foreign currency translation reserves	Other reserves	
2023						
Balance at 1 January	(1,686)	(344)	(2,422)	(1,273)	63	(5,662)
Net exchange translation adjustments	-	-	-	(503)	-	(503)
Share of associates' reserves	(1)	6	(5)	-	(1)	(1)
Share of associates' transfer to revenue reserves upon disposal of FVOCI equities	-	(11)	-	-	-	(11)
FVOCI financial assets and cash flow hedge movements:						
- net valuation taken to equity	810	(177)	978	-	-	1,611
- transferred to income statement	(89)	-	177	-	-	88
- taxation relating to components of other comprehensive income	(55)	(4)	(76)	-	-	(135)
Transfer to revenue reserves upon disposal of FVOCI equities	-	249	-	-	-	249
Other movements	-	-	-	-	(61)	(61)
Balance at 31 December	(1,021)	(281)	(1,348)	(1,776)	1	(4,425)
2022						
Balance at 1 January	(68)	(54)	(242)	(334)	98	(600)
Net exchange translation adjustments	-	-	-	(939)	-	(939)
Share of associates' reserves	-	(10)	17	-	1	8
FVOCI financial assets and cash flow hedge movements:						
- net valuation taken to equity	(1,860)	(432)	(2,241)	-	-	(4,533)
- transferred to income statement	117	-	(128)	-	-	(11)
- taxation relating to components of other comprehensive income	125	15	172	-	-	312
Transfer to revenue reserves upon disposal of FVOCI equities	-	137	-	-	-	137
Other movements	-	-	-	-	(36)	(36)
Balance at 31 December	(1,686)	(344)	(2,422)	(1,273)	63	(5,662)

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Movements in other reserves for the Bank during the year are as follows:

In \$ millions	FVOCI revaluation reserves (debt)	FVOCI revaluation reserves (equity)	Bank		Total
			Cash flow hedge reserves	Foreign currency translation reserves	
2023					
Balance at 1 January	(1,415)	(394)	(1,910)	(261)	(3,980)
Net exchange translation adjustments	-	-	-	(179)	(179)
FVOCI financial assets and cash flow hedge movements:					
- net valuation taken to equity	652	(176)	775	-	1,251
- transferred to income statement	(66)	-	202	-	136
- taxation relating to components of other comprehensive income	(34)	(4)	(46)	-	(84)
Transfer to revenue reserves upon disposal of FVOCI equities	-	246	-	-	246
Balance at 31 December	(863)	(328)	(979)	(440)	(2,610)
2022					
Balance at 1 January	(79)	(114)	(187)	(45)	(425)
Net exchange translation adjustments	-	-	-	(216)	(216)
FVOCI financial assets and cash flow hedge movements:					
- net valuation taken to equity	(1,530)	(437)	(1,703)	-	(3,670)
- transferred to income statement	117	-	(100)	-	17
- taxation relating to components of other comprehensive income	77	15	80	-	172
Transfer to revenue reserves upon disposal of FVOCI equities	-	142	-	-	142
Balance at 31 December	(1,415)	(394)	(1,910)	(261)	(3,980)

32.2 Revenue reserves

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Balance at 1 January	35,355	30,987	26,917	23,693
Net profit attributable to shareholders	10,016	8,155	9,203	7,040
Other comprehensive income attributable to shareholders				
- Fair value change from own credit risk on financial liabilities designated at fair value (net of tax)	(108)	115	(108)	115
- Defined benefit plans remeasurements (net of tax)	(8)	(1)	(3)	-
- Transfer from FVOCI revaluation reserves upon disposal of FVOCI equities	(249)	(137)	(246)	(142)
Share of associates' transfer from FVOCI revaluation reserves upon disposal of FVOCI equities	11	-	-	-
Other movements	50	25	-	-
Sub-total	45,067	39,144	35,763	30,706
Less: Dividends paid to holding company	5,013	3,789	5,013	3,789
Balance at 31 December	40,054	35,355	30,750	26,917

As at 31 December 2023, revenue reserves include statutory reserves of \$633 million (2022: \$575 million) for the Group and \$7 million (2022: \$5 million) for the Bank, maintained in accordance with the applicable laws and regulations. There were no regulatory loss allowance reserves as at 31 December 2023 and 31 December 2022 for both the Group and Bank.

33. Non-controlling Interests

The following instruments issued by subsidiaries of the Group are classified as non-controlling interests. These instruments have a deeply subordinated claim on the issuing entity's assets in the event of a liquidation.

In \$ millions	Note	Issue Date	Distribution Payment	The Group	
				2023	2022
Issued by Heedum Pte Ltd S\$344m 1.6% Perpetual Subordinated Loan		12 Nov 2015	Nov	344	344
Issued by DBS Bank (Taiwan) Ltd TW\$8,000m 2.279% Non-Cumulative and Perpetual Preferred Shares	33.1	20 Jan 2015		344	350
Issued by DBS Bank (Hong Kong) Limited HK\$1,400m 2.86% Perpetual Securities		13 Jan 2022	Jan	236	241
Non-controlling interests in Subsidiaries				182	184
Total				1,106	1,119

33.1 The preferred shares have an annual dividend rate of 4.0% from 20 January 2015 to (but excluding) 20 January 2020, and 2.279% from 20 January 2020.

34. Contingent Liabilities and Commitments

The Group issues guarantees, performance bonds and indemnities in the ordinary course of business. The majority of these facilities are offset by corresponding obligations of its customers.

Guarantees and performance bonds are generally written by the Group to support the performance of a customer to third parties. As the Group will only be required to meet these obligations in the event of the customer's default, the cash requirements of these instruments are expected to be considerably below their contractual nominal amount.

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Guarantees on account of customers	23,048	21,006	21,842	20,548
Letters of credit and other obligations on account of customers	15,571	16,663	13,782	14,733
Undrawn credit commitments ^(a)	423,842	364,998	326,160	296,727
Forward starting transactions	712	852	1,825	1,541
Undisbursed and underwriting commitments in securities	373	418	373	413
Sub-total	463,546	403,937	363,982	333,962
Capital commitments	56	134	24	87
Total	463,602	404,071	364,006	334,049
Analysed by industry (excluding capital commitments)				
Manufacturing	67,496	60,064	50,561	44,891
Building and construction	33,145	33,045	25,456	26,867
Housing loans	8,790	7,902	7,506	7,500
General commerce	77,432	66,883	63,458	54,867
Transportation, storage and communications	19,676	20,511	15,162	16,078
Financial institutions, investment and holding companies	60,215	49,638	56,941	46,539
Professionals and private individuals (excluding housing loans)	155,959	131,631	112,863	108,296
Others	40,833	34,263	32,035	28,924
Total	463,546	403,937	363,982	333,962
Analysed by geography^(b) (excluding capital commitments)				
Singapore	172,193	159,784	172,162	159,760
Hong Kong	66,452	65,677	33,660	32,807
Rest of Greater China	81,040	50,479	30,263	24,662
South and Southeast Asia	39,324	36,016	29,534	29,951
Rest of the World	104,537	91,981	98,363	86,782
Total	463,546	403,937	363,982	333,962

(a) Includes commitments that are unconditionally cancellable at any time by the Group (2023: \$348,868 million; 2022: \$294,168 million) and Bank (2023: \$257,880 million; 2022: \$232,199 million)

(b) Based on the location of incorporation of the counterparty or borrower

35. Financial Derivatives

35.1 Trading derivatives

Most of the Group's derivatives relate to sales and trading activities. Sales activities include the structuring and marketing of derivatives to customers to enable them to take, transfer, modify or reduce current or expected risks. Trading activities are entered into principally for dealer's margin or for the purpose of generating a profit from short-term fluctuations in price.

Trading includes mainly market-making and warehousing to facilitate customer orders. Market-making involves quoting bid and offer prices to other market participants with the intention of generating revenues based on spread and volume. Warehousing involves holding on to positions in order to liquidate in an orderly fashion with timing of unwinding determined by market conditions and traders' views of markets as they evolve.

35.2 Hedging derivatives

Apart from derivatives which are designated in hedge accounting relationships (Note 37), all other derivatives including those used for risk management purposes are treated in the same way as trading derivatives.

The following table summarises the contractual or underlying principal amounts of derivative financial instruments held or issued for trading and hedging purposes outstanding at balance sheet date. They do not represent amounts at risk.

Derivative financial instruments are revalued on a gross position basis and the unrealised gains or losses are reflected as derivative assets or derivative liabilities. Derivative assets and liabilities arising from different transactions are only offset if the transactions are done with the same counterparty, a legal right of offset exists, and the parties intend to settle the cash flows on a net basis. Refer to Note 13 for details on offsetting between derivative assets and liabilities.

In \$ millions	The Group					
	Underlying notional	2023 Assets	2023 Liabilities	Underlying notional	2022 Assets	2022 Liabilities
Interest rate derivatives						
Forward rate agreements	3,177	132	63	2,718	261	18
Interest rate swaps	1,824,802	7,601	9,443	1,540,327	25,061	27,967
Interest rate futures	8,234	7	14	22,285	57	6
Interest rate options	45,721	1,144	1,026	44,881	1,282	1,146
Sub-total	1,881,934	8,884	10,546	1,610,211	26,661	29,137
Foreign exchange (FX) derivatives						
FX contracts	597,317	4,651	5,434	612,352	6,763	7,212
Currency swaps	263,046	7,140	5,513	238,740	9,098	7,324
Currency options	104,910	454	561	90,707	499	672
Sub-total	965,273	12,245	11,508	941,799	16,360	15,208
Equity derivative contracts	28,321	1,207	855	18,094	1,356	605
Credit derivative contracts	26,996	338	417	27,024	594	162
Commodity derivative contracts	7,595	112	148	7,802	92	179
Gross total derivatives	2,910,119	22,786	23,474	2,604,930	45,063	45,291
Impact of netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited)		(12,694)	(12,694)		(32,110)	(32,110)
		10,092	10,780		12,953	13,181
Of which: derivatives with holding company	1,654	86	16	4,593	127	25

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	The Group					
	Underlying notional	2023 Assets	2023 Liabilities	Underlying notional	2022 Assets	2022 Liabilities
Included in the above are derivatives held for:						
Fair value hedges						
Interest rate swaps	18,716	53	148	15,923	546	505
Currency swaps	403	30	-	530	38	-
Sub-total	19,119	83	148	16,453	584	505
Cash flow hedges						
Forward rate agreements	102	#	2	42	3	-
Interest rate swaps	51,753	50	352	36,427	110	1,837
FX contracts	25,938	111	367	17,468	230	77
Currency swaps	18,746	755	332	20,815	1,242	619
Sub-total	96,539	916	1,053	74,752	1,585	2,533
Net investment hedges						
FX contracts	11,828	66	154	11,677	133	44
Currency swaps	789	11	-	-	-	-
Sub-total	12,617	77	154	11,677	133	44
Total derivatives held for hedging	128,275	1,076	1,355	102,882	2,302	3,082

In \$ millions	Bank					
	Underlying notional	2023 Assets	2023 Liabilities	Underlying notional	2022 Assets	2022 Liabilities
Interest rate derivatives						
Forward rate agreements	2,167	132	60	1,938	256	16
Interest rate swaps	1,515,365	6,965	8,503	1,301,504	24,701	27,229
Interest rate futures	7,948	7	13	20,365	53	6
Interest rate options	45,407	1,144	1,026	44,685	1,282	1,146
Sub-total	1,570,887	8,248	9,602	1,368,492	26,292	28,397
Foreign exchange (FX) derivatives						
FX contracts	521,787	4,419	4,989	573,365	5,995	6,486
Currency swaps	255,720	6,749	5,290	231,751	8,777	6,926
Currency options	88,233	385	430	77,538	427	533
Sub-total	865,740	11,553	10,709	882,654	15,199	13,945
Equity derivative contracts	28,253	1,206	854	17,991	1,355	604
Credit derivative contracts	26,836	328	415	26,332	579	161
Commodity derivative contracts	7,566	111	148	7,816	92	179
Gross total derivatives	2,499,282	21,446	21,728	2,303,285	43,517	43,286
Impact of netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited)						
		(13,412)	(13,412)		(32,788)	(32,788)
		8,034	8,316		10,729	10,498
Of which: derivatives with subsidiaries and holding company	122,100	1,836	775	112,654	2,025	776
Included in the above are derivatives held for:						
Fair value hedges						
Interest rate swaps	17,413	41	141	14,729	529	501
FX contracts	5,998	56	113	1,539	3	27
Currency swaps	403	30	-	530	38	-
Sub-total	23,814	127	254	16,798	570	528
Cash flow hedges						
Forward rate agreements	102	#	2	42	3	-
Interest rate swaps	46,592	50	34	31,158	110	1,360
FX contracts	18,851	48	258	13,972	171	44
Currency swaps	16,992	551	304	19,012	1,116	537
Sub-total	82,537	649	598	64,184	1,400	1,941
Net investment hedges						
FX contracts	2,837	1	34	8,396	128	9
Sub-total	2,837	1	34	8,396	128	9
Total derivatives held for hedging	109,188	777	886	89,378	2,098	2,478

Amount under \$500,000

36. Interest Rate Benchmark Reform

In 2023, the Group has transitioned most of its Interbank Offered Rates (IBOR) contracts that are subject to cessation.

The remaining contracts that require transition relate mainly to Fallback Rate (SOR) and SIBOR (Singapore Interbank Offered Rate). For these rates, the industry has agreed with MAS on the transition approach to SORA (Singapore Overnight Rate Average), including timing and Adjustment Spread. The Group is also engaging its customers to transition out of the contracts referencing Synthetic USD LIBOR (London Interbank Offered Rate).

37. Hedge Accounting

The Group enters into hedging transactions to manage exposures to interest rate and foreign currency risks. Hedge accounting is applied to minimise volatility in earnings arising from changes in interest rate and foreign exchange rates.

