

Corporate Governance

The Board and management of Keppel Corporation Limited (“KCL”, or the “Company”) firmly believe that a genuine commitment to good corporate governance is essential to the sustainability of the Company’s businesses and performance, and directors must at all times act objectively in the best interests of the Company.

This report sets out an overview of our corporate governance practices and adheres to the principles of the Code of Corporate Governance 2018 (the “2018 CG Code”), with references to the accompanying Practice Guidance.

Board’s Conduct of Affairs

Principle 1:

The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the Company.

Principle 3:

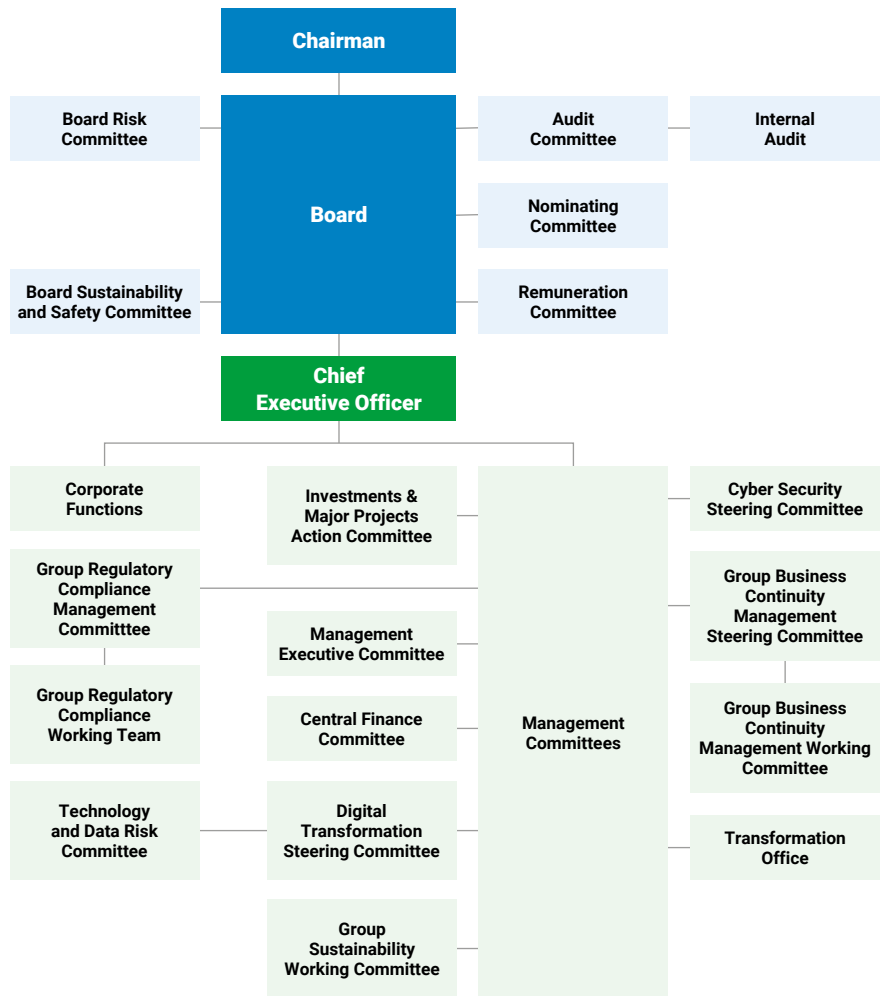
There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision making.

Mr Danny Teoh is the Chairman of the Company. He was appointed as a non-executive and independent Chairman with effect from 23 April 2021 and was re-designated as non-executive and non-independent Chairman with effect from 1 January 2022 in view of him having served for more than 9 years on the Board.

The Chairman, with the assistance of the Company Secretaries, schedules meetings and prepares meeting agenda to enable the Board to perform its duties responsibly, having regard to the flow of the Company’s operations. He further sets guidelines on and monitors the flow of information from management to the Board to ensure that all material information is provided in a timely manner to the Board for the Board to make good decisions. He also encourages constructive relations between the Board and management. At board meetings, the Chairman encourages a full and frank exchange of views, drawing out contributions from all directors so that the debate benefits from the full diversity of views, in a robust yet collegiate setting. At general meetings, the Chairman ensures constructive dialogue between shareholders, the Board and management. The Chairman sets the right ethical and behavioural tone and takes a leading role in the Company’s drive to achieve and maintain a high standard

KCL’s governance structure is as follows:

Governance Framework 2022



of corporate governance with the full support of the directors, Company Secretaries and management.

Mr Till Vestring is the Lead Independent Director of the Company. He was appointed Lead Independent Director with effect from 1 November 2021 in view of Mr Teoh’s re-designation as a non-executive and non-independent Chairman. As Lead Independent Director, Mr Vestring supports the Chairman and the Board to ensure effective corporate governance in managing the affairs of the Company, provides leadership in situations where the Chairman is conflicted and facilitates communication between the Board and shareholders or other stakeholders of the Company as necessary. He is also available to

shareholders and other stakeholders of the Company where they have concerns and for which their previous contact through the normal channels of the Chairman and management has failed to resolve the matter or has been inadequate or inappropriate. He is also the chairman of the Remuneration Committee and a member of the Nominating Committee.

To assist the Board in the discharge of its oversight function, various board committees, namely the Audit, Board Risk, Nominating, Remuneration, and Board Sustainability and Safety Committees, have been constituted with clear written terms of reference. All the board committees are actively engaged and play an important

role in ensuring good corporate governance in the Company and within the Group, and the Board is kept updated on discussions of the committees via circulation of minutes and regular updates by the respective chairmen of the committees at board meetings. The terms of reference of the respective committees are reviewed on an annual basis, along with the board committees' structures and membership, to ensure their continued relevance and effectiveness. The composition and terms of reference of the respective board committees setting out their responsibilities and authority are in Appendix 1.

Mr Loh Chin Hua is the Chief Executive Officer ("CEO") of the Company. He, assisted by the management team, makes strategic proposals to the Board and after robust and constructive board discussion, executes the agreed strategy, manages and develops the Group's businesses and implements the Board's decisions. He is supported by management committees that direct and guide management on operational policies and activities, which include:

1. *Investments & Major Projects Action Committee*, which guides the Group in exercising a spirit of enterprise as well as prudence to earn optimal risk adjusted returns on invested capital for its chosen lines of business, taking into consideration the relevant risks in a controlled manner;
2. *Management Executive Committee ("MexCo")*, which brings together the CEO and CFO of the Company, business unit ("BU") CEOs, and select members of the Group's senior management, to review, deliberate and approve major business, governance, organisation/ people and risk management related decisions that impact the whole Group or a substantial part of the Group; to delegate their implementation to specific groups or individuals; to review and track progress of previously approved decisions; and to oversee the development and review of overarching compliance policies and guidelines for the Group. MexCo also oversees sustainability issues, including determining the Group's policies and targets;
3. *Central Finance Committee*, which reviews, guides and monitors financial policies and activities of Group companies;
4. *Group Regulatory Compliance Management Committee ("Group RCMC")*, which articulates the Group's commitment to regulatory compliance, directs and supports the development of overarching compliance policies and guidelines, and facilitates the implementation and sharing of policies and procedures across the Group;
5. *Group Regulatory Compliance Working Team*, which supports the Group RCMC and oversees the development and review of overarching compliance policies and guidelines for the Group, as well as reviews training and communication programmes;
6. *Digital Transformation Steering Committee*, which provides strategic guidance and endorses group-wide technology vision, initiatives and policies to achieve alignment and optimisation in achieving business strategies;
7. *Group Sustainability Working Committee*, which drives, coordinates and monitors the execution of the Group's sustainability efforts;
8. *Cyber Security Steering Committee*, which guides the Group's overall cyber security vision and strategy and provides oversight on cyber security risks and initiatives to safeguard information assets and interests across the Group;
9. *Group Business Continuity Management Steering Committee*, which guides the effective development and implementation of a robust business continuity plan and ensures continuous improvement to enhance the Group's operational readiness through the review of Business Continuity Management ("BCM") plans and exercises;
10. *Group Business Continuity Management Working Committee*, which supports the Group Business Continuity Management Steering Committee and coordinates with respective business units and department BCM coordinators in developing detailed plans in the prevention, preparedness, response, continuity, and recovery of critical business functions; and
11. *Transformation Office*, which was established to drive the implementation of the Group's Vision 2030, to develop the strategic roadmap of the Company's transformation into an integrated business, and to coordinate the projects and initiatives across the Group.

Corporate Governance

Board Matters

The Company's directors have equal responsibility to oversee the business and affairs of the Group. Management on the other hand is responsible for the day-to-day operation and administration of the Group in accordance with the policies and strategy set by the Board.

At the wholly-owned subsidiary companies level, each major subsidiary company's board comprises at least five directors, including the CEO and CFO of the Company, the CEO of the subsidiary company, one or two next generation leaders of the Group and one independent director from the Board of the Company. This allows for more efficient and coordinated decision making and enables the Board to maintain appropriate oversight through the CEO and CFO of the Company and independent director of the Board on the respective major subsidiary companies' boards, and the adoption of a risk-based approach for escalation of material or significant matters, leveraging the existing risk management framework for high risk matters to be reported at the Company's board committees' meetings, and where applicable, Board meetings. The appointment of next generation leaders as directors on the boards of major subsidiary companies is to provide them with greater exposure as part of succession planning and talent management. Matters discussed at the quarterly board meetings of the respective major subsidiary companies include sustainability and safety, risk and compliance, audit, internal controls, financial-related matters, and business and operations.

The Company has also adopted internal guidelines setting forth matters that require Board approval. Material items that require Board approval include strategic directions, annual budget, financial results and dividend declaration. Further, all transactions exceeding \$150 million by any Group company (not separately listed) require the approval of the Board. For transactions between \$30 million and \$150 million, IMPAC will determine if Board approval is required, depending on the individual considerations for each case.

Role: The principal functions of the Board are to:

- provide entrepreneurial leadership and decide on matters in relation to

the Group's activities which are of a significant nature, including decisions on strategic directions and guidelines and the approval of periodic plans and major investments and divestments;

- oversee the business and affairs of the Group, establish, with management, the strategies and financial objectives to be implemented by management (including appropriate focus on value creation, innovation and sustainability), monitor the performance of management and ensure that the Company has the necessary resources to meet its strategic objectives;
- set the Group's values, standards (including ethical standards), appropriate tone from the top and desired organisational culture, and put in place policies, structures and mechanism to ensure such values, standards and culture are complied with;
- constructively challenge management and hold them accountable for performance and ensure proper accountability within the Group;
- oversee processes for evaluating the adequacy and effectiveness of internal controls, risk management, financial reporting and compliance, and satisfy itself as to the adequacy and effectiveness of such processes;
- be responsible for the governance of risk and ensure that management maintains a sound system of risk management and internal controls, to effectively monitor and manage risks so as to safeguard the interests of the Company and its stakeholders, and achieve an appropriate balance between risks and company performance; and
- assume responsibility for corporate governance and ensure transparency and accountability to key stakeholder groups.

Independent Judgment: The Company's directors are required to exercise independent judgment in the best interests of the Company. Based on the result of the peer assessment carried out by the directors for FY 2022, all directors have discharged this duty well.

Conflicts of Interest: Each director must promptly disclose conflicts of interest, whether direct or indirect, in relation to any transaction or proposed transaction. In this connection, the Company has in place a **"Keppel Group – Directors' Conflict of Interest Policy"** to guide directors in identifying, disclosing and managing situations of actual or potential conflicts, as well as situations which may be perceived to be conflicts of interest. Every director is required to promptly disclose any conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Company as soon as is practicable after the relevant facts have come to his/her knowledge, and recuse himself/herself when the conflict-related matter is discussed unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion, and abstain from voting in relation to conflict-related matters. On an annual basis, each director is also required to submit details of his/her associates for the purpose of monitoring interested persons transactions.

Board Strategic Review: The Board periodically reviews and approves the Group's strategic plans. A two-day off-site Board strategy meeting is organised annually for in-depth discussions on the Group's strategy. The offsite Board strategy meeting, which includes directors as well as senior management and potential next generation leadership, includes a review of the progress made, deep-dive discussions on key strategic issues, and alignment on the strategic direction going forward. It provides a good platform for the non-executive directors to have a deep understanding of the Group and its businesses and get to know the current and future leadership team.

For FY 2022, the focus of the strategy meeting was on the progress and execution of Vision 2030, which included an in-depth scenario planning exercise taking into account the volatility of the external environment, as well as recurring topics such as sustainability. The strategy meeting also covered an in-depth review of each of the four business segments (Asset Management, Urban Development, Energy & Environment and Connectivity) and the related key projects.

Meetings: The Board meets six times a year and as warranted by particular circumstances. Board meetings are scheduled, and the schedule is circulated to the directors prior to the start of the financial year to allow directors to plan ahead to attend such meetings, so as to maximise participation. Telephonic attendance and conference via audio-visual communication at board meetings are allowed under the Company's constitution ("**Constitution**"). The attendance of each Board member at the annual general meeting ("**AGM**"), extraordinary general meeting ("**EGM**"), and the board and board committee meetings held in FY 2022, are disclosed in the table below:

Attendance

	2022 Annual General Meeting	2022 Extraordinary General Meeting	Board Meetings	Board Committee Meetings				
				Audit	Nominating	Remuneration	Sustainability and Safety	Risk
Danny Teoh	1	1	11	–	4	5	4	–
Loh Chin Hua	1	1	11	–	–	–	4	–
Till Vestring	1	1	11	–	3	5	–	–
Veronica Eng	1	1	11	5	–	–	–	4
Jean-François Manzoni	1	1	9	–	4	5	–	–
Teo Siong Seng	1	1	11	–	–	–	4	–
Tham Sai Choy	1	1	11	5	–	–	–	4
Penny Goh ¹	1	1	11	5	–	2 out of 2	–	4
Shirish Apte	1	1	9	5	–	–	–	4
Olivier Blum ²	0	1	5 out of 6	–	–	–	1 out of 2	–
Jimmy Ng ³	0	1	6 out of 6	–	–	–	–	2 out of 2
No. of Meetings Held	1	1	11	5	4	5	4	4

Notes:

¹ Mrs Penny Goh was appointed as a member of the Remuneration Committee with effect from 1 June 2022.

² Mr Olivier Blum was appointed as a non-executive and independent Director and a member of the Board Sustainability and Safety Committee with effect from 1 May 2022.

³ Mr Jimmy Ng was appointed as a non-executive and independent Director and a member of the Board Risk Committee with effect from 1 May 2022.

Barring unforeseen circumstances, directors are expected to attend all board and board committee meetings. If a director were unable to attend a board or board committee meeting, he/she would still receive all the papers and materials for discussion at that meeting. He/she would review them and advise the Chairman and/or board committee chairman of his/her views and comments on the matters to be discussed so that they may be conveyed to other members at the meeting.

Non-executive Directors' ("NED") Meetings:

NED meetings, chaired by the Board Chairman, are held at the end of each scheduled quarterly board meeting without the presence of management to discuss matters such as board processes, risk and compliance matters, succession planning and leadership development, and performance management and remuneration matters. Any relevant

feedback is shared and discussed with the CEO.

Independent Directors' ("ID") Meetings:

ID meetings, chaired by the Lead Independent Director, are held on a need-be basis after the NEDs' meetings at the end of each scheduled quarterly board meeting, without the presence of the Board Chairman and management. From FY 2023, ID meetings are held twice a year in January and July, and on a need-be basis, without the presence of the Board Chairman and CEO. Any relevant feedback would be shared and discussed with the Board Chairman.

Company Secretaries: The Company Secretaries administer, attend and prepare minutes of board proceedings. They assist the Board Chairman to ensure that board procedures (including but not limited to assisting the Board Chairman to ensure timely and good information flow to

the Board and board committees, and between senior management and the NEDs, and facilitating orientation and assisting in the professional development of the directors) are followed and regularly reviewed to ensure effective functioning of the Board, and that the Constitution and relevant rules and regulations, including requirements of the Companies Act, Securities & Futures Act and Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX**") are complied with. They also assist the Board Chairman and the Board to implement and strengthen corporate governance practices and processes with a view to enhancing long-term shareholder value. They are also the primary channel of communication between the Company and the SGX.

The appointment and removal of the Company Secretaries are subject to the approval of the Board.

Corporate Governance

Access to Information: The Board and management fully appreciate that fundamental to good corporate governance is an effective and robust Board whose members engage in open and constructive debate and challenge management on its assumptions and proposals, and that for this to happen, the Board must be kept well informed of the Company's businesses and affairs and be knowledgeable about the industry in which the businesses operate. The Company has therefore adopted initiatives to put in place processes to ensure that the NEDs are well supported by accurate, complete and timely information, have unrestricted access to management and the Company Secretaries, and have sufficient time and resources to discharge their oversight function effectively. Subject to the approval of the Chairman, the directors, whether as a group or individually, may seek and obtain independent professional advice to assist them in their duties, at the expense of the Company.

As a general rule, board papers are required to be distributed to the directors at least seven days before the board meeting so that the directors may better understand the matters prior to the board meeting and discussion may be focused on questions that the directors may have. Directors are provided with tablet devices to facilitate their access to and review of board materials. However, sensitive matters may be tabled at the meeting itself and discussed. Managers who can provide additional insights into the matters at hand would be present at the relevant time during the board meeting.

The Board is briefed on prospective deals and potential developments at an early stage before formal board approval is sought, and relevant information on business initiatives, industry developments and analyst and press commentaries on matters in relation to the Company or the industries in which it operates are circulated to the directors from time to time. Management is also expected to provide the Board with accurate information in a timely manner concerning the Company's progress or shortcomings in meeting its strategic business objectives or financial targets and other information relevant to the strategic issues facing the Company. In this aspect, the Board is regularly updated on new projects and the progress of the execution of Vision 2030.

The Board also reviews the budget on an annual basis, and any material variance between the projections and actual results would be disclosed and explained. Management also provides the Board members with management accounts on a monthly basis and as the Board may require from time to time, to keep the Board informed, on a balanced and understandable basis, of the Group's performance, financial position and prospects.

Orientation: A formal letter is sent to newly-appointed directors upon their appointment explaining their roles, duties, obligations and responsibilities as a board director. All newly-appointed directors receive a director tool-kit and undergo a comprehensive orientation programme which includes site visits and management presentations on the Group's businesses, strategic plans and objectives.

Training: Directors are provided with continuing education in areas such as directors' duties and responsibilities, corporate governance, changes in financial reporting standards, changes in the Companies Act, continuing listing obligations and industry-related matters, so as to update and refresh them on matters that may affect or enhance their performance as board or board committee members. Site visits are also conducted periodically for directors to familiarise them with the operations of the various businesses so as to enhance their performance as board or board committee members. All induction, training and development costs are at the Company's expense.

In FY 2022, some directors attended talks on topics relating to sustainability, digitalisation, decarbonisation and diversity trends, health, safety & environment, technology foresight, China's business environment, risk management, governance and macroeconomic trends. E-training was also conducted on the Group's Code of Conduct and its policies on anti-bribery, conflict of interest, health, safety & environment, whistle-blowing, sanctions, insider trading, and cyber security. All directors have also attended sustainability training courses mandated by Singapore Exchange Regulation (SGX RegCo).

Each director is also invited to participate in the annual Keppel Technology Advisory Panel conference. In the one-day lineup held in

FY 2022, over 25 distinguished speakers shared their vision of the future with over 300 participants including the Company's Board, management and key leadership teams across the Group's lines of business. Topics covered included imagining the customers and employees of tomorrow, how resource constraints will shape the future, connectivity technologies including Web3, Metaverse and Quantum Computing, the next horizon for Energy Transition, the evolving carbon economy of the future, the future of liveability across senior living, built environment and servitisation of business, as well as sustainability financing and impact investing.

Board Composition and Succession Planning

Principle 2:

The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company.

Principle 4:

The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

Nominating Committee

The Nominating Committee ("NC") comprises entirely NEDs, the majority of whom (including the chairman of the NC) are independent, namely:

- Prof Jean-François Manzoni
Independent Chairman
- Mr Danny Teoh
Non-Executive and
Non-Independent Member
- Mr Till Vestring
Independent Member

The NC is responsible for making recommendations to the Board on board appointments, overseeing the Board and senior management's succession and leadership development plans and conducting annual review of board diversity, board size, board independence, and directors' commitments.

The detailed terms of reference of the NC are disclosed on pages 109 to 110 herein.

Board Succession Planning

The Board believes that orderly succession and renewal are achieved as a result of careful planning, where the appropriate composition of the Board is continually under review. In this regard, the Board has put in place a formal process for the renewal of the Board and the selection of new directors so

that the experience of longer serving directors can be drawn upon while tapping into the new external perspectives and insights which more recent appointees bring to the Board's deliberation. The NC leads the process and makes recommendation to the Board on the appointment of new director and re-nomination of directors.

Annual Review of Board Diversity

The Company recognises that diversity in relation to composition of the Board provides a range of perspectives, insights and challenge needed to support good decision making for the benefit of the Group, and is committed to ensuring that the Board comprises directors who, as a group, provide an appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity (such as gender, age, race/ethnicity and nationality) so as to promote the inclusion of different perspectives and ideas, mitigate against groupthink and ensure that the Company has the opportunity to benefit from all available talent. The final decision on the appointment of directors would be based on the objective criteria set by the Board from time to time on the recommendation of the NC after having regards to the benefits of diversity and the needs of the Board.

