



Corporate Governance

Our Governance Framework

CHAIRMAN

SIMON ISRAEL

Key Objectives

Responsible for leadership of the Board and for creating conditions for overall Board, committee and individual effectiveness

THE BOARD OF SINGTEL

11 DIRECTORS:

8 independent Directors and 3 non-independent Directors

Key Objectives

To create value for shareholders and to ensure the long-term success of the Group

AUDIT COMMITTEE

4 independent Directors and 1 non-independent Director

CHAIRMAN

FANG AI LIAN

Key Objectives

Assist the Board in discharging its statutory and other responsibilities relating to internal controls, financial and accounting matters, compliance, and business and financial risk management

CORPORATE GOVERNANCE & NOMINATIONS COMMITTEE

3 independent Directors and 1 non-independent Director

CHAIRMAN

KAI NARGOLWALA

Key Objectives

Establish and review the profile of Board members; make recommendations to the Board on the appointment, renomination and retirement of Directors; review the independence of Directors; assist the Board in evaluating the performance of the Board, Board committees and Directors; and develop and review the Company's corporate governance practices

EXECUTIVE RESOURCE & COMPENSATION COMMITTEE

4 independent Directors and 1 non-independent Director

CHAIRMAN

KAI NARGOLWALA

Key Objectives

Oversee the remuneration of the Board and Senior Management, and set appropriate remuneration framework and policies, including long-term incentive schemes, to deliver annual and long-term performance of the Group

FINANCE & INVESTMENT COMMITTEE

3 independent Directors and 1 non-independent Director

CHAIRMAN

SIMON ISRAEL

Key Objectives

Provide advisory support on the development of the Group's overall strategy, review strategic issues, approve investments and divestments, review the Group's Investment and Treasury Policies, evaluate and approve financial offers and banking facilities, and manage the Group's liabilities

RISK COMMITTEE

2 independent Directors and 1 non-independent Director

CHAIRMAN

BOBBY CHIN

Key Objectives

Ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets, and determine the nature and extent of the material risks that the Board is willing to take in achieving the Group's strategic objectives

GROUP CHIEF EXECUTIVE OFFICER

CHUA SOCK KOONG

Key Objectives

Manage the Group's business and implement strategy and policy

MANAGEMENT COMMITTEE

Group CEO,
CEO Group Enterprise,
CEO Consumer Australia,
CEO Consumer Singapore,
Group Chief Corporate Officer,
Group CFO,
Group Chief Human Resources Officer and
Group Chief Information Officer

Key Objectives

Direct Management on operational policies and activities

INTRODUCTION

Singtel aspires to the highest standards of corporate governance as we believe that good governance supports long-term value creation. To this end, Singtel has in place a set of well-defined policies and processes to enhance corporate performance and accountability, as well as protect the interests of stakeholders. The Board of Directors is responsible for Singtel's corporate governance standards and policies, and stresses their importance across the Group.

As Singtel was listed on both the Singapore Exchange Securities Trading Limited (SGX) and ASX Limited (ASX) for the financial year ended 31 March 2015, this report sets out Singtel's key corporate governance practices with reference to the Singapore Code of Corporate Governance 2012 (Singapore Code), as well as the ASX Corporate Governance Principles and Recommendations (ASX Code). Unless otherwise stated, these practices were in place for the entire financial year.

On 22 April 2015, Singtel announced Singtel's delisting from the ASX. The delisting took effect on 5 June 2015. Singtel continues to be listed on the SGX and the delisting from the ASX will not materially affect Singtel's compliance obligations or corporate governance policies and practices.

Continuing Commitment

We are committed to ongoing improvement in corporate governance. The following are some of the key initiatives undertaken by the Board and Singtel during the financial year ended 31 March 2015:

- To ensure that Singtel continues to be able to meet the challenges and demands of the markets in which it operates, the Board is focused on enhancing the skills, expertise and perspectives on the Board in a structured way by proactively mapping out Singtel's Board composition needs over the short and medium term (Board Progression Plan). In this connection, the Board has appointed an independent consultant to advise the Board on the Board Progression Plan and to assist the Board in identifying suitable candidates to join the Board.
- The Board is committed to pursuing gender diversity in relation to the composition of the Board. In this connection, the Corporate Governance and Nominations Committee (CGNC) will ensure that female candidates are included for consideration by the CGNC whenever it seeks to identify a new Director for the Board. In addition, the Board will strive to appoint at least one female Director to the CGNC. These guidelines have been embedded in the CGNC's terms of reference.