Please refer to Note 43 for more information on market risk and the Group's risk management practices and Note 2.19 for the Group's accounting policy for hedge accounting.

37.1 Fair value hedge

In accordance with the risk management strategy in place, the Group enters into interest rate swaps to mitigate the risk of changes in interest rates on the fair value of the following:

- issued fixed rate debt;
- fixed rate bonds;
- fixed rate loans;
- account receivable purchase;
- bond repos; and
- deposits and borrowings.

In such instances, the Group hedges the benchmark interest rate risk component which is an observable and reliably measurable component of interest rate risk. Specifically, the Group has designated fair value hedge relationships, on a hedge-by-hedge basis, to hedge against movements in the benchmark interest rate. This effectively results in the recognition of interest expense (for fixed rate liabilities), or interest income (for fixed rate assets) at floating rates. The Group also uses cross currency swaps when there is a need to hedge both interest rate and foreign exchange risks.

For risks not covered by hedge accounting, the Group manages these in accordance with its risk management strategy.

The Group assesses prospective hedge effectiveness by comparing the changes in fair value of the hedged item resulting from movements in the benchmark interest rate with the changes in fair value of the interest rate swaps used to hedge the exposure. The Group determines the hedge ratio by comparing the notional of the derivative with the principal of the debt issued or the bond asset purchased, or the loan granted.

The Group has identified the following possible sources of ineffectiveness:

- the use of derivatives as a protection against interest rate risk creates an exposure to the derivative counterparty's credit risk which is not offset by the hedged item. This risk is minimised by entering into derivatives with high credit quality counterparties;
- the use of different discounting curves when measuring the fair value of the hedged items and hedging instruments. For derivatives, the discounting curve used depends on collateralisation and the type of collateral used;
- difference in tenor of hedged items and hedging instruments;
- difference in the timing of settlement of hedging instruments and hedged items;
- fixing risk or difference in fixing rate of hedging instruments and implied forward rate on hedged items; and
- difference in hedged rate between hedged item and hedging instrument

The Group also uses foreign currency denominated borrowings/ deposits to fund its investments in non-SGD denominated FVOCI equity instruments. To reduce the accounting mismatch on the borrowings/ deposits and FVOCI equity instruments because of foreign exchange rate movements, the Group designates the borrowings/ deposits as the hedging instruments in fair value hedges of the FVOCI equity instruments. The hedge ratio is determined by comparing the principal of the borrowings/ deposits with the investment costs of the FVOCI equity instruments. A potential source of ineffectiveness is a decrease in the fair value of the equity instruments below their investment costs.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following table sets out the maturity profile of the hedging instruments used in fair value hedges. The amounts shown in the table reflect the notional amounts of derivatives and the carrying amounts of borrowings and deposits. Please refer to Note 35 for the carrying values of the derivatives.

In \$ millions	Type of risk hedged	Less than 1 year	The Group		Total
			1 to 5 years	More than 5 years	
2023					
Derivatives (notional)					
Interest rate swaps	Interest rate	5,653	10,463	2,600	18,716
Currency swaps	Interest rate & Foreign exchange	-	403	-	403
Total derivatives		5,653	10,866	2,600	19,119
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,479	-	-	1,479
Total non-derivative instruments		1,479	-	-	1,479
2022					
Derivatives (notional)					
Interest rate swaps	Interest rate	1,663	11,202	3,058	15,923
Currency swaps	Interest rate & Foreign exchange	104	426	-	530
Total derivatives		1,767	11,628	3,058	16,453
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,463	-	-	1,463
Total non-derivative instruments		1,463	-	-	1,463
In \$ millions	Type of risk hedged	Less than 1 year	Bank		Total
			1 to 5 years	More than 5 years	
2023					
Derivatives (notional)					
Interest rate swaps	Interest rate	5,625	9,260	2,528	17,413
FX contracts	Foreign exchange	5,998	-	-	5,998
Currency swaps	Interest rate & Foreign exchange	-	403	-	403
Total derivatives		11,623	9,663	2,528	23,814
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,479	-	-	1,479
Total non-derivative instruments		1,479	-	-	1,479
2022					
Derivatives (notional)					
Interest rate swaps	Interest rate	1,595	10,170	2,964	14,729
FX contracts	Foreign exchange	1,350	189	-	1,539
Currency swaps	Interest rate & Foreign exchange	104	426	-	530
Total derivatives		3,049	10,785	2,964	16,798
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,463	-	-	1,463
Total non-derivative instruments		1,463	-	-	1,463

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The table below provides information on hedged items relating to fair value hedges.

In \$ millions	The Group		Bank	
	Carrying amounts (including hedge adjustments)	Fair value hedge adjustments included in carrying amounts	Carrying amounts (including hedge adjustments)	Fair value hedge adjustments included in carrying amounts
2023				
Assets				
Loans and advances to customers	852	(5)	822	(5)
Due from banks	687	#	687	#
Government securities and treasury bills ^(a)	1,379	(13)	88	-
Bank and corporate securities ^(a)	5,960	(9)	5,960	(9)
Associates	-	-	1,054	(28)
Subsidiaries	-	-	4,944	(126)
Liabilities				
Due to banks	727	3	727	3
Deposits and balances from customers	55	#	55	#
Other debt securities	8,489	(261)	8,489	(261)
Due to holding company	1,887	(24)	1,887	(24)
2022				
Assets				
Loans and advances to customers	786	(21)	786	(21)
Government securities and treasury bills ^(a)	1,204	(17)	30	-
Bank and corporate securities ^(a)	6,500	(13)	6,500	(13)
Subsidiaries	-	-	1,539	(73)
Liabilities				
Other debt securities	7,172	(431)	7,172	(431)
Due to holding company	1,148	(65)	1,148	(65)

Amount under \$500,000

(a) The carrying amounts of debt and equity instruments at fair value through other comprehensive income do not include fair value hedge adjustments as the hedged assets are measured at fair value. The accounting for the hedge relationship results in a transfer from other comprehensive income to the income statement for debt instruments

At the Group, for the year ended 31 December 2023, the net gains on hedging instruments used to calculate hedge effectiveness was \$121 million (2022: net gains of \$143 million). The net losses on hedged items attributable to the hedged risk amounted to \$127 million (2022: net losses of \$140 million).

At the Bank, for the year ended 31 December 2023, the net gains on hedging instruments used to calculate hedge effectiveness was \$197 million (2022: net gains of \$268 million). The net losses on hedged items attributable to the hedged risk amounted to \$202 million (2022: net losses of \$265 million).

37.2 Cash flow hedge

The Group is predominantly exposed to variability in future cash flows due to interest rate movements and foreign currency fluctuations from the following:

- assets subject to repricing, reinvestment or refinancing risk;
- forecasted interest earnings denominated in foreign currency;
- issued floating or fixed rate foreign currency debt; and
- floating or fixed rate foreign currency bonds.

In accordance with the Group risk management strategy, the Group enters into interest rate swaps, foreign currency forwards and swaps as well as cross currency swaps to protect against the variability of cash flows due to changes in interest rates and/ or foreign currency exchange rates.

In such instances, cash flow hedge relationships are designated. These are applied on a hedge-by-hedge basis or portfolio basis, for example:

- For cash flows from assets subject to repricing or reinvestment risk, a portfolio cash flow hedge relationship is designated using interest rate swaps. A dynamic process is applied for this hedge as the portfolio composition can change e.g. due to maturities and new originations. The portfolio cash flow hedge relationship effectively extends the duration of the assets, such that the interest cash flows are transformed from a floating rate basis to a fixed rate basis.
- Foreign currency forwards and swaps are used to hedge against variability in future cash flows arising from USD-denominated interest income, and to hedge against foreign exchange movements arising from a portfolio of foreign currency denominated assets and liabilities.
- Cross currency swaps are used to mitigate the risk of fluctuation of coupon and principal cash flows due to changes in foreign currency exchange rates of issued foreign currency debt and foreign currency bonds.
- Bond forwards are used to reduce exposures to foreign currency bonds.

For risks not covered by hedge accounting, the Group manages these in accordance with its risk management strategy.

The Group assesses hedge effectiveness by comparing the changes in fair value of a hypothetical derivative reflecting the terms of the hedged item due to movements in the hedged risk with the changes in fair value of the derivatives used to hedge the exposure.

The Group determines the hedge ratio by comparing the notional of the derivatives with the assets subject to repricing/ reinvestment/ refinancing risk or amount of forecast earnings denominated in foreign currency or the principal of the debt securities issued or purchased foreign currency bonds.

The Group has identified the following possible sources of ineffectiveness in its cash flow hedge relationships:

- the use of derivatives as a protection against currency and interest rate risk creates an exposure to the derivative counterparty's credit risk which is not offset by the hedged item. This risk is minimised by entering into derivatives with high credit quality counterparties;
- difference in tenor of hedged items and hedging instruments;
- difference in timing of settlement of the hedging instrument and hedged item; and
- designation of off-market hedging instruments.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following table sets out the maturity profile of the hedging instruments used in cash flow hedges. The amounts shown in the table reflect the notional amounts of derivatives. Please refer to Note 35 for the carrying values of the derivatives.

		The Group			
In \$ millions	Type of risk hedged	Less than 1 year	1 to 5 years	More than 5 years	Total
2023					
Derivatives (notional)					
Forward rate agreements	Interest rate	20	-	82	102
Interest rate swaps	Interest rate	9,108	42,645	-	51,753
FX contracts	Foreign exchange	25,752	186	-	25,938
Currency swaps	Interest rate & Foreign exchange	4,605	9,262	4,879	18,746
Total		39,485	52,093	4,961	96,539
2022					
Derivatives (notional)					
Forward rate agreements	Interest rate	-	-	42	42
Interest rate swaps	Interest rate	2,135	34,292	-	36,427
FX contracts	Foreign exchange	17,343	125	-	17,468
Currency swaps	Interest rate & Foreign exchange	8,842	6,728	5,245	20,815
Total		28,320	41,145	5,287	74,752

		Bank			
In \$ millions	Type of risk hedged	Less than 1 year	1 to 5 years	More than 5 years	Total
2023					
Derivatives (notional)					
Forward rate agreements	Interest rate	20	-	82	102
Interest rate swaps	Interest rate	9,057	37,535	-	46,592
FX contracts	Foreign exchange	18,851	-	-	18,851
Currency swaps	Interest rate & Foreign exchange	4,422	8,225	4,345	16,992
Total		32,350	45,760	4,427	82,537
2022					
Derivatives (notional)					
Forward rate agreements	Interest rate	-	-	42	42
Interest rate swaps	Interest rate	2,135	29,023	-	31,158
FX contracts	Foreign exchange	13,972	-	-	13,972
Currency swaps	Interest rate & Foreign exchange	8,828	5,473	4,711	19,012
Total		24,935	34,496	4,753	64,184

The hedge ineffectiveness arising from these hedges was insignificant.

Please refer to Note 32 for information on the cash flow hedge reserves.

37.3 Net investment hedges

The Group manages currency risk of its net investment in foreign operations (or structural foreign exchange risk) using foreign currency borrowings, foreign currency forwards and swaps, as well as cross currency swaps.

Structural foreign exchange exposures are managed with the primary aim of ensuring that consolidated capital ratios are largely protected from the effect of fluctuations in foreign exchange rates against SGD.

Under the Group's hedging strategy, the carrying amount of these investments could be fully hedged, partially hedged or not hedged at all. The Group regularly reviews its hedging strategy, taking into account the long-term outlook of currency fundamentals and the impact of fluctuations in foreign exchange rates on capital adequacy ratios.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The tables below analyse the structural currency exposures by functional currency.

The Group

In \$ millions	Net investments in foreign operations ^(a)	Financial instruments which hedge the net investments	Structural currency exposures before natural offset from AT1 equity instruments	AT1 equity instruments ^(c)	Remaining unhedged structural currency exposures
2023					
Hong Kong dollar	9,397	3,504	5,893	-	5,893
US dollar ^(b)	10,117	-	10,117	1,318	8,799
Chinese yuan	4,329	3,950	379	-	379
Taiwan dollar	3,880	3,677	203	-	203
Others	6,350	1,486	4,864	-	4,864
Total	34,073	12,617	21,456	1,318	20,138
2022					
Hong Kong dollar	10,021	4,210	5,811	-	5,811
US dollar ^(b)	9,331	5,706	3,625	1,343	2,282
Chinese yuan	4,277	269	4,008	-	4,008
Taiwan dollar	1,604	1,492	112	-	112
Others	5,618	-	5,618	-	5,618
Total	30,851	11,677	19,174	1,343	17,831

(a) Refers to net tangible assets of entities (e.g. subsidiaries, associates, joint ventures and overseas branches) or units with non-SGD functional currency

(b) Includes the Treasury Markets trading business in Singapore ("TM Singapore"). With effect from 1 January 2021, the functional currency of TM

Singapore changed from SGD to US dollars (USD) to better reflect the increasing dominance of the USD in the business activities of TM Singapore

(c) Represents foreign currency denominated AT1 equity instruments. These are accounted for at historical cost and do not qualify for hedge accounting

Bank

In \$ millions	Net investments in foreign operations ^(d)	Financial instruments which hedge the net investments	Structural currency exposures before natural offset from AT1 equity instruments	AT1 equity instruments ^(f)	Remaining unhedged structural currency exposures
2023					
Hong Kong dollar	1,613	1,072	541	-	541
US dollar ^(e)	9,868	-	9,868	1,318	8,550
Taiwan dollar	331	279	52	-	52
Others	3,035	1,486	1,549	-	1,549
Total	14,847	2,837	12,010	1,318	10,692
2022					
Hong Kong dollar	2,632	2,472	160	-	160
US dollar ^(e)	9,165	5,706	3,459	1,343	2,116
Taiwan dollar	323	218	105	-	105
Others	2,840	-	2,840	-	2,840
Total	14,960	8,396	6,564	1,343	5,221

(d) Refers to net tangible assets of overseas branches or units with non-SGD functional currency

(e) Includes the Treasury Markets trading business in Singapore ("TM Singapore"). With effect from 1 January 2021, the functional currency of TM

Singapore changed from SGD to US dollars (USD) to better reflect the increasing dominance of the USD in the business activities of TM Singapore

(f) Represents foreign currency denominated AT1 equity instruments. These are accounted for at historical cost and do not qualify for hedge accounting

Please refer to Note 32 for information on the foreign currency translation reserves. Foreign currency translation reserves include the effect of translation differences on net investments in foreign entities (e.g. subsidiaries, associates, joint ventures and branches) or units with non-SGD functional currency, and the related foreign currency financial instruments designated for hedge accounting.