The Company has in place a Board Diversity Policy that sets out the framework and approach for the Board to set its qualitative and measurable quantitative objectives for achieving diversity, and to annually assess the progress in achieving these objectives. The annual assessment is led by the NC as part of the process for appointment of new directors and Board succession planning. To help the NC identify gaps (if any) in skills, knowledge, experience and other aspects of diversity in the board composition in any given year of assessment, each member of the Board is required to complete a Board and Skills Diversity Matrix to indicate which of the list of skills, talents, knowledge, experience and other aspects of diversity (identified by the NC, and set out in the Board and Skills Diversity Matrix, as being able to contribute to the Company's strategy and business) the Board member possesses. The returns from the Board members are then consolidated into a single Board and Skills Diversity Matrix to highlight the Board's current mix of skills, knowledge, experience and other aspects of diversity and gaps therein if any.

The Board will, taking into consideration the recommendations of the NC, review and agree annually the qualitative and measurable quantitative objectives for achieving diversity on the Board.

Process for appointment of new directors

- a. NC reviews annually the balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, race/ethnicity and nationality, and size of the Board which would facilitate decision-making. In this review, the NC would also take into account the needs of the Group, the collective skills and competencies of the Board and service tenure spread of the directors.
- b. In the light of such review and in consultation with management, the NC assesses if there is any inadequate representation in respect of any of those attributes and if so, determines the role and the desirable competencies for a particular appointment.
- c. The NC will in all cases take into consideration the following objective criteria identified as necessary for the Board and board committees to be effective:
 - i. Integrity
 - ii. Independent mindedness
 - iii. Able to commit time and effort to carry out duties and responsibilities effectively
 - iv. Track record of making good decisions
 - v. Experience in high-performing companies
 - vi. Financial literacy
- d. External help (for example, Singapore Institute of Directors and search consultants) may be used to source for potential candidates if need be. Directors and management may also make recommendations.
- e. NC meets with the shortlisted candidate(s) to assess suitability and to ensure that the candidate(s) is/are aware of the expectations and the level of commitment required.
- f. NC makes recommendations to the Board for approval.

Process for re-nomination of retiring Directors

- a. Pursuant to the Constitution, one-third of the directors shall retire from office at the Company's annual general meeting every year, and a director appointed after the last annual general meeting shall only hold office until the next annual general meeting. If eligible, these directors may submit themselves for re-election.
- b. NC reviews each director's eligibility, contribution and performance (such as attendance, preparedness, participation and candour), with reference to the results of the assessment of the performance of the individual director by his/her peers and his/her tenure.
- c. NC makes recommendations to the Board for approval.

Corporate Governance

Achievement of Qualitative and measurable Quantitative Objectives identified under the Board Diversity Policy for the period FY 2022 to FY 2024, and Adoption of New Rolling 3-year Board Diversity Objective for the period FY 2023 to FY 2025

The objectives identified by the NC in FY 2021 for the period FY 2022 to FY 2024 were reviewed in January 2022 and more recently in January 2023.

The progress towards achieving such objectives as at the end of FY 2022 are set out below.

Objectives	Progress
<p>Size: Appoint at least three to four additional independent directors by end-FY 2023, with relevant expertise and experience that would complement those already on the Board, and which would help drive the Group's Vision 2030 strategy, and for succession planning.</p>	<p>Mr Shirish Apte was appointed as an independent director to the Board with effect from 1 July 2021. Mr Apte is currently the non-executive Chairman of Pierfront Mezzanine Capital (Singapore). Prior to his retirement from Citigroup in 2014, Mr Apte had built up 32 years of financial services experience, holding various senior roles within the group, including Chairman of Asia Pacific Banking, Regional CEO of Asia Pacific, Regional CEO of Europe, Middle East & Africa, and Country Head of Citibank Poland. His responsibilities included corporate banking, investment banking and risk management. The NC was of the view that the Board would benefit from Mr Apte's expertise and experience on several fronts, including his ability to analyse organisational strategies, expertise in deal making and risk analysis, international experience and knowledge of, and experience and network in, India.</p>
	<p>Mr Jimmy Ng was appointed as an independent director to the Board with effect from 1 May 2022. Mr Ng is currently the Group Chief Information Officer, as well as Head of Group Technology & Operations at DBS Bank. He possesses more than 30 years of regional and global experience in both wholesale banking and consumer banking businesses with DBS Bank, RBS, ABN Amro Bank and J.P. Morgan. Prior to his current appointment, Jimmy was the Chief Audit Executive for Group DBS and the Head of Consumer Banking Operations, where he spearheaded the transformation of the Audit function and the Consumer Banking Operations using advanced data analytics and machine learning techniques. The NC was of the view that Mr Ng was a suitable addition to the Board given his in-depth experience and expertise in driving digitalisation as a corporate strategy, and significant experience in the application of technology and innovations across a spectrum of areas, considering that under Vision 2030, the Group's growth would in part be driven by advanced technologies and digitalisation, and investment in new technologies and building capabilities would be critical to get the Group to where it wants to be in the future.</p>
	<p>Mr Olivier Blum was appointed as an independent director to the Board with effect from 1 May 2022. Mr Blum is currently the Executive Vice-President of Schneider Electric's Energy Management Business and a member of the company's Executive Committee. Prior to this, Mr Blum was the Chief Strategy & Sustainability Officer of Schneider Electric, where he led the development of the company's strategic, sustainability and quality initiatives, while steering its merger, acquisitions, and divestment activities globally. Before this, he was on Schneider Electric's Executive Committee as the company's Chief Human Resources Officer. Currently based in Hong Kong, Mr Blum has been living and working in Asia for the last two decades, during which he has held leadership positions in China and India. The NC was of the view that Mr Blum's in-depth experience and expertise in sustainability could help drive the Group's sustainability-as-a-business initiative and guide the Group on its sustainability journey. Further, as the Group continues on its transformational journey under Vision 2030, the Board will benefit from Mr Blum's regional operational experience in China and India, and his talent management experience as a former Chief Human Resource Officer.</p>
<p>Age and Gender: Improve age and gender diversity over a 3-year period by appointing at least one younger director (50 years old or below) and one female director by the end of FY 2024.</p>	<p>With the appointment of Mr Jimmy Ng and Mr Olivier Blum, both of whom are in their 50s, the age diversity of the Board has improved.</p> <p>The NC, in consultation with management, continues to source for suitable candidates with relevant knowledge and experience while also being mindful of age and gender diversity.</p>
<p>Skills and Experience: Improve skills and experience diversity by appointing directors with oversight and operational experience in driving (i) sustainability-as-a-business, (ii) digitalisation as a corporate strategy, (iii) private equity/asset management and/or (iv) infrastructure</p>	<p>Mr Jimmy Ng, who was appointed as an independent director to the Board with effect from 1 May 2022, has in-depth experience and expertise in driving digitalisation as a corporate strategy, and significant experience in the application of technology and innovations across a spectrum of areas.</p> <p>Mr Olivier Blum, who was appointed as an independent director to the Board with effect from 1 May 2022, has in-depth experience and expertise in sustainability that could help drive the Group's sustainability-as-a-business initiative and guide the Group on its sustainability journey.</p>

In January 2023, in view of the substantial progress that had been made in respect of the diversity objectives previously identified, a further review of the skills, knowledge, talents, experience and other aspects of diversity that had been identified to help drive the Group's Vision 2030 strategy, and for succession planning purposes, was undertaken. It was noted by the NC that the focus of the Board diversity objectives for the next rolling 3-year period from FY 2023 to FY 2025 could be appropriately consolidated as shown in the diagram on the right.

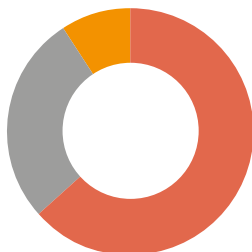


Objective

Source for candidates with deep knowledge and experience in investment, infrastructure/engineering and relevant regional expertise, while being mindful of age and gender diversity.

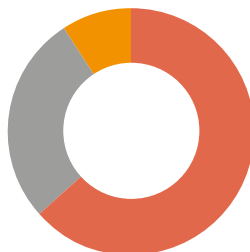
Other Aspects of Diversity

Race or Ethnicity (%)



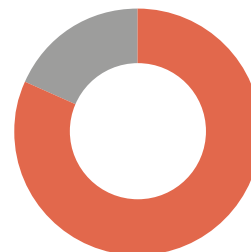
● Chinese	63.6
● Caucasian	27.3
● Indian	9.1
Total	100.0

Tenure (%)



● 0-4 years	63.6
● 5-9 years	27.3
● Above 9 years	9.1
Total	100.0

Gender (%)



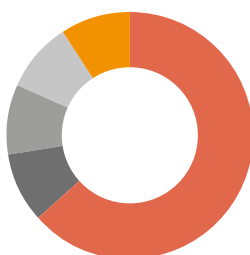
● Male	81.8
● Female	18.2
Total	100.0

Age (%)



● 51-55	9.1
● 56-60	18.2
● 61-65	27.3
● 66-70	45.4
Total	100.0

Country of Origin, Nationality or Cultural Background (%)



● Singaporean	63.6
● German	9.1
● Canadian	9.1
● British	9.1
● French	9.1
Total	100.0

Skills, Knowledge, Talents and Experience

- Finance/Accounting
- Risk Management
- Sustainability
- Digital/Technology
- Mergers & Acquisitions
- Corporate Finance
- Management
- Human Resource
- Legal
- Strategic planning experience
- Customer-based experience or knowledge
- Industry Knowledge – Energy & Environment
- Industry Knowledge – Urban Development
- Industry Knowledge – Connectivity
- Industry Knowledge – Asset Management
- International Perspective
- Regional Experience

Corporate Governance

Retirements and Re-nomination

For the upcoming AGM, Mr Danny Teoh, Mr Till Vestring and Ms Veronica Eng will be retiring by rotation pursuant to the Constitution, and being eligible, will be seeking re-election. Mr Olivier Blum and Mr Jimmy Ng, having been appointed after the AGM held in FY 2022 (“**2022 AGM**”), will also be retiring at the upcoming AGM, and being eligible, will also be seeking re-election.

The NC has reviewed the abovementioned directors’ eligibility, contribution and performance, and taking into account the results of their recent peer assessment, are of the view that all five directors have given sufficient time and attention to the affairs of the Company and have been able to discharge their duties as directors effectively. The Board, at the recommendation of the NC, had therefore approved the re-nomination of Mr Danny Teoh, Mr Till Vestring, Ms Veronica Eng, Mr Olivier Blum and Mr Jimmy Ng at the upcoming AGM.

Succession Planning for Key Management Personnel

The NC reviews the succession plans for key management personnel of the Group bi-annually, taking into account the Group’s long-term strategy and objectives, the orderly succession of key management personnel, and contingency planning for preparedness against sudden and unforeseen changes.

A Board Mentorship framework was introduced in 2021 to support the development of new generation leaders. The objective was for Board members to act as a sounding board and provide seasoned counsel and feedback to enable the new leadership to perform their roles more effectively. A senior leadership development programme was also put in place as part of the Company’s continuing efforts to widen the bench strength by developing senior leaders both individually and collectively as a group.

Annual Review of Board Independence

The NC determines on an annual basis whether or not a director is independent. In January 2023, the NC carried out the review on the independence of each director based on the respective directors’ self-declaration in the Directors’ Independence Checklist and their actual performance on the Board and board committees, taking into account the listing

rules on the circumstances in which a director will not be deemed independent and guidance in the 2018 CG Code as to the circumstances in which a director should not be deemed independent.

In this connection, the NC noted that Mr Danny Teoh had served more than nine years on the Board and, consistent with the approach taken since the re-designation of Mr Teoh as non-executive and non-independent Chairman with effect from 1 January 2022, deemed Mr Teoh as non-independent.

The NC noted Mr Till Vestring had declared himself independent by virtue of the absence of ties, relationships or obligations to the Company. Taking these factors into consideration, along with his invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Vestring had at all times exercised independent judgment in the best interests of the Company in the discharge of his director’s duties and should therefore continue to be deemed an independent director.

The NC noted that Ms Veronica Eng had declared herself independent and declared her position as member of the Investment Committee of Temasek Trust, which was established by Temasek to provide financial oversight and governance of philanthropic endowments and gifts from Temasek and other donors. Noting that Ms Eng did not hold any executive or management role in Temasek Trust, along with Ms Eng’s invaluable contributions to the Board and board committees, the NC unanimously agreed that Ms Eng had at all times exercised independent judgment in the best interests of the Company in the discharge of her director’s duties and should therefore continue to be deemed an independent director.

The NC noted that Prof Jean-François Manzoni had declared himself independent. Noting Prof Jean-François Manzoni’s absence of relationship to the Company which could interfere or be perceived to interfere with his independent judgment, the absence of circumstances which would deem him to be non-independent, and his valuable contributions to the Board and board committees, the NC unanimously agreed that Prof Jean-François Manzoni had at all times exercised independent judgment in the best interests of the Company in the discharge of his director’s duties and should

therefore continue to be deemed an independent director.

The NC noted that Mr Teo Siong Seng had declared his position as Executive Chairman of Pacific International Lines Pte Ltd which is majority owned by Heliconia Capital Management Pte. Ltd., a wholly-owned subsidiary of Temasek. Although all the NC members were confident that Mr Teo would be able to continue to exercise independent judgment in the best interests of the Company, the NC considered that market perception might be different, and the NC hence decided to deem Mr Teo as a non-executive and non-independent director.

The NC noted that Mr Tham Sai Choy had declared his directorship on DBS Group Holdings, DBS Bank Ltd., and DBS Bank (China) Limited, which provide banking services to the Group. The NC considered that such interests had already been declared to the Board, and that Mr Tham would abstain from voting whenever there was potential conflict of interest. The NC further considered that, as DBS was a leading bank in Singapore and Southeast Asia, it was not unexpected that its services would be sought by the Group from time to time. Taking these factors into consideration, along with his invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Tham had at all times exercised independent judgment in the best interests of the Company in the discharge of his director’s duties and should therefore continue to be deemed an independent director.

The NC noted that Mrs Penny Goh is a Senior Advisor of Allen & Gledhill LLP (“**A&G**”) which provides legal services to the Group. Mrs Goh had declared that she did not hold a partnership interest in A&G and was not involved in the selection and appointment of legal advisors of the Group and did not regard the business relationship with A&G as something that could affect her independent judgment. The NC further considered that, as A&G was one of the top law firms in Singapore, it was not unexpected that its services would be sought by the Group from time to time. Taking these factors into consideration, along with her invaluable contributions to the Board and board committees, the NC unanimously agreed that Mrs Goh had at all times exercised independent judgment in the best interests of the Company in the discharge of her director’s duties and should therefore continue to be deemed an independent director.

The NC noted that Mr Shirish Apte had declared himself independent. Noting Mr Shirish Apte's absence of relationship to the Company which could interfere or be perceived to interfere with his independent judgment, the absence of circumstances which would deem him to be non-independent, and his valuable contributions to the Board and board committees, the NC unanimously agreed that Mr Shirish Apte had at all times exercised independent judgment in the best interests of the Company in the discharge of his director's duties and should therefore continue to be deemed an independent director.

The NC noted that Mr Jimmy Ng is the Group Chief Information Officer, as well as Head of Group Technology & Operations at DBS Bank which provides banking services to the Group. The NC considered that such interests had already been declared to the Board, and that Mr Ng would abstain from voting whenever there was potential conflict of interest. The NC further considered that, as DBS was a leading bank in Singapore and Southeast Asia, it was not unexpected that its services would be sought by the Group from time to time. The NC further noted Mr Ng's declaration that apart from providing banking services to the group, DBS also procures telco services (including services from M1) after obtaining a range of quotes and evaluation by a committee. Taking these factors into consideration, along with Mr Ng's invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Ng had at all times exercised independent judgment in the best interests of the Company in the discharge of his director's duties and should therefore continue to be deemed an independent director.

The NC noted that Mr Olivier Blum declared himself independent and that he was an executive Vice President of Schneider Electric's Energy Management business. Noting Mr Blum's declaration that Schneider Electric is a minor supplier of the Keppel Group, and Mr Blum's invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Blum had at all times exercised independent judgment in the best interests of the Company in the discharge of his director's duties and should therefore continue to be deemed an independent director.

Following the review, the NC was of the view that Mr Till Vestring, Ms Veronica Eng,

Prof Jean-François Manzoni, Mr Tham Sai Choy, Mrs Penny Goh, Mr Shirish Apte, Mr Olivier Blum and Mr Jimmy Ng should be deemed independent, while Mr Danny Teoh and Mr Teo Siong Seng should be deemed non-executive and non-independent directors. The Board has reviewed the basis of the NC's recommendations and concurred with the assessment of independence in respect of the abovementioned directors. In view of the above, the Board currently comprises a majority of independent directors, with a total of 11 directors of whom eight are independent. Taking into account the independence and diversity of the Board, the NC was of the view that the Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company. However, the NC also noted the need for appointment of additional directors with relevant expertise and experience that would complement those already on the Board and which would help drive the Group's Vision 2030 strategy, and for succession planning.

Annual Review of Board Size

The Board, in concurrence with the NC, was of the view that a Board size of 11 directors would be appropriate to facilitate effective decision making, taking into account the nature and scope of the operations of the Company, the requirements of the Company's business and the need to avoid undue disruptions from changes to the composition of the Board and board committees. The NC will continue to search for additional directors to be appointed to enhance diversity and for succession planning purposes. No individual or small group of individuals dominate the Board's decision making.

Annual Review of Directors' Commitments

The NC assesses annually whether a director with other listed company board representations and/or other principal commitments is able to and has been adequately carrying out his/her duties as a director of the Company. Instead of fixing a maximum number of listed company board representations and/or other principal commitments that a director may have, the NC assesses holistically whether a director is able to and has been adequately carrying out his/her duties as a director of the Company, taking into account the results of the assessment of the effectiveness of the individual director, the level of commitment required of

the director's listed company board representations and/or other principal commitments, and the director's actual conduct and participation on the Board and board committees, including availability and attendance at regular scheduled meetings and ad hoc meetings. The NC is of the view that such an assessment is sufficiently robust to detect and address, on a timely basis, any time commitment issues that may hinder the effectiveness of the directors.

The NC conducted an assessment in January 2023 and was of the view that each director has given sufficient time and attention to the affairs of the Company and has been able to discharge his/her duties as director effectively. The NC noted that based on the attendance of board and board committee meetings during the year, the directors were able to participate in at least a substantial number of such meetings to carry out their duties. The NC also noted that, based on the recent individual director assessment for FY 2022, all the directors performed well. The NC was therefore satisfied that in FY 2022, where a director had other listed company board representations and/or other principal commitments, the director was able and had been adequately carrying out his/her duties as director of the Company.

Nominee Director Policy

At the recommendation of the NC, the Board approved the adoption of the KCL Nominee Director Policy in January 2009. For the purposes of the policy, a "Nominee Director" is a person who, at the request of the Company, acts as director (whether executive or non-executive) on the board of another company or entity ("**Investee Company**") to oversee and monitor the activities of the relevant Investee Company so as to safeguard the Company's investment in the company. The purpose of the policy is to highlight certain obligations of a person while acting in his/her capacity as a Nominee Director. The policy also sets out the internal process for the appointment and resignation of a Nominee Director. The policy would be reviewed and amended as required to take into account current best practices and changes in the law and stock exchange requirements.

Alternate Director

The Company has no alternate directors on the Board.

Corporate Governance

Key Information Regarding Directors

The following key information regarding directors is set out in the following pages of this Annual Report:

Pages 38 to 41: Academic and professional qualifications, board committees served on (as a member or chairman), date of first appointment as director, date of last re-election as director, directorships or chairmanships both present and past held over the preceding five years in other listed companies and other major appointments, whether appointment is executive or non-executive, whether considered by the NC to be independent, and details of their membership on board committees; and

Page 127: Shareholding in the Company and its subsidiaries.

Board Performance

Principle 5:

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

The Board has implemented formal processes for assessing the effectiveness of the Board as a whole, each of its board committees, and the contribution by the Chairman and peer assessment of the individual directors to the effectiveness of the Board. The evaluation for FY 2022 was conducted by Egon Zehnder, as supported by the NC. The evaluation process is set out on page 111 of this Annual Report.

Formal Process and Performance Criteria:

The evaluation processes and performance criteria are disclosed in Appendix 1 to this report. The performance criteria was similar to that adopted in previous years.

Objectives and Benefits: The board assessment exercise provides an opportunity to obtain constructive feedback from each director on whether the Board's procedures and processes allow him/her to discharge his/her duties effectively and the changes which should be made to enhance the effectiveness of the Board and/or board committees. The assessment exercise also helps the directors to focus on their key responsibilities. The assessment exercise also allows for peer review with a view to raising the quality of Board members. It also assists the NC in determining whether to re-nominate directors who are due for retirement at the next AGM, and in determining whether directors with multiple board representations were nevertheless able to and have adequately discharged their duties as directors of the Company.

