

Pricing Supplement



KEPPEL CORPORATION LIMITED
(UEN/ Company Registration No. 196800351N)
(Incorporated with limited liability in Singapore)

US\$5,000,000,000
Multi-Currency Medium Term Note Programme

SERIES NO: 013
TRANCHE NO: 001

US\$300,000,000 2.459 Per Cent. Notes Due 2025

Issue Price: 100 per cent.

Daiwa Capital Markets Singapore Limited
Oversea-Chinese Banking Corporation Limited
(as Joint Lead Managers)

Issuing and Paying Agent
DBS Bank Ltd.
10 Toh Guan Road
#04-11 (Level 4B)
DBS Asia Gateway
Singapore 608838

The date of this Amended Pricing Supplement is 1 June 2020.

This Pricing Supplement relates to the Tranche of Notes referred to above.


This Pricing Supplement, under which the Notes described herein (the “**Notes**”) are issued, is supplemental to, and should be read in conjunction with, the Information Memorandum dated 8 February 2020 (the “**Information Memorandum**”) issued in relation to the US\$5,000,000,000 Multi-Currency Medium Term Note Programme of Keppel Corporation Limited (the “**Issuer**”). Terms defined in the Information Memorandum have the same meaning in this Pricing Supplement. The Notes will be issued on the terms of this Pricing Supplement read together with the Information Memorandum. The Issuer accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Information Memorandum, contains all information that is material in the context of the issue of the Notes.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Notes by any person who (i) is not resident in Singapore and (ii) carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, Chapter 134 of Singapore (the “**Income Tax Act**”), shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore: The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The Dealer named as the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) in this Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action or over-allotment may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) in accordance with all applicable laws and rules.



Signed: _____
Authorised Signatory

The terms of the Notes and additional provisions relating to their issue are as follows:-

1.	Series No.:	013
2.	Tranche No.:	001
3.	Currency:	US Dollars
4.	Principal Amount of Series:	US\$300,000,000
5.	Principal Amount of Tranche:	US\$300,000,000
6.	Denomination Amount:	US\$200,000 and integral multiples of US\$1,000
7.	Calculation Amount (if different from Denomination Amount):	US\$1,000
8.	Issue Date:	4 June 2020
9.	Redemption Amount (including early redemption):	Denomination Amount
10.	Interest Basis:	Fixed Rate
11.	Interest Commencement Date:	4 June 2020
12.	<u>Fixed Rate Note</u>	
	(a) Maturity Date:	Unless previously redeemed or purchased and cancelled, the Notes will be redeemed at their Redemption Amount on 4 June 2025
	(b) Day Count Fraction:	30/360
	(c) Interest Payment Date(s):	Interest on the Notes will be payable semi-annually in arrear on 4 June and 4 December in each year, with the first Interest Payment Date falling on 4 December 2020
	(d) Initial Broken Amount:	Not applicable
	(e) Final Broken Amount:	Not applicable
	(f) Interest Rate:	2.459 per cent. per annum
13.	<u>Floating Rate Note</u>	Not applicable
14.	<u>Variable Rate Note</u>	Not applicable
15.	<u>Hybrid Note</u>	Not applicable

16.	<u>Zero Coupon Note</u>	Not applicable
17.	Issuer's Redemption Option Period (Condition 5(d)):	No
18.	Noteholders' Redemption Option Period (Condition 5(e)):	No
19.	Issuer's Purchase Option Period (Condition 5(b)):	No
20.	Noteholders' VRN Purchase Option Period (Condition 5(c)(i)):	No
21.	Noteholders' Purchase Option Period (Condition 5(c)(ii)):	No
22.	Redemption for taxation reasons permitted on days other than on any Interest Payment Dates (where applicable) (Condition 5(f)):	Yes
23.	Notes to be represented on issue by:	Permanent Global Note
24.	Temporary Global Note exchangeable for Definitive Notes:	No
25.	Temporary Global Note exchangeable for Permanent Global Note:	No
26.	Applicable TEFRA exemption:	C Rules
27.	Listing:	Singapore Exchange Securities Trading Limited
28.	ISIN Code:	XS2182877865
29.	Common Code:	218287786
30.	Clearing System(s):	Euroclear Bank SA/NV ("Euroclear") and/or Clearstream Banking S.A. ("Clearstream Luxembourg")
31.	Depository:	Common depository for Euroclear and Clearstream, Luxembourg
32.	Delivery:	Free of Payment
33.	Method of issue of Notes:	Syndicated Issue
34.	The following Dealers are subscribing for the Notes:	Daiwa Capital Markets Singapore Limited and Oversea-Chinese Banking Corporation Limited