38. Share-based Compensation Plans

As part of the Group's remuneration policy, the Group provides various share-based compensation plans to foster a culture that aligns employees' interests with shareholders', enable employees to share in the Group's performance and enhance talent retention.

Main Scheme/ Plan	Note
DBSH Share Plan (Share Plan) - The Share Plan is granted to Group executives as determined by the Compensation and Management Development Committee ("Committee") which has been appointed to administer the Share Plan from time to time. - Participants are awarded shares of DBSH or, at the Committee's discretion, their equivalent cash value or a combination. - The share awards consist of a main award and a retention award for employees on bonus/ sales incentive plans. Dividends on unvested shares do not accrue to employees. - The Directors reviewed and approved the proposed changes to the vesting schedule and retention awards on 5 December 2022. These would apply to shares granted from 2023, and there are no changes to the vesting schedule and retention awards for shares that had been granted in earlier periods: Vesting schedule - For employees on bonus plan (including key employees who are also awarded shares as part of talent retention): - The main award granted prior to February 2023 will vest 2 to 4 years after grant i.e. 33% will vest 2 years after grant; another 33% will vest on the third year and the remaining 34% plus the retention award will vest 4 years after grant. - The main award granted from February 2023 will vest 1 to 4 years after grant i.e. 25% will vest each year. The retention award will vest 4 years after grant. - Special Awards are granted as part of talent retention for selected individuals. - Special Awards granted prior to February 2023 will vest 2 to 4 years after grant i.e. 33% will vest 2 years after grant; another 33% will vest on the third year and the remaining 34% will vest 4 years after grant. - Special Awards granted from February 2023 will vest 1 to 3 years after grant; i.e. 33% will vest 1 year after grant, another 33% will vest on the second year and the remaining 34% will vest 3 years after grant. Retention award - For share awards granted from 2023, the retention award for employees on bonus plan was reduced from 20% to 15% following the change in the vesting schedule. - There is no retention award for Special Awards. - For employees on sales incentive plan, the main award will vest 1 to 3 years after grant; i.e. 33% will vest 1 year after grant, another 33% will vest on the second year and the remaining 34% plus the retention award will vest 3 years after grant. The retention award remains unchanged at 15%. - All the DBSH Share Plan awards will lapse immediately upon termination of employment, except in the event of ill health, injury, disability, redundancy, retirement or death. - The market price of shares on the grant date is used to estimate the fair value of the shares awarded. The fair value of the shares granted includes an adjustment to exclude the present value of future expected dividends to be paid during the vesting period. - Vested and unvested shares are subject to clawback/ malus. Conditions that trigger such clawback/ malus are in the Remuneration Report section of DBSH's Annual Report. - Shares are awarded to non-executive Directors as part of director's remuneration. Details of these awards are disclosed in the Corporate Governance section of DBSH's Annual Report.	38.1
DBSH Employee Share Plan (ESP) The Committee has ceased granting shares under the ESP effective from financial year 2018 remuneration. All outstanding ESP share grants have fully vested in 2022.	38.1
DBSH Employee Share Purchase Plan (ESPP) - The ESPP was implemented in 2019 in selective markets across the Group. All permanent employees who hold the rank of Vice President and below are eligible to participate in the scheme. - The ESPP is a share ownership plan for eligible employees to own DBSH shares through monthly contributions via deductions from payroll or designated bank accounts. - Participants contribute up to 10% of month salary (minimum S\$50, capped at S\$1,000) and the Group will match 25% of the participant's contributions to buy DBSH ordinary shares for a period of 12 months during each plan year. - The matching shares bought from the Group's contribution will vest 24 months after the last contribution month for each plan year. - The matching shares will lapse immediately upon termination of employment, except in the event of ill health, injury, disability, redundancy, retirement or death.	38.2

38.1 DBSH Share Plan and DBSH Employee Share Plan

The following table sets out the movements of the awards during the year.

	The Group			
	2023		2022	
Number of shares	Share Plan	ESP	Share Plan	ESP
Balance at 1 January	16,138,420	-	17,105,292	145,804
Granted ^(a)	5,778,718	-	5,068,826	-
Vested	(5,584,985)	-	(5,205,424)	(145,138)
Forfeited/ others	(357,378)	-	(830,274)	(666)
Balance at 31 December	15,974,775	-	16,138,420	-
Weighted average fair value of the shares granted during the year	\$29.75	-	\$32.35	-

(a) 2023 includes adjustments (229,765 shares) made to all unvested share awards following the shareholders' approval for the special dividend of \$0.50 per ordinary share at DBSH's Annual General Meeting held on 31 March 2023 in accordance with terms of the Share Plan

	Bank			
	2023		2022	
Number of shares	Share Plan	ESP	Share Plan	ESP
Balance at 1 January	12,470,800	-	13,314,486	76,480
Granted ^(b)	4,195,086	-	3,816,502	-
Vested	(4,313,734)	-	(4,091,313)	(76,139)
Transferred	73,914	-	(26,006)	123
Forfeited/ others	(200,660)	-	(542,869)	(464)
Balance at 31 December	12,225,406	-	12,470,800	-
Weighted average fair value of the shares granted during the year	\$29.66	-	\$32.35	-

(b) 2023 includes adjustments (178,488 shares) made to all unvested share awards following the shareholders' approval for the special dividend of \$0.50 per ordinary share at DBSH's Annual General Meeting held on 31 March 2023 in accordance with terms of the Share Plan

38.2 DBSH Employee Share Purchase Plan

The following table sets out the movements of the shares during the year.

	The Group		Bank	
	2023	2022	2023	2022
Number of shares				
Balance at 1 January	1,320,131	1,403,440	984,505	1,055,854
Granted	629,333	503,737	459,846	373,641
Vested ^(c)	(523,660)	(446,839)	(392,649)	(336,797)
Transferred	-	-	806	(175)
Forfeited	(73,932)	(140,207)	(52,168)	(108,018)
Balance at 31 December	1,351,872	1,320,131	1,000,340	984,505
Weighted average fair value of the shares granted during the year	\$28.05	\$29.39	\$28.06	\$29.39

(c) Excludes shares vested but temporarily withheld under the regulatory requirement as of the reporting date. Such shares will be reported as vested in the period the shares are released to the employees

39. Related Party Transactions

39.1 Transactions between the Bank and its subsidiaries, including consolidated structured entities, associates and joint ventures which are related parties of the Bank, are disclosed in Notes 39.4 to 39.6.

39.2 During the financial year, the Group had banking transactions with related parties, consisting of subsidiaries, associates and joint ventures and key management personnel of the Group. These included the taking of deposits and extension of credit card and other loan facilities. These transactions were made in the ordinary course of business and carried out at arms-length commercial terms, and were not material.

In addition, key management personnel received remuneration for services rendered during the financial year. Non-cash benefits including performance shares were also granted.

39.3 Total compensation and fees to key management personnel^(a) are as follows:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Short-term benefits ^(b)	50	54	38	42
Share-based payments ^(c)	35	30	30	26
Total	85	84	68	68

(a) Includes Bank Directors and members of the Management Committee who have authority and responsibility in planning the activities and direction of the Group. The composition and number of Directors and Management Committee members may differ from year to year

(b) Includes cash bonus based on amount accrued during the year, to be paid in the following year

(c) Share-based payments are expensed over the vesting period in accordance with SFRS(I) 2. The 2023 share-based payments included a \$4 million impact for both the Group and Bank arising from the change in vesting schedule and retention awards for shares granted in February 2023 in respect of performance year 2022 (refer to Note 38 for more details). The share grant in respect of the performance year 2023, which will be granted in February 2024, will be recognised as an expense over its vesting period from 2024 to 2027

39.4 Income received from and expenses paid to related parties

In addition to the related party information shown elsewhere in the financial statements, the following transactions took place between the Bank and related parties during the financial year on terms agreed by the parties concerned.

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Income received from:				
- Holding company	29	14	29	14
- Subsidiaries	-	-	1,740	690
- Associates and joint ventures	68	41	127	106
Total	97	55	1,896	810
Expenses paid to:				
- Holding company	265	229	186	178
- Subsidiaries	-	-	1,486	962
- Associates and joint ventures	102	102	102	102
Total	367	331	1,774	1,242

39.5 Amounts due from and to related parties

In \$ millions	Bank	
	2023	2022
Amounts due from:		
- Holding company	1,474	1,119
- Subsidiaries (Note 21)	29,309	22,758
- Associates and joint ventures	1,056	1,059
Total	31,839	24,936
Amounts due to:		
- Holding company	5,037	7,276
- Subsidiaries	47,621	36,354
- Associates and joint ventures	183	149
Total	52,841	43,779

39.6 Guarantees issued to and received from related parties

Guarantees issued to and received from subsidiaries amounted to \$3,180 million (2022: \$2,840 million) and \$585 million (2022: \$572 million) respectively.

The Bank also finances customer through discounting bills issued by related parties. As at 31 December 2023, outstanding amount of such bills was \$10 million (2022: \$25 million).

40. Fair Value of Financial Instruments

40.1 Valuation Process

The valuation processes within the Group are governed by the Valuation Policy, which is approved by the Board Audit Committee.

The Valuation Policy applies to all financial assets and liabilities that are measured at fair value, covering both market prices as well as model inputs. Financial assets and liabilities are marked directly using reliable and independent quoted market prices where available or by using reliable and independent market parameters (as model inputs) in conjunction with a valuation model.

Valuation models go through an assurance process carried out by the Risk Management Group (RMG), independent of the model developers. This assurance process covers the review of the underlying methodology including its logic and conceptual soundness together with the model inputs and outputs. Model assurances are conducted prior to implementation and subject to regular review or when there are significant changes arising from market or portfolio changes. Where necessary, the Group also imposes model reserves and other adjustments in determining fair value. Models are approved by the Group Market and Liquidity Risk Committee (GMLRC).

A process of independent price verification (IPV) is in place to establish the accuracy of the market parameters used when the marking is performed by the Front Office. The IPV process entails independent checks to compare traders' marks to independent sources such as broker/ dealer quotes or market consensus providers.

Where market parameters are sourced independently for the marking of financial assets and liabilities, or used as inputs into a valuation model, these are checked for reliability and accuracy, for example by reviewing large daily movements or by referencing other similar sources, or transactions.

Valuation adjustments and reserves are taken to account for close-out costs, model and market parameter uncertainty, and any other factor that may affect valuations. Valuation adjustment and reserve methodologies are approved by the GMLRC and governed by the Valuation Policy.

The valuation adjustments and reserves include but are not limited to:

Model and Parameter Uncertainty Adjustments

Valuation uncertainties may occur during fair value measurement either due to uncertainties in the required input parameters or uncertainties in the modelling methods used in the valuation process. In such situations, adjustments may be necessary to take these factors into account.

For example, where market data such as prices or rates for an instrument are no longer observable after an extended period of time, these inputs used to value the financial instruments may no longer be relevant in

the current market conditions. In such situations, adjustments may be necessary to address the pricing uncertainty arising from the use of stale market data inputs.

Credit Valuation Adjustments

Credit valuation adjustments are taken to reflect the impact on fair value of counterparty credit risk. Credit valuation adjustments are based upon the creditworthiness of the counterparties, magnitude of the current or potential exposure on the underlying transactions, netting and collateral arrangements, and the maturity of the underlying transactions.

Funding Valuation Adjustments

Funding valuation adjustments represent an estimate of the adjustment to fair value that a market participant would make in incorporating funding costs and benefits that arise in relation to uncollateralised derivatives positions.

Day 1 Profit or Loss (P&L) Reserve

In situations where the market for an instrument is not active and its fair value is established using a valuation model based on significant unobservable market parameters, the Day 1 P&L arising from the difference in transacted price and end-of-day model valuation is set aside as reserves. A market parameter is defined as being significant when its impact on the Day 1 P&L is greater than an internally determined threshold. The Day 1 P&L reserve is released to the income statement when the parameters become observable or when the transaction is closed out or amortised over the duration of the transaction. At year end, the unamortised Day 1 P&L was not material.

Bid-Offer Adjustments

The Group often holds, at varying points in time, both long or short positions in financial instruments which are valued using mid-market levels. Bid-offer adjustments are then made to account for close-out costs.

40.2 Fair Value Hierarchy

The fair value hierarchy accords the highest level to observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities and the lowest level to unobservable inputs. The fair value measurement of each financial instrument is categorised in accordance with the same level of the fair value hierarchy as the input with the lowest level that is significant to the entire measurement. If unobservable inputs are deemed significant, the financial instrument will be categorised as Level 3.

Financial instruments that are valued using quoted prices in active markets are classified as Level 1 within the fair value hierarchy. These would include government and sovereign securities, listed equities and corporate debt securities which are actively traded. Derivatives contracts which are traded in an active exchange market are also classified as Level 1 of the valuation hierarchy.

Where fair value is determined using quoted market prices in less active markets or quoted prices for similar assets and liabilities, such instruments are generally

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

classified as Level 2. In cases where quoted prices are generally not available, the Group will determine the fair value based on valuation techniques that use market parameters as inputs including but not limited to yield curves, volatilities and foreign exchange rates. The majority of valuation techniques employ only observable market data so that reliability of the fair value measurement is high. These would include corporate debt securities, repurchase, reverse repurchase agreements and most of the Group's over-the-counter (OTC) derivatives.