Remuneration Report

Principle 6:

The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Principle 7:

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Principle 8:

The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

Remuneration Committee

The Remuneration Committee ("RC") comprises entirely non-executive directors, the majority of whom (including the chairman of the RC) are independent, namely:

- Mr Till Vestring
Independent Chairman
- Mr Danny Teoh
Non-independent Member
- Prof Jean-François Manzoni
Independent Member
- Mrs Penny Goh
(from 1 June 2022)
Independent Member

The RC is responsible for ensuring a formal and transparent procedure for developing policies on director and executive remuneration and for determining the remuneration packages of individual directors and senior management. The RC assists the Board to ensure that remuneration policies and practices are sound in that they are able to attract, retain and motivate without being excessive, thereby maximising shareholder value. The RC recommends to the Board, for endorsement, a framework of remuneration (which covers all aspects of remuneration including directors' fees, salaries, allowances, bonuses, share-based incentives and awards, benefits-in-kind and termination payments) and the specific remuneration packages for each director and the key management personnel. The RC also reviews the remuneration

of senior management and administers the KCL Restricted Share Plan and KCL Performance Share Plan (the KCL RSP and KCL PSP). The KCL RSP 2020 and the KCL PSP 2020 (collectively the "New Share Plans") were approved by shareholders at the AGM held on 2 June 2020. In addition, the RC reviews the Company's obligations arising in the event of termination of the executive directors' and key management personnel's contract of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

The detailed terms of reference of the RC are disclosed on page 110 herein.

Access to Expert Advice: The RC has access to expert advice from external remuneration consultants where required. In FY 2022, the RC sought views from external remuneration consultant, Willis Towers Watson, on market practice and trends, and benchmarks against comparable organisations. The RC undertook a review of the independence and objectivity of the external remuneration consultants through discussions with the external remuneration consultants and has confirmed that the external remuneration consultants had no relationships with the Company which would affect their independence and objectivity.

Policy in Respect of Non-executive Directors' Remuneration

Each NED's remuneration comprises a basic fee and an additional fee for services performed on board committees. The chairman of each board committee is also paid a higher fee compared with the members of the respective committees in view of the greater responsibility carried by that office. The directors' fee structure is regularly benchmarked with comparable listed companies to ensure that their remuneration is fair and appropriate.

The NEDs participated in additional ad-hoc meetings with management during the year and are not paid for attending such meetings. Executive directors are not paid directors' fees.

In FY 2021, the RC, in consultation with Willis Towers Watson, conducted a review of the NED fee structure. The review took into account a variety of factors, including prevailing market practices and referencing the fees against comparable benchmarks, as well as the roles and

Directors' Fee Structure

	Basic Fee (per annum)	
Board Chairman	\$750,000 (all-in)	
Board Member	\$108,000	
Lead Independent Director	\$22,000	

	Additional Fees for Membership in Board Committees (per annum)	
	Chairman	Member
Audit Committee	\$67,000	\$43,000
Board Risk Committee	\$67,000	\$38,000
Remuneration Committee	\$47,000	\$31,000
Board Sustainability and Safety Committee	\$47,000	\$31,000
Nominating Committee	\$40,000	\$28,000

responsibilities of the Board and board committees. The revised directors' fee structure took effect from FY 2022 onwards and is set out in the table above.

Shareholders' approval for the payment of directors' fees will be sought at each AGM. If approved, each NED (including the Chairman) will receive 70% of his/her total directors' fees in cash ("**Cash Component**") and 30% in the form of shares in the Company ("**Remuneration Shares**") (both amounts subject to adjustment as described below). The Cash Component is paid half-yearly in arrears. The Remuneration Shares are paid after the next AGM has been held. The actual number of Remuneration Shares, to be purchased from the market on the first trading day immediately after the date of the next AGM provided that it does not fall within any applicable restricted period of trading ("**Trading Day**"), for delivery to the respective NEDs will be based on the market price of the Company's shares on the SGX on the Trading Day. In the event that the first trading day after the date of the next AGM falls within a restricted period of trading, the Remuneration Shares will be purchased on the first trading day immediately after the end of the restricted period of trading. The actual number of Remuneration Shares will be rounded down to the nearest thousand and any residual balance will be paid in cash. Such incorporation of an equity component in the total remuneration of the NEDs is intended to align the interests of the NEDs with those of the shareholders' and the long-term interests of the Company. A NED who steps down before the payment of the Remuneration Shares will receive all of his directors' fees for that year (calculated on a pro-rated basis, where applicable) in cash.

The aggregate directors' fees for NEDs for FY 2023 are subject to shareholders' approval at the forthcoming AGM. The amount of directors' fees has been computed taking into consideration the number of board committee representations by the NEDs and also caters for additional fees (if any) which may be payable due to the formation of additional board Committees, or additional Board or board Committee members being appointed in the course of FY 2023. In the event that the amount proposed is insufficient, approval will be sought at the next AGM before payments are made to the NEDs for the shortfall amount. The Chairman and the NEDs will abstain from voting and will procure their respective associates to abstain from voting in respect of this resolution.

The RC is of the view that the remuneration of NEDs is appropriate to their level of contribution, taking into account factors such as effort, time spent and responsibilities, and to attract, retain and motivate the directors to provide good stewardship of the Company.

Remuneration Policy in Respect of Executive Director and Other Key Management Personnel

The Company advocates a performance-based remuneration system that is highly flexible and responsive to the external environment and performance of the Group, its businesses and individual employees, and is aligned with shareholders' and other stakeholders' interests.

The RC periodically reviews the Company's scorecard and remuneration structure to ensure that it supports the Group's vision and long-term strategy. In designing the remuneration structure,

the RC seeks to ensure that the level and mix of remuneration is competitive, relevant and appropriate in finding a balance between current versus long-term remuneration, and between cash versus equity incentive remuneration, and appropriate to attract, retain and motivate key management personnel to successfully manage the Company for the longer term.

The total remuneration structure reflects the following four key objectives:

- Shareholder Alignment: To incorporate performance measures that are aligned to shareholders' interests;
- Long-term Orientation: To motivate employees to drive sustainable long-term growth;
- Simplicity: To ensure that the remuneration structure is easy to understand and communicated to stakeholders; and
- Synergy: To facilitate talent mobility and enhance collaboration across businesses.

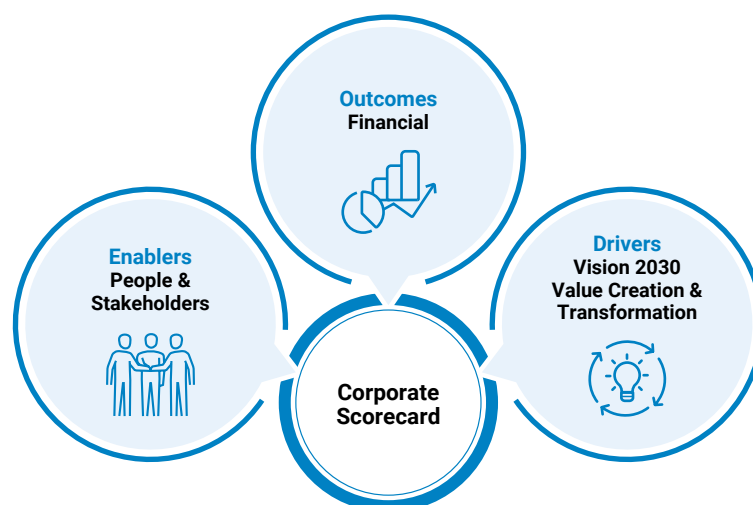
The total remuneration structure comprises three components; that is, annual fixed cash, annual performance bonus and the KCL Share Plans. The annual fixed cash component comprises the annual basic salary plus any other fixed allowances. The size of the Company's annual performance bonus pot is determined by the Group's financial and non-financial performance and is distributed to employees based on their individual performance. For FY 2022, contingent shares were awarded under the New Share Plans. The KCL RSP and KCL PSP are long term incentive plans which vest over a longer-term horizon. A portion of the annual performance bonus is granted in the form of deferred shares that are awarded under the KCL RSP. The KCL PSP comprises performance targets determined on an annual basis. Executives who have a greater ability to influence Group outcomes have a greater proportion of their overall remuneration at risk. The Company performs regular benchmarking reviews on employees' total remuneration to ensure market competitiveness.

The RC exercises broad discretion and independent judgement in ensuring that the amount and mix of remuneration is aligned with the interests of shareholders and promotes the long-term success of the Company. The mix of fixed and variable reward is considered appropriate for the Group and for each individual role.

Corporate Governance

The remuneration structure is directly linked to corporate and individual performance, both in terms of financial and non-financial performance. This link is achieved in the following ways:

- a. by placing a significant portion of executives' remuneration at risk ("**At Risk component**") and subject to a vesting schedule;
- b. by incorporating appropriate key performance indicators ("**KPIs**") for awarding of annual performance bonus:
 - i. For FY 2022, there are three scorecard areas that the Company has identified as key to measuring the performance of the Group and aligned with the Vision 2030 goals – (i) Drivers – Vision 2030 Value Creation and Transformation; (ii) Outcomes – Financials; and (iii) Enablers – People and Stakeholders. Some of the key sub-targets within each of the scorecard areas include key financial indicators, sustainability, safety, risk management, compliance and controls, employee engagement, talent development and succession planning.
 - ii. The scorecard areas have been chosen because they support how the Group achieves its strategic objectives. The framework provides a link for employees to understand how they contribute to each area of the scorecard, and therefore to the Company's overall strategic goals. This is designed to achieve a consistent approach and understanding across the Group. The RC reviews and approves the scorecard each year and the annual performance bonus is determined thereafter based on the scorecard achievement. The annual performance bonus comprises both cash bonus and deferred shares awards that vest equally over three years, thereby aligning employees with shareholders' interests.
- c. by selecting performance conditions for the KCL PSP 2020 awards, namely Total Shareholder Return, Return on Equity, Net Profit and Reduction in Carbon Emissions that are aligned with shareholders' interests;
- d. by requiring those conditions to be met in order for the At Risk components of remuneration to be awarded or vested; and
- e. by forfeiting the At Risk components of remuneration when those conditions are not met at a satisfactory level.



The RC also recognises the need for a reasonable alignment between risk and remuneration to discourage excessive risk taking. Therefore, in determining the remuneration structure, the RC takes into account the risk policies and risk tolerance of the Group as well as the time horizon of risks, and incorporates risk-adjustments into the remuneration structure through several initiatives, including but not limited to:

- a. prudent funding of annual performance bonus;
- b. granting a portion of the annual performance bonus in the form of deferred shares, to be awarded under the KCL RSP;
- c. vesting of contingent share awards under the KCL PSP being subject to performance conditions being met;
- d. potential forfeiture of variable incentives in any year due to misconduct;
- e. requiring the executive director and key management personnel to hold a minimum number of shares under the share ownership guideline; and
- f. exercising discretion to ensure that remuneration decisions are aligned to the Company's long-term strategy and performance and discourage excessive risk taking.

For FY 2022, in consideration of the extraordinary contribution and effort put in by key management and certain employees towards the successful combination of Keppel Offshore & Marine Ltd ("**KOM**") and Sembcorp Marine Ltd ("**SCM**"), a one-off Special Bonus award had been granted to these individuals as a form of recognition. The Special Bonus is payable in the form

of cash bonus and deferred shares that will vest over a 3-year period.

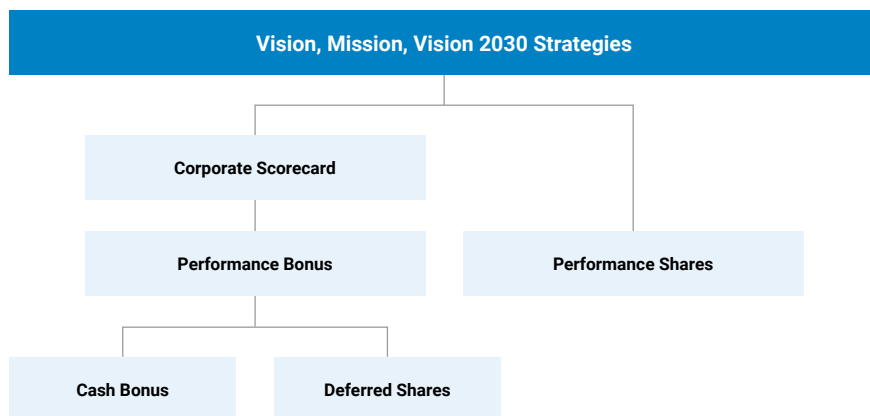
The RC is of the view that the overall level of remuneration is not considered to be at a level which is likely to promote behaviours contrary to the Group's risk profile.

In determining the actual quantum of variable component of remuneration, the RC had taken into account the extent to which the corporate and individual performance conditions, set forth above, have been met. Based on the outcome of the evaluation, the RC recommends the total remuneration for the key management for the Board's approval. The Board and RC are of the view that the remuneration is aligned to performance during FY 2022.

In order to align the interests of the executive director and key management personnel with that of shareholders, the executive director and key management personnel are remunerated partially in the form of shares in the Company and are encouraged to hold such shares while they remain in the employment of the Company. The executive director and key management personnel are required to hold at least 2 times of their annual fixed pay in the form of shares in the Company, while other key senior management are required to hold at least 1.5 times of their annual fixed pay under the share ownership guideline so as to maintain a beneficial ownership stake in the Company, thus further aligning their interests with shareholders.

The directors, the CEO and the key management personnel (who are not directors or the CEO) are remunerated on an earned basis and there are no termination, retirement and post-employment benefits that are granted over and above what has been disclosed.

Remuneration Structure



Long-Term Incentive Plans

KCL Share Plans

The KCL Share Plans are put in place to reward, retain and motivate employees to achieve superior performance and to motivate them to continue to strive for long-term shareholder value. The KCL Share Plans also aim to strengthen the Group's competitiveness in attracting and retaining talented key senior management and employees. The KCL RSP applies to a broader base of employees while the KCL PSP applies to a selected group of key management personnel. The range of performance targets to be set under the KCL PSP emphasise stretched targets aimed at sustaining longer-term growth.

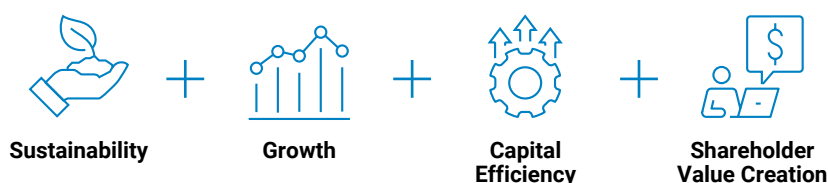
Given the Group's strong focus on providing sustainability-related solutions, various aspects of the remuneration framework have been enhanced for a stronger alignment with this focus. Sustainability related targets relating to the Group's own carbon footprint as well as commercialisable solutions have been incorporated in various incentive programmes, including the annual scorecard that determines the annual performance bonus pool

for all employees, the 3-year KCL PSP that is awarded to a selected group of key management personnel as well as the one-time 5-year V2030 PSP-TIP that was awarded to selected senior management and key employees who will be contributing significantly towards the attainment of Vision 2030. The weightages of the sustainability targets vary across the various programmes, weighing up to 25% for the 3-Year KCL PSP awards.

Under the terms of the New Share Plans, shares awarded pursuant to the New Share Plans may be clawed back in the event of among others, misconduct (including a breach of laws), or violation of policies and compliance standards which had or is likely to cause financial loss or reputational harm to the Group or which may be detrimental to the interests of the Group. Outstanding performance bonuses and share awards under the New Share Plans are also subject to RC's discretion before further payment or vesting can occur.

Details of the KCL Share Plans are set out in pages 128 to 131, and pages 166 to 169.

Targets of the 3-Year KCL Performance Share Plan (From FY 2022 Onwards)



Corporate Governance

Level and Mix of Remuneration of Directors and Key Management Personnel (who are not also Directors or the CEO) for the Year Ended 31 December 2022

The level and mix of each of the director's remuneration are set out below:

Remuneration & Name of Director	Base/Fixed Salary (\$)	Performance-Related Cash Bonuses Earned ¹ (\$)	Directors' Total Fees ² (\$)		Benefits- in-Kind (\$)	Share Awards ^{3,4} (\$)		Total Remuneration (\$)
			Cash component ⁵	Shares component ⁵		PSP	RSP	
Loh Chin Hua	1,253,200	2,188,302	–	–	n.m. ⁶	2,428,000	2,272,998	8,142,500 ^{7,8}
Danny Teoh	–	–	525,000	225,000	–	–	–	750,000
Till Vestring ⁹	–	–	143,500	61,500	–	–	–	205,000
Veronica Eng ¹⁰	–	–	152,600	65,400	–	–	–	218,000
Jean-François Manzoni	–	–	125,300	53,700	–	–	–	179,000
Teo Siong Seng	–	–	108,500	46,500	–	–	–	155,000
Tham Sai Choy ¹¹	–	–	149,100	63,900	–	–	–	213,000
Penny Goh ¹²	–	–	145,023	62,152	–	–	–	207,175
Shirish Apte ¹³	–	–	132,300	56,700	–	–	–	189,000
Olivier Blum ¹⁴	–	–	65,311	27,990	–	–	–	93,301
Jimmy Ng ¹⁵	–	–	68,600	29,400	–	–	–	98,000

Notes:

- ¹ The RC is satisfied that the quantum of performance-related cash bonuses earned by the executive director was fair and appropriate taking into account the extent to which his KPIs for FY 2022 were met.
- ² Based on the NEDs' fee structure set out in the 2021 Annual Report, the total fees amount to \$2,307,476. This amount is within the sum of up to S\$2,491,000 approved in the 2022 AGM.
- ³ Shares awarded under the KCL PSP are subject to pre-determined performance targets over a three-year performance period. As at 29 April 2022, being the grant date for the contingent awards under the KCL PSP, the estimated value of each share was \$6.07. For the KCL PSP, the figures are based on the value of the PSP shares at 100% of the award and the figures may not be indicative of the actual value at vesting which can range from 0% to 150% of the award.
- ⁴ The award of KCL RSP deferred shares was granted for Mr Loh Chin Hua's performance and contributions in FY 2022. The Company's 2022 volume-weighted average share price of \$6.64 was used to determine the number of KCL RSP deferred shares to be awarded to him as well as his FY 2022 total remuneration. As at 15 February 2023, being the grant date for the awards under the KCL RSP, the estimated value of each share was \$6.73.
- ⁵ The amounts stated may be adjusted as indicated on pages 92 to 93 of this report.
- ⁶ n.m. – not material
- ⁷ In addition to the remuneration disclosed above, in view of the extraordinary contribution and effort put in by key management and certain employees towards the successful combination of Keppel Offshore & Marine Ltd and Sembcorp Marine Ltd, a one-off Special Bonus award had been granted to these individuals as a form of recognition (as per above). The RC had granted Mr Loh Chin Hua a one-off cash bonus of \$1,000,003 and a one-off grant of \$999,997 KCL RSP deferred shares. The Company's 2022 volume-weighted average share price of \$6.64 was used to determine the number of KCL RSP deferred shares to be awarded. Shares awarded under the KCL RSP are subject to vesting over a 3-year period. As at 1 March 2023, being the grant date for the awards under the KCL RSP, the estimated value of each share was \$5.13.
- ⁸ Total remuneration shown above for Mr Loh Chin Hua does not include vested share of carried interests for funds created during the time he was Managing Director at Alpha Investment Partners. These carried interests are only earned at the end of the fund life and depends entirely on the actual performance of the funds after they have been liquidated.
- ⁹ Mr Till Vestring was concurrently a member of the Board of Keppel Telecommunications & Transportation Ltd in FY 2022 and will receive a fee of \$45,000 for his services rendered in the year.
- ¹⁰ Ms Veronica Eng was concurrently a member of the Board of Keppel Capital Holdings Pte Ltd in FY 2022 and will receive a fee of \$45,000 for her services rendered in the year.
- ¹¹ Mr Tham Sai Choy was concurrently a member of the Board of Keppel Offshore and Marine Ltd in FY 2022 and will receive a fee of \$45,000 for his services rendered in the year.
- ¹² Mrs Penny Goh retired as Chairman of Keppel REIT Management Limited ("KRML") with effect from 31 May 2022 and was a member of the Board of Keppel Land Limited ("KLL") in FY 2022. She will receive a prorated fee of \$62,055 for her services rendered to KRML and a fee of \$45,000 for her services rendered to KLL in the year.
- ¹³ Mr Shirish Apte was concurrently a member of the Board of Keppel Infrastructure Holdings Pte Ltd in FY 2022 and will receive a fee of \$45,000 for his services rendered in the year.
- ¹⁴ Mr Olivier Blum was appointed to the Board and as a member of the Board Sustainability and Safety Committee with effect from 1 May 2022. Fees are prorated accordingly.
- ¹⁵ Mr Jimmy Ng was appointed to the Board and as a member of the Board Risk Committee with effect from 1 May 2022. Fees are prorated accordingly.