35.	Stabilising Manager:	Oversea-Chinese Banking Corporation Limited
36.	Prohibition of sales to EEA Retail investors:	Not Applicable
37.	Issuing and Paying Agent:	DBS Bank Ltd.
38.	The aggregate principal amount of Notes issued has been translated in United States Dollars at the rate of US\$1.00=S\$[•] producing a sum of (for Notes not denominated in United States Dollars):	Not Applicable
39.	Use of the proceeds of the Notes:	The net proceeds will be used for general corporate or working capital purposes including refinancing of existing debts
40.	Private Bank Rebate / Commission:	Not Applicable
41.	Other terms:	Nil
42.	Details of any additions or variations to terms and conditions of the Notes as set out in the Information Memorandum:	Nil
43.	Any additions or variations to the selling restrictions:	Please refer to the Appendix to this Pricing Supplement.

APPENDIX TO THE PRICING SUPPLEMENT

The Information Memorandum is hereby supplemented with the following information, which shall be deemed to be incorporated in, and to form part of, the Information Memorandum. Save as otherwise defined herein, terms defined in the Information Memorandum have the same meaning when used in this Appendix.

RECENT DEVELOPMENTS

Vision 2030

COVID-19 is having a massive impact on the world. While the Group is not directly involved in the sectors most severely affected by COVID-19, the Group's businesses have inevitably been affected by the fall in global economic activity, lockdowns in various countries, disruptions to the workforce and supply chains, as well as the sharp drop in oil prices.

As the Group manages the impact of COVID-19, it remains focused on executing its plans and building a sustainable business for the long term. The Group has commenced on a process to draw up the Group's long-term strategy – Vision 2030. This will see the Group growing increasingly as one integrated business, collaborating and channelling its capabilities to provide solutions for sustainable urbanisation. Through Keppel Capital, the Group will tap third-party funds for growth and its ecosystem of real estate investment trusts and business trusts to recycle capital.

The Issuer will take a disciplined approach to managing its businesses. The Group will streamline and focus its business in four key areas: Energy & Environment, Urban Development, Connectivity and Asset Management, all of which are part of a connected value chain, which it will grow both organically and inorganically.

Capital allocation will be driven by the Group's strategy and business model. As part of the process of refocusing the Group's business, the Issuer has commenced a strategic review of its logistics business.

Financial reporting

In view of the voluntary pre-conditional partial offer announced by Morgan Stanley Asia (Singapore) Pte., for and on behalf of Kyanite Investment Holdings Pte. Ltd. (an indirect wholly-owned subsidiary of Temasek Holdings (Private) Limited) on 21 October 2019, the Issuer will continue to announce quarterly financial statements for the duration of the offer period, and move to half-yearly reporting thereafter pursuant to the amendments to Rule 705 of the Listing Manual of the Singapore Exchange Securities Trading Limited which were effective from 7 February 2020.