The Group classifies financial instruments as Level 3 when there is reliance on unobservable market parameters, whether used directly to value a financial asset or liability, or used as inputs to a valuation model, attributing to a significant contribution to the instrument value. These would include all input parameters which are derived from historical data, for example, asset correlations or certain volatilities. Level 3 instruments also include unquoted equity securities which are measured based on the net asset value of the investments. In addition, Level 3 inputs include all stale quoted security prices and other approximations (e.g. bonds valued using credit default swap spreads).

The following tables present assets and liabilities measured at fair value, classified by level within the fair value hierarchy.

In \$ millions	The Group							
	2023				2022			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Financial assets at FVPL								
- Government securities and treasury bills	13,130	3,147	-	16,277	9,936	3,309	1	13,246
- Bank and corporate securities	16,947	4,782	108 ^(a)	21,837	16,843	4,516	170	21,529
- Other financial assets	368	28,955	-	29,323	98	24,702	-	24,800
FVOCI financial assets								
- Government securities and treasury bills	27,340	2,492	-	29,832	25,781	2,377	-	28,158
- Bank and corporate securities	17,694	5,248	632	23,574	18,202	3,538	607	22,347
- Other financial assets	-	5,052	-	5,052	-	5,623	-	5,623
Derivatives	35	22,629	122	22,786	70	44,842	151	45,063
Liabilities								
Financial liabilities at FVPL								
- Other debt securities	-	15,880	-	15,880	-	8,143	-	8,143
- Other financial liabilities	3,040	25,710	-	28,750	2,300	17,681	1	19,982
Derivatives	57	23,416	1	23,474	19	45,271	1	45,291

(a) Decrease in Level 3 balance was mainly due to updated pricing of less liquid bonds

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

In \$ millions	Bank							
	2023				2022			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Financial assets at FVPL								
- Government securities and treasury bills	10,335	1,495	-	11,830	8,006	3,122	1	11,129
- Bank and corporate securities	16,633	2,485	105 ^(a)	19,223	16,408	2,072	170	18,650
- Other financial assets	368	28,039	-	28,407	98	23,455	-	23,553
FVOCI financial assets								
- Government securities and treasury bills	16,520	1,014	-	17,534	15,694	546	-	16,240
- Bank and corporate securities	16,236	1,535	551	18,322	16,206	1,426	515	18,147
- Other financial assets	-	2,836	-	2,836	-	2,578	-	2,578
Due from subsidiaries	-	574	-	574	-	405	-	405
Derivatives	35	21,289	122	21,446	66	43,301	150	43,517
Liabilities								
Financial liabilities at FVPL								
- Other debt securities	-	15,880	-	15,880	-	8,142	-	8,142
- Other financial liabilities	2,706	21,066	-	23,772	1,862	12,292	1	14,155
Due to subsidiaries	-	-	-	-	-	1	-	1
Derivatives	56	21,671	1	21,728	19	43,267	-	43,286

(a) Decrease in Level 3 balance was mainly due to updated pricing of less liquid bonds

The bank and corporate securities classified as Level 3 at 31 December 2023 comprised mainly securities which were marked using approximations, less liquid bonds and unquoted equity securities valued based on net asset value of the investments.

40.3 Own credit adjustments on financial liabilities designated at fair value through profit or loss

Changes in the fair value of financial liabilities designated at fair value through profit or loss related to the Group's own credit risk are recognised in other comprehensive income. As the Group does not hedge changes in own credit risk arising from financial liabilities, presenting the own credit movements within other comprehensive income does not create or increase an accounting mismatch in the income statement.

The change in fair value attributable to changes in own credit risk has been determined as the amount of change in fair value that is attributable to changes in funding spreads above benchmark interest rates. Fair value changes arising from factors other than the Group's own credit risk are insignificant.

The cumulative amounts attributable to changes in own credit risk for these financial liabilities as at 31 December 2023 was a loss of \$42 million for the Group and the Bank (2022: gain of \$66 million).

Realised losses attributable to changes in own credit risk as at 31 December 2023 was \$22 million (2022: loss of \$22 million).

40.4 Financial assets & liabilities not carried at fair value

For financial assets and liabilities not carried at fair value in the financial statements, the Group has ascertained that their fair values were not materially different from their carrying amounts at year-end.

For cash and balances with central banks, due from banks, loans and advances to customers, as well as due to banks and deposits and balances from customers, the basis of arriving at fair values is by discounting cash flows using the relevant market interest rates for the respective currencies.

For investment debt securities and other debts issued, fair values are determined based on independent market quotes, where available. Where market prices are not available, fair values are estimated using discounted cash flow method.

The fair value of variable interest-bearing as well as short-term financial instruments accounted for at amortised cost is assumed to be approximated by their carrying amounts.

41. Risk Governance

The Group Board oversees the Group's affairs and provides sound leadership for the CEO and management. Authorised by the Group Board, various Board committees oversee specific responsibilities based on clearly defined terms of reference.

Under the Group's risk management approach, the Group Board, through the Board Risk Management Committee (BRMC), sets the Group's Risk Appetite, oversees the establishment of enterprise-wide risk management policies and processes, and establishes risk appetite limits to guide risk-taking within the Group.

The BRMC also oversees the identification, monitoring, management and reporting of credit, market, liquidity, operational, technology and reputational risks. In addition, the BRMC Technology Risk Committee (BTRC), a sub-committee to the BRMC has been set up to assist the BRMC in overseeing the management of technology risk across the Group. This includes providing guidance on the implementation of the plans to uplift the Bank's technology resilience and the business continuity management.

To facilitate the BRMC's risk oversight, the following risk management committees have been established:

1. Risk Executive Committee (Risk EXCO);
2. Group Credit Risk Committee (GCRC);
3. Group Credit Risk Models Committee (GCRMC);
4. Group Market and Liquidity Risk Committee (GMLRC);
5. Group Operational Risk Committee (GORC);
6. Group Technology Risk Committee (GTRC);
7. Group Scenario and Stress Testing Committee (GSSTC); and
8. Product Approval Committee (PAC).

As the overall executive body regarding risk matters, the Risk EXCO oversees the risk management of the Group.

Each of the committees reports to the Risk EXCO, and serves as an executive forum to discuss and implement the Group's risk management.

Key responsibilities:

- Assess and approve risk-taking activities;
- Oversee the Group's risk management infrastructure, which includes frameworks, decision criteria, authorities, people, policies, standards, processes, information and systems;
- Approve risk policies such as model governance standards, stress testing scenarios, and the evaluation and endorsement of risk models;
- Assess and monitor specific credit concentration; and
- Recommend stress-testing scenarios (including macroeconomic variable projections) and review the results

The members in these committees comprise representatives from the Risk Management Group (RMG) as well as key business and support units.

The PAC provides group-wide oversight and direction for the approval of new product/service and outsourcing initiatives. It evaluates new product/service and outsourcing initiatives to ensure that they are in line with the Group's strategy and risk appetite.

Most of the above committees are supported by local risk committees in all major locations, where appropriate. These local risk committees oversee the local risk positions for all businesses and support units, ensuring that they keep within limits set by the Group risk committees. They also approve location-specific risk policies.

The Chief Risk Officer (CRO), who is a member of the Group Executive Committee and reports to the Chairman of the BRMC and the CEO, oversees the risk management function. The CRO is independent of business lines and is actively involved in key decision-making processes. He often engages with regulators to discuss risk matters, enabling a more holistic risk management perspective.

Working closely with the risk and business committees, the CRO is responsible for the following:

- Management of the Group's risks, including systems and processes to identify, approve, measure, monitor, control and report risks;
- Engagement with senior management about material matters regarding all risk types;
- Development of risk controls and mitigation processes; and
- Ensuring the Group's risk management is effective and the Risk Appetite established by the Group Board is adhered to

42. Credit Risk

The most significant measurable risk the Group faces – credit risk – arises from the Group's daily activities in its various businesses. These activities include lending to retail, corporate and institutional customers. It includes the risk of lending, as well as the pre-settlement and settlement risk of foreign exchange, derivatives and securities.

Credit Risk Management

The Group's approach to credit risk management comprises the following building blocks:

- **Policies**

The dimensions of credit risk and the scope of its application are defined in the Group Credit Risk Management Policy. Senior management sets the overall direction and policy for managing credit risk at the enterprise level.

The Group Core Credit Risk Policies (CCRPs) established for Consumer Banking/ Wealth Management and Institutional Banking set forth the principles by which the Group conducts its credit risk management and control activities. These policies, supplemented by a number of operational standards and guides, ensure consistency in identifying, assessing, underwriting, measuring, reporting and controlling credit risk across the Group, and provide guidance in the formulation of business-specific and/or location-specific credit risk policies and standards.

The operational standards and guides are established to provide greater details on the implementation of the credit principles within the Group CCRPs and are adapted to reflect different credit environments and portfolio risk profiles. The CCRPs are approved by the Group Chief Credit Officer (GCCO).

- **Risk Methodologies**

Credit risk is managed by thoroughly understanding the Group's wholesale customers – the businesses they are in, as well as the economies in which they operate. It is also managed through statistical models and data analytics for retail customers.

The assignment of credit risk ratings and setting of lending limits are integral parts of the Group's credit risk management process, and it uses an array of rating models for the Group's wholesale and retail portfolios. Most of these models are built internally using the Group's loss data, and the limits are driven by the Group's Risk Appetite Statement and the Target Market and Risk Acceptance Criteria (TM-RAC).

Wholesale borrowers are assessed individually, and further reviewed and evaluated by experienced credit risk managers who consider relevant credit risk factors in the final determination of the borrower's risk. For some portfolios within the small and medium-sized enterprises (SME) segment, the Group also uses a programme-based approach to achieve a balanced management of risks and

rewards. Retail exposures are assessed using credit score models, credit bureau records, as well as internally and externally available customer behaviour records supplemented by the Group's Risk Acceptance Criteria (RAC). Credit applications are proposed by the business units, and applications outside the RAC are independently assessed by the credit risk managers.

Pre-settlement credit risk for traded products arising from a counterparty potentially defaulting on its obligations is quantified by evaluation of the mark-to-market value, plus potential future exposure. This is included within the Group's overall credit limits to counterparties for internal risk management.

The Group actively monitors and manages its exposure to counterparties for OTC derivative trades to protect its balance sheet in the event of a counterparty default. Counterparty risk exposures that may be adversely affected by market risk events are identified, reviewed and acted upon by management, and highlighted to the appropriate risk committees. Specific wrong-way risk arises when the credit exposure of a counterparty (from the traded product transaction) directly correlates with the probability of default of the counterparty. The Group has processes in place to guide the handling of specific wrong-way risk transactions, and its risk measurement metric takes into account the higher risks associated with such transactions.

Issuer default risk that may also arise from derivatives, notes and securities is generally measured based on jump-to-default computations.

Concentration Risk Management

For credit risk concentration, the Group uses Economic Capital (EC) as its measurement tool as it combines the individual risk factors such as the probability of default (PD), loss given default (LGD) and exposure at default (EAD), in addition to industry correlation and portfolio concentration. EC thresholds are set to ensure that the allocated EC stays within the Group's Risk Appetite. Concentration risk for retail is managed at two levels – product level where exposure limits are set up and segment level to manage the growth of high-risk segments. Governance processes are in place to ensure that these thresholds are monitored regularly, and appropriate actions are taken when the thresholds are breached.

The Group continually examines and reviews how it can enhance the scope of its thresholds and approaches to manage concentration risk.

Environmental, Social and Governance Risks

The Group considers ESG risk management as critical to ensure a sustainable lending and investment portfolio. Following the establishment of the Board Sustainability Committee and incorporation of environmental risk considerations into the Group's Risk Appetite Statement in 2022, the Group further enhanced its Group Responsible Financing Standard which provides its overarching approach to responsible financing and enhanced assessment required when financing transactions

with elevated ESG risks. The requirements of this document represent the minimum standards for the Group and it has also sought alignment, where possible, with international standards and best practices. Where significant ESG issues are identified, escalation is required to IBG Sustainability and Risk Management ESG teams for further guidance prior to approval by the Credit Approving Authority.

Country risk

Country risk refers to the risk of loss due to events in a specific country (or a group of countries). This includes political, exchange rate, economic, sovereign and transfer risks.

The Group manages country risk through the requirements of the Group CCRP and the said risk is part of the Group's concentration risk management. The way the Group manages transfer risk at the Group is set out in its Country Risk Management Standard. This includes an internal transfer risk and sovereign risk rating system, where assessments are made independently of business decisions. The Group's transfer risk limits are set in accordance with the Group Risk Appetite Policy.

Transfer risk limits for individually reviewed countries are set based on country-specific strategic business considerations as well as the acceptable potential loss according to the Group's Risk Appetite. Management actively evaluates and determines the appropriate level of transfer risk exposures for these countries taking into account the risks and rewards and whether they are in line with the Group's strategic intent. Limits for all other countries are set using a model-based approach.

Risk Appetite for each country is approved by the BRMC, while transfer risk limits are approved by Group Board EXCO and senior management.

Credit stress testing

The Group engages in various types of credit stress testing, and these are driven either by regulators or internal requirements and management.

The Group's credit stress tests are performed at the total portfolio or sub-portfolio level, and are generally conducted to assess the impact of changing economic conditions on asset quality, earnings performance, capital adequacy and liquidity. The Group's stress testing programme is comprehensive and covers a range of risks and business areas.

