

Media Release

Keppel's comments following the signing of the Implementation Agreement between SPH and Cuscaden Peak

Singapore, 16 November 2021 – In response to media queries on Keppel Corporation's position following the Implementation Agreement dated 15 November 2021 entered between SPH and Cuscaden Peak ("Cuscaden"), a spokesperson of Keppel Corporation and Keppel Pegasus Pte Ltd ("Keppel") said:

"We believe that Keppel's final offer is a compelling one and a win-win proposition which would be put to both Keppel Corporation's and SPH's shareholders for their respective decisions.

To SPH's shareholders, we reiterate that:

- (1) Keppel's final consideration of S\$2.351/SPH share¹ as at 9 November 2021 represents a compelling 57% premium to SPH's undisturbed trading price on 30 March 2021. The final consideration will depend on the unit prices of the two REITs.
- (2) Keppel's offer is firm and irrevocable:
 - a. Keppel has obtained the requisite regulatory approvals from the Foreign Investment Review Board of Australia and the Monetary Authority of Singapore, while no approval is required from IMDA. Even if a competing offeror is able to obtain the requisite approvals, it would take some time.
 - b. Moreover, Keppel has waived its walk away right under the Material Adverse Effects clause. In contrast, for the Cuscaden Scheme, the Material Adverse Effects clause remains in place for now. The waiver of the Material Adverse Effects clause only takes effect from the date of the despatch of the Cuscaden Scheme Document and is also subject to other conditions.
- (3) SPH's shareholders will get future cash distributions from SPH REIT and Keppel REIT if our deal is completed, in addition to being able to receive Keppel REIT units at a 10% discount to its NAV as of 30 September 2021. The Keppel REIT units and SPH REIT units that SPH shareholders will receive in mid-January 2022 will have accrued distributions. In the usual and ordinary course

¹ The implied value of the Keppel scheme consideration is S\$2.351 per SPH share, based on the closing price for SPH REIT (S\$1.020 per SPH REIT Unit) and Keppel REIT (S\$1.150 per Keppel REIT Unit) on 9 November 2021, being the date of the Keppel Joint Revision Announcement.

of business, unitholders of Keppel REIT will be entitled to their second half 2021 distributions in early February 2022 and unitholders of SPH REIT will be entitled to their first quarter FY2022 distributions in mid-January 2022. To give an illustration of the accrued distributions, assuming the transaction had been completed on 15th January 2021, the combined accrued distributions from Keppel REIT and SPH REIT would have been approximately S\$0.03 per SPH share².

- (4) Keppel's offer provides the shortest time to pay-out by mid-January 2022 for SPH's shareholders if our deal is approved. SPH will not take any action to hold an alternative scheme meeting within 8 weeks from the date of the Keppel Scheme Meeting except in accordance with the terms of the supplemental letter dated 9 November 2021 entered into between SPH and Keppel.
- (5) The sooner the Scheme is approved the better it is for SPH, so as to reduce any further uncertainty and instability for its various stakeholders and preserve value.

To Keppel Corporation's shareholders, we maintain that this presents Keppel with an opportunity to acquire a quality platform that is strongly aligned and complementary to the Keppel Group's business model and capabilities, and that the Keppel Group is uniquely placed to grow and unlock value from SPH's portfolio, through harnessing the synergies between the two groups. However, we will continue to maintain price discipline, and will not go beyond the proposed acquisition's intrinsic value to Keppel. Hence, we have announced earlier that Keppel's revised offer is final.

Keppel's offer will be put to both Keppel Corporation's and SPH's shareholders for approval by early December 2021. This would ultimately be a decision to be taken by the two sets of shareholders. We look forward to their support.”.

Further Information

J.P. Morgan (S.E.A.) Limited is the sole financial adviser, and WongPartnership LLP is the legal adviser, to the Company in respect of the proposed transaction and the scheme.

Further information on the proposed transaction and the scheme can be found in the joint announcement released on the SGXNET by Keppel Pegasus Pte. Ltd. (the “Offeror”), a wholly-owned subsidiary of Keppel Corporation Limited (the “Company”) and SPH dated 9 November 2021 (“Joint Revision Announcement”) and the announcement released on the SGXNET by the Company dated 9 November 2021 in relation to the proposed transaction, which can be downloaded from SGXNET or from the Company's website.

² This is calculated using the distribution of S\$0.0293 per Keppel REIT unit which was declared on 25 January 2021 and had its books enclosure date on 2 February 2021, and the distribution of S\$0.0120 per SPH REIT unit which was declared on 13 January 2021 and had its books enclosure date on 21 January 2021.

This media release is qualified in its entirety by, and should be read in conjunction with, the full text of the Joint Revision Announcement. In the event of any inconsistency or conflict between the Joint Revision Announcement and the information contained in this media release, the Joint Revision Announcement shall prevail.

Responsibility Statements

The directors of the Company (including those who may have delegated detailed supervision of this media release) have taken all reasonable care to ensure that the facts stated and opinions expressed in this media release which relate to the Company (excluding information relating to SPH, SPH REIT and Keppel REIT, save for the Company's unitholding interest in Keppel REIT) are fair and accurate and that there are no other material facts not contained in this media release, the omission of which would make any statement in this media release misleading. The directors of the Company jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from SPH, the sole responsibility of the directors of the Company has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this media release. The directors of the Company do not accept any responsibility for any information relating to SPH, SPH REIT or Keppel REIT (save for the Company's unitholding interest in Keppel REIT).

Forward-looking Statements

All statements other than statements of historical facts included in this media release are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future and conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Company's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements. Neither the Company nor J.P. Morgan (S.E.A.) Limited guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.

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About Keppel Corporation

Keppel Corporation is one of Singapore's flagship multinational companies with a global footprint in more than 20 countries. Keppel provides solutions for sustainable urbanisation, focusing on four key areas comprising energy & environment, urban development, connectivity and asset management. With sustainability at the core of its strategy, Keppel harnesses the strengths and expertise of its business units to develop, operate and maintain real assets, which provide diverse solutions that are good for the planet, for people and for the Company.