PSP and RSP Shares granted and vested for the Executive Director are shown below:

Name of Executive Director	PSP Awards	Vesting Date	Awards of PSP Shares	Number of PSP Shares Vested	Value of PSP Shares Vested (\$) ¹	RSP Awards	Vesting Date	Awards of RSP Shares	Number of RSP Shares Vested	Value of RSP Shares Vested (\$) ¹	
Loh Chin Hua	2016 Awards	28 Feb 2022	0 to 1,125,000 ²	359,531	2,149,995	2020 Awards	28 Feb 2020	301,887	100,629	643,583	
							26 Feb 2021		100,629	517,233	
	2018 Awards ³	28 Feb 2022	0 to 480,000	134,400	803,712			28 Feb 2022		100,629	601,761
								26 Feb 2021	298,262 ⁵	86,956	446,954
	2019 Awards ³	28 Feb 2023	0 to 782,925 ⁵	–	–			28 Feb 2022		86,956	519,997
								28 Feb 2023		–	–
	2020 Awards	28 Feb 2023	0 to 782,925 ⁵	–	–			28 Feb 2023		–	–
								28 Feb 2022	510,775 ⁵	132,325	791,304
	2021 Awards	29 Feb 2024	0 to 782,925 ⁵	–	–			28 Feb 2022		–	–
		27 Feb 2026	0 to 2,080,650 ^{4,5}	–	–			28 Feb 2023		–	–
2022 Awards	28 Feb 2025	0 to 858,000 ⁵	–	–		2023 Awards	28 Feb 2023	640,118 ⁵			
							31 Mar 2023		–	–	
							29 Feb 2024		–	–	
							28 Feb 2025		–	–	

Notes:

- ¹ The value of the shares vested under KCL PSP and RSP is computed based on the market price of the shares when the shares are credited to the employee's CDP account. The RC is satisfied that the value of the shares vested under the KCL PSP and RSP to the executive director was fair and appropriate taking into account the extent to which his KPIs and performance conditions for FY 2022 were met.
- ² Refers to one-time contingent shares awarded under the Vision 2020 KCL PSP – TIP.
- ³ As the targets of the 2018 and 2019 PSP awards were set before the onset of the COVID-19 pandemic, the RC decided to extend the performance period of the awards by 1 more year. The achievements in Year 2018, 2019 and 2021 will be used to determine the vesting level of the 2018 PSP award at the end of the extended performance period, while the achievements in Year 2019, 2021 and 2022 will be used to determine the vesting level of the 2019 PSP award at the end of the extended performance period.
- ⁴ Refers to one-time contingent shares awarded under the Vision 2030 KCL PSP – TIP.
- ⁵ Arising from the distribution of SCM shares by way of distribution *in specie* to entitled Keppel shareholders following completion of the proposed combination of KOM and SCM on 28 February 2023 on the basis of 19.085033835 SCM shares per Keppel share, the RC approved the adjustments to unvested shares under the award.

The total remuneration paid to the key management personnel (who are not directors or the CEO) in FY 2022 was \$19,507,200. The level and mix of each of the key management personnel (who are not also directors or the CEO) in bands of \$250,000 are set out below:

Remuneration Band and Name of Key Management Personnel	Base/Fixed Salary (%)	Performance-Related Cash Bonuses Earned ¹ (%)	Benefits-in-Kind (%)	Contingent Awards of Shares	
				PSP (%)	RSP (%)
Above \$4,250,000 to \$4,500,000					
Chan Hon Chew	19	28	n.m.	24	29
Above \$3,500,000 to \$3,750,000					
Tan Hua Mui, Christina ²	21	28	n.m.	24	27
Above \$2,500,000 to \$2,750,000					
Ong Leng Yeow, Chris	25	25	n.m.	24	26
Lim Lu-Yi, Louis	25	26	n.m.	24	25
Lim Joo Ling, Cindy	22	28	n.m.	22	28
Above \$1,750,000 to \$2,000,000					
Pang Thieng Hwi, Thomas	27	24	n.m.	25	24
Manjot Singh Mann	33	19	4	25	19

Notes:

- ¹ The RC is satisfied that the quantum of performance-related bonuses earned by the key management personnel was fair and appropriate taking into account the extent to which their KPIs for FY 2022 were met.
- ² Total remuneration shown above for Ms Christina Tan does not include vested share of carried interests for funds created during the time she was Managing Director at Alpha Investment Partners. These carried interests are only earned at the end of the fund life and depend entirely on the actual performance of the funds after they have been liquidated.
- ³ In addition to the remuneration disclosed above, in view of the extraordinary contributions put in by the key management towards the successful combination of KOM and SCM, a one-off Special Bonus award comprising cash bonus and KCL RSP deferred shares had been granted to them. The Company's 2022 volume-weighted average share price of \$6.64 was used to determine the number of contingent KCL RSP deferred shares to be awarded. Shares awarded under the KCL RSP are subject to vesting over a 3-year period. As at 8 February 2023 and 1 March 2023, being the grant dates for the contingent awards under the KCL RSP, the estimated value of each share was \$6.69 and \$5.13 respectively. The cash bonus and deferred shares awards are each in the range of \$500,000 to \$750,000 for Mr Chan Hon Chew and Mr Chris Ong, and in the range of \$250,000 to \$500,000 for the remaining key management personnel.

Corporate Governance

Remuneration of Employees Who are Substantial Shareholders of the Company or are Immediate Family Members of a Director or the Chief Executive Officer or a Substantial Shareholder of the Company

No employee of the Company and its subsidiaries is a substantial shareholder of the Company or an immediate family member of a director, the CEO or a substantial shareholder of the Company and whose remuneration exceeded \$100,000 during the financial year ended 31 December 2022. "Immediate family member" means the spouse, child, adopted child, step-child, sibling and parent.

Audit Committee

Principle 10:

The Board has an Audit Committee which discharges its duties objectively.

The Audit Committee ("AC") comprises entirely independent directors, namely:

- Mr Tham Sai Choy
Independent Chairman
- Ms Veronica Eng
Independent Member
- Mrs Penny Goh
Independent Member
- Mr Shirish Apte
Independent Member

The AC's primary role is to assist the Board with ensuring the integrity of financial reporting and the adequacy and effectiveness of the system of internal controls and risk management. The AC has explicit authority to investigate any matter within its responsibilities, full access to and co-operation by management, full discretion to invite any director or executive officer to attend its meetings, and reasonable resources (including access to external consultants) to enable it to properly discharge its responsibilities.

Mr Tham Sai Choy, Ms Veronica Eng and Mr Shirish Apte have recent, relevant and in-depth experience in accounting and financial management. Mrs Penny Goh has extensive experience in advising on a broad range of corporate real estate transactions for commercial, industrial and logistics projects in Singapore and Asia Pacific, involving investment, joint development and profit participation structures, and has the practical knowledge of issues and considerations affecting the Committee to discharge her responsibilities as a member of the Committee. Mr Tham Sai Choy, Ms Veronica Eng, Mrs Penny Goh and Mr Shirish Apte are also members of the Board Risk Committee, with Ms Veronica Eng being the Chairperson. None of the members of the AC were partners or directors of the Company's current external auditors within

the last two years and none of the members of the AC hold any financial interest in the auditing firm. The detailed terms of reference of the AC are set out on page 108 herein.

Audit

The AC met with the external auditors five times during the year and one of the meetings was without the presence of management and the internal auditors. The AC also met with the internal auditors five times during the year, and one of the meetings was conducted without the presence of management and the external auditors. The AC reviewed and approved the Group external auditor's audit plan for the year and assessed the quality of the work carried out by the external auditors in accordance with the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority and noted their performance to be adequate. Taking into account the requirements under the Accountants Act 2004 of Singapore, the AC undertook a review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the audit and non-audit fees awarded to them and has confirmed that the non-audit services performed by the external auditors would not affect their independence. For details of fees payable to the auditors in respect of audit and non-audit services, please refer to Note 27 of the Notes to the Financial Statements on pages 192 and 193.

The Company has complied with Rule 712, and Rule 715 read with Rule 716 of the SGX Listing Manual in relation to its auditing firms.

The Company also has an in-house internal audit function ("Group Internal Audit"), which together with the external auditors, report their findings and recommendations to the AC independently. The role of Group Internal Audit is to provide independent assurance to the AC to ensure that the Company maintains a sound system of internal controls. In this aspect, Group Internal Audit conducts regular reviews of the adequacy and effectiveness of the Group's key internal controls, including financial, operational, compliance and information technology controls, and risk management. Any significant non-compliance or failures in internal controls together with recommendations for improvements are reported to the AC. Group Internal Audit also undertakes investigations as directed by the AC.

Group Internal Audit has direct access to the AC and unfettered access to all the documents, records, properties and personnel of the Group. The AC approves the hiring, removal, evaluation and compensation of the Head of Group Internal Audit, whose primary line of reporting is to the chairman of the AC,

with an administrative reporting line to the CEO of the Company. The AC reviewed the adequacy and effectiveness of Group Internal Audit and is satisfied that the team is independent, effective and adequately resourced with persons with relevant qualifications and experience and has appropriate standing within the Company. Group Internal Audit attends the Company's and the Group's key strategy sessions, and executive meetings, and is staffed with professionals with sufficient expertise in corporate governance, risk management, internal controls, and other relevant disciplines. The AC also reviewed the training costs and programmes attended by Group Internal Audit to ensure that their technical knowledge and skill sets remain current and relevant.

The purpose, authority and responsibility of Group Internal Audit are defined in the Audit Charter, which is reviewed annually and approved by the AC. The Audit Charter establishes Group Internal Audit's position within the organisation, including the nature of its functional reporting relationship with the AC; authorises access to records, personnel, and physical properties relevant to the performance of internal audit engagements; and defines the scope of internal audit activities. The Audit Charter mandates Group Internal Audit to maintain a quality assurance and improvement programme that covers all aspects of the internal audit activity, including the evaluation of its conformance with the Standards, and an evaluation of whether internal auditors apply the Institute of Internal Auditors' ("IIA") Code of Ethics.

Group Internal Audit is guided by the International Professional Practices Framework established by the IIA. External quality assessment reviews are carried out at least once every five years by qualified professionals, with the last assessment conducted in 2021. The results re-affirmed that the internal audit activity generally conforms to the International Standards for the Professional Practice of Internal Auditing. Group Internal Audit staff perform a yearly declaration of independence and confirm their adherence to Keppel's Code of Conduct as well as the Code of Ethics established by the IIA, from which the principles of objectivity, competence, confidentiality and integrity are based.

Group Internal Audit adopts a risk-based auditing approach that focuses on key risks, including financial, operational, compliance and information technology risks. An annual audit plan is developed using a structured risk and control assessment framework. This plan is reviewed and approved by the AC, who are also appraised on material changes to the plan regularly. Audits are planned based on the results of the assessment, with priority

given to high risks. All Group Internal Audit's reports are submitted to the AC for deliberation with copies of these reports extended to the Chairman, CEO and relevant senior management personnel. In addition, significant audit findings and recommendations put up by the internal and the external auditors are reported to the AC and discussed at AC meetings. To ensure timely and adequate closure of audit findings, the status of implementation of the actions agreed by management is tracked and reported to the AC. The AC also reviews the effectiveness of the actions taken by management on the recommendations made by Group Internal Audit and the external auditors.

With effect from 15 December 2022, Mr Raghupathi Rao took over from Ms Sepalika Kulasekera as the General Manager of Group Internal Audit.

Financial Matters

Changes to accounting standards and accounting issues which have a direct impact on the financial statements were reported to the AC, and highlighted by the external auditors in their quarterly meetings with the AC.

During the year, the AC performed an independent review of the financial statements of the Company before the announcement of the Company's first half and full year results. In the process, the Committee reviewed the key areas of management judgment applied for adequate provisioning and disclosure, critical accounting policies and any significant changes made that would have a material impact on the financials.

In its review of the financial statements of the Group and the Company for FY 2022, the AC reviewed the key areas of management's judgment and estimates applied for key financial issues, including valuation of investment properties and development properties held for sale, revenue recognition and contract cost, impairment assessment of goodwill arising from the acquisition of M1, the presentation of the results of discontinuing operations, the assessment of the carrying amount of the disposal group held for sale in relation to KOM, and disclosures of material subsequent events, that might affect the integrity of the financial statements. The assessment of carrying amount of the disposal group held for sale in relation to KOM includes financial exposure in relation to material contracts, recoverability of contract assets, material receivables and stocks, and impairment assessment of fixed assets. The AC also considered the report from the external auditors, including their findings on the key audit matters as set out in the independent auditor's report for the financial year ended 31 December 2022.

In addition to the findings of the external auditors, the AC took into consideration the methodology applied in determining the valuation and value-in-use of different asset classes, including the reasonableness of the estimates and key assumptions used. The AC also reviewed management's assessment of the carrying amount of the disposal group held for sale in relation to KOM, and estimates of the total costs and physical proportion of work completed in determining the stage of completion. Furthermore, external independent valuations, work performed by independent professional firms and financial advisor, as well as opinions from internal and external legal counsel, where applicable, were considered when reviewing management's assessment.

The AC concurs with the methodology, accounting treatment and estimates adopted, as well as the disclosures made in the financial statements for each of the key audit matters set out by the external auditors in their report.

Whistle-Blower Policy

The AC has reviewed the "Keppel Whistle-Blower Policy" (the "Policy") which provides for the mechanisms by which employees and other persons may, in confidence, raise concerns about possible improprieties in business conduct, and was satisfied that arrangements are in place for the independent investigation of such matters and for appropriate follow-up action.

To facilitate the management of incidences of alleged fraud or other misconduct, the AC is guided by a set of guidelines to ensure proper conduct of investigations and appropriate closure actions following completion of the investigations, including administrative, disciplinary, civil and/or criminal actions, and remediation of control weaknesses that allowed the perpetration of fraud or misconduct so as to prevent a recurrence. Significant matters raised through the whistle-blowing channel are reported to the Board.

The details of the Policy are set out on page 112 hereto. The AC reviews the Policy yearly to ensure that it remains current.

Interested Person Transactions

The Company has established policies and procedures for reviewing and approving interested person transactions ("IPTs") in accordance with the general mandate from shareholders that allows for such transactions where made on normal commercial terms and not be prejudicial to the interests of the Company and its minority shareholders. Management reported the IPTs to the AC in accordance with the mandate. These IPTs were reviewed by the internal auditors, and all findings were reported during AC meetings.

The Asset Co Transfer and the KOM Combination (as defined in the Company's SGXNet announcement dated 27 April 2022), collectively the "KOM Transaction", that were completed in February 2023, were interested person transactions. In accordance with the SGX Listing Rules, the Company appointed an independent financial advisor ("IFA") to advise the AC and the Company's directors who were considered independent for the purpose of the interested person transaction as to whether the KOM Transaction was on normal commercial terms and was not prejudicial to the interests of the Company and its minority shareholders. The AC considered the relevant factors and the advice and opinion of the IFA and reported to the shareholders of the Company in the Company's circular dated 23 November 2022 that the KOM Transaction was on normal commercial terms and was not prejudicial to the interests of the Company and its minority shareholders.

Details of IPTs entered into by the Group in FY 2022 are set out on page 227 of this Annual Report.

Risk Management and Internal Controls

Principle 9:

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

Board Risk Committee

The Board Risk Committee ("BRC") comprises entirely independent directors, namely:

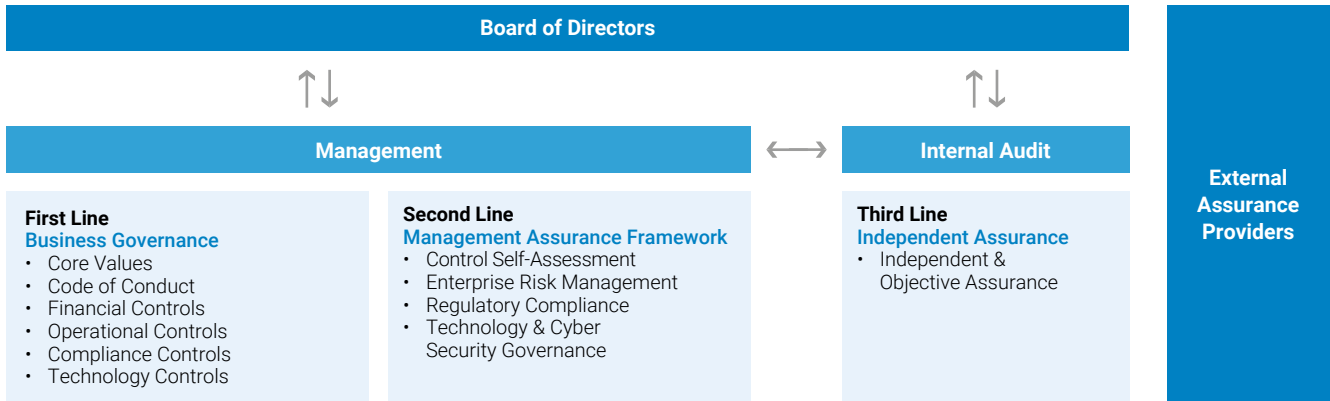
- Ms Veronica Eng
Independent Chairperson
- Mr Tham Sai Choy
Independent Member
- Mrs Penny Goh
Independent Member
- Mr Shirish Apte
Independent Member
- Mr Jimmy Ng
(from 1 May 2022)
Independent Member

The BRC considers the nature and extent of the significant risks which the Company may take in achieving its strategic objectives and value creation; and reviews and guides management in the formulation of risk policies and processes to effectively identify, evaluate and manage significant risks, to safeguard shareholders' interests and the Group's assets, and ensure corporate sustainability. The Committee reports to the Board on critical risk issues, material matters, findings and recommendations.

The detailed terms of reference of the BRC are disclosed on page 109 herein.

Corporate Governance

Keppel's System of Management Controls



↑ Accountability, reporting
↓ Delegation, direction, resources, oversight
↔ Alignment, communication, coordination, collaboration

The Group Risk & Compliance (“GRC”) department, working in conjunction with the business teams, supports management in applying the Enterprise Risk Management (“ERM”) Framework to ensure significant risks across the Group are assessed and adequately mitigated. This is performed through the monitoring of risk matters across the Group, conduct of training, site visits, participation at IMPAC meetings, and implementation of risk-related policies and standards. The ERM Framework was established to guide Group entities in managing risks and also facilitate the Board’s assessment of the adequacy and effectiveness of the Group’s risk management system and processes in managing risks. It lays out the governance mechanisms and principles, policies and processes, and system pertaining to how Group entities should identify, assess, mitigate, communicate, and monitor or escalate significant risk matters.

Risk assessments are performed at each business unit and agreed with senior management before being consolidated to form the Group risk assessment. Further assessments are performed at the Group and each key risk area is grouped by sub-groups within Strategic, Operational, Compliance and Financial risk, and the mitigation plans where applicable, are provided to the Board and BRC at quarterly meetings. This is complemented

by education and awareness, resources and expertise, and assessment or feedback, which are ongoing in nature.

The Group’s approach to risk management and the key risks of the Group are set out in the “Risk Management” section on pages 118 to 121 of this Annual Report. The Group is guided by a set of Risk Tolerance Guiding Principles, as disclosed on page 118.

The Group also has in place Keppel’s System of Management Controls (“KSMC”) outlining the Group’s internal control and risk management processes and procedures. The KSMC comprises the Three-Lines Model to ensure the adequacy and effectiveness of the Group’s system of internal controls and risk management.

Under the First Line of Business Governance, the Group and its business units’ (“BUs”) management, supported by their respective line functions and committees, are responsible for the identification and mitigation of risks (including financial, operational, compliance and technology risks) facing the Group and respective BUs in the course of running their business. Appropriate policies, procedures, and controls are implemented and operationalised in line with the Group’s risk appetite where applicable. Employees are also guided by the Group’s Core Values and expected to comply strictly with

Keppel’s Code of Conduct. Keppel Cyber Security Centre consist of Cyber Technology and Cyber Operations pillars, partnering business and managing cyber risks through advisory, building, and running sustainable next-generation solutions to combat against evolving cyber threats while meeting business objectives.

Under the Second Line, Management Assurance Frameworks are established to enable oversight and governance over operations and activities undertaken by management under the First Line. Business units and entities scoped in for control self-assessment (“CSA”) are required to conduct a self-assessment exercise to assess the status of their respective internal controls on an annual basis. The annual CSA exercise is overseen by Control Assurance. Remedial actions are implemented to address all control gaps identified during the CSA exercise. GRC, working in conjunction with the Group and respective BUs’ line functions and committees, oversees the implementation of the Group’s ERM Framework, under which the Group will identify, assess and mitigate risks facing the Group to ensure that risks fall within the established risk appetite and tolerance. In respect of regulatory compliance, the Group’s and BUs’ line functions and committees support and work alongside GRC and the Group’s and

BUs' management to help ensure relevant policies, processes and controls are effectively designed, implemented and managed to mitigate compliance risks that the Group and respective BUs face in the course of their business. The Technology Governance Framework overseen by Group Information Technology aims to align technology strategy to enterprise vision, whilst strengthening technology controls and security, and managing technology risks for the Group. The Technology Governance Framework was strengthened in 2022 with the adoption of a uniform framework structure and methodology to enable the Group and business units to monitor and manage technology risks better and more effectively, as well as to ensure that activities associated with technology are aligned with the overall business objectives through the establishment of the three (3) pillars in Technology Governance (i.e. Policy, Technology Risk Management and Compliance). The Technology Governance Framework aims to provide an approach to ensure technology risks are identified and adequately mitigated in the design, operation, use, and management of the Group's computing resources taking into consideration statutory, regulatory, contractual, and security requirements. This framework covers the use of all technology systems and assets within the Group, including 3rd party service providers. The Head of Group Cyber Security, providing oversight to Keppel Cyber Security Centre and Cyber Governance, has a reporting line to the Board Risk Committee to reinforce independence and facilitate Board oversight. Group Cyber Security drives the enterprise vision, strategy and programme to ensure that the Group's technology assets are adequately protected from cyber threats. Cyber Governance maintains cyber policies aligned with industry standards such as ISO 27001/2, US National Institute of Standards and Technology as well as local regulators' requirements to ensure effective management of cybersecurity risks. Cyber assurance and compliance programmes are executed to ensure developed processes and controls are effective and adhered to.