The Group typically performs the following types of credit stress testing at a minimum and others as necessary:

Pillar 1 cyclical stress testing	The Group conducts Pillar 1 cyclical stress testing regularly as required by regulators. Under Pillar 1 cyclical stress testing, the Group assesses the impact of a mild stress scenario (at least two consecutive quarters of zero growth) on Internal Ratings-Based (IRB) estimates (i.e. PD, LGD and EAD) and the impact on regulatory capital. The purpose of the Pillar 1 cyclical stress test is to assess the robustness of internal credit risk models and the cushion above minimum regulatory capital.
Pillar 2 credit stress testing	The Group conducts Pillar 2 credit stress testing once a year as part of the Internal Capital Adequacy Assessment Process (ICAAP). Under Pillar 2 credit stress testing, the Group assesses the impact of stress scenarios, with different levels of severity, on asset quality, earnings performance, as well as internal and regulatory capital. The results of the credit stress test form inputs to the capital planning process under ICAAP. The purpose of the Pillar 2 credit stress testing is to examine, in a rigorous and forward-looking manner, the possible events or changes in market conditions that could adversely impact the Group and to develop the appropriate action plan.
Industry-wide stress testing	The Group participates in the annual industry-wide stress test (IWST) conducted by the MAS to facilitate the ongoing assessment of Singapore's financial stability. Under the IWST, the Group is required to assess the impact of adverse scenarios, as defined by the regulator, on asset quality, earnings performance and capital adequacy, where applicable.
Sensitivity and scenario analyses	The Group also conducts multiple independent sensitivity analyses and credit portfolio reviews based on various scenarios. The intent of these analyses and reviews is to identify vulnerabilities for the purpose of developing and executing mitigating actions. For example, climate transition and physical risk scenario analyses are conducted as part of the regulatory-driven pilot climate stress test exercises to assess the potential vulnerabilities of its portfolios to short and long-term climate transition and physical risks.

• **Processes, Systems and Reports**

The Group constantly invests in systems to support risk monitoring and reporting for its Institutional Banking and Consumer Banking/ Wealth Management businesses.

The end-to-end credit process is continually being reviewed and improved through various front-to-back initiatives involving business, operations, risk management and other key stakeholders. Day-to-day monitoring of credit exposures, portfolio performance and external environmental factors potentially affecting credit risk profiles is key to its philosophy of effective credit risk management.

In addition, credit trends, which may include industry analysis, early warning alerts and significant weak credits, are submitted to the various risk committees, allowing key strategies and action plans to be formulated and evaluated. Credit control functions also ensure that any credit risk taken complies with the credit risk policies and standards. These functions ensure that approved limits are activated, credit excesses and policy exceptions are appropriately endorsed, compliance with credit standards is carried out, and covenants established are monitored.

Independent risk management functions that report to the CRO are jointly responsible for developing and maintaining a robust credit stress testing programme. These units oversee the implementation of credit stress tests as well as the analysis of the results, of which management, various risk committees and regulators are informed.

Non-performing assets

The Group's credit facilities are classified as "Performing assets" or "Non-performing assets" (NPA), in accordance with the MAS Notice to Banks No. 612 "Credit Files, Grading and Provisioning" (MAS Notice 612).

Credit exposures are categorised into one of the following five categories, according to the Group's assessment of a borrower's ability to repay a credit facility from its normal sources of income and/ or the repayment behaviour of the borrower.

Classification Grade	Description
Performing Assets	
Pass	Indicates that the timely repayment of the outstanding credit facilities is not in doubt.
Special mention	Indicates that the borrower exhibits potential weaknesses that, if not corrected in a timely manner, may adversely affect future repayments and warrant close attention by the Group.

Classification Grade	Description
Classified or NPA	
Substandard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial position that may jeopardise repayment on existing terms.
Doubtful	Indicates that the borrower exhibits severe weaknesses such that the prospect of full recovery of the outstanding credit facilities is questionable and the prospect of a loss is high, but the exact amount remains undeterminable as yet.
Loss	Indicates that the outstanding credit facility is not collectable, and little or nothing can be done to recover the outstanding amount from any collateral or from the assets of the borrower generally.

A default is considered to have occurred with regard to a particular borrower when either or both of the following events have taken place:

- Subjective default: Borrower is considered to be unlikely to pay its credit obligations in full, without the Group taking action such as realising security (if held)
- Technical default: Borrower is more than 90 days past due on any credit obligation to the Group

For retail borrowers, the categorisation into the respective MAS loan grades is at the facility level and consistent with MAS Notice 612.

Credit facilities are classified as restructured assets when the Group grants non-commercial concessions to a borrower because its financial position has deteriorated or is unable to meet the original repayment schedule. A restructured credit facility is classified into the appropriate non-performing grade based on the assessment of the borrower's financial condition and its ability to repay according to the restructured terms.

Such credit facilities are not returned to the performing status until there are reasonable grounds to conclude that the borrower will be able to service all future principal and interest payments on the credit facility in accordance with the restructured terms and MAS Notice 612. Apart from what has been described, the Group does not grant concessions to borrowers in the normal course of business.

In addition, it is not within the Group's business model to acquire debts that have been restructured at inception (e.g. distressed debts).

Please refer to Note 2.11 for the Group's accounting policies regarding specific and general allowances for credit losses.

In general, specific allowances are recognised for defaulting credit exposures rated substandard and below.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The breakdown of the Group's NPA by loan grading and industry and the related amounts of specific allowances can be found in Note 42.2. A breakdown of past due loans can also be found in the same note.

When required, the Group will take possession of all collateral and dispose them as soon as practicable. Realised proceeds are used to reduce outstanding indebtedness.

A breakdown of collateral held for NPA is shown in Note 42.2.

Repossessed collateral is classified in the balance sheet as Other assets. The amounts of such Other assets for 2022 and 2023 were not material.

Credit Risk Mitigants

Collateral received

Where possible, the Group takes collateral as a secondary source of repayment. This includes, but is not limited to cash, marketable securities, real estate, trade receivables, inventory, equipment, and other physical and/ or financial collateral. The Group may also take fixed and floating charges on the assets of borrowers.

Policies are in place to determine the eligibility of collateral for credit risk mitigation. Collateral is generally diversified and periodic valuations of collateral are required. Real estate constitutes the bulk of the Group's collateral, with a significantly lower proportion in marketable securities and cash.

For derivatives, repurchase agreements (repo) and other repo-style transactions with financial market counterparties, collateral arrangements are typically covered under market-standard documentation, such as International Swaps & Derivatives Association (ISDA) Agreements and Master Repurchase Agreements.

The collateral exchanged mitigates marked-to-market changes at a re-margining frequency that the Group and the counterparties have mutually agreed upon. This is

governed by internal guidelines with respect to collateral eligibility. In the event of a default, the credit risk exposure is reduced by master-netting arrangements where the Group is allowed to offset what is owed to a counterparty against what is due from that counterparty in a netting-eligible jurisdiction.

Please refer to Note 13 for further information on financial assets and liabilities subject to netting agreement but not offset on the balance sheet.

Collateral held against derivatives generally consists of cash in major currencies and highly rated government or quasi-government bonds. Exceptions may arise in certain countries, where due to domestic capital markets and business conditions, the Group may be required to accept less highly rated or liquid government bonds and currencies. Reverse repo-transactions are generally traded with large institutions with reasonably good credit standing. The Group takes haircuts against the underlying collateral of these transactions that commensurate with collateral quality to ensure credit risks are adequately mitigated.

In times of difficulty, the Group will review the customers' specific situation and circumstances to assist them in restructuring their financial obligations.

However, should the need arise, disposal and recovery processes are in place to dispose the collateral held. The Group maintains a panel of agents and solicitors to assist in the disposal of non-liquid assets and specialised equipment quickly.

Other credit risk mitigants

The Group accepts guarantees as credit risk mitigants. Internal requirements for considering the eligibility of guarantors for credit risk mitigation are in place.

42.1 Maximum exposure to credit risk

The following table shows the exposure to credit risk of on-balance sheet and off-balance sheet financial instruments, before taking into account any collateral held, other credit enhancements and netting arrangements. For on-balance sheet financial assets, the maximum credit exposure is the carrying amounts. For contingent liabilities, the maximum exposure to credit risk is the amount the Group would have to pay if the instrument is called upon. For undrawn facilities, the maximum exposure to credit risk is the full amount of the undrawn credit facilities granted to customers.

In \$ millions	The Group	
	2023	2022
On-balance sheet		
Cash and balances with central banks (excluding cash on hand)	47,786	51,650
Government securities and treasury bills	70,565	64,995
Due from banks	67,236	60,062
Derivatives	22,786	45,063
Bank and corporate debt securities	69,335	62,667
Loans and advances to customers	416,163	414,519
Other assets (excluding deferred tax assets)	17,204	17,416
Due from holding company	1,474	1,120
	712,549	717,492
Off-balance sheet		
Contingent liabilities and commitments (excluding capital commitments)	463,546	403,937
Total	1,176,095	1,121,429

The Group's exposures to credit risk, measured using the expected gross credit exposures that will arise upon a default of the end obligor are as shown in the Group's Pillar 3 Disclosures (unaudited). These exposures, which include both on-balance sheet and off-balance sheet financial instruments, are shown without taking into account any collateral held or netting arrangements.

Analysis of Collateral

Whilst the Group's maximum exposure to credit risk is the carrying amount of the assets or, in the case of off-balance sheet instruments, the amount guaranteed, committed, accepted or endorsed, the likely exposure may be lower due to offsetting collateral, credit guarantees and other actions taken to mitigate the Group's exposure.

The description of collateral for each class of financial asset is set out below.

Balances with central banks, Government securities and treasury bills, Due from banks and Bank and corporate debt securities

Collateral is generally not sought for these assets.

Derivatives

The Group maintains collateral agreements and enters into master netting agreements with most of the counterparties for derivative transactions. Please refer to Note 35 for the impact of netting arrangements recognised for the computation of Capital Adequacy Ratio (CAR).

Loans and advances to customers, Contingent liabilities and commitments

Certain loans and advances to customers, contingent liabilities and commitments are typically collateralised to a substantial extent. In particular, residential mortgage exposures are generally fully secured by residential properties. Income-producing real estate, which is a sub-set of the Specialised Lending exposure, is fully secured by the underlying assets financed.

The extent to which credit exposures are covered by Basel-eligible collateral, besides real estate, after the application of the requisite regulatory haircuts, is shown in the Group's Pillar 3 Disclosures (unaudited). The amounts are a sub-set of the actual collateral arrangements entered by the Group as Basel imposes strict legal and operational standards before collateral can be admitted as credit risk mitigants. As a result, certain collateral arrangements which do not meet its criteria will not be included. Certain collateral types which are not permitted as credit risk mitigants for credit exposures under the Standardised Approach are also excluded.

42.2 Loans and advances to customers

In \$ millions	The Group	
	2023	2022
Performing Loans		
- Neither past due nor impaired	414,913	412,989
- Past due but not impaired	2,542	2,536
Non-Performing Loans (impaired)	4,697	4,759
Total gross loans	422,152	420,284
Pass	415,012	411,573
Special Mention	2,443	3,952
Substandard	2,850	2,415
Doubtful	886	1,243
Loss	961	1,101
Total gross loans	422,152	420,284

Non-performing assets (NPAs)

Non-performing assets by grading and industry

In \$ millions	NPAs				Specific allowances			
	Sub-standard	Doubtful	Loss	Total	Sub-standard	Doubtful	Loss	Total
2023								
Manufacturing	403	154	116	673	63	130	116	309
Building and construction	525	168	78	771	100	156	78	334
Housing loans	174	-	3	177	14	-	3	17
General commerce	329	172	360	861	37	163	360	560
Transportation, storage and communications	612	200	309	1,121	208	171	309	688
Financial institutions, investment and holding companies	3	16	10	29	-	16	10	26
Professional and private individuals (excluding housing loans)	567	73	46	686	136	59	46	241
Others	237	103	39	379	33	100	39	172
Total non-performing loans	2,850	886	961	4,697	591	795	961	2,347
Debt securities, contingent liabilities and others	181	103	75	359	56	102	75	233
Total	3,031	989	1,036	5,056	647	897	1,036	2,580
Of which: restructured assets	1,460	387	77	1,924	327	355	77	759
2022								
Manufacturing	268	444	113	825	63	183	113	359
Building and construction	320	111	91	522	29	67	91	187
Housing loans	160	4	4	168	7	1	4	12
General commerce	254	232	372	858	25	219	372	616
Transportation, storage and communications	808	208	425	1,441	211	177	425	813
Financial institutions, investment and holding companies	26	-	40	66	10	-	40	50
Professional and private individuals (excluding housing loans)	321	31	10	362	82	30	10	122
Others	258	213	46	517	33	61	46	140
Total non-performing loans	2,415	1,243	1,101	4,759	460	738	1,101	2,299
Debt securities, contingent liabilities and others	166	128	72	366	29	106	72	207
Total	2,581	1,371	1,173	5,125	489	844	1,173	2,506
Of which: restructured assets	765	578	129	1,472	225	303	129	657

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

Non-performing assets by geography^(a)

In \$ millions	The Group	
	NPAs	Specific allowances
2023		
Singapore	2,233	1,232
Hong Kong	695	283
Rest of Greater China	841	294
South and Southeast Asia	661	505
Rest of the World	267	33
Total non-performing loans	4,697	2,347
Debt securities, contingent liabilities and others	359	233
Total	5,056	2,580
2022		
Singapore	2,289	1,222
Hong Kong	794	374
Rest of Greater China	538	175
South and Southeast Asia	716	468
Rest of the World	422	60
Total non-performing loans	4,759	2,299
Debt securities, contingent liabilities and others	366	207
Total	5,125	2,506

(a) Based on the location of incorporation of the borrower

Non-performing assets by past due period

In \$ millions	The Group	
	2023	2022
Not overdue	1,827	1,516
Within 90 days	333	324
Over 90 to 180 days	562	564
Over 180 days	2,334	2,721
Total past due assets	3,229	3,609
Total	5,056	5,125

Secured non-performing assets by collateral type

In \$ millions	The Group	
	2023	2022
Properties	988	990
Shares and debentures	24	42
Cash deposits	9	18
Others	1,171	1,175
Total	2,192	2,225

42.3 Credit quality of Government securities and treasury bills and Bank and corporate debt securities

The table below presents an analysis of Government securities and treasury bills and Bank and corporate debt securities for the Group by external rating bands.