- In April 2014, the Board established a Technology Advisory Panel (TAP), comprising distinguished international members, to advise the Board and Management in the area of digital technology. The TAP is chaired by Mr Koh Boon Hwee, and the members of the Panel are Messrs Gregory Becker, Venky Ganesan, Doug Haynes, Lim Chuan Poh, Jonathan Miller and Erez Ofer.
- The Optus Advisory Committee, which was established as a Board committee to review strategic business issues relating to the Australian business, was reconstituted in September 2014 as an advisory committee and expanded to include non-Board members with experience and expertise in the Australian market.
- Singtel embarked on a review of the way in which major incidents affecting Singtel's operations are reported and escalated to Senior Management and the Board. Enhancements were made to the escalation process so as to ensure that major incidents affecting Singtel's operations are promptly attended to and resolved at the right levels. The escalation process provides a framework for the reporting of such incidents according to their impact or potential impact on Singtel's operations.

Ongoing Board Renewal

As part of our ongoing renewal of the Board, Mr Venky Ganesan and Ms Teo Swee Lian were appointed to the Board on 2 February 2015 and 13 April 2015 respectively. Mrs Fang Ai Lian and Mr Kai Nargolwala will be retiring from the Board upon the conclusion of the Annual General Meeting to be held on 21 July 2015, in line with the Board's policy on tenure of directorships.

Recognition

Singtel has received accolades from the investment community for excellence in corporate governance. More details are included in the "Key Awards and Accolades" section on pages 42 and 43.



DIRECTORS' ATTENDANCE AT BOARD MEETINGS DURING THE FINANCIAL YEAR ENDED 31 MARCH 2015⁽¹⁾

Name of Director	Board Meetings	
	Number of Meetings Held	Number of Meetings Attended
Simon Israel	7	7
Chua Sock Koong	7	7
Bobby Chin	7	7
Fang Ai Lian	7	7
Venky Ganesan ⁽²⁾	1	1
Low Check Kian	7	7
Peter Mason AM ⁽³⁾	7	7
Kai Nargolwala	7	6
Christina Ong ⁽⁴⁾	7	6
Peter Ong	7	7
Teo Swee Lian ⁽⁵⁾	–	–
David Gonski ^{(6) (7)}	7	7
Dominic Ho ⁽⁸⁾	3	3

Notes:

- ⁽¹⁾ Refers to meetings held/attended while each Director was in office.
⁽²⁾ Mr Venky Ganesan was appointed to the Board on 2 February 2015.
⁽³⁾ Member of the Order of Australia.
⁽⁴⁾ Mrs Christina Ong was appointed to the Board on 7 April 2014.
⁽⁵⁾ Ms Teo Swee Lian was appointed to the Board on 13 April 2015, i.e. after the end of the financial year ended 31 March 2015.
⁽⁶⁾ Companion of the Order of Australia.
⁽⁷⁾ Mr David Gonski stepped down from the Board with effect from 1 April 2015.
⁽⁸⁾ Mr Dominic Ho retired upon the conclusion of the AGM held on 25 July 2014.

BOARD MATTERS

Role of the Board and Conduct of its Affairs

The Board aims to create value for shareholders and ensure the long-term success of the Group by focusing on the development of the right strategy, business model, risk appetite, management, succession plan and compensation framework. It also seeks to align the interests of the Board and Management with that of shareholders and balance the interests of all stakeholders. In addition, the Board sets the tone for the entire organisation where ethics and values are concerned.

The Board oversees the business affairs of the Singtel Group. It assumes responsibility for the Group's overall strategic plans and performance objectives, financial plans and annual budget, key operational initiatives, major funding and investment proposals, financial performance reviews, compliance and accountability systems, and corporate governance practices. The Board also appoints the Group CEO, approves policies and guidelines on remuneration as well as the remuneration for the Board and Senior Management, and approves the appointment of Directors. In line with best practices in corporate governance, the Board also oversees long-term succession planning for Senior Management.

Singtel has established financial authorisation and approval limits for operating and capital expenditure, the procurement of goods and services, and the acquisition and disposal of investments. Apart from matters that specifically require the Board's approval, such as the issue of shares and dividend and other distributions, the Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to Board Committees and the Management Committee to optimise operational efficiency.