The Third Line comprises independent assurance, including internal and external audit. Internal audit provides the Board and the Group's senior management with independent assurance over the adequacy and effectiveness of the system of internal controls, risk management and governance,

while external audit considers the internal controls relevant to the Company's preparation of financial statements and performs tests on such internal controls, where they are assessed to be necessary, in support of the audit opinion issued on the financial statements of the Company.

Enhancements to Compliance Programme in FY 2022

At Keppel, accountability is a core value. As Keppel's Code of Conduct states, "we care how results are achieved, not just that they are attained." Implementing that core value through enhancing Keppel's regulatory compliance process and by reminding every Keppelite of that core value is a focus of attention for Keppel, Keppel's boards, and officers and line managers across the globe.

This section provides an overview of the improvements and enhancements that have been made to strengthen Keppel's compliance programme over the past year. Further details of the Group's compliance initiatives are set out on pages 122 to 124 of this Annual Report. The Company is committed to a continuous review and, where necessary and appropriate, further improvements and enhancements to the Group's compliance programme will be made.

The Group has taken the following steps over the past year to further enhance its internal controls, policies and procedures:

- a. During the year, overseas entities comprising Keppel Land India, Keppel Infrastructure Belgium and Qatar, as well as additional Singapore entities of Keppel Infrastructure, achieved ISO 37001 certification.
- b. Digitalisation initiatives comprise implementing an integrated system (Ethixbase) for onboarding and monitoring of Third-Party Associates across the Group and launching a Conflicts of Interest (COI) App for declaration of such potential conflicts in key projects.
- c. A Sanctions Compliance Framework was implemented to enhance operationalisation of Group Sanctions Policy.
- d. E-training modules were enhanced to cover Sanctions Compliance and Business Continuity Management in the 2022 Annual Training and Declaration of Group Policies.

Corporate Governance

The Group's Compliance Programme

The Group's compliance programme also includes the following:

- a. a compliance governance structure that is overseen by a Regulatory Compliance Management Committee and Regulatory Compliance Working Team, bringing together senior management, compliance personnel, and other core function leads to discuss compliance enhancements and address compliance issues as they arise;
- b. a Supplier Code of Conduct, to integrate Keppel's sustainability principles across our supply chain, and positively influence the environmental, social and governance ("ESG") performance of our suppliers. Suppliers of the Group are expected to abide by the Supplier Code of Conduct, which covers areas pertaining to business conduct (including specific anti-bribery provisions), labour practices, safety and health, and environmental management;
- c. risk-based due diligence process for all third-party associates who represent the Group in business dealings, including our joint venture partners, to assess the compliance risk of the business partner; and
- d. the dedicated independent Group-wide compliance function has reporting lines independent of business units. The Head of the Group's compliance function has a primary line of reporting to the chairman of the BRC, with an administrative reporting line to the CFO of the Company.

The Group's compliance programme is and will be subjected to a periodic review to ensure it meets the following standards, i.e. that:

1. Board and Senior Management Commitment

The Group's senior management, including members of the Board, provide continuous, clear and explicit support to the compliance programme.

2. Policies and Procedures

The Group continuously implements and communicates its corporate policy against violations of any anti-corruption laws. This policy has been and will continue to be documented in writing, include appropriate measures to reduce the prospect of violations of anti-corruption laws, and encourage and support the observance of compliance policies and procedures by personnel at all levels of the Group. These anti-corruption policies and procedures apply to all directors, officers and employees and, where necessary and appropriate, outside parties acting on behalf of Keppel,

including but not limited to, agents and intermediaries, consultants, representatives, partners and suppliers.

Individuals at all levels of Keppel comply with Keppel's Code of Conduct and its compliance policies and procedures. Such policies and procedures address, among other areas:

- a. gifts and hospitality;
- b. dealing with third party associates – due diligence;
- c. political contributions;
- d. donations and sponsorships;
- e. facilitation payments; and
- f. solicitation and extortion.

The Group ensures that:

- a. books, records and accounts are in reasonable detail, and accurately and fairly reflect the transactions and disposition of assets; and
- b. the Group develops and maintains a system of internal accounting controls, sufficient to provide reasonable assurance that:
 - i. transactions are performed in accordance with the Group's general guidelines or specific authorisation;
 - ii. transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets;
 - iii. access to assets shall only be permitted in accordance with the Group's general guidelines or specific authorisation; and
 - iv. the recorded accountability for assets shall be compared with the existing assets at reasonable intervals and appropriate action be taken with respect to any differences.

3. Periodic Risk-based Review

The Group continues to enhance its compliance policies and procedures on the basis of a periodic risk assessment to ensure their continued effectiveness, taking into account relevant developments such as international and industry standards, and addressing the individual circumstances of the Group, and in particular corrupt practices risks, including but not limited to its geographical organisation and sectors of industrial operation.

4. Training and Orientation

The Group continuously ensures that its compliance policies and procedures are communicated effectively to all employees, including officers, directors, and where necessary and appropriate agents, and business partners. These mechanisms include:

- a. a mandatory annual e-learning training and declaration covering all employees comprising the Keppel Group Code of Conduct and all other key compliance policies. For 2022, new e-training modules included Sanctions Compliance and Business Continuity Management. Where necessary and appropriate, compliance training for agents and business partners were also conducted during the year.
- b. corresponding certifications by such senior management members (including directors), employees, agents and business partners, acknowledging their understanding of policies and conformity with training requirements.

5. Internal Reporting, Communication and Investigation

The Group maintains a system for the internal reporting/communication of potential violations of compliance policies and procedures and applicable laws, that ensures as far as possible confidentiality to the whistle-blower and investigation subjects.

The Group maintains a process for receiving internal reports/communications with sufficient resources to respond and document allegations of violations of compliance policies and procedures and applicable law. When necessary, the Group undertakes independent investigations of the alleged violations. Due to travel restrictions imposed in light of COVID-19, in 2022, key investigations into whistle-blower complaints alleging misconduct (of any kind) have been conducted by local third-party forensic and investigations specialists.

6. Enforcement and Discipline

The Group maintains and, where necessary, improves its mechanisms designed to effectively enforce its compliance policies and procedures including, where appropriate, the imposition of disciplinary measures in the case of violations.

The Group institutes disciplinary measures with reference to, among other things, violations of

compliance policies and procedures and applicable law by its senior management (including directors) and employees. Such procedures are applied consistently and fairly, regardless of the position held by, or the perceived importance of the senior management member (including directors) or employee. Where misconduct is discovered, measures are taken promptly to cease the misconduct or irregularities, and remedy the harm resulting from such misconduct.

7. Third-Party Relationships

The Group continues to implement the following procedures with reference to its agents and business partners:

- a. due diligence relating to the engagement of third parties;
- b. appropriate oversight of third parties; and
- c. seeking reciprocal commitments regarding ethical conduct from third-parties, associates and business partners.

When necessary, the Group includes in contracts with third-parties, agents and business partners, anti-corruption provisions, which may include the following:

- a. commitment to act in accordance with applicable laws;
- b. right to conduct audits of the books and records of third-parties, agents or business partners; and
- c. right to terminate a contract due to violations of compliance policies and procedures or any applicable anti-corruption law by any third party, agent or business partner.

The Group also communicates its Sanctions Compliance Policy to all counterparties of the Group as relevant, to ensure that in all dealings with such counterparties, they are made aware of, and agree to comply with, all applicable sanctions and export control laws and regulations.

In addition, risk-based screening of counterparties to identify sanctions-related risks is also conducted. Where appropriate on a risk-based consideration, contracts with such counterparties would contain sanctions and export control compliance clauses.

8. Mergers, Acquisitions and Corporate Restructuring

The Group performs appropriate compliance due diligence checks on potential merger and acquisition target entities.

Also, the Group applies its compliance codes, policies and procedures for adoption by newly acquired businesses or entities, and conducts training for new employees, senior management (including directors), agents and business partners.

9. Monitoring and Developments

The Group conducts continuous monitoring of its compliance programme to enhance its effectiveness in preventing and detecting violations of its compliance policies.

Annual Assurance

The Board has received assurance:

- a. from the CEOs and CFOs of each of the Group's business divisions and the CEO and CFO of the Company that, as of 31 December 2022, the financial records of the Group have been properly maintained and the financial statements for the year ended 31 December 2022 give a true and fair view of the Group's operations and finances; and
- b. from the CEO and CFO of the Company, CEOs and CFOs of each of the Group's business divisions, and other key management personnel responsible for risk management and internal control systems that, as of 31 December 2022, the Group's internal controls (including financial, operational, compliance and IT controls) and risk management systems were adequate and effective to address the risks which the Group considers relevant and material to its operations.

Based on the internal controls and enterprise-wide risk management framework established and maintained by the Group, work performed by internal and external auditors, and reviews performed by management, the AC and BRC, as well as the assurances set out above, the Board is of the view that, as of 31 December 2022, the Group's internal controls (including financial, operational, compliance and IT controls) and risk management systems were adequate and effective to address the risks which the Group considers relevant and material to its operations.

Corporate Governance

The Board notes that the system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgment in decision making, human error, losses, fraud and other irregularities.

The AC and BRC concur with the Board's view that, as of 31 December 2022, the Group's internal controls (including financial, operational, compliance and IT controls) and risk management systems were adequate and effective to address the risks which the Group considers relevant and material to its operations.

Shareholder Rights and Communication with Shareholders

Principle 11:

The Company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the Company. The Company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Principle 12:

The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the Company.

Principle 13:

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served.

The Board is responsible for providing a balanced and understandable assessment of the Company's and Group's performance, position and prospects, including interim and other price sensitive public reports, and reports to regulators (if required).

The Board has embraced openness and transparency in the conduct of the Company's affairs, whilst preserving the commercial interests of the Company. Financial reports and other price sensitive information are disseminated to shareholders through announcements via SGXNet, media releases, the Company's website, public webcasts and media and analyst briefings.



Engagement with stakeholders takes many forms, including live webcasts of financial results briefings (pictured).

The Company's Annual Report is accessible on the Company's website, and can be viewed at or downloaded from <https://www.keppcorp.com/en/investors/annual-reports/>. Shareholders are encouraged to read the Annual Report on the Company's website, but may also request for a physical copy at no cost.

The Company adopts a comprehensive stakeholder engagement approach, whereby stakeholders are defined to be individuals, groups of individuals or organisations that affect and/or could be affected by Keppel's activities, products or services and associated performance.

The Company engages its stakeholders regularly in the determination of its material areas of focus. Materiality assessments are important components of the Company's sustainability strategy and reporting. The Company's materiality assessments are based on the SGX guidelines on Sustainability Reporting, as well as the Global Reporting Initiative's ("GRI") guidance on the approach to determine material topics. Materiality with respect to sustainability reporting, as defined by GRI standards, includes topics and indicators that reflect the organisation's significant economic, environmental and social impacts; and would substantively influence the assessments and decisions of stakeholders.

The Company has identified and prioritised its material ESG issues. An overview of the Company's approach to sustainability management can be found on page 32 of this report.

More details of the Company's management approach, priorities, targets and performance reviews in key areas will be made available through its externally audited Sustainability Report, prepared in accordance with the GRI standards, published annually in May.

The Company's Corporate Communications department (with assistance from other departments as required) regularly communicates with shareholders and receives and attends to their queries and concerns. The Company treats all its shareholders fairly and equitably and keeps all its shareholders and other stakeholders informed of its corporate activities, including changes in the Company or its business, which would be likely to materially affect the price or value of its shares, on a timely basis.

The Company has in place an Investor Relations Policy which sets out the principles and practices that the Company applies to provide shareholders and prospective investors with information necessary to make well-informed investment decisions and to ensure a level playing field. The Investor Relations Policy is published on the Company's website at <https://www.kepcorp.com/en/investors/investor-relations-policy/>, and sets out the mechanism through which shareholders may contact the Company with questions and through which the Company may respond to such questions. This is to allow for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

The Company announces its financial statements on a half-yearly basis, but continues to provide voluntary business updates in between its half-yearly financial reports. The Company stands committed to engaging shareholders and the investment community through clear, timely and consistent communications.

The Company employs various platforms to effectively engage the investment community and other stakeholders, with an emphasis on timely, accurate, fair and transparent disclosure of information. Engagement with stakeholders takes many forms, including live webcasts of financial results briefings, email communications, publications and content on the Company's corporate website, as well as through facility visits, where shareholders may raise any queries or concerns that they may have. Presentation materials of the Company's half-yearly financial statements and voluntary business updates are made

available on its website on the same day they are released on SGXNet, while transcripts of the question-and-answer sessions held during the webcasts or media and analyst briefings are also released on SGXNet and posted on the Company's website.

The Company's mobile-friendly website is regularly updated with the latest information. These include company announcements, half-yearly results and voluntary business updates, annual reports, investor events, stock and dividend information, investor presentation slides, as well as information on general meetings, including presentations and minutes. Contact details of the Investor Relations personnel (email: investor.relations@kepcorp.com) are also set out on the website to facilitate any queries from investors. In addition to shareholder meetings, senior management engages investors, analysts and the media, as well as attends roadshows and industry conferences organised by major brokerage firms to solicit and understand the views of the investment community. In 2022, the Company held about 175 in-person and virtual meetings with institutional investors from Singapore, Hong Kong, Japan, the UK, the US, and other countries. The management also travelled for non-deal roadshows in London and New York, and participated in a virtual investment conference organised by CITIC CLSA. The Company also hosted an investor tour of the Keppel Marina East Desalination Plant in Singapore with Citigroup as well as investor visits to the Group's overseas assets.

During the year, the Company engaged the media, analysts and investors to help the investment community better understand Keppel's performance, strategy and progress towards achieving its Vision 2030 goals. The Company has, since 2017, been collaborating with the Securities Investors Association (Singapore) ("SIAS") to hold briefings for retail shareholders. In 2022, the Company held its annual briefing on the Company's developments, as well as a dialogue session with retail shareholders on the proposed transaction involving the Asset Co transfer and the proposed combination of KOM and SCM, as well as the proposed distribution *in specie* of SCM shares. The two events, both of which were hosted by SIAS, drew a total of close to 170 participants. All materials presented on these occasions were also made available on the SGXNet and the Company's website in a timely manner, to ensure fair disclosure of information for the benefit of all shareholders.

Corporate Governance

Annual General Meeting and Extraordinary General Meeting

In 2022, the Company held its AGM and an EGM to seek shareholders' approval for the proposed combination of KOM and SCM and the proposed distribution *in specie* of SCM shares, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**COVID-19 (Temporary Measures)**"). Alternative arrangements relating to attendance at the general meetings via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the meetings in advance of the general meetings, addressing of substantial and relevant questions at, or prior to, the general meetings and voting by appointing the Chairman of the meetings as proxy at the general meetings, were put in place for the general meetings. The CEO of the Company gave presentations at the AGM and EGM, providing further elaboration to shareholders. In addition, the Company implemented real-time electronic communication for questions at the EGM, and the Board addressed all key questions raised. The notices of meetings and documents relating to the businesses of the general meetings (which included the rules governing the AGM and EGM) were circulated to shareholders by electronic means via publication on SGXNet and the Company's website. Further, responses to questions submitted by shareholders prior to the meetings were uploaded to SGXNet and the Company's website prior to the events and addressed at the general meetings.

The COVID-19 (Temporary Measures) will cease with effect from 1 July 2023. The Company will hold a physical AGM in respect of FY 2022 in line with the Company's practice prior to the pandemic and the COVID-19 (Temporary Measures) coming into effect. The Company's general meetings were generally held physically in central locations which are easily accessible by public transportation, ensuring that shareholders have the opportunity to participate effectively and vote at such meetings. Shareholders are informed of the meetings through notices published in the newspapers and via SGXNet, and reports or circulars sent or made available to all shareholders. If any shareholder is unable to participate at the physical meeting, he/she is allowed to appoint up to two proxies to vote on his/her behalf at the meeting through proxy forms sent in advance. Specified intermediaries, such as banks and capital markets services licence holders which

provide custodial services, may appoint more than two proxies. This will enable indirect investors, including CPF investors, to be appointed as proxies to participate in the physical meetings. Such indirect investors, where so appointed, will have the same rights as direct investors to vote at the physical meeting.

To ensure transparency, the Company conducts electronic poll voting for shareholders/proxies present at the physical meeting for all the resolutions proposed at the general meeting. Shareholders are also informed of the rules, including voting procedures, governing such general meetings. Votes cast for and against and the respective percentages, on each resolution will be displayed live to shareholders/proxies immediately after each poll conducted.

Regardless whether a general meeting is held physically or via electronic means, shareholders are invited to put forth any questions they may have on the motions to be debated and decided upon, and vote on the resolutions at general meetings. Each distinct issue is proposed as a separate resolution. Such resolutions include matters of significance to shareholders such as, where applicable, proposed amendments to the Constitution, the authorisation to issue additional shares, the transfer of significant assets, re-election of directors, and the remuneration of NEDs. The rationale for the resolutions to be proposed at the meeting is set out in the notices to the meeting or their accompanying appendices. However, where the issues are interdependent and linked so as to form one significant proposal, the Company may propose "bundled resolutions" and will set out the reasons and material implication in the notices to the meeting or its accompanying appendices. A scrutineer will be appointed to count and validate the votes cast at the meetings. The total number of votes cast for or against the resolutions and the respective percentages are also announced in a timely manner after the general meeting via SGXNet. Each share is entitled to one vote.

Where possible, all directors will attend the general meetings of the Company. The chairmen of the Board and each board committee are required to be present to address questions at general meetings. External auditors are also present at such meetings to assist the directors to address shareholders' queries, if necessary.

The Constitution allows for absentia voting at general meetings. However, the Company is not implementing absentia voting methods such as voting via mail, email or fax for security, integrity and related considerations.

The Company Secretaries prepare minutes of general meetings, which incorporate substantial and relevant comments or queries from shareholders relating to the agenda of the meeting and responses from the Board and management. These minutes are available to shareholders upon their requests. All minutes of general meetings will be published on the Company's website as soon as practicable. Minutes of the AGM and EGM held in 2022 were published on both the Company's website and SGXNet within one month from the meeting. The Company is committed to rewarding shareholders fairly and sustainably, while balancing the payment of dividends with its capital requirements to ensure that the best interests of the Company are served. While it does not have a formal dividend policy, the Company has a track record for distributing about 50 to 60% of its annual net profit as dividends. Any payment of interim dividend or, upon receipt of shareholders' approval at AGMs, final dividend, will be paid to all shareholders in an equitable and timely manner. For FY 2022, the Company will be paying out a total cash dividend of 33 cents per share to shareholders.

Securities Transactions Insider Trading Policy

The Company has a formal Insider Trading Policy and Guidelines on Disclosure of Dealings in Securities on dealings in the securities of the Company and its listed subsidiaries and associated companies, which sets out the implications of insider trading and guidance on such dealings, including the prohibition on dealings with the Company's securities on short-term considerations. The policy and guidelines have been distributed to the Group's directors and officers.

Pursuant to Rule 1207(19)(c) of the Listing Manual, the Company and its officers should not deal in the Company's securities during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company's full year financial statements (if the Company announces its quarterly financial statements), or one month before the announcement of the Company's half year and full year financial statements (if the Company does not announce its quarterly financial statements) (the "**Embargo Period(s)**").

The Company had issued circulars to its directors and officers informing them that the Company and its officers must not deal in listed securities of the Company during the applicable Embargo Period(s), and if they are in possession of unpublished price-sensitive information. Directors and

the CEO are also required to report their dealings in the Company's securities within two business days.

Board Sustainability and Safety Committee

In May 2022, the Board established the Board Sustainability and Safety Committee ("BSSC") to sharpen the Group's focus on sustainability. The role of the former Board Safety Committee has been subsumed under the terms of reference of the BSSC. The BSSC comprises both independent and non-independent directors, namely:

- Mr Teo Siong Seng
Non-independent and
Non-executive Chairman
- Mr Danny Teoh
Independent Member
- Mr Olivier Blum
(from 1 May 2022)
Independent Member
- Mr Loh Chin Hua
Non-independent Member

The BSSC's roles include reviewing the Company's sustainability strategy and its integration with commercial objectives, ensuring that the Company has in place effective sustainability and safety governance structures, as well as overseeing the adoption of and progress towards the Company's sustainability and health, safety and environment ("HSE") goals. The BSSC also monitors international sustainability-related trends and developments, and reviews the processes for identifying, assessing and managing climate-related risks and opportunities. In addition, the BSSC plays a pro-active role in reviewing material changes

in the Company's HSE risk profile, and oversees the management of significant HSE risks and strategic plans, such as Keppel's Zero Fatality Strategy as well as the digital transformation of HSE processes.