Floatel International Ltd

Floatel International Ltd ("**Floatel**"), an associated company of Keppel Corporation, has on 19 February 2020 issued its consolidated financial statements for the fourth quarter of the financial year ended 31 December 2019 (the "**Floatel 4Q Results**"), which was prepared on the assumption of a going concern. However, it was reported in the Floatel 4Q Results that Floatel's financial situation was unsustainable as liquidity was under pressure and there was a material uncertainty as to whether it and its subsidiaries (the "**Floatel Group**") would be able to service their secured financial liabilities and net working capital requirements for the coming 12 months, which casted significant doubt on

Floatel's ability to continue as a going concern. The long-term viability of Floatel Group's business depended on it finding a solution to its financial situation and Floatel had initiated discussions with key creditors, which in the view of Floatel's board of directors, there were reasonable expectations of success. In a situation where going concern for Floatel no longer can be assumed, there is a risk for significant write down of its assets.

In its unaudited financial statements for the financial year ended 31 December 2019, Keppel Corporation equity accounted for its share of loss in Floatel, amounting to approximately S\$51 million, which included the impairment losses recognised by Floatel on its vessels. Based on an assessment of the recoverability of the Group's total investments in Floatel (comprising equity interest, preference shares and loan), Keppel Corporation also recognised a fair value loss of approximately S\$11 million in respect of its investment in Floatel preference shares. As at the end of the financial year ended 31 December 2019, Keppel Corporation's carrying value of its investments in Floatel was approximately S\$477 million.

Floatel is the issuer under the 9% senior secured US\$400,000,000 1st Lien bonds 2018/2024 with ISIN NO001 0833775 (the "**1L Bonds**") and the 12.75 % US\$75,000,000 2nd Lien bonds 2018/2024 with ISIN NO001 0833783 (the "**2L Bonds**" and together with the 1L Bonds, the "**Bonds**"). Floatel is also the borrower under a US\$150,000,000 term loan facility (the "**Bank Vessel Facility**") and under revolving credit facilities for an undrawn total amount of US\$100,000,000 (the "**RCFs**" and, together with the Bonds and the Bank Vessel Facility, the "**Finance Documents**").

On 14 April 2020, Floatel announced that it was in constructive negotiations with all lenders under the Bank Vessel Facility and the RCFs (the "**Lenders**") and an ad hoc committee of holders of the 1L Bonds holding in aggregate over 56% of the outstanding amount of 1L Bonds (the "**AHC**") and had entered into a forbearance and deferral agreement with the AHC ("**Forbearance Agreement**") until 18 May 2020 in relation to payments of (i) amortisation, interest and commitment fees due under the Bank Vessel Facility and RCFs and (ii) coupon payments due under the Bonds. On 19 May 2020, Floatel announced an extension of the Forbearance Agreement up to 15 June 2020 (subject to the satisfaction of standard conditions) and commencement of discussions with an ad hoc committee of holders of the 2L Bonds, and that the Lenders had confirmed in writing that they remained supportive of the Floatel Group and did not intend to take any further action at that time.

Keppel Corporation has, in its announcement dated 19 May 2020, stated that based on the information available then, it has assessed that no impairment is required.

On 1 June 2020, Keppel Corporation announced that it has recently come to its attention, from a review of the consolidated financial statements of Prosafe SE ("**Prosafe**") for the first quarter of the financial year ending 31 December 2020 ("**Prosafe 1Q Results**") which was announced on 26 May 2020, that Prosafe had made an impairment of US\$810.5 million to the book value of its vessels following a re-assessment of the market outlook and its assumptions used in the calculation of the valuation-in-use ("**VIU**") of its vessels. Prosafe, which is a major competitor of Floatel in the same industry, has adopted different assumptions from that disclosed in its annual report for the financial year ended 31 December 2019 dated 14 April 2020, which were also significantly different from Floatel's assumptions used in the calculation of the VIU of its vessels.

In Floatel's consolidated financial statements for the fourth quarter of the financial year ended 31 December 2019, it was stated that Floatel had performed an impairment assessment of its vessels and recognised an impairment of US\$30.3 million to the book value of its vessels. In making this impairment, Floatel had in the calculation of the VIU of Floatel's vessels (which are based on a long-

term forecast until the end of each vessel's useful life), made certain assumptions in respect of the charter rates, utilisation, operating expenses, capital expenditures and discount rate of its vessels. In the consolidated financial statements of Floatel for the first quarter of the financial year ending 31 December 2020 announced on 26 May 2020, it was stated that no additional impairment was required following an updated assessment.