Analysed by external ratings	Singapore government securities and treasury bills (Gross)	The Group Other government securities and treasury bills (Gross)	Bank and corporate debt securities (Gross)
In \$ millions			
2023			
AAA	15,069	429	15,351
AA- to AA+	-	35,644	9,252
A- to A+	-	8,979	12,392
Lower than A-	-	10,448	10,245
Unrated	-	-	22,208
Total	15,069	55,500	69,448
2022			
AAA	16,744	16,526	16,336
AA- to AA+	-	11,051	8,482
A- to A+	-	13,374	11,946
Lower than A-	-	7,304	9,446
Unrated	-	-	16,555
Total	16,744	48,255	62,765

42.4 Credit risk by geography and industry

Analysed by geography ^(a)	The Group					Total
	Government securities and treasury bills (Gross)	Due from banks (Gross)	Derivatives	Bank and corporate debt securities (Gross)	Loans and advances to customers (Gross)	
In \$ millions						
2023						
Singapore	15,069	2,125	2,163	13,645	193,044	226,046
Hong Kong	4,821	7,540	1,285	1,852	66,065	81,563
Rest of Greater China	3,987	13,189	2,484	9,898	59,468	89,026
South and Southeast Asia	10,318	5,439	1,375	5,879	31,267	54,278
Rest of the World	36,374	38,948	15,479	38,174	72,308	201,283
Total	70,569	67,241	22,786	69,448	422,152	652,196
2022						
Singapore	16,744	3,207	2,121	14,388	195,836	232,296
Hong Kong	4,486	6,402	1,700	1,569	71,845	86,002
Rest of Greater China	3,562	8,213	2,791	8,938	53,835	77,339
South and Southeast Asia	7,173	6,153	2,159	4,664	30,374	50,523
Rest of the World	33,034	36,099	36,292	33,206	68,394	207,025
Total	64,999	60,074	45,063	62,765	420,284	653,185

(a) Based on the location of incorporation of the issuer (for debt securities), counterparty (for derivatives), borrower (for loans) or the issuing bank in the case of bank backed export financing.

Analysed by industry	The Group					Total
	Government securities and treasury bills (Gross)	Due from banks (Gross)	Derivatives	Bank and corporate debt securities (Gross)	Loans and advances to customers (Gross)	
In \$ millions						
2023						
Manufacturing	-	-	242	4,493	42,402	47,137
Building and construction	-	-	805	5,804	113,246	119,855
Housing loans	-	-	-	-	86,925	86,925
General commerce	-	-	103	1,910	38,684	40,697
Transportation, storage and communications	-	-	524	4,598	31,316	36,438
Financial institutions, investment and holding companies	-	67,241	19,499	29,837	35,786	152,363
Government	70,569	-	-	-	-	70,569
Professionals and private individuals (excluding housing loans)	-	-	515	-	39,451	39,966
Others	-	-	1,098	22,806	34,342	58,246
Total	70,569	67,241	22,786	69,448	422,152	652,196
2022						
Manufacturing	-	-	462	4,065	45,758	50,285
Building and construction	-	-	624	5,114	111,605	117,343
Housing loans	-	-	-	-	80,625	80,625
General commerce	-	-	93	1,871	41,537	43,501
Transportation, storage and communications	-	-	480	4,901	31,466	36,847
Financial institutions, investment and holding companies	-	60,074	41,810	28,323	39,485	169,692
Government	64,999	-	-	-	-	64,999
Professionals and private individuals (excluding housing loans)	-	-	426	-	36,869	37,295
Others	-	-	1,168	18,491	32,939	52,598
Total	64,999	60,074	45,063	62,765	420,284	653,185

43. Market Risk

The Group's exposure to market risk is categorised into:

- **Trading portfolios:** Arising from positions taken for (i) market-making, (ii) client facilitation, and (iii) benefiting from market opportunities.
- **Non-trading portfolios:** Arising from (i) the Group's Institutional Banking and Consumer Banking/ Wealth Management assets and liabilities, (ii) debt securities and equities comprising investments held for yield and/ or long-term capital gains, (iii) strategic stakes in entities, and (iv) structural foreign exchange risk arising mainly from the Group's strategic investments, which are denominated in currencies other than the Singapore Dollar.

The Group uses a variety of financial derivatives such as swaps, forwards and futures, and options for trading and hedging against market movements.

Market Risk Management

The Group's approach to market risk management comprises the following building blocks:

- **Policies**
The Group Market Risk Management Policy sets the Group's overall approach towards market risk management. This policy is supplemented with standards and guides, which facilitate the identification, measurement, control, monitoring and reporting of market risk in a consistent manner. They also set out the overall approach, requirements and controls governing market risk stress testing across the Group.

The criteria for determining the positions to be included in the trading book are stipulated in the Trading Book Policy Statement.

- **Risk Methodologies**
The Group utilises Value-at-Risk (VaR), a statistical risk measure, to estimate the potential loss from market movements. This measure uses historical simulation based on data for the previous 12 months. It assumes that historical changes in market values reflect the distribution of potential outcomes in the immediate future.

The Group limits and monitors market risk exposures using Expected Shortfall (ES). ES is estimated by averaging the portfolio's potential losses beyond the 97.5% confidence interval, under normal market conditions and over a one-day holding period.

ES is supplemented with other risk control metrics such as sensitivities to risk factors and loss triggers for management action.

The Group conducts backtesting to verify the predictiveness of the VaR model. Backtesting compares VaR calculated for positions at the close of each business day with the profit and loss (P&L) that arises from those positions on the following business day. The backtesting P&L excludes fees and commissions, revenues from intra-day trading, non-daily valuation adjustments and time effects.

For backtesting, VaR at the 99% confidence interval and over a one-day holding period is used. The Group adopts the standardised approach to compute market risk regulatory capital under MAS Notice 637 for the trading book positions. As such, VaR backtesting does not impact the Group's regulatory capital for market risk.

There are limitations to VaR models; for example, past changes in market risk factors may not provide accurate predictions of future market movements, and the risk arising from adverse market events may not be considered.

To monitor the Group's vulnerability to unexpected but plausible extreme market risk-related events, it conducts multiple market risk stress tests regularly. These cover trading and non-trading portfolios and follow a combination of historical and hypothetical scenarios depicting risk-factor movement.

Interest Rate Risk in the Banking Book (IRRBB) arises from mismatches in the interest rate profiles of assets, liabilities and capital instruments. The Group identifies, measures and manages IRRBB from both economic value and earning perspectives using Economic Value of Equity (EVE) and Net Interest Income (NII) variability as the respective key risk metrics. Estimating IRRBB requires the use of behavioural models and assumptions on certain parameters such as loan prepayment, fixed deposits early redemption and the duration of non-maturity deposits. The Group measures IRRBB on a monthly basis.

- **Processes, Systems and Reports**
Robust internal control processes and systems have been designed and implemented to support the Group's market risk management approach. The Group reviews these control processes and systems regularly, and these reviews allow senior management to assess their effectiveness.

The RMG Market and Liquidity Risk unit – an independent market risk management function reporting to the CRO – monitors, controls and analyses the Group's market risk daily. The unit comprises risk control, risk analytics, production and reporting teams.

Market Risk

The main risk factors driving the Group's trading portfolios in 2023 were interest rates and credit spreads. The following table shows the year-end, average, high and low diversified ES, and ES by risk class for the Group's trading portfolios. Higher ES in 2023 was due to volatile markets caused by various events such as the failure of Credit Suisse and several US regional banks, geopolitical risks and global rate hikes.

The Group				
1 Jan 2023 to 31 Dec 2023				
In \$ millions	As at 31 Dec 2023	Average	High	Low
Diversified	11	17	27	11
Interest Rates	11	20	30	8
Foreign Exchange	3	4	9	2
Equity	2	2	5	1
Credit Spread	14	15	17	11
Commodity	3	4	7	#

1 Jan 2022 to 31 Dec 2022				
In \$ millions	As at 31 Dec 2022	Average	High	Low
Diversified	15	11	20	7
Interest Rates	18	14	27	6
Foreign Exchange	6	4	8	1
Equity	2	4	8	2
Credit Spread	11	9	11	5
Commodity	#	1	3	#

Amount under \$500,000

The Group's trading portfolios experienced two backtesting exceptions in 2023 and both were in March. They were mainly due to unexpected market movements caused by the fallout of several US regional banks and Credit Suisse.

In 2023, the key market risk drivers of the Group's non-trading portfolios were interest rate risk in the material currencies Singapore Dollar, US Dollar and Hong Kong Dollar. Interest Rate Risk in the Banking Book (IRRBB) is measured by the change in Economic Value of Equity (EVE) and Net Interest Income (NII). The rate shock scenarios follow MAS Notice 637 Annex 10C where interest rate shocks are prescribed for each currency. For example, the parallel scenario simulations for the Group's material currencies use a rate shock of 150 basis points for Singapore Dollar and a rate shock of 200 basis points for US Dollar and Hong Kong Dollar. Under the parallel up and down scenarios, all-currency NII is estimated to increase by \$1,539 million and decrease by \$1,762 million respectively.

Another key risk in the Group's non-trading portfolios is structural foreign exchange positions, arising mainly from the Group's strategic investments and retained earnings in overseas branches and subsidiaries.

Please refer to Note 37.3 for more information on the Group's structural foreign exchange positions.

44. Liquidity Risk

The Group's liquidity risk arises from its obligations to honour withdrawals of deposits, repayments of borrowed funds at maturity and its commitments to extend loans to its customers. The Group seeks to manage its liquidity to ensure that its liquidity obligations will continue to be honoured under normal as well as adverse circumstances.

Liquidity Risk Management

Approach to Liquidity Risk Management

The Group's approach to liquidity risk management comprises the following building blocks:

- **Policies**

The Group Liquidity Risk Management Policy sets its overall approach towards liquidity risk management and describes the range of strategies the Group employs to manage its liquidity.

These strategies include maintaining an adequate counterbalancing capacity to address potential cash flow shortfalls and having diversified sources of liquidity.

The Group's counterbalancing capacity includes liquid assets, the capacity to borrow from the money markets (including the issuance of commercial papers and covered bonds), and forms of managerial interventions that improve liquidity. In the event of a potential or actual crisis, the Group has in place a set of liquidity contingency and recovery plans to ensure that it maintains adequate liquidity.

The Group Liquidity Risk Management Policy is supported by standards that establish the detailed requirements for liquidity risk identification, measurement, reporting and control within the Group. The set of policies, standards and supporting guides communicate these baseline requirements to ensure a consistent application throughout the Group.

- **Risk Methodologies**

The primary measure used to manage liquidity within the tolerance defined by the Group Board is cash flow maturity mismatch analysis.

This form of analysis is performed on a regular basis under normal and adverse scenarios. It assesses the adequacy of the Group's counterbalancing capacity to fund or mitigate any cash flow shortfalls that may occur as forecasted in the cash flow movements across successive time bands. To ensure that liquidity is managed in line with the Group's Risk Appetite, core parameters such as the types of scenarios, the survival period and the minimum level of liquid assets, are pre-specified for monitoring and control on a group-wide basis. Any occurrences of forecasted shortfalls that cannot be covered by the Group's counterbalancing capacity will be escalated to the relevant committees for evaluation and action.

Liquidity risk stress testing is performed regularly using cash flow maturity mismatch analysis, and covers adverse scenarios including general market and idiosyncratic stress scenarios. Stress tests assess the Group's vulnerability when liability run-offs increase, asset rollovers increase and/ or liquid asset buffers decrease. In addition, ad hoc stress tests are performed as part of the Group's recovery planning and ICAAP exercises.

Liquidity risk control measures such as liquidity-related ratios and balance sheet analysis are complementary tools for cash flow maturity mismatch analysis, and they are performed regularly to obtain deeper insights and finer control over the Group's liquidity profile across different locations.

The liquidity risk control measures also include concentration measures regarding top depositors, wholesale borrowing and swapped funds ratios.

- **Processes, systems and reports**

Robust internal control processes and systems support the Group's overall approach in identifying, measuring, aggregating, controlling and monitoring liquidity risk across the Group. Continuous improvement in data and reporting platforms has allowed most elements of internal liquidity risk reporting to be centralised.

The RMG Market and Liquidity Risk unit manages the day-to-day liquidity risk monitoring, control reporting and analysis.

Liquidity Management and Funding Strategy

The Group strives to develop a diversified funding base with access to funding sources across retail and wholesale channels in both Singapore dollar and foreign currencies. The Group's funding strategy is anchored on the strength of its core deposit franchise and is augmented by its established long-term funding capabilities.

Growth in the regional franchise generates price, volume, currency and tenor mismatches between the Group's assets and liabilities. To this end, where practicable and transferable without loss in value, the Group makes appropriate use of swap markets for relevant currencies, commensurate with the liquidity of each, in the conversion and deployment of surplus funds across locations.

As these swaps typically mature earlier than loans, the Group is exposed to potential cash flow mismatches arising from the risk that counterparties may not roll over maturing swaps to support the Group's ongoing funding needs. This risk is mitigated by triggers set on the number of swaps transacted with the market and by conservative assumptions on the cash flow behaviour of swaps under its cash flow maturity gap analysis.

In general, the term borrowing needs are managed centrally by the head office in consultation with the Group's overseas locations, subject to relevant regulatory restrictions and to an appropriate level of presence and participation required by the respective local funding markets.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The Group Asset and Liability Committee and respective Location Asset and Liability Committees regularly review the composition and growth trajectories of the relevant balance sheets and refine the Group's funding strategy according to business momentum, competitive factors and prevailing market conditions.

Liquidity risk in 2023

The Group actively monitors and manages its liquidity profile through cash flow maturity mismatch analysis.

In forecasting cash flow under the analysis, behavioural profiling is necessary in cases where a product has

indeterminate maturity or the contractual maturity does not realistically reflect the expected cash flow.