The BSSC meets at least four times a year. It considers management's reports and proposals, and reports to the Board on material sustainability and safety issues, as well as its findings and recommendations, where relevant.

In 2022, sustainability issues deliberated by the BSSC included the Company's sustainability roadmap and key work plans, the review of the Company's material ESG factors, as well as the assessment of climate-related risks and opportunities faced by the Company, in line with the recommendations of the Task Force on Climate-related Financial Disclosures.

In addition to meetings, the BSSC makes regular site visits to better understand the issues faced by business units, and also strengthen the Company's safety culture and commitment to sustainability through demonstrating visible leadership. The site visits allow the BSSC to interact directly with the Group's contractors, suppliers, and workers, thus gaining deeper insights into the Group's sustainability and safety performance. In 2022, the BSSC visited Keppel Land's 19 Nassim project site, as well as the construction site of Keppel Data Centre Singapore 7 (KDC SGP 7) at Genting Lane.

The detailed terms of reference of the BSSC are disclosed on page 110 herein.



The BSSC makes regular site visits to better understand the issues faced by business units, and also strengthen the Company's safety culture and commitment to sustainability.

Corporate Governance

Appendix 1

Board Committees – Responsibilities

A. Audit Committee

- 1.1 Review financial statements and announcements relating to financial performance, and significant financial reporting issues and judgments contained in them, for better assurance of the integrity of such statements and announcements.
 - 1.2 Review and report to the Board at least annually on the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management in relation to financial reporting and other financial-related risks (such review can be carried out internally or with the assistance of any competent third parties).
 - a. Review the Board's comment on the adequacy and effectiveness of the Group's internal control systems, and risk management systems, and state whether it concurs with the Board's comments.
 - b. Where there are material weaknesses identified in the Group's internal control systems, to consider and recommend the necessary steps to be taken to address them.
 - 1.3 Review the assurance from the CEO and CFO on the financial records and financial statements and the assurance and steps taken by the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the Group's internal control systems.
 - 1.4 Internal and External Audit
 - a. Review the adequacy, effectiveness and independence, scope and results of the internal and external audit function, at least annually and report the Audit Committee's assessment to the Board.
 - b. Ensure that the Head of Internal Audit and external auditors have direct and unrestricted access to the chairman of the Audit Committee, and that they are able to meet separately and privately to discuss matters and concerns.
 - c. Monitor and assess the role and effectiveness of the internal audit function, including the internal audit charter, plans, activities (including consulting services), staffing budget, resources and organisational structure of the internal audit function.
 - d. Ensure that the internal audit function is adequately resourced and staffed with persons with the relevant qualifications and experience, and has appropriate standing within the Company.
 - e. Review audit plans and reports of the external auditors and internal auditors on a periodic basis and management's responsiveness to the findings and recommendations and effectiveness of actions taken.
 - f. Ensure that a Quality Assurance Review on internal audit function is independently conducted at least once every five years.
 - g. Decide and approve the appointment, termination, evaluation and remuneration of the Head of Internal Audit, or the accounting/auditing firm or corporation to which the internal audit function is outsourced.
 - h. Make recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors.
 - i. Review the nature and extent of non-audit services performed by the external auditors, to ensure their independence and objectivity.
- 1.5 Oversee the establishment and operation of the whistle-blowing process. Review the whistle-blower policy and the Company's procedures for detecting and preventing fraud, and other arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on.
 - 1.6 Review interested party transactions to ensure they are on normal commercial terms and are not prejudicial to the interests of the Company or its minority shareholders and determine methods or procedures for assessing that the transaction prices are adequate for transactions to be carried out on normal commercial terms, and that they will not prejudice the company or its minority shareholders.
 - 1.7 Investigate any matters within the Audit Committee's purview, whenever it deems necessary.
 - 1.8 Perform such other functions as the Board may determine.
 - 1.9 Report to the Board on:
 - a. the significant issues and judgments that the Audit Committee considered in relation to the financial statements, and how these issues were addressed;
 - b. the Audit Committee's assessment of the adequacy and effectiveness of internal control and risk management systems that relate to financial reporting and other financial-related risks and controls, and any material matters, findings and recommendations;
 - c. the Audit Committee's assessment of the adequacy, effectiveness and independence of the internal audit function;
 - d. the Audit Committee's assessment of the independence and objectivity of the external auditors, taking into consideration the aggregate and respective fees paid for audit and non-audit services;
 - e. the Audit Committee's assessment of the quality of the work carried out by the external auditors, and the basis of such assessment; and
 - f. the significant matters raised through the whistle-blowing channel.
 - 1.10 The Audit Committee shall ensure proper disclosure and reporting to shareholders on interested party transactions as required by the SGX Listing Manual.
 - 1.11 The Audit Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
 - 1.12 The Audit Committee shall produce a report on its activities to be included in the Company's annual report. The report should also disclose the measures taken by the Committee members to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements; and an explanation of how the prospects of the Group have been assessed, over what period it has done so, and why the Board should consider it to be appropriate to use that period.
 - 1.13 Review the Audit Committee's terms of reference annually and recommend any proposed changes to the Board for approval.

- B. Board Risk Committee**
- 1.1 Obtain recommendations on risk tolerance and strategy from Management, and where appropriate, report and recommend to the Board for its determination the nature and extent of significant risks which the Group overall may take in achieving its strategic objectives and the overall Group's levels of risk tolerance, risk parameters and risk policies.
- 1.2 Review and discuss, as and when appropriate, with Management the Group's risk governance structure and framework including risk policies, risk strategy, risk culture, risk assessment, risk mitigation and monitoring processes and procedures.
- 1.3 Review the Information Technology (IT) governance and cybersecurity framework to ascertain alignment with business strategy and Group risk tolerance including monitoring the adequacy of IT capability and capacity to ensure business objectives are well-supported with adequate measures to safeguard corporate information, operating assets, and effectively monitor the performance, quality and integrity of IT service delivery.
- 1.4 Receive and review quarterly reports from Management on the Group's risk profile and major risk exposures, and the steps taken to monitor, control and mitigate such risks, to ensure that such risks are managed within acceptable levels.
- 1.5 Review the Group's risk management capabilities including capacity, resourcing, systems, training, communication channels as well as competencies in identifying and managing new risk types.
- 1.6 Receive and review updates from Management to assess the adequacy and effectiveness of the Group's compliance framework in line with relevant laws, regulations and best practices.
- 1.7 Through interactions with the Head of Group Risk and Compliance, review and oversee performance of the Group's implementation of compliance programmes.
- 1.8 Review and monitor the Group's approach to ensuring compliance with regulatory commitments, including progress of remedial actions where applicable.
- 1.9 Review the adequacy, effectiveness and independence of the Group's Risk and Compliance function, at least annually, and report the Committee's assessment to the Board.
- 1.10 Review and monitor Management's responsiveness to the risks, matters identified and recommendations of the Group Risk and Compliance function.
- 1.11 Provide timely input to the Board on critical risk and compliance issues, material matters, findings and recommendations.
- 1.12 Review Management's proposals in respect of strategic transactions and new risk focused products, focusing, in particular, on the risk and compliance aspects and implications of the proposed action for the risk tolerance of the Group, and make recommendations to the Board.
- 1.13 Review the assurance and steps taken by the CEO and other key management personnel for their relevant areas of responsibilities, regarding the adequacy and effectiveness of the Group's risk management system.
- 1.14 Review and report to the Board annually on the adequacy and effectiveness of the Group's risk management systems, including financial, operational, compliance and information technology controls.
- 1.15 a. Review the Board's comment on the adequacy and effectiveness of the Group's risk management systems and state whether it concurs with the Board's comments.
- b. Where there are material weaknesses identified in the Group's risk management systems, to consider and recommend the necessary steps to be taken to address them.
- 1.16 Ensure that the Head of Group Risk and Compliance function have direct and unrestricted access to the chairman of the Committee.
- 1.17 Perform such other functions as the Board may determine.
- 1.18 Review the Committee's terms of reference annually and recommend any proposed changes to the Board.
- 1.19 Sub-delegate of its powers within its terms of reference as listed above from time to time as the Committee may deem fit.
- C. Nominating Committee**
- 1.1 Recommend to the Board the appointment and re-appointment of directors (including alternate directors, if any).
- 1.2 Annual review of the structure and size of the Board and Board Committees, and the balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age.
- 1.3 Recommend to the Board a Board Diversity Policy (including the qualitative, and measurable quantitative, objectives (as appropriate) for achieving board diversity), and conduct an annual review of the progress towards achieving these objectives.
- 1.4 Annual review of the independence of each director, and to ensure that the Board comprises (a) majority non-executive directors, and (b) at least one-third, or (if Chairman is not independent) a majority of independent directors.
- 1.5 Assess, where a director has other listed company board representation and/or other principal commitments, whether the director is able to and has been adequately carrying out his duties as director of the Company.
- 1.6 Recommend to the Board the process for the evaluation of the performance of the Board, the Board Committees and individual directors, and propose objective performance criteria to assess the effectiveness of the Board as a whole, the Board Committees and the contribution of the Chairman and each director.
- 1.7 Annual assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution of the Chairman and individual directors.
- 1.8 Review the succession plans for the Board (in particular, the Chairman), the CEO and other key management personnel.
- 1.9 Review talent development plans.
- 1.10 Review the training and professional development programmes for Board members.
- 1.11 Review and, if deemed fit, approve recommendations for nomination of candidates as nominee director (whether as chairman or member) to the board of directors of investee companies which are:
- a. listed on the Singapore Exchange or any other stock exchange;
- b. managers or trustee-managers of any collective investment schemes, business trusts, or any other trusts which are listed on the Singapore Exchange or any other stock exchange; and
- c. parent companies of the Company's core businesses which are unlisted.
- 1.12 Report to the Board on material matters and recommendations.

Corporate Governance

- 1.13 Review the Nominating Committee's terms of reference annually and recommend any proposed changes to the Board for approval.
- 1.14 Perform such other functions as the Board may determine.
- 1.15 Sub-delegate any of its powers within its terms of reference as listed above, from time to time as this Committee may deem fit.
- D. Remuneration Committee**
- 1.1 Review and recommend to the Board a framework of remuneration for Board members and key management personnel, and the specific remuneration packages for each director as well as for the key management personnel, including review of all long-term and short-term incentive plans, with a view to aligning the level and structure of remuneration to the Group's long-term strategy and performance.
- 1.2 Consider all aspects of remuneration to ensure that they are fair, and review the Company's obligations arising in the event of termination of the executive directors' and key management personnel's contracts of service, to ensure that such clauses are fair and reasonable and not overly generous.
- 1.3 Consider whether directors should be eligible for benefits under long-term incentive schemes (including weighing the use of share schemes against the other types of long-term incentive scheme).
- 1.4 Review the ongoing appropriateness and relevance of the remuneration policy to ensure that the level and structure of the remuneration are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Group.
- 1.5 Monitor the level and structure of remuneration for directors and key management personnel relative to the internal and external peers and competitors to ensure that the remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the Company and key management personnel to successfully manage the Group for the long term.
- 1.6 Set performance measures and determine targets for any performance-related pay schemes.
- 1.7 Administer the Company's Restricted Share Plan and Performance Share Plan (collectively, the "KCL Share Plans"), in accordance with the rules of the KCL Share Plans.
- 1.8 Report to the Board on material matters and recommendations.
- 1.9 Review the Remuneration Committee's terms of reference annually and recommend any proposed changes to the Board.
- 1.10 Perform such other functions as the Board may determine.
- 1.11 Sub-delegate any of its powers within its terms of reference as listed above, from time to time as the Remuneration Committee may deem fit.
- Save that a member of this Committee shall not be involved in the deliberations in respect of any remuneration, compensation, award of shares or any form of benefits to be granted to him.
- E. Board Sustainability and Safety Committee**
Sustainability
- 1.1 Review the Company's sustainability strategy, with reference to industry peers and expectations, to ensure that they are relevant to evolving local and global sustainability trends and developments.
- 1.2 Ensure that the Group has in place an effective governance structure for sustainability matters.
- 1.3 Review annually the reasons for and the process of selecting the ESG factors identified to be material to the Group's business, taking into account the prevailing business strategy, market conditions and stakeholder concerns.
- 1.4 Review annually the processes for identifying, assessing, and managing climate-related risks and opportunities across the 4 pillars of governance, strategy, risk management, and metrics and targets, and related reporting aligned with the Taskforce on Climate-related Financial Disclosures.
- 1.5 Oversee the adoption of the Company's sustainability goals and targets, as well as management's plans and progress towards achieving the goals and targets.
- 1.6 Consider management's proposals and recommendations on sustainability related policies and practices and make recommendations to the Board where relevant.
- 1.7 Monitor the Group's performance against previously disclosed targets in relation to identified material ESG factors.
- 1.8 Monitor the integration of the Company's sustainability strategy into the Company's general commercial objectives and align the management of key sustainability issues and impacts with the Company's broader business and sustainability strategy.
- 1.9 Monitor international sustainability-related trends and developments and consider the implications on the Company's sustainability strategy.
- 1.10 Review stakeholder engagement plan(s) to ensure that stakeholders' concerns are meaningfully captured and addressed.
- 1.11 Review and approve the independent assurance and audit process, and assess annually the adequacy and effectiveness of the process.
- 1.12 Review the Group's diversity and inclusion management.
- 1.13 Review the Company's sustainability reporting and sustainability-related disclosures.
- Safety**
- 1.14 Review the policies, practices and performance of the Group relating to safety, including in particular the safe condition and responsible operation of the Group's assets and business, as well as employee health and well-being.
- 1.15 Ensure that the safety functions in Group companies are adequately resourced (in terms of number, qualification and budget) and have appropriate standing within the organisation.
- 1.16 Monitor HSE performance of the Group and the BUs, analyse trends and accident root causes, and recommend or propose Group wide initiatives for improvement where appropriate to ensure a robust HSE management system is maintained.
- 1.17 Review the major changes to HSE risk profile of each Group company that has changed or will change as a result of new business, new market, new product, etc. and the steps taken to monitor, control and mitigate such risks.
- 1.18 Structure an audit programme of the Group's HSE management programme to verify effectiveness and use its resources to lead the execution of such audits, drawing additional resources from the line where needed.
- 1.19 Ensure a process is in place to have fatalities and other major incidents investigated by an independent and competent team.
- 1.20 Review any major incident that impact, or has the potential to impact, the Group's safety, environmental and social performance.

Nature of Directors' Appointments and Membership on Board Committees

The Board currently has 11 members, the majority of whom are non-executive and independent and each board committee (except for Board Sustainability and Safety Committee) comprise at least three members, a majority of whom (including the chairman) are non-executive and independent. The current composition of the Board Committees are as follows:

Director	Committee Membership				
	Audit Committee	Nominating Committee	Remuneration Committee	Board Risk Committee	Board Sustainability and Safety Committee
Danny Teoh Chairman/Non-Executive and Non-Independent Director	–	Member	Member	–	Member
Loh Chin Hua Executive Director	–	–	–	–	Member
Till Vestring Lead Independent Director	–	Member	Chairman	–	–
Veronica Eng Independent Director	Member	–	–	Chairman	–
Jean-François Manzoni Independent Director	–	Chairman	Member	–	–
Teo Siong Seng Non-Executive and Non-Independent Director	–	–	–	–	Chairman
Tham Sai Choy Independent Director	Chairman	–	–	Member	–
Penny Goh Independent Director	Member	–	Member	Member	–
Shirish Apte Independent Director	Member	–	–	Member	–
Olivier Blum Independent Director	–	–	–	–	Member
Jimmy Ng Independent Director	–	–	–	Member	–

Board Assessment

Evaluation Processes for FY 2022

Each Board member was required to complete evaluation questionnaires on the performance of the Board, board committees and individual directors (including the Board Chairman). Egon Zehnder conducted one-on-one interviews with each director. Based on the feedback, Egon Zehnder prepared a consolidated report and briefed the NC chairman and the Board Chairman on the report. Thereafter, Egon Zehnder and the NC chairman presented the report to the Board for discussion on the changes which should be made to help the Board discharge its duties more effectively. Thereafter and where necessary, the NC chairman will in consultation with the Board Chairman meet with directors individually to provide feedback on their respective board performance with a view to improving their board performance and shareholder value.

Performance Criteria

The performance criteria for the Board were in respect of the board size, board and board committee composition, board independence, board processes, board information and accountability, standards of conduct, board performance in relation to discharging its principal functions and ensuring the integrity and quality of financial reporting to stakeholders.

The performance criteria of each NED (including the Chairman) were categorised into four segments; namely, (1) interactive skills (under which factors as to whether the director works well with other directors, and participates actively are taken into account); (2) knowledge (under which factors as to the director's industry and business knowledge, functional expertise, whether he/she provides valuable inputs, his/her ability to analyse, communicate

and contribute to the productivity of meetings, and his/her understanding of finance and accounts, are taken into consideration); (3) director's duties (under which factors as to the director's board committee work contribution, whether the director takes his/her role of director seriously and works to further improve his/her own performance, whether he/she listens and discusses objectively and exercises independent judgment, meeting preparation and whether he/she constructively challenges management and helps develop proposals on strategy are taken into consideration); and (4) availability (under which the director's attendance at board and board committee meetings, whether he/she is available when needed, and his/her informal contribution via e-mail, telephone, written notes etc. are considered).

Corporate Governance

Keppel Whistle-Blower Policy

Keppel Whistle-Blower Policy (the “Policy”) took effect on 1 September 2004 and was enhanced on 15 February 2017, 1 May 2019 and 1 November 2021 to encourage reporting in good faith of suspected Reportable Conduct (as defined below). The Policy clearly defines and centralises processes through which such reports may be made with confidence that employees and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal.

Reportable Conduct refers to any act or omission by a Group company director, officer, employee, or a third party that provides services or engages in business activities on behalf of a Group company, which occurred in the course of his or her work (whether or not the act is within the scope of his or her employment) which in the view of a Whistle-Blower acting in good faith, is:

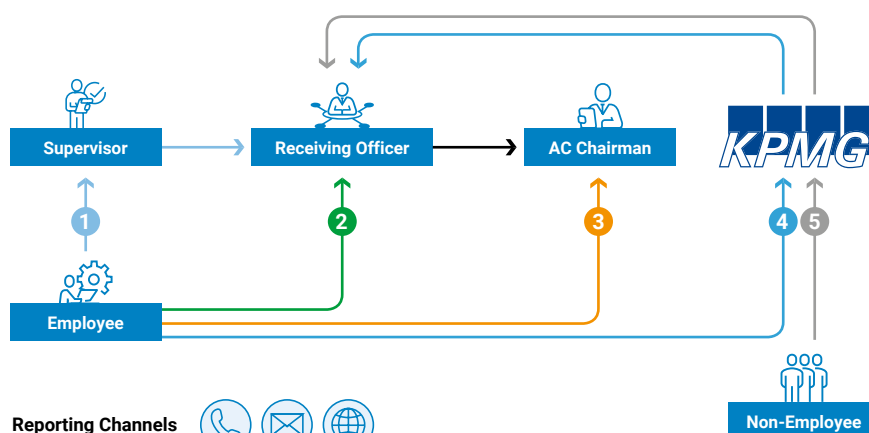
- a. dishonest, including but not limited to theft or misuse of resources within the Group;
- b. fraudulent;
- c. corrupt;
- d. illegal;
- e. other serious improper conduct;
- f. an unsafe work practice; or
- g. any other conduct which may cause financial or non-financial loss to the Group or damage to the Group’s reputation.

A person who files a report or provides evidence which he or she knows to be false, or without a reasonable belief in the truth and accuracy of such information, will not be protected by the Policy and may be subject to administrative and/or disciplinary action including termination of employment or other contract, as the case may be.

Similar actions may be taken against any person who subjects (i) a person who has made or intends to make a report in accordance with the Policy, or (ii) a person who was called or may be called as a witness, to any form of reprisal which would not have occurred if he or she did not intend to or had not made the report or be a witness.

The General Manager (Group Internal Audit) is the Receiving Officer for the purposes of the Policy and is responsible for the administration, implementation and oversight of ongoing compliance with the Policy. He reports directly to the AC chairman.

Whistle-Blower Reporting Mechanism



Reporting Channels



Reporting Mechanism

Whistle-Blowers may report a suspected Reportable Conduct via the independently managed Whistle-blower reporting channels that the Group has established. There is an email hotline (kpmgethicsline@kpmg.com) and local toll-free numbers for Singapore, Brazil, China, USA, Vietnam, Indonesia, Philippines, Australia, the UK, Germany, India, Netherlands and Malaysia. Manning of the whistle-blower hotline has been outsourced to a third party (KPMG) and provides for reporting in the languages listed above. KPMG also maintains the aforementioned email hotline and an on-line portal, the link to which is available in the “Contact Us” section of the Company’s website at www.keppcorp.com. Reports can also be made directly to the Receiving Officer or the AC chairman.

The Policy emphasises that information disclosed should be as precise as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures to be undertaken.

