

DBS GROUP HOLDINGS LTD
(Incorporated in the Republic of Singapore)
Company Registration Number: 199901152M

To: The Shareholders of DBS Group Holdings Ltd (**"DBSH"**)

Date: 5 August 2020

Clarification on the inaccurate statements in the proxy analysis report issued by Institutional Shareholder Services on 17 March 2020

1. We refer to the proxy analysis report issued by Institutional Shareholder Services, Inc. (**"ISS"**) on 17 March 2020 containing its voting recommendations for the resolutions tabled at the 2020 Annual General Meeting (**"2020 AGM"**)¹ of DBSH (the **"ISS Report"**).
2. Although the recommendations in the ISS Report were expressed to be based on a review and evaluation of DBSH's disclosures and practices, the ISS Report contained inaccurate statements which did not take into account several pertinent disclosures provided in DBSH's 2020 Annual Report issued on 9 March 2020 (the **"2020 Annual Report"**).
3. In failing to take all pertinent disclosures into account (including the disclosure in our 2020 Annual Report that we will be appointing 2 new independent Directors in April 2020), the negative voting recommendations in the ISS Report were based on the inaccurate assumptions that DBSH does not have independent directors representing the majority of the Board as well as the Nominating Committee (**"NC"**). In addition, the ISS Report inaccurately reflected that our Audit Committee (**"AC"**) does not, and our Compensation and Management Development Committee (**"CMDC"**) will not after the 2020 AGM, comprise of majority independent directors.
4. We would like to emphasise that we are required under the Banking (Corporate Governance) Regulations 2005 to ensure that our Board and certain Board committees (namely, the AC, CMDC, NC and Board Executive Committee (the **"Board Exco"**)) are comprised of majority independent directors at all times. Details on the composition of each of the Board, Board Exco, AC, NC and CMDC at various key dates in 2020 are set out in the Appendix. We would also highlight that the Monetary Authority of Singapore monitors the independence composition of financial institutions' boards in Singapore and has the power to direct financial institutions to rectify the composition of their board of directors or any relevant committee.

¹ Our 2020 AGM was originally scheduled to have been held on 31 March 2020, but it was adjourned and held by electronic means on 30 April 2020 due to the Covid-19 situation in Singapore.

5. We have since engaged with ISS to express our deep concerns over the inaccurate statements in the ISS Report. ISS had responded to thank us for calling their attention to the inaccurate statements, attributed the errors to an inadvertent oversight on their part and stated their intention to reflect this inadvertent oversight in the proxy analysis report for the next annual general meeting of DBSH in 2021.
6. We strongly believe in shareholder transparency and we will continue to deepen our engagement with the key proxy advisors to ensure that they are aware of all relevant publicly disclosed information when formulating their voting recommendations for investors in respect of future shareholders' meetings of DBSH.

Yours faithfully
for and on behalf of
the Board of Directors of
DBS GROUP HOLDINGS LTD