Two examples are maturity-indeterminate savings and current account deposits, which are generally viewed as sources of stable funding for commercial banks. A conservative view is adopted in the behavioural profiling of assets, liabilities and off-balance sheet commitments that have exhibited cash flow patterns that differ significantly from the contractual maturity profile shown under Note 44.1.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

44.1 Contractual maturity profile of assets and liabilities

The table below analyses assets and liabilities of the Group as at 31 December based on the remaining period as at balance sheet date to the contractual maturity date.

The Group									
In \$ millions	Less than 7 days	1 week to 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	No specific maturity	Total
2023									
Cash and balances with central banks	17,150	12,585	18,896	1,007	575				50,213
Government securities and treasury bills	1,391	5,403	9,972	10,987	11,769	8,735	22,308	-	70,565
Due from banks	22,286	15,002	11,398	14,914	3,392	244	-	-	67,236
Derivatives ^(a)	22,786	-	-	-	-	-	-	-	22,786
Bank and corporate securities	25	1,293	2,035	9,405	20,893	15,749	19,935	12,400	81,735
Loans and advances to customers	31,000	66,567	49,061	60,346	80,921	42,866	85,402	-	416,163
Other assets	10,740	1,139	2,044	2,366	192	69	31	1,385	17,966
Associates and joint ventures	-	-	-	-	-	-	-	2,487	2,487
Properties and other fixed assets	-	-	-	-	-	-	-	3,689	3,689
Goodwill and intangible assets	-	-	-	-	-	-	-	6,313	6,313
Due from holding company	463	-	-	-	1,011	-	-	-	1,474
Total assets	105,841	101,989	93,406	99,025	118,753	67,663	127,676	26,274	740,627
Due to banks	23,788	12,636	6,430	2,342	1,508	-	-	-	46,704
Deposits and balances from customers	322,622	76,209	80,885	49,901	3,310	1,165	1,011	-	535,103
Derivatives ^(a)	23,474	-	-	-	-	-	-	-	23,474
Other liabilities	10,980	984	3,290	3,665	809	643	706	1,260	22,337
Other debt securities	1,243	7,258	7,708	8,690	11,767	3,297	2,267	1,157	43,387
Due to holding company	511	4	32	1,296	2,248	132	1,816	-	6,039
Total liabilities	382,618	97,091	98,345	65,894	19,642	5,237	5,800	2,417	677,044
Non-controlling interests	-	-	-	-	-	-	-	1,106	1,106
Shareholders' funds	-	-	-	-	-	-	-	62,477	62,477
Total equity	-	-	-	-	-	-	-	63,583	63,583
2022									
Cash and balances with central banks	18,714	12,149	21,106	1,690	511	-	-	-	54,170
Government securities and treasury bills	1,987	1,971	9,500	10,952	15,231	8,587	16,767	-	64,995
Due from banks	21,700	13,356	10,902	13,701	155	248	-	-	60,062
Derivatives ^(a)	45,063	-	-	-	-	-	-	-	45,063
Bank and corporate securities	-	851	2,447	7,757	20,012	14,181	17,419	12,790	75,457
Loans and advances to customers	30,735	65,913	53,316	56,630	82,641	46,335	78,949	-	414,519
Other assets	11,843	978	1,834	1,839	118	47	40	1,588	18,287
Associates and joint ventures	-	-	-	-	-	-	-	2,280	2,280
Properties and other fixed assets	-	-	-	-	-	-	-	3,238	3,238
Goodwill and intangible assets	-	-	-	-	-	-	-	5,340	5,340
Due from holding company	-	403	-	717	-	-	-	-	1,120
Total assets	130,042	95,621	99,105	93,286	118,668	69,398	113,175	25,236	744,531
Due to banks	18,079	9,085	5,426	5,191	1,903	-	-	-	39,684
Deposits and balances from customers	353,495	58,839	69,904	40,647	2,819	552	744	-	527,000
Derivatives ^(a)	45,291	-	-	-	-	-	-	-	45,291
Other liabilities	12,594	982	2,780	2,236	746	145	322	2,885	22,690
Other debt securities	1,689	5,493	14,742	8,142	7,119	3,351	1,868	1,377	43,781
Due to holding company	571	7	17	690	1,551	-	5,589	-	8,425
Total liabilities	431,719	74,406	92,869	56,906	14,138	4,048	8,523	4,262	686,871
Non-controlling interests	-	-	-	-	-	-	-	1,119	1,119
Shareholders' funds	-	-	-	-	-	-	-	56,541	56,541
Total equity	-	-	-	-	-	-	-	57,660	57,660

(a) Derivative financial assets and liabilities are included in the "Less than 7 days" bucket as they are mainly held for trading. Please refer to the tables in Note 37 for the maturity profile of hedging derivatives

The above table includes disclosure of the contractual maturity of financial liabilities, which approximates the same analysis on an undiscounted basis, as total future interest payments are not material relative to the principal amounts. Assets and liabilities (including non-maturing savings/ current deposits) are represented on a contractual basis or in a period when it can legally be withdrawn. The cash flows of assets and liabilities may behave differently from their contractual terms.

44.2 Contingent liabilities and commitments

The table below shows the Group's contingent liabilities and commitments based on the remaining period as at the balance sheet date to contractual expiry date.

In \$ millions	The Group				Total
	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	
2023					
Guarantees, letters of credit and other contingent liabilities	38,619	-	-	-	38,619
Undrawn credit commitments ^(a) and other facilities	377,906	24,892	20,110	2,019	424,927
Capital commitments	39	14	3	-	56
Total	416,564	24,906	20,113	2,019	463,602
2022					
Guarantees, letters of credit and other contingent liabilities	37,669	-	-	-	37,669
Undrawn credit commitments ^(a) and other facilities	318,487	23,247	21,288	3,246	366,268
Capital commitments	61	32	41	-	134
Total	356,217	23,279	21,329	3,246	404,071

(a) Includes commitments that are unconditionally cancellable at any time by the Group

The Group expects that not all of the contingent liabilities will be called upon and not all of the undrawn credit commitments will be drawn before expiry.

45. Operational and Technology Risk

Operational risk is inherent in the Group's business activities and may arise from inadequate or failed internal processes, people, systems, or from external events. The Group's objective is to keep operational risk at appropriate levels, taking into account the markets it operates in, the characteristics of the businesses as well as its economic and regulatory environment.

45.1 Operational Risk Management

The Group's approach to operational risk management comprises the following building blocks:

- **Policies**

The Group Operational Risk Management (ORM) Policy sets its overall approach for managing operational risk in a structured, systematic and consistent manner.

There are policies, standards, tools and programmes in place to govern ORM practices across the Group. These include corporate operational risk policies and standards that are owned by the respective corporate oversight and control functions. The key policies address risk areas relating to technology, compliance, fraud, money laundering, financing of terrorism and sanctions, new product, outsourcing and ecosystem partnership.

- **Risk Methodologies**

The Group adopts the standardised approach to compute operational risk regulatory capital.

To manage and control operational risk, the Group uses various tools, including risk and control self-assessment (RCSA), operational risk event management and key risk indicator monitoring.

The Group's Three Lines Model adopts one common risk taxonomy, and a consistent risk assessment approach to managing operational risk. RCSA is conducted by each business or support unit to identify key operational risk and assess the effectiveness of internal controls. When control issues are identified, the units develop action plans and track the resolution of the issues.

Operational risk events are classified in accordance with Basel standards. Such events, including any significant incidents that may impact the Group's reputation, must be reported based on certain established thresholds. Key risk indicators with pre-defined escalation triggers are employed to facilitate risk monitoring in a forward-looking manner.

Additional methodologies are in place to address subject-specific risks, including, but not limited to, the following:

Compliance risk

Compliance risk refers to the risk of the Group not being able to successfully conduct its business because of any failure to comply with laws, regulatory requirements, industry codes or standards of business and professional conduct applicable to the financial sector.

This includes, in particular, laws and regulations applicable to the licensing and conducting of banking or other financial businesses, financial crime such as anti-money laundering (AML) and countering the financing of terrorism (CFT), fraud and bribery/corruption. The Group maintains a compliance programme designed to identify, assess, measure, mitigate and report on such risks through a combination of policy and relevant systems and controls.

To counter financial crime and sanctions risks, The Group established minimum standards for the Group's business and support units to manage the Group's actual and/or potential risk exposures. In addition, standards aimed to provide the end-to-end management for fraud and related issues at the unit and geographical levels, are implemented through the Fraud Management Programme. The Group implements surveillance and compliance testing controls where necessary to obtain assurance that the control framework is operating effectively.

The Group also provides relevant training and implements assurance processes. The Group strongly believes in the need to promote a strong compliance culture as well, and this is developed through the leadership of its Board and senior management.

New product, outsourcing and ecosystem partnership risks

Each new product, service, outsourcing arrangement or ecosystem partnership is subject to a risk review and sign-off process, where relevant risks are identified and assessed. Variations of existing products or services and existing outsourcing arrangements and ecosystem partnerships are also subject to a similar process.

Other mitigation programmes

A robust business continuity management programme is in place to ensure that essential banking services can continue in the event of unforeseen events or business disruptions. This includes a crisis management plan to enable quick response to manage incidents. Exercises are conducted annually, simulating different scenarios to test business continuity plans and crisis management protocol. The effectiveness of these exercises as well as the Group's business continuity readiness and its alignment to regulatory guidelines are communicated and attested by senior management to the BRMC annually.

To mitigate losses from specific risk events which are unexpected and significant, the Group effects group-wide insurance coverage under the Group Insurance Programme. These insurance policies relate to crime and professional indemnity, directors and officers liability, cybersecurity risk, property damage and business interruption, general liability and terrorism.

• **Processes, Systems and Reports**

Robust internal control processes and systems are integral to identifying, assessing, monitoring, managing and reporting operational risk.

All units within the Group are responsible for the day-to-day management of operational risk in their products, processes, systems and activities, in accordance with the various frameworks and policies. The RMG Operational Risk unit and other corporate oversight and control functions:

- Oversee and monitor the effectiveness of operational risk management;
- Assess key operational risk issues with the units; and
- Report and/ or escalate key operational risks to risk committees with recommendations on appropriate risk mitigation strategies.

The Group has in place an integrated governance, risk and compliance system with aligned risk assessment methodology, common taxonomy, and unified processes for the Three Lines Model. The Group has in place an operational risk landscape profile which provides the Group Board and senior management with an integrated view of the Group's operational risk profile periodically, across key operational risk areas and business lines.

45.2 Technology Risk Management

Technology risk

Information Technology (IT) risk is managed through an enterprise technology risk management approach. This covers risk identification, assessment, mitigation, monitoring and reporting. In addition, the appropriate governance, IT policies and standards, control processes and risk mitigation programmes are in place to support the risk management approach.

Arising from multiple digital disruptions in 2023, a comprehensive technology risk management roadmap has been put in place to address gaps in technology risk governance and oversight, incident management, system resilience and change management.

The Group has established a new sub-committee of the Board Risk Management Committee (BRMC) called the BRMC Technology Risk Committee (BTRC) for dedicated oversight of technology risk.

To enhance independent checks and balances, the Group transferred the Technology Risk Management team to the Risk Management Group with new leadership and expanded bench strength. The Group strengthened its site reliability engineering with new leadership and also created a new Quality Assurance function to provide an additional independent layer of verification, controls and checks over the Group's change management process. A new Group Technology Risk Committee (GTRC) was constituted to enhance the oversight and management of technology risk by senior management.

Relating to incident management, the Group has established clearer ownership and management of incidents within the Group, as well as between the Group and its service providers and vendors. The Group also embarked on proactive problem management through the active review of early warning indicators, identification of other possibly affected areas, and taking preventive actions.

Cybersecurity risk

Cybersecurity risk remains a top priority for the Group. The Chief Information Security Officer (CISO) is responsible for overseeing the cybersecurity function, serving as the central authority for all cybersecurity matters in relation to technology and operational cyber risks, data protection, and compliance with cybersecurity regulations. The Group places a strong emphasis on safeguarding its people, information, network, equipment, and applications in alignment with the Group's risk tolerance.

To ensure the Group is proactive in addressing cyber threats, it allocates significant resources towards enhancing its cyber hygiene and control environment. The Group is committed to staying in tandem with the ever-evolving cyber threat landscape. As the second line, the CISO office conducts regular assessments to validate the effectiveness of the Group's controls and to obtain assurance that the Group's control framework remains resilient in the face of emerging and evolving threats.

Furthermore, the Group is dedicated to promoting a culture of cybersecurity risk awareness. The Group believes that a strong security culture starts with its employees. As such, the Group provides relevant training and educational resources to empower its staff to recognise and respond to cybersecurity risks effectively. By fostering this culture of awareness, the Group not only enhances its defence against cyber threats but also ensure that cybersecurity is a shared responsibility across the Group.

46. Capital Management

The Group Board is responsible for setting the Group's capital management objective, which is to maintain a strong capital position consistent with regulatory requirements under the MAS Notice 637 and the expectations of various stakeholders, including customers, investors and rating agencies. The Group Board articulates this objective in the form of capital targets. This objective is pursued while delivering returns to shareholders and ensuring that adequate capital resources are available for business growth and investment opportunities as well as adverse situations, taking into consideration the Group's strategic plans and risk appetite.

The Group's capital management objective is implemented via a capital management and planning process that is overseen by the Capital Committee. The Chief Financial Officer chairs the Capital Committee. The Capital Committee receives regular updates on the Group's current and projected capital positions. A key tool for capital planning is the annual Internal Capital Adequacy Assessment Process (ICAAP) through which the Group assesses its projected capital supply and demand relative to regulatory requirements and capital targets. The ICAAP generally has a three-year horizon and covers various scenarios, including stress scenarios of differing scope and severity.