In the light of the Prosafe 1Q Results which discuss the impairment of their vessels, Keppel Corporation has requested Floatel to perform an independent review of the assumptions used in the conduct of its impairment assessment, with a focus on the reasonableness of market outlook assumptions and parameters used in the valuation of its vessels. In this connection, Floatel has agreed to conduct an independent review of their business plan which would include a review and update, if required, of the assumptions made in assessing the VIU of its assets.

Civil Action brought by EIG Management Company, LLC ("EIG")

As disclosed in paragraph 3 of Appendix I to the Information Memorandum, a lawsuit has been brought by eight funds managed by EIG pursuant to the Racketeer Influenced and Corrupt Organizations Act ("**RICO**") in the United States District Court, Southern District of New York (the "**Court**") against Keppel Offshore & Marine Limited ("**Keppel O&M**"), and Keppel O&M had been served with an amended complaint which includes an additional cause of action against Keppel O&M for allegedly aiding and abetting the fraud committed by Petroleo Brasileiro SA and Sete Brasil Participacoes SA against EIG (the "**Amended Complaint**").

As announced on 13 May 2020, Keppel O&M had filed a pre-trial motion to dismiss both causes of action prior to the commencement of substantive litigation, on the basis that EIG failed to meet certain legal requirements necessary to bring the claims. While it is typically difficult to succeed in a motion to dismiss as the court would assume all facts alleged by the plaintiffs to be accurate, Keppel O&M was successful in its motion to dismiss the cause of action brought pursuant to RICO. As a result, EIG will only be allowed to proceed to trial on its allegation of aiding and abetting fraud. Keppel Corporation is of the view that this cause of action is without merit and Keppel O&M will continue to vigorously defend it.

ADDITIONAL RISK FACTOR

Investors who hold less than the minimum Denomination Amount may be unable to sell their Notes and may be adversely affected if definitive Notes are subsequently required to be issued

As the Notes have denominations consisting of a minimum Denomination Amount plus one or more higher integral multiples of another smaller amount, it is possible that the Notes may be traded in amounts in excess of the minimum Denomination Amount that are not integral multiples of such minimum Denomination Amount. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Denomination Amount in his account with the relevant clearing system would not be able to sell the remainder of such holding without first purchasing a principal amount of Notes at or in excess of the minimum Denomination Amount such that its holding amounts to a Denomination Amount. Further, a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Denomination Amount in his account with the relevant clearing system at the relevant time may not receive a definitive Note in respect of such holding (should definitive Notes be printed or issued) and would need to purchase a principal amount of Notes at or in excess of the minimum Denomination Amount such that its holding amounts to a Denomination Amount.

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

AMENDMENTS TO SELLING RESTRICTIONS

The selling restrictions “PRIIPs Regulation – Prohibition of Sales to EEA Retail Investors” appearing on pages 123 and 124 of the Information Memorandum shall be deleted in their entirety and substituted therefor with the following:

“Prohibition of sales to EEA and UK Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA and UK Retail Investors” as “Not Applicable”, each Dealer will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area or in the UK. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
 - (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”); and
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA and UK Retail Investors” as “Not Applicable”, relation to each Member State of the European Economic Area and the United Kingdom (each, a “**Relevant State**”), each Dealer will be required to represent and agree that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to the public in that Relevant State except that it may make an offer of such Notes to the public in that Relevant State:

- (a) if the Pricing Supplement in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Relevant State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such

prospectus or Pricing Supplement, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;

- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (c) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by us for any such offer; or
- (d) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision:

- the expression “**an offer of Notes to the public**” in relation to any Notes in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes; and
- the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129 (as amended).”