Appendix

Board Composition at relevant key dates in 2020

Key Date	Event	Board composition	
9 March 2020 6 out of 11 Directors (55%) are independent.	Issuance of DBS' 2020 Annual Report and Notice of 2020 AGM	1. Mr Peter Seah (Non-executive Chairman) 2. Mr Piyush Gupta <i>(Group CEO)</i> 3. Mr Ho Tian Yee <i>(Lead Independent Director)</i> 4. Mr Nihal Kaviratne* <i>(Independent Director)</i> 5. Mr Andre Sekulic <i>(Independent Director)</i> 6. Mr Olivier Lim <i>(Independent Director)</i> 7. Dr Bonghan Cho <i>(Independent Director)</i> 8. Mr Tham Sai Choy <i>(Independent Director)</i> 9. Ms Euleen Goh <i>(Non-executive Director)</i> 10. Mr Danny Teoh* <i>(Non-executive Director)</i> 11. Mrs Ow Foong Pheng <i>(Non-executive Director)</i>	
		*Mr Nihal Kaviratne and Mr Danny Teoh stepped down from the Board on 31 March 2020.	
1 April 2020 7 out of 11 Directors (63%) are independent.	Appointment of two new independent Directors, Mr Anthony Lim and Ms Punita Lal	1. Mr Peter Seah (Non-executive Chairman) 2. Mr Piyush Gupta <i>(Group CEO)</i> 3. Mr Ho Tian Yee <i>(Lead Independent Director)</i> 4. Mr Andre Sekulic <i>(Independent Director)</i> 5. Mr Olivier Lim <i>(Independent Director)</i> 6. Dr Bonghan Cho <i>(Independent Director)</i> 7. Mr Tham Sai Choy <i>(Independent Director)</i> 8. Mr Anthony Lim <i>(Independent Director)</i> 9. Ms Punita Lal <i>(Independent Director)</i> 10. Ms Euleen Goh <i>(Non-executive Director)</i> 11. Mrs Ow Foong Pheng <i>(Non-executive Director)</i>	
29 April 2020 6 out of 11 Directors (55%) are independent.	Re-designation of Mr Ho Tian Yee as a non-independent non-executive Director. Change of Lead Independent Director	1. Mr Peter Seah (Non-executive Chairman) 2. Mr Piyush Gupta <i>(Group CEO)</i> 3. Mr Olivier Lim <i>(Lead Independent Director)</i> 4. Mr Andre Sekulic <i>(Independent Director)</i> 5. Dr Bonghan Cho <i>(Independent Director)</i> 6. Mr Tham Sai Choy <i>(Independent Director)</i> 7. Mr Anthony Lim <i>(Independent Director)</i> 8. Ms Punita Lal <i>(Independent Director)</i> 9. Ms Euleen Goh <i>(Non-executive Director)</i> 10. Mr Ho Tian Yee <i>(Non-executive Director)</i> 11. Mrs Ow Foong Pheng <i>(Non-executive Director)</i>	

Appendix (continued)

Composition of the Board Exco, NC, CMDC and AC at relevant key dates in 2020

Note: Independent Directors are denoted in bold font.

Key Date	Board Exco	NC	CMDC	AC
9 March 2020 Issuance of DBS' 2020 Annual Report and Notice of 2020 AGM	1. Mr Peter Seah <i>(Chairman)</i> 2. Mr Ho Tian Yee 3. Mr Olivier Lim	1. Mr Ho Tian Yee <i>(Chairman and Lead Independent Director)</i> 2. Mr Tham Sai Choy 3. Dr Bonghan Cho 4. Mr Peter Seah 5. Mrs Ow Foong Pheng	1. Mr Andre Sekulic <i>(Chairman)</i> 2. Mr Nihal Kaviratne 3. Mr Olivier Lim 4. Mr Peter Seah 5. Ms Euleen Goh	1. Mr Tham Sai Choy <i>(Chairman)</i> 2. Dr Bonghan Cho 3. Mr Andre Sekulic 4. Mr Peter Seah 5. Mrs Ow Foong Pheng
1 April 2020 Appointment of two new independent Directors, Mr Anthony Lim and Ms Punita Lal.	1. Mr Peter Seah <i>(Chairman)</i> 2. Mr Ho Tian Yee 3. Mr Olivier Lim 4. Mr Anthony Lim	1. Mr Ho Tian Yee <i>(Chairman and Lead Independent Director)</i> 2. Mr Tham Sai Choy 3. Dr Bonghan Cho 4. Mr Peter Seah 5. Mrs Ow Foong Pheng	1. Mr Andre Sekulic <i>(Chairman)</i> 2. Dr Bonghan Cho 3. Ms Punita Lal 4. Mr Peter Seah 5. Ms Euleen Goh	Same as above.
29 April 2020 Re-designation of Mr Ho Tian Yee as a non-independent non-executive Director. Change of Lead Independent Director	1. Mr Peter Seah <i>(Chairman)</i> 2. Mr Olivier Lim <i>(Lead Independent Director)</i> 3. Mr Anthony Lim	1. Mr Tham Sai Choy <i>(Chairman)</i> 2. Mr Olivier Lim <i>(Lead Independent Director)</i> 3. Dr Bonghan Cho 4. Ms Punita Lal 5. Mr Peter Seah 6. Mrs Ow Foong Pheng	1. Mr Andre Sekulic <i>(Chairman)</i> 2. Dr Bonghan Cho 3. Ms Punita Lal 4. Mr Peter Seah 5. Ms Euleen Goh	Same as above