The Board meets regularly and sets aside time at each scheduled meeting to meet without the presence of Management. Board meetings generally last a full day and may include presentations by senior executives and external consultants/experts on strategic issues relating to specific business areas, as well as presentations by the Group's associates. This allows the Board to develop a good understanding of the Group's businesses and to promote active engagement with the Group's partners and key executives.

Typically, at least one Board meeting a year is held overseas, in a country where the Group has a significant investment, has an interest in investing, or where Board

members can be exposed to new technology relevant to the Group's growth strategy. On such occasions, the Board may meet with local business leaders and government officials so as to help Board members gain greater insight into such countries. The Board also meets Singtel's partners and key customers in those countries to develop stronger relationships with such partners and customers. Singtel also arranges for the Board to meet with experts in the technology/digital space to enhance their knowledge in new growth areas and enable the Board to make more informed decisions. In addition to approximately seven scheduled meetings each year, the Board meets as and when warranted by particular circumstances. Seven Board meetings were held in the financial year ended 31 March 2015. Meetings via telephone or video conference are permitted by Singtel's Articles of Association.

A record of the Directors' attendance at Board meetings during the financial year ended 31 March 2015 is set out on page 58. Directors who are unable to attend a Board meeting are provided with the briefing materials and can discuss issues relating to the matters to be discussed at the Board meeting with the Chairman or the Group CEO.

Directors are required to act in good faith and in the interests of Singtel. All new Directors appointed to the Board are briefed on the Group's business activities, strategic direction and policies, key business risks, and the regulatory environment in which the Group operates, as well as their statutory and other duties and responsibilities as Directors. In line with best practices in corporate governance, the Singapore Code and the ASX Code, new Directors also sign a letter of appointment from the Company stating clearly the role of the Board and non-executive Directors, the time commitment that the Director would be expected to allocate, and other relevant matters.

Board Composition, Diversity and Balance

The size and composition of the Board are reviewed from time to time by the CGNC. The CGNC seeks to ensure that the size of the Board is conducive to effective discussion and decision making, and that the Board has an appropriate number of independent Directors. The CGNC also aims to maintain a diversity of expertise, skills and attributes among the Directors, including relevant core competencies in areas such as accounting and finance, business and management, legal, industry/domain knowledge, strategic planning, customer-based experience and knowledge, and regional business expertise, and takes into account broader diversity considerations such as gender, age and nationality/ethnicity. When a Board position becomes vacant or additional Directors are required, the CGNC will select and recommend candidates on the basis of their skills, experience and knowledge, taking into account the need for board diversity. Any potential conflicts of interest are taken into consideration.

In order to ensure that Singtel continues to be able to meet the challenges and demands of the markets in which Singtel operates, the Board is focused on enhancing the diversity of skills, expertise and perspectives on the Board in a structured way by proactively mapping out Singtel's Board composition needs over the short and medium term (Board Progression Planning). This is an ongoing process facilitated by an independent consultant and is informed by a series of detailed interviews between the consultant and each member of the Board as well as key management members.

Reflecting the focus of the Group's business in the region, four of Singtel's 11 Directors are from, and have extensive experience in, jurisdictions outside Singapore, namely, the Chairman, Mr Simon Israel, and non-executive Directors, Messrs Venky Ganesan, Peter Mason AM and Kai Nargolwala. In relation to gender diversity, approximately 36% of the Singtel Board, or four out of the 11 Board members, are female.

The Board is committed to pursuing gender diversity in relation to the composition of the Board. In determining the process for identification of suitable candidates for appointment to the Board, the CGNC will take into account its diversity aspirations for the Board. In this connection, the CGNC will ensure that female candidates are included for consideration by the CGNC whenever it seeks to identify a new Director for the Board. In addition, the Board will strive to appoint at least one female Director to the CGNC. Having said that, Singtel is of the view that gender is but one aspect of diversity and Singtel Directors will continue to be selected on the basis of their experience, skills, knowledge, insight and relevance to the Board.

In order to help attract high calibre international directors to the Singtel Board, especially in the case of candidates who come from jurisdictions where it is common practice for companies to grant Deeds of Indemnity to their directors, Singtel has adopted a policy on the award of Deeds of Indemnity to Directors to ensure that they are adequately covered against personal liability incurred in the course of performing their professional duties.

The Board, taking into account the views of the CGNC, assesses the independence of each Director in accordance with the guidance in the Singapore Code. A Director is considered independent if he has no relationship with the Group or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement in the best interests of Singtel.