Investigation

Every Protected Report (referring to a report made in good faith that discloses suspected Reportable Conduct) received will be assessed by the Receiving Officer, who will exercise her own discretion or in consultation with the Investigation Advisory Committee, make recommendations to the AC chairman. Where the circumstances warrant an investigation, the AC chairman or the AC (as the case may be) and the Investigation Advisory Committee (if consulted) will use their respective best endeavours to ensure

that there is no conflict of interests on the part of any person involved in the investigations. The Investigation Advisory Committee (comprising representatives from each of the Group Human Resources, Group Legal and Group Risk & Compliance departments, or such other representatives as the AC may determine) assists the AC chairman with overseeing the investigation process and any matters arising therefrom.

The Receiving Officer, in consultation with the Investigation Advisory Committee, will prepare a report on her findings including recommendations on any corrective or remedial actions to be taken, and such report shall be submitted to the AC chairman upon the conclusion of the investigation into any Reportable Conduct. The AC chairman (whether in the exercise of his own discretion or in consultation with the AC) shall determine the adequacy of corrective or remedial actions proposed (if any). Identities of Whistle-Blowers, participants of the investigations and the Investigation Subject(s) will be kept confidential to the extent possible.

No Reprisal

No person will be subject to any reprisal (such as any detrimental or unfair treatment) for having made a report in good faith in accordance with the Policy or having participated in an investigation. Any reprisal suffered may be reported to the Receiving Officer (who shall refer the matter to the AC chairman) or directly to the AC chairman. The AC chairman shall review the matter and determine the appropriate actions to be taken.

Appendix 2

Rule 720(6) of the Listing Manual of the SGX-ST

The information required under Rule 720(6) read with Appendix 7.4.1 of the Listing Manual in respect of Director whom the Company is seeking re-election by shareholders at the upcoming annual general meeting to be held in 2022 is set out below.

Name of Director	Danny Teoh	Till Vestring	Veronica Eng	Olivier Blum	Jimmy Ng
Date of Appointment	1 October 2010	16 February 2015	1 July 2015	1 May 2022	1 May 2022
Date of last re-appointment (if applicable)	2 June 2020	2 June 2020	2 June 2020	N.A.	N.A.
Age	67	59	69	52	58
Country of principal residence	Singapore	Singapore	Singapore	France	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The process for the re-nomination of director to the Board, is set out in page 87 of this Annual Report				
Whether the appointment is executive, and if so, the area of responsibility	Non-executive	Non-executive	Non-executive	Non-executive	Non-executive
Job Title (e.g. Lead ID, AC chairman, AC member etc.)	Chairman; Non-Executive and Non-Independent Director; Nominating Committee (Member); Remuneration Committee (Member); Board Sustainability and Safety Committee (Member)	Non-Executive and Lead Independent Director; Remuneration Committee (Chairman); Nominating Committee (Member)	Non-Executive and Independent Director; Board Risk Committee (Chairman); Audit Committee (Member)	Non-Executive and Independent Director; Board Sustainability and Safety Committee (Member)	Non-Executive and Independent Director; Board Risk Committee (Member)
Professional qualifications	Associate member of the Institute of Chartered Accountants in England & Wales	Master of Economics, University of Bonn, Germany; Master of Business Administration, Haas School of Business, University of California, Berkeley	Bachelor of Business Administration (First Class Honours), University of Singapore	Master Business Administration and General Management, Grenoble Business School (GEM), France	Bachelor of Science Degree in Information Systems, National University of Singapore; Masters in Business Administration, Nanyang Technological University
Working experience and occupation(s) during the past 10 years	Managing Partner, KPMG LLP, Singapore (2005 to 2010)	Advisory Partner, Bain & Company Southeast Asia	Founding Partner of Permira (1985 to 2015) and Professor (Practice), NUS Business School	Executive Vice President, Energy Management Business, Schneider Electric, Hong Kong – Present Chief Strategy & Sustainability Officer, Schneider Electric, Hong Kong – 2020 to 2022 Chief Human Resources Officer, Schneider Electric, Hong Kong – 2014 to 2022 Executive Vice President (Global), Home & Distribution Division, Schneider Electric, Hong Kong – 2013 to 2020 Regional Managing Director, Schneider Electric, India – 2008 to 2013	Group Chief Information Officer and Head of Technology & Operations, DBS Bank – 2019 to present Trainer – SMU Financial Training Institute – 2009 to present Deputy Head of Technology & Operations, DBS Bank – 2018 to 2019 Group Head Audit, DBS – 2012 to 2017 Managing Director, Head Consumer Banking Operations – 2009 to 2012

Corporate Governance

Name of Director	Danny Teoh	Till Vestring	Veronica Eng	Olivier Blum	Jimmy Ng
Shareholding interest in the listed issuer and its subsidiaries	129,825 (direct interest) in Keppel Corporation Limited 8,911 (direct interest) in Keppel REIT	103,000 (direct interest) in Keppel Corporation Limited	56,000 (direct interest) in Keppel Corporation Limited	Nil	28,600 (direct interest) in Keppel DC REIT
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	No	No	No
Conflict of interest (including any competing business)	No	No	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes	Yes
Other Principal Commitments including Directorships – Past (for the last 5 years)	Ascendas – Singbridge Pte. Ltd.; DBS Bank (China) Limited; Changi Airport Group (Singapore) Pte Ltd; DBS Group Holdings Ltd; DBS Bank Ltd; DBS Foundation Ltd; DBS Bank (Taiwan) Ltd; M1 Limited	Inchcape plc; Singapore Chinese Orchestra Company Limited	Nil	Nil	Nil
Other Principal Commitments including Directorships – Present	Nil	Leap Philanthropy Ltd; Advanced Micro Foundry Pte. Ltd.; Delaware Consulting International CVBA; Keppel Telecommunications & Transportation Ltd; Advisory Partner, Bain & Company Southeast Asia	Keppel Capital Holdings Pte. Ltd.; Eastspring Investments Group Pte. Ltd.; Professor (Practice), NUS Business School	Delta Dore, France; Aveva Group PLC, United Kingdom; Luminous Power Technologies (P) Ltd, India (Chairman)	Singapore Clearing House Pte Ltd; Evolve Digitech Pte Ltd, Steering Committee of Asian Institute of Digital Finance (Committee Member)

Name of Director	Danny Teoh	Till Vestring	Veronica Eng	Olivier Blum	Jimmy Ng
a. Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No	No
b. Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No	No
c. Whether there is any unsatisfied judgment against him?	No	No	No	No	No
d. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No	No
e. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No	No
f. Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No	No
g. Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No	No
h. Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No	No
i. Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No	No

Corporate Governance

Name of Director	Danny Teoh	Till Vestring	Veronica Eng	Olivier Blum	Jimmy Ng
j. Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	No	No	No	No	No
i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No	No	No
ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No	No	No
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No	No
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	No	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No	No	No
k. Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No	No
Any prior experience as a director of an issuer listed on the Exchange?	Yes	Yes	Yes	No	No
If yes, please provide details of prior experience.	DBS Group Holdings Limited; DBS Bank Ltd; M1 Limited; CapitaMall Trust Management Limited (as manager of CapitaMall Trust)	Inchcape plc	Ms Eng has been a director on the Board of the Company since 2015	Nil	Nil
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	N.A.	N.A.	N.A.	Mr Blum will be completing the Listed Entity Directors' programme organised by the Singapore Institute of Directors in 2023	Mr Ng has completed the Listed Entity Directors' programme organised by the Singapore Institute of Directors
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).					

Appendix 3

Summary of Disclosures of 2018 CG Code

Rule 710 of the SGX Listing Manual requires Singapore listed companies to describe their corporate governance practices with specific reference to the 2018 CG Code in their annual reports. This summary of disclosures describes our corporate governance practices with specific reference to the disclosure requirement under the 2018 CG Code.

Principles	Page Reference in this Report	Principles	Page Reference in this Report
Board Matters		Accountability and Audit	
The Board's Conduct of Affairs		Risk Management and Internal Controls	
Principle 1		Principle 9	
Provision 1.1	Page 84	Provision 9.1	Pages 118 to 121
Provision 1.2	Page 86	Provision 9.2	Page 103
Provision 1.3	Page 84	Audit Committee	
Provision 1.4	Pages 86 to 103 and 108 to 110	Principle 10	
Provision 1.5	Pages 85 and 91	Provision 10.1	Pages 98, 99 and 108
Provision 1.6	Page 86	Provision 10.2	Page 98
Provision 1.7	Pages 85 and 86	Provision 10.3	Page 98
Board Composition and Guidance		Provision 10.4	Page 98
Principle 2		Provision 10.5	Page 98
Provision 2.1	Pages 90 and 91	Shareholder Rights and Responsibilities	
Provision 2.2	Pages 90 and 91	Shareholder Rights and Conduct of General Meetings	
Provision 2.3	Pages 90 and 91	Principle 11	
Provision 2.4	Pages 87 to 89	Provision 11.1	Pages 104 to 106
Provision 2.5	Page 85	Provision 11.2	Pages 104 to 106
Chairman and Chief Executive Officer		Provision 11.3	Pages 85 and 104 to 106
Principle 3		Provision 11.4	Page 106
Provision 3.1	Pages 82 and 83	Provision 11.5	Page 106
Provision 3.2	Pages 82 and 83	Provision 11.6	Page 106
Provision 3.3	Page 82	Engagement with Shareholders	
Board Membership		Principle 12	
Principle 4		Provision 12.1	Pages 104 to 106
Provision 4.1	Pages 86 to 91 and 109 to 110	Provision 12.2	Page 105
Provision 4.2	Page 86	Provision 12.3	Page 105
Provision 4.3	Page 86	Managing Stakeholder Relationships	
Provision 4.4	Pages 90 and 91	Engagement with Stakeholders	
Provision 4.5	Pages 86, 91 and 92	Principle 13	
Board Performance		Provision 13.1	Page 105
Principle 5		Provision 13.2	Page 104
Provision 5.1	Page 92	Provision 13.3	Page 105
Provision 5.2	Page 111	Remuneration Matters	
Procedures for Developing Remuneration Policies		Principle 6	
Principle 6		Provision 6.1	Pages 92 and 110
Provision 6.1	Pages 92 and 110	Provision 6.2	Page 92
Provision 6.2	Page 92	Provision 6.3	Pages 92 and 110
Provision 6.3	Pages 92 and 110	Provision 6.4	Page 92
Provision 6.4	Page 92	Level and Mix of Remuneration	
Level and Mix of Remuneration		Principle 7	
Principle 7		Provision 7.1	Pages 92 to 97
Provision 7.1	Pages 92 to 97	Provision 7.2	Pages 92 to 97
Provision 7.2	Pages 92 to 97	Provision 7.3	Pages 92 to 97
Provision 7.3	Pages 92 to 97	Disclosure on Remuneration	
Disclosure on Remuneration		Principle 8	
Principle 8		Provision 8.1	Pages 92 to 97
Provision 8.1	Pages 92 to 97	Provision 8.2	Page 98
Provision 8.2	Page 98	Provision 8.3	Pages 92 to 97
Provision 8.3	Pages 92 to 97		

Risk Management

We undertake only appropriate and well-considered risks, taking into account the impact to our business, stakeholders, and long-term corporate sustainability.

Keppel adopts a balanced approach to risk management to optimise returns while considering their impact on corporate sustainability. Managing risks effectively is an integral part of the way in which we develop and execute our business strategies. It is grounded in our operating principles and belief that a balanced risk-reward methodology is the optimal approach. This applies to all aspects of our business, and particularly, our commitment to environmental, social and governance issues and our commitment to deliver long-term value to our stakeholders.

Our Risk-Centric Culture and Enterprise Risk Management (ERM) Framework enables the Group to respond to the dynamic economic environment, evolving business demands, as well as to seize new business opportunities.

Risk-Centric Culture

Mindsets and attitudes are key to effective risk management.

Enterprise Risk Management Framework

Relevant and material risk issues are surfaced for discussion with the Board Risk Committee (BRC) and the Board to keep them apprised in a timely manner.

Through the BRC, the Board advises management in formulating and implementing the risk management framework, policies and guidelines.

The terms of reference for the BRC are disclosed on page 109 of this report. The Board has set out three risk tolerance guiding principles to determine the nature and extent of material risks which the Board is prepared to take in achieving the Group's strategic objectives.

These principles are:

1. Risk taken should be carefully evaluated, commensurate with rewards and be in line with the Group's core strengths and strategic objectives;
2. No risk arising from a single area of operation, investment or undertaking should be so huge as to endanger the entire Group; and
3. The Group does not condone safety breaches or lapses, non-compliance with laws and regulations, as well as acts such as fraud, bribery and corruption.

Keppel's risk governance framework, set out on pages 99 to 104 under Principle 9 (Risk Management and Internal Controls), allows the Board and management to

determine the adequacy and effectiveness of the Group's risk management system. Along with our shifting business landscapes, the Group is cognisant of the dynamic environment in which it operates. We constantly enhance the framework and systems where necessary, to ensure risk management remains an integral part of our daily decision-making process and operations.

Keppel's ERM framework, a component of Keppel's System of Management Controls, provides the Group with a systematic approach to identify and manage risks. It outlines the requirement for each business unit (BU) to recognise key risk areas affecting its operations and to classify the impact and likelihood of these risks in a register for prioritisation and management. The ERM framework also establishes the reporting structure, monitoring mechanisms, processes and tools used, as well as any policies, standards or limits to be applied in managing key risk areas.

Keppel's ERM framework is also constantly enhanced to ensure it remains relevant in our operating environment and where required, is tailored to the requirements of each BU. The framework takes reference from the Singapore Code of Corporate Governance, the COSO Enterprise Risk Management – Integrated Framework, ISO 22301:2019, ISO 31000:2018 and the Board Risk Committee Guide published by the Singapore Institute of Directors.

Management and risk teams across BUs closely drive and coordinate Group-wide activities and initiatives under the ERM framework. These are

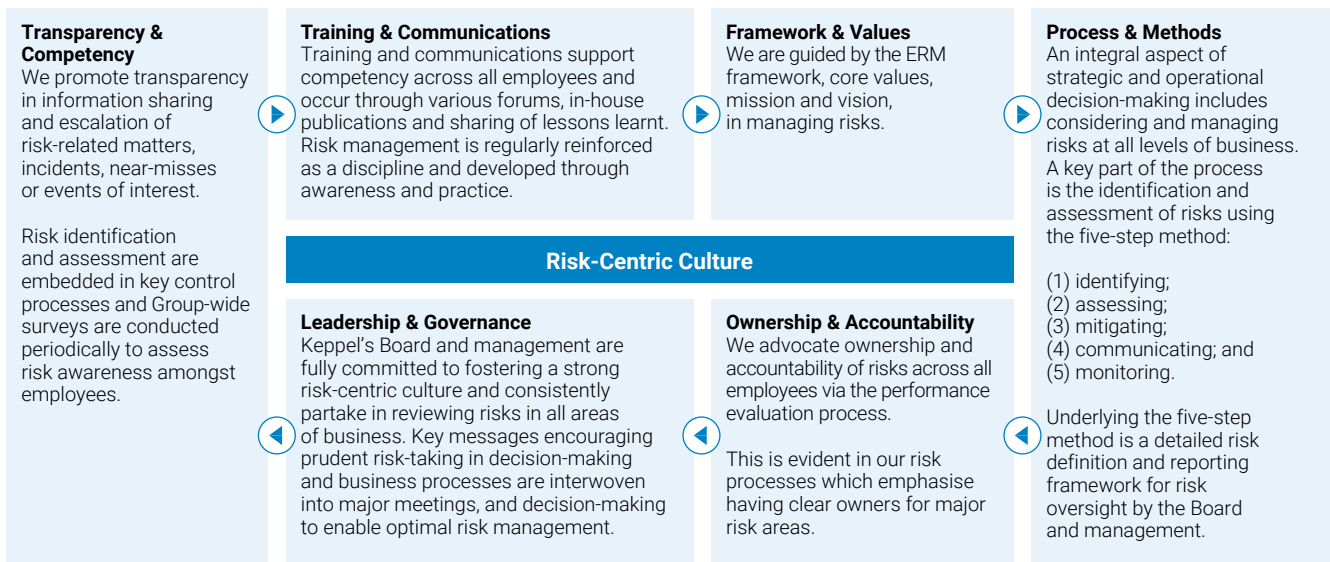
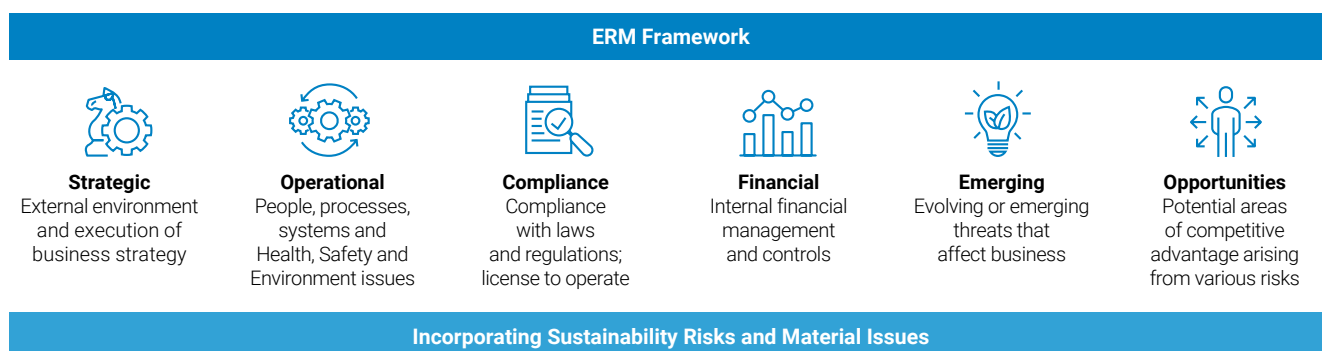


Figure 1



facilitated by regular meetings on policies or standards, or to ensure that pertinent risks are identified, assessed and mitigated in a timely manner. Beyond operational activities, we continually improve our risk processes taking reference from industry developments and best practices.

The key risks identified for FY 2022 encapsulate both existing business activities and the transformation and growth initiatives under Vision 2030. We are committed to addressing these risks in line with our philosophy of undertaking only appropriate and well-considered risks to optimise returns in a balanced and holistic manner, with an objective to deliver sustainable long-term value to our stakeholders.

Strategic Risks

Market & Competition

The major drivers of the Group's strategic risk include market forces, evolving competition, changing customer demands, and disruptive technology. The Group is also exposed to other external factors like volatility in the global economy such as rising interest rates, inflation and volatility in global markets, and geopolitical tensions. Despite the many challenges faced by our businesses, the Group has adapted and continued to operate resiliently in 2022. We had proactively taken mitigating actions to adjust and adapt our strategies and responses. During the year, the Board and management stayed focused on the execution of Vision 2030. As the Group evolves to become a global asset manager and operator creating solutions for a sustainable future, we will continually refine and enhance our risk management framework to support our business and objectives.

Strategic Ventures, Investments & Divestments

The Group adopts a structured process for evaluating investment and divestment

decisions, including strategic ventures. These endeavours are monitored to ensure alignment with the Group's strategic intent, investment objectives and desired returns. Strategies are revised and updated, where required, in response to the changing business environment.

The Investment and Major Project Action Committee works closely with the Board to guide the Group in ensuring that any such risks taken are considered and controlled in a manner that exercises the spirit of enterprise and prudence, to earn the best risk-adjusted returns on invested capital across our businesses.

The evaluation of risks for strategic ventures involves rigorous due diligence, feasibility studies and sensitivity analyses of key assumptions or variables. Key factors considered include the project's alignment with the Group's strategy, financial viability, country-specific political and regulatory developments, contractual risk implications, as well as past lessons learnt. The Group's investment portfolios are constantly monitored to ensure that the performance of any such venture is on track to meet its strategic intent and returns.

Climate Change

The Group's climate change risk forms part of the material environmental, social and governance issues addressed by the Board and management. The Group supports the Task Force on Climate-related Financial Disclosures and has worked towards incorporating its recommendations in our reporting framework.

Sustainability is at the core of the Group's strategy with climate change risk reviewed and assessed within our ERM framework (Figure 1). The ERM framework guides the Group on the processes and methods applied in identifying, assessing and managing sustainability-related risks.

As part of climate change risk management, we continually assess both physical and transition risks for the Group and strengthen our organisational capabilities in response. In 2022, the Group commenced a climate change physical risk financial impact assessment as well as a qualitative assessment of climate-related transition risks. More details will be provided in our Sustainability Report 2022, which will be published in May 2023.

Customer & Stakeholder Experience

The Group operates in numerous geographies and has multiple customer touchpoints, including retail consumers in the telecommunications, retail electricity, e-commerce and gas businesses. Other stakeholders include our regulators, vendors, investors, partners, employees, and the communities in which we operate. We value Customer and Stakeholder Experience which have a direct bearing on trust and brand reputation. Hence, we consistently monitor our products and services for safety, quality and reliability. We continually review feedback and post-sales support, and commit ourselves to uphold personal data privacy, product safety and related matters including our responsiveness to inputs from all stakeholders.

Human Resources

We place a strong emphasis on attracting and developing a high-performing talent pool. To drive our new engines of growth under Vision 2030, we leverage both internal and external programmes to develop the necessary skillsets to enable Keppel's next phase of growth. This includes nurturing employees, maintaining good industrial relations and fostering conducive work environment. We are committed to strengthening succession planning and bench strength, as well as building and acquiring new organisational capabilities in line with our strategic objectives, whilst maintaining our status as an employer of choice.