The Group is subject to and has complied with the capital adequacy requirements set out in the MAS Notice 637, which effects the Basel Committee on Banking Supervision's capital adequacy framework in Singapore, throughout the year. The Group's capital adequacy ratios as at 31 December 2023 and 2022 have been subject to an external limited assurance review, pursuant to the MAS Notice 609 "Auditors' Reports and Additional Information to be submitted with Annual Accounts".

Institutional Banking

Institutional Banking provides financial services and products to institutional clients including bank and non-bank financial institutions, government-linked companies, large corporates and small and medium-sized businesses. The business focuses on broadening and deepening customer relationships.

Products and services comprise the full range of credit facilities from short-term working capital financing to specialised lending. It also provides global transactional services such as cash management, trade finance and securities and fiduciary services, treasury and markets products, corporate finance and advisory banking as well as capital markets solutions.

Treasury Markets

Treasury Markets' activities primarily include structuring, market-making and trading across a broad range of treasury products.

Income from sale of treasury products offered to customers of Consumer Banking/ Wealth Management and Institutional Banking is not reflected in the Treasury Markets segment, but in the respective customer segments.

Others

The Others segment encompasses the results of corporate decisions that are not attributed to business segments. It includes earnings on capital deployed into high quality assets, earnings from non-core asset sales and certain other head office items such as centrally-managed credit allowances. DBS Vickers Securities is also included in this segment.

47. Segment Reporting

47.1 Business segment reporting

The business segment results are prepared based on the Group's internal management reporting which reflects the organisation's management structure. As the activities of the Group are highly integrated, internal allocation has been made in preparing the segment information. Amounts for each business segment are shown after the allocation of certain centralised costs, funding income and the application of transfer pricing, where appropriate. Transactions between segments are recorded within the segment as if they are third party transactions and are eliminated on consolidation.

The Group's various business segments are described below.

Consumer Banking/ Wealth Management

Consumer Banking/ Wealth Management provides individual customers with a diverse range of banking and related financial services. The products and services available to customers include current and savings accounts, fixed deposits, loans and home finance, cards, payments, investment and insurance products.

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
For the Year ended 31 December 2023

The following table analyses the results, total assets and total liabilities of the Group by business segment.

In \$ millions	The Group				Total
	Consumer Banking/ Wealth Management	Institutional Banking	Treasury Markets	Others	
2023					
Net interest income	6,195	7,153	(644)	903	13,607
Net fee and commission income	1,986	1,370	-	10	3,366
Other non-interest income	758	834	1,369	183	3,144
Total income	8,939	9,357	725	1,096	20,117
Total expenses	4,412	2,489	630	749	8,280
Amortisation of intangible assets	-	-	-	9	9
Allowances for credit and other losses	270	88	15	217	590
Share of profits or losses of associates and joint ventures	-	7	7	200	214
Profit before tax	4,257	6,787	87	321	11,452
Income tax expense and non-controlling interest					1,436
Net profit attributable to shareholders					10,016
Total assets before goodwill and intangible assets	134,693	317,552	182,940	99,129	734,314
Goodwill and intangible assets					6,313
Total assets					740,627
Total liabilities	297,302	218,527	116,585	44,630	677,044
Capital expenditure	167	38	25	488	718
Depreciation	20	4	3	710	737
2022					
Net interest income	4,270	5,569	222	855	10,916
Net fee and commission income	1,783	1,293	-	15	3,091
Other non-interest income	601	826	952	86	2,465
Total income	6,654	7,688	1,174	956	16,472
Total expenses	3,803	2,254	619	407	7,083
Amortisation of intangible assets	-	-	-	-	-
Allowances for credit and other losses	158	(204)	(10)	293	237
Share of profits or losses of associates and joint ventures	-	-	4	203	207
Profit before tax	2,693	5,638	569	459	9,359
Income tax expense and non-controlling interest					1,204
Net profit attributable to shareholders					8,155
Total assets before goodwill and intangible assets	126,395	326,469	204,972	81,355	739,191
Goodwill and intangible assets					5,340
Total assets					744,531
Total liabilities	282,578	228,827	118,800	56,666	686,871
Capital expenditure	151	37	26	455	669
Depreciation	33	4	3	661	701

47.2 Geographical segment reporting

The performance by geography is classified based on the location in which income and assets are recorded, while some items such as centrally-managed credit allowances and technology-related services are reflected in Singapore. Hong Kong comprises mainly DBS Bank (HK) Limited and DBS HK branch. Rest of Greater China comprises mainly DBS Bank (China) Ltd, DBS Bank (Taiwan) Ltd and DBS Taipei branch. South and Southeast Asia comprises mainly PT Bank DBS Indonesia, DBS Bank India Limited and DBS Labuan branch. All results are prepared in accordance with SFRS(I).

In \$ millions	The Group					Total
	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	
2023						
Net interest income	8,973	2,167	871	1,089	507	13,607
Net fee and commission income	2,123	664	210	266	103	3,366
Other non-interest income	2,263	383	302	68	128	3,144
Total income	13,359	3,214	1,383	1,423	738	20,117
Total expenses	4,914	1,202	1,113	914	137	8,280
Amortisation of intangible assets	-	-	9	-	-	9
Allowances for credit and other losses	276	138	95	84	(3)	590
Share of profits or losses of associates and joint ventures	33	-	173	-	8	214
Profit before tax	8,202	1,874	339	425	612	11,452
Income tax expense and non-controlling interest	858	296	31	100	151	1,436
Net profit attributable to shareholders	7,344	1,578	308	325	461	10,016
Total assets before goodwill and intangible assets	482,030	98,721	70,415	33,326	49,822	734,314
Goodwill and intangible assets	5,115	29	995	174	-	6,313
Total assets	487,145	98,750	71,410	33,500	49,822	740,627
Non-current assets ^(a)	4,033	629	1,176	318	20	6,176
2022						
Net interest income	6,960	1,844	768	893	451	10,916
Net fee and commission income	1,943	672	176	230	70	3,091
Other non-interest income	1,711	407	219	55	73	2,465
Total income	10,614	2,923	1,163	1,178	594	16,472
Total expenses	4,082	1,137	851	894	119	7,083
Amortisation of intangible assets	-	-	-	-	-	-
Allowances for credit and other losses	(33)	56	106	3	105	237
Share of profits or losses of associates and joint ventures	25	-	179	-	3	207
Profit before tax	6,590	1,730	385	281	373	9,359
Income tax expense and non-controlling interest	728	285	45	72	74	1,204
Net profit attributable to shareholders	5,862	1,445	340	209	299	8,155
Total assets before goodwill and intangible assets	493,015	107,879	60,303	28,900	49,094	739,191
Goodwill and intangible assets	5,133	29	-	178	-	5,340
Total assets	498,148	107,908	60,303	29,078	49,094	744,531
Non-current assets ^(a)	3,957	648	579	314	20	5,518

(a) Investments in associates and joint ventures, properties and other fixed assets

48. Significant Events

48.1 Operational Risk Penalty for Digital Disruption

In May 2023, MAS imposed an additional capital requirement on the Bank following the widespread unavailability of its digital banking services in March and a subsequent disruption to its digital banking and ATM services in May 2023. MAS' supervisory action requires the Bank to set aside additional capital amounting to 1.8 times of its risk-weighted assets for operational risk. In November 2023, MAS imposed a six-month pause on the Bank's non-essential IT changes.

The Bank has drawn up a comprehensive technology resiliency roadmap to strengthen its technology risk management and controls in four main areas: change management, system resiliency, incident management, and technology governance and oversight. The roadmap is being implemented in phases.

48.2 Commitment Up To \$1 Billion to Support Vulnerable Communities and Catalyse Social Impact Over Ten Years

On 11 August 2023, the Bank announced that it will commit up to \$1 billion over the next ten years to improve lives and livelihoods of the low-income and underprivileged, and foster a more inclusive society. The actual contribution each year, of up to \$100 million, will be determined based on the Group's financial performance in the preceding year. The Group will deploy up to \$100 million each year in Singapore and its other key markets with effect from 2024. This commitment augments existing community initiatives by the Group and DBS Foundation.

The Group has made a provision of \$100 million as part of the ten-year \$1 billion Corporate and Social Responsibility commitment for the year ended 31 December 2023.

48.3 Increased stake in an associate, Shenzhen Rural Commercial Bank Corporation Limited (SRCB)

On 29 December 2023, the Bank announced it has obtained the requisite regulatory approvals to increase its existing stake in SRCB from 13% to 16.69% for a total consideration of \$374 million. The transaction was completed in January 2024.

ISSUERS

Registered Offices

DBS Group Holdings Ltd

12 Marina Boulevard
Marina Bay Financial Centre Tower 3,
Level 11
Singapore 018982

DBS Bank Ltd.

12 Marina Boulevard
Marina Bay Financial Centre 3,
Level 11
Singapore 018982

SOLE ARRANGER AND PROGRAMME DEALER

DBS Bank Ltd.

12 Marina Boulevard
Marina Bay Financial Centre Tower 3,
Level 42
Singapore 018982

PROGRAMME DEALERS

Barclays Bank PLC, Singapore Branch

10 Marina Boulevard
#25-01, Marina Bay Financial Centre
Tower 2
Singapore 018983

Citigroup Global Markets Inc.

388 Greenwich Street, 1st Floor
New York
NY 10013
United States of America

Deutsche Bank AG, Singapore Branch

One Raffles Quay
Level 12 South Tower
Singapore 048583

The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch

10 Marina Boulevard
#45-01 Marina Bay Financial Centre
Tower 2
Singapore 018983

J.P. Morgan Securities Asia Private Limited

88 Market Street
CapitaSpring
26th Floor
Singapore 048948

Lloyds Bank Corporate Markets plc

10 Gresham Street,
London EC2V 7AE
United Kingdom

Merrill Lynch (Singapore) Pte. Ltd.

50 Collyer Quay
#14-01 OUE Bayfront
Singapore 049321

RBC Capital Markets, LLC

Brookfield Place
200 Vesey Street, 8th Floor
New York, NY 10281-8098
United States of America

RBC Europe Limited

100 Bishopsgate
London EC2N 4AA
United Kingdom

Société Générale

29, boulevard Haussmann
75009 Paris
France

The Toronto-Dominion Bank

60 Threadneedle Street,
London EC2R 8AP,
United Kingdom

UBS AG Singapore Branch

9 Penang Road
Singapore 238459

Wells Fargo International Limited

33 King William Street
London
EC4R 9AT
United Kingdom

Wells Fargo Securities, LLC

550 South Tryon Street
5th Floor
Charlotte NC 28202
United States of America

LEGAL ADVISERS

To the Issuers as to English and U.S. Law

Linklaters Singapore Pte. Ltd.
One George Street #17-01
Singapore 049145

To the Issuers as to Singapore Law

Allen & Gledhill LLP
One Marina Boulevard #28-00
Singapore 018989

To DBS Bank as to Australian Law

King & Wood Mallesons
Level 61
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia

To the Sole Arranger and the Programme Dealers as to English and U.S. Law

Clifford Chance Pte. Ltd.
12 Marina Boulevard
Marina Bay Financial Centre Tower 3
25th Floor
Singapore 018982

AUDITORS

PricewaterhouseCoopers LLP
7 Straits View
Marina One, East Tower, Level 12
Singapore 018936

TRUSTEE

The Bank of New York Mellon, London Branch
160 Queen Victoria Street
London EC4V 4LA
United Kingdom

ISSUING AND PAYING AGENT

The Bank of New York Mellon, London Branch
160 Queen Victoria Street
London EC4V 4LA
United Kingdom

TRANSFER AGENTS

The Bank of New York Mellon
240 Greenwich Street
New York, NY 10286
United States of America

**The Bank of New York Mellon SA/NV,
Luxembourg Branch**
2-4 rue Eugène Ruppert
Vertigo Building, Polaris
L-2453 Luxembourg

**The Bank of New York Mellon,
Singapore Branch**
One Temasek Avenue,
#02-01 Millenia Tower,
Singapore 039192

The Bank of New York Mellon, Hong Kong Branch

Level 26, Three Pacific Place,
1 Queen's Road East
Hong Kong

BTA Institutional Services Australia Limited

Level 2
1 Bligh Street
Sydney
New South Wales 2000
Australia

**DTC PAYING AGENT AND EXCHANGE
AGENT****The Bank of New York Mellon**

240 Greenwich Street
New York, NY 10286
United States of America

CDP PAYING AGENT**The Bank of New York Mellon,
Singapore Branch**

One Temasek Avenue,
#02-01 Millenia Tower,
Singapore 039192

CMU LODGING AND PAYING AGENT**The Bank of New York Mellon,
Hong Kong Branch**

Level 26, Three Pacific Place,
1 Queen's Road East,
Hong Kong

PAYING AGENT (AMTNs)**BTA Institutional Services Australia Limited**

Level 2
1 Bligh Street
Sydney
New South Wales 2000
Australia

CALCULATION AGENTS**The Bank of New York
Mellon, London Branch**

160 Queen Victoria Street
London EC4V 4LA
United Kingdom

**The Bank of New York
Mellon, Singapore Branch**

One Temasek Avenue,
#02-01 Millenia Tower,
Singapore 039192

**The Bank of New York
Mellon, Hong Kong Branch**

Level 26, Three Pacific Place,
1 Queen's Road East
Hong Kong

**The Bank of New York
Mellon**

240 Greenwich Street
New York, NY 10286
United States of America

REGISTRARS**The Bank of New York Mellon**

240 Greenwich Street
New York, NY 10286
United States of America

**The Bank of New York
Mellon SA/NV, Luxembourg Branch**

2-4 rue Eugène Ruppert Vertigo Building,
Polaris
L-2453 Luxembourg

**The Bank of New York
Mellon, Singapore Branch**

One Temasek Avenue,
#02-01 Millenia Tower,
Singapore 039192

The Bank of New York Mellon, Hong Kong Branch

Level 26, Three Pacific Place,
1 Queen's Road East,
Hong Kong

BTA Institutional Services Australia Limited

Level 2
1 Bligh Street
Sydney
New South Wales 2000
Australia