Risk Management

We emphasise the importance of having a risk-centric mindset, and developing the ability to identify and assess risks, implement mitigating actions, and monitor residual risks in all employees. Keppel Leadership Institute helps to create this mindset by embedding risk management in its leadership courses.

Operational Risks Project Management

Risk management is an integral part of all projects from initiation to completion to facilitate early detection and proactive management of operational risks. We adopt a systematic risk assessment and monitoring process with special attention given to technically challenging and high-value projects, including greenfield developments, the deployment of new technology and/or operations in new geographies.

During project execution, regular reviews are conducted along with quality assurance programmes to address issues such as cost, schedule and quality. Project Key Risk Indicators are used as early warning signals to determine if intervention is required. We also conduct knowledge-sharing workshops to share best practices or lessons learnt across the Group. These risk management processes help ensure our project delivery is on time and within budget, without compromising on safety or quality, as well as regulatory and contractual obligations.

Health, Safety & Environment

Safety is a Keppel core value and we are committed to upholding the highest standards of safety in all aspects of our business operations. This translates into constant vigilance to foster a strong health, safety and environment (HSE) culture across the Group, particularly at the ground level where the risks are greatest.

The Group continues to focus on and emphasise the importance of staff health and safety by implementing appropriate processes and ensuring adherence to industry standards, regulations, or government guidelines to protect employees or other stakeholders from potential exposure to health or safety hazards. Efforts are made across BUs to ensure adherence to workplace health and safety precautions, such as the use of personal protective equipment and safety risk assessments prior to work commencing.

Keppel's Zero Fatality Strategy aligns High Impact Risk Activities standards across our global operations. This is achieved by enhancing the competency of employees performing safety-critical tasks,

strengthening operational controls, establishing Root Cause Analysis investigation standards across the Group, as well as deploying leading risk indicators/metrics to monitor HSE performance standards.

In 2022, Keppel won 11 Workplace Safety and Health (WSH) Awards for exemplary safety performance, implementation of robust HSE management systems and efforts to innovate solutions that improve HSE. Unfortunately, three fatalities occurred at a yard in Singapore. Keppel has investigated the incidents and implemented the necessary measures to prevent recurrence.

Environmental management is also a critical area of focus for the Group and all major operating sites globally are closely monitored for compliance with relevant local or global environmental standards, including protection of the environment and biodiversity.

Business & Operational Processes

The Group is connected by common shared services and platforms that promote operating efficiency, while enhancing productivity, compliance and controls. Where relevant, we have adopted ISO standards and certifications in major business areas to standardise processes and align with industry best practices. In addition, procedures relating to defect management, operations, project control and supply chain management are continually refined to improve the quality of our deliverables.

Taking a risk-based approach, we seek to improve digitalisation and automation in enhancing or optimising our processes. We also continually evaluate our procedures, policies and authority limits to ensure that they stay relevant.

Business Continuity

We are committed to Business Continuity Management (BCM) standards that equip us with the capability to respond effectively to business disruptions. We plan for contingencies in the event of major catastrophes occurring in our operating regions. This includes events such as natural disasters, fire, pandemics, terrorism and cyber-attacks, as well as the failure of critical equipment/systems and industrial accidents. We also continually monitor other potentially disruptive threats to our business operations and adapt our plans to ensure operational resilience.

The Group's Incident Reporting and Crisis Management operating standard guides us in the management of and response to major incidents, while our Business

Continuity Plans address post-event mitigation. These are coordinated by management and the Group BCM Steering Committee, which provide sponsorship, direction, and guidance to ensure a state of constant readiness-to-respond. We continually refine our capabilities in responding to major incidents or crises with the aim of safeguarding our people, assets, and stakeholders' interests, as well as Keppel's reputation.

We also recognise the significance of cyber threats as a potential cause of business disruption and maintain a Group Cyber Incident Response plan, which details our response and recovery protocols in the event of a cyber incident. The plan takes reference from local and international standards and Cyber Tabletop Exercises are conducted regularly to validate the effectiveness of these protocols.

Cyber Security, Data Protection and Technology

Technology, cyber security and data-related risks, including outsourced services, are a part of the Group's operational risks. We recognise the criticality of global cyber threats and have established technology and cyber governance structures and frameworks to address both general technology and cyber security controls, covering key areas such as business disruption, theft/loss of confidential data and data integrity.

The Group continually monitors its technology and cyber security related risks. The work involves the identification, assessment and management of risks within critical technology and data assets, applying leading industry guidelines where relevant, for example such as those by the Cyber Security Agency of Singapore. The Group also seeks to improve technology and cyber security standards and inculcate a culture of cyber awareness among employees. In 2022, Keppel Telecommunications & Transportation (KTT) discovered that an unidentified hacker (or hacker group) had accessed a server previously owned and used by KTT on which some old KTT files were stored. The incident was limited to data stored on the previously owned server and there has been no compromise of any of the IT systems of KTT and the data on KTT's IT systems remain secure. Immediate steps were taken to contain the incident and stop any further intrusions.

In 2022, the Group made progress on various initiatives to strengthen our technology and cyber security governance and controls through the refinement and alignment of our policies, processes and systems, as well as the consolidation of systems and servers. Training and assessment exercises were conducted

throughout the year to heighten employees' overall awareness of technology and cyber threats.

Relating to the integration and usage of technology, technical teams and other experts from across the Group enable us to keep abreast of evolving technology. Risk mitigation or responses are either calibrated at each BU or managed strategically at the Group with the assistance of Keppel Technology and Innovation, which assists in driving Group-wide adoption of new technology and innovation. The Keppel Technology Advisory Panel, comprising thought leaders and business veterans from key industries relevant to Keppel, also regularly advises the Group in areas of technological innovation. More information on the Group's technology and innovation management can be found on pages 26, 27, 44 and 45 of this report.

Compliance Risks

Laws, Regulations & Compliance

We closely monitor developments in relevant laws and regulations of countries where the Group operates to ensure regulatory compliance. We recognise that non-compliance with any law or regulation may have a detrimental effect to the Group in multiple areas such as financial and operational performance, or reputation. As such, we regularly stay updated on changes to laws and regulations to assess any exposures or risks effectively and expeditiously.

Significant regulatory risk areas, such as those relating to potential corruption, are regularly identified, surfaced to management and where applicable, further assessed by the Board. With respect to corruption, key risk areas include situations where external agents are appointed for business development.

We continually enhance our regulatory compliance policies and procedures to ensure that the Group maintains a high level of compliance and ethical standards in the way we conduct business. We have zero tolerance for fraud, bribery, corruption and any violation of laws and regulations.

In 2022, we continued to refine our regulatory compliance programme, update processes, deepen employee understanding, and ensure that compliance awareness and principles are well embedded in all activities. We also recognise the importance of sanctions risks owing to the escalation of trade and other sanctions in many countries. More details of our Compliance programme can be found on pages 122 to 124 of this report.

Financial Risks

Fraud, Misstatement of Financial Statements & Disclosures

We maintain a strong emphasis on ensuring that financial statements are accurate and presented fairly in accordance with applicable financial reporting standards and frameworks.

Regular external and internal audits are conducted to provide assurance on the accuracy of the financial statements and adequacy of the internal control framework supporting the statements. Where required, we leverage the expertise of the external auditors in the interpretation of financial reporting standards and changes to existing or new reporting requirements. We also conduct regular training and education programmes to enhance the capabilities of our finance managers across the Group.

Our system of internal controls is outlined in Keppel's System of Management Controls detailed in pages 100 to 101 of this report.

Financial Management

Financial risk management relates to the Group's ability to meet financial obligations and mitigate credit, liquidity, currency and interest rate risks. Details can be found on pages 200 to 211 of this report. In these areas, policies, processes and financial authority limits are reviewed regularly to ensure their adequacy in mitigating risks and to incorporate changes in the operating and control environment.

We are focused on financial discipline and seek to deploy our capital to earn the best risk-adjusted returns for our shareholders, while maintaining a strong balance sheet to seize new opportunities.

In 2022, as global economies continued to face pressure from macroeconomic challenges and global volatility, the Group maintained a proactive approach to liquidity management and performed stress tests to assess its exposure to volatility in currency and rising interest rates, with mitigating actions taken where required.

Our financial management procedures include the evaluation of counterparties and other related risks against pre-established internal guidelines. We conduct impact assessments and stress tests to gauge the Group's potential financial exposure to changing market situations. This enables informed decision making and the implementation of prompt mitigating actions. We also regularly monitor our asset concentration exposure in countries where we operate to ensure that our portfolio of assets, investments and businesses are diversified against the systemic risks of operating in a specific geography.

Proactive Management of Risks

Effective risk management is dynamic and encompasses the evaluation of both risks and opportunities. We recognise the need to effectively manage risks as an inherent part of business operations to optimise returns. We take a business-centric approach to managing risks and aligning business activities with risk considerations, and discuss issues in an open and transparent manner, to enable us to pursue optimal risk-return initiatives.

Our risk framework and processes continually evolve to ensure that they stay effective and relevant. This is dependent on our people and processes, and the Group's ability to remain vigilant to emerging risks and opportunities. Across the Group, we identify and review emerging risks at all levels throughout the year. Where relevant, these are escalated and discussed at various forums to determine any further actions and/or responses. We recognise that our systems and processes provide reasonable but not absolute assurance, and hence continuously look to adapt and improve to ensure that our ability to manage and respond to risks remains relevant and effective.

Regulatory Compliance

The tone for regulatory compliance is driven from the top and resonates with our employees at every level. We remain vigilant and determined to build a disciplined and sustainable company.

We are guided by our core values and code of conduct. We will do business the right way and comply with all applicable laws and regulations wherever we operate. We strive to deliver outstanding performance, whilst maintaining the highest ethical standards.

We are clear with our tone for regulatory compliance, which is consistently emphasised from the top and throughout all levels of the Group. We do not tolerate fraud, bribery, corruption or any violation of laws and regulations.

Strategic Objectives

In 2022, we continued to make significant progress in embedding a robust compliance framework and process throughout the Group. We continued to implement ISO 37001 Anti-Bribery Management System across major business units (BUs) to ensure consistency and operational effectiveness of the compliance programme. During the year, overseas entities comprising Keppel Land India, Keppel Infrastructure Belgium and Qatar, as well as additional

Singapore entities of Keppel Infrastructure achieved ISO 37001 certification.

Our compliance framework is designed to reflect the size, role and activity of each BU, with appropriate compliance control systems to effectively detect and remediate potential gaps. We are committed to forging a sustainable compliance framework that supports the Group's growth and vision.

Governance Structure

Our Regulatory Compliance Governance Structure is designed to strengthen corporate governance. The Board Risk Committee (BRC) supports the Board in its oversight of regulatory compliance and is responsible for driving the Group's implementation of compliance and governance systems. Group Risk & Compliance serves as a secretariat to the BRC, assessing and reporting on compliance risks, controls and mitigation.

The Group Regulatory Compliance Management Committee (Group RCMC)

is chaired by Keppel Corporation's CEO and its members include all BU heads. The Group RCMC articulates the Group's commitment to regulatory compliance, and directs and supports the development and implementation of overarching compliance policies and guidelines.

The Group RCMC is supported by the Group Regulatory Compliance Working Team (Group RCWT), which is chaired by the Head of Group Risk & Compliance. The Group RCWT oversees the development and review of pertinent regulatory compliance matters, overarching compliance policies and guidelines for the Group. It also reviews and conducts compliance training and communication programmes.

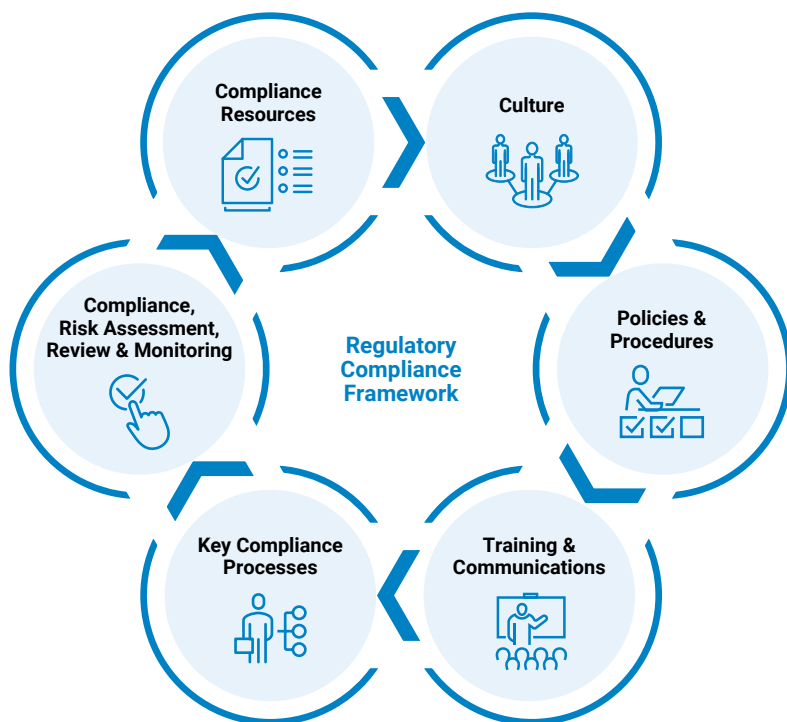
Each BU has a dedicated Compliance Lead. He/she is supported by the respective risk and compliance teams and is responsible for driving and administering the compliance programme and agenda for the BU. This includes providing support to BU management with subject matter expertise, process excellence and regular reporting to ensure that compliance risks are effectively assessed, managed and mitigated. We continue to strengthen the Group's Compliance teams with additional professional and experienced officers.

Under the direction of Group RCMC and Group RCWT, BUs are responsible for implementing the Keppel Group Code of Conduct, as well as regulatory compliance policies and procedures. They are also responsible for ensuring that risk assessments of material regulatory compliance risks are conducted, and that control measures are practical, adequate and effective.

Regulatory Compliance Framework

Our Regulatory Compliance Framework focuses on critical pillars covering the areas of culture; policies and procedures; training and communication; key compliance processes; as well as compliance risk assessment, reviews and monitoring, and compliance resources.

A key aspect of the Framework is the structure of the compliance organisation. The Head of Group Risk & Compliance reports directly to the chairman of the BRC.



Similarly, the Compliance Leads of the BUs have direct reporting lines to the respective BUs' Audit and Risk Committees. In addition, BU Compliance Leads report directly to the Head of Group Risk & Compliance. This reporting structure reinforces independence of the function and enables the Board and management to provide continuous, clear and explicit support. It also lends credence to the Group's compliance programme.

Culture

Culture and mindset are critical in ensuring effectiveness and durability of our compliance programme. Management has a key role in setting the right tone and walking the talk. This helps to embed a strong and robust regulatory compliance programme, as well as a culture that permeates all levels.

Anti-bribery, anti-corruption and reporting mechanisms are widely publicised in our offices globally. We issue Group-wide bulletins on relevant topical issues to apprise, inform and reinforce compliance principles and messages. Key tone-from-the-top messages are also delivered periodically by BU heads to employees. Compliance moments were introduced as part of the agenda at meetings, where pertinent compliance topics and learnings are shared. We continue to work on initiatives to foster a positive compliance-centric culture.

Policies & Procedures

Keppel Group Code of Conduct

We have a strict Keppel Group Code of Conduct (the Code) that applies to all employees, who are required to acknowledge and comply with the Code.

The Code sets out important principles to guide employees in executing their duties and responsibilities to the highest standards of business integrity. It encompasses topics ranging from conduct in the workplace to business conduct, including clear provisions on prohibitions against bribery and corruption, and conflicts of interests amongst others. The Code is publicly available on the Group's and BUs' websites. We continue to review and enhance the Code to ensure that it stays relevant and instructive. Appropriate disciplinary action, including suspension/termination of employment, is taken if an employee is found to have violated the Code.

We have procedures to ensure that disciplinary actions are carried out consistently and fairly across all levels of employees. All third parties who represent Keppel in business dealings, including joint venture (JV) partners, are also required to

comply with and follow the requirements of the Code.

Supplier Code of Conduct

The acknowledgement to abide by our Supplier Code of Conduct is mandatory for all key suppliers across the Group. The areas covered within the Supplier Code of Conduct include proper business conduct, human rights, fair labour practices, stringent safety and health standards, as well as responsible environmental management.

Whistle-Blower Policy

Keppel's Whistle-Blower Policy encourages the reporting of suspected bribery, violations or misconduct through a clearly defined process and reporting channel, by which reports can be made in confidence and without fear of reprisal. The whistle-blower reporting channels, found on page 99 of this report, are widely communicated and made accessible.

Personal Data Privacy Act

Guidance is provided to employees on the Personal Data Protection Commission's advisory guidelines to ensure that the Group complies with the requirements of the Personal Data Protection Act. When necessary and appropriate, the Group's guidelines are updated in accordance with changes in privacy laws and regulations.

Compliance Policies

We maintain a comprehensive list of policies covering compliance-related matters including anti-bribery, gifts and hospitality, dealing with third-party associates (TPA), donations and sponsorships, solicitation and extortion, conflict of interest and insider trading, amongst others. These policies are reviewed periodically to ensure that they are commensurate with the activities and business plans in the jurisdictions in which the Group operates. Group policies are applicable to all BUs. Unless the jurisdictional regulatory requirements are more stringent, these policies represent the minimum standards for the Group. We ensure all compliance policies, including translated versions, are made available and accessible to all employees globally.

We maintain a Group Sanctions Compliance policy and BU-specific sanctions programme, and continually monitor updates on sanctions requirements.

Training & Communications

Training is an essential component of Keppel's regulatory compliance framework. Our programmes are tailored to specific audiences and we leverage Group-wide forums to reiterate key messages.

Regulatory Compliance

We have a comprehensive annual e-learning training programme which is mandatory for directors, officers and employees. The content of the training covers the Keppel Group Code of Conduct and key principles underlying our compliance policies. Directors, officers and employees are required to undergo assessments to successfully complete the training. In addition, directors, officers and employees are also required to formally acknowledge their understanding of policies and declare any potential or actual conflicts of interest. Training on anti-bribery and the Code in multiple languages are carried out for industrial/general workers. Also, e-training outlining the principles underpinning the Group's policies and key areas to note when representing or acting on Keppel's behalf is conducted for high-risk TPAs.

We continue to refine our compliance training programmes and curriculum. We are also focused on developing and tailoring training content to varying target groups and training requirements. On the annual e-learning training programme, new e-training modules covering Sanctions Compliance and Business Continuity Management were introduced in 2022.

In addition to policy-related training programmes, we conduct training focused on the line managers' responsibilities in developing the desired culture and mindset regarding compliance. These responsibilities include the need to establish and maintain effective internal controls to ensure that processes are robust, and that potential gaps are identified and mitigated in a timely manner.

Our training aims to engender positive compliance mindsets and culture, and we see this guiding our employees in critical facets of their work. Training focused on building risk and compliance competencies are also organised to ensure that we are apprised of changes in approaches, best practices and tools.

We also leverage opportunities at various management conferences and employee meetings to emphasise the importance of compliance.

To drive greater compliance awareness and knowledge throughout the Group, we issue a quarterly news bulletin on compliance, risk and control matters. In 2022, we enhanced the news bulletin, with a focus on topical risk and compliance matters including sanctions, anti-money laundering and phishing attacks, together with a segment on lessons learnt, to reinforce awareness and understanding of ethics and compliance considerations amongst employees.

Key Processes

Due Diligence

We continue to improve our risk-based due diligence process for all TPAs who represent the Group in business dealings, including our JV partners, to assess the compliance risk of the business partner. In addition to background checks, the due diligence process incorporates requirements for TPAs to acknowledge understanding and compliance with the Code. In 2022, the due diligence process for the onboarding and monitoring of TPAs was further enhanced with the implementation of a system platform and solution to standardise and automate processes across the Group.

Other Processes

As part of our ongoing review of policies and procedures, we ensure compliance oversight is embedded in key processes including areas such as gifts and hospitality, agent fees, donations and sponsorships, as well as conflicts of interest. We also actively seek opportunities for digitisation and continually explore the use of data analytics to enhance value and ensure efficiency of our compliance processes.

In addition to the mandatory annual declaration of conflict of interest by all employees of Keppel Group, a Conflict of Interest App was launched to facilitate the conflict of interest review and conflict resolution process.

The Russia-Ukraine conflict has led to several sanctions and export control measures imposed by governments globally and we continue to remain vigilant and monitor the impact to the Group with action taken accordingly under our sanctions framework.

Risk Assessment, Review & Monitoring

We continually develop Keppel's compliance resources and framework. This enables the Compliance team to conduct independent risk assessments to identify and mitigate key compliance risks. Regular discussions are held with all BUs, focusing on risk assessments including specific compliance risks identified for each BU. Separately, independent reviews of compliance risks are executed within the scope of internal audits, including reviews of the effectiveness of key aspects of our compliance programmes. These reviews provide valuable insights and opportunities for us to improve our processes and programmes.

ISO 37001 processes also assist in risk assessment exercises, providing even more systematic coverage and evaluations.

Resources

We recognise the need for an experienced compliance team to effectively support compliance advisory, as well as to ensure that compliance programmes and controls are effectively implemented. The Board and management are committed to ensuring that we sustain a strong compliance function.