The Board takes into account the existence of relationships or circumstances that are relevant in its determination as to whether a Director is independent. Such relationships or circumstances include the employment of a Director



by the Company or any of its related corporations during the financial year in question or any of the previous three financial years; the acceptance by a Director of any significant compensation from the Company or any of its related corporations for the provision of services during the financial year in question or the previous financial year, other than compensation for board service; and a Director being related to any organisation from which Singtel or any of its subsidiaries received significant payments or material services during the financial year in question or the previous financial year.

Ms Chua Sock Koong, Singtel's Group CEO; Mr Simon Israel, Chairman of the Singtel Board; and Mr Peter Ong, Permanent Secretary of the Ministry of Finance, Singapore are the only non-independent Directors. All other members of the Board are considered to be independent Directors.

The Board has examined the different relationships identified by the Singapore Code and the ASX Code that might impair the Directors' independence and objectivity, and is satisfied that the Directors are able to act with independent judgement.

In particular, the Board noted that while Mrs Christina Ong is a partner at Allen & Gledhill LLP (A&G) and A&G provides legal services to, and receives fees from, the Singtel Group, she has an interest of less than 5% in A&G. Mrs Ong is also a non-executive director of SIA Engineering Company Limited (SIAEC), a subsidiary of Temasek Holdings (Private) Limited (Temasek). Temasek has an interest of approximately 51% in Singtel. The SIAEC group obtains telecommunication services from, and makes payments to, the Singtel Group in the ordinary course of business. The Board considers that these relationships do not affect Mrs Christina Ong's ability and willingness to operate independently.

The Board also noted that Mr Bobby Chin was appointed to the Board of Temasek, the major shareholder of Singtel, on 10 June 2014. After due consideration, the Board continues to regard Mr Chin as independent as he does not represent Temasek on the Singtel Board and he is not accustomed or under an obligation whether formal or informal, to act in accordance with the directions, instructions or wishes of Temasek. As Mr Chin has demonstrated independence in character and judgement in the discharge of his responsibilities, the Board is satisfied that he will continue to exercise independent judgement and act in the best interests of Singtel and its security holders generally.

The profile of each Director and other relevant information are set out under "Board of Directors"

and "Past Chairmanships and Directorships" from pages 45 to 49.

The Chairman and the Group CEO

The Chairman of the Board is a non-executive appointment and is separate from the office of the Group CEO. The Chairman leads the Board and is responsible for ensuring the effectiveness of the Board and its governance processes, while the Group CEO is responsible for implementing the Group's strategies and policies, and for conducting the Group's business. The Chairman and the Group CEO are not related.

Role of the Chairman

The Chairman is responsible for leadership of the Board and is pivotal in creating the conditions for overall Board, Committee and individual Director effectiveness, both inside and outside the boardroom. This includes setting the agenda of the Board in consultation with the Directors and the Group CEO, and promoting active engagement and an open dialogue among the Directors, as well as between the Board and the Group CEO.

The Chairman ensures that the performance of the Board is evaluated regularly, and guides the development needs of the Board. The Chairman leads the evaluation of the Group CEO's performance and works with the Group CEO in overseeing talent management to ensure that robust succession plans are in place for the senior leadership team.

The Chairman works with the Board, the relevant Board Committees and Management to establish the boundaries of risk undertaken by the Group and ensure that governance systems and processes are in place and regularly evaluated.

The Chairman plays a significant leadership role by providing clear oversight, advice and guidance to the Group CEO and Management on strategy and the drive to transform Singtel's businesses. This involves developing a keen understanding of the Group's diverse and complex businesses, the industry, partners, regulators and competitors.

The Chairman provides support and advice to, and acts as a sounding board for, the Group CEO, while respecting executive responsibility. He engages with other members of the senior leadership regularly.

The Chairman also maintains effective communications with large shareholders and supports the Group CEO in engaging with a wide range of other stakeholders such as partners, governments and regulators where the Group operates. He travels overseas to visit the Group's key

associates in the region and, in the process, fosters strong relationships with the Group's partners and gathers valuable feedback for Management to consider and follow up on.

The scope and extent of the Chairman's and the Board's responsibilities and obligations have been expanding due to the increased focus on corporate governance, risk management, regulation and compliance. Given the increased demands, the Chairman in particular spends more time on, and is more hands-on in, the affairs of the Group. The Board has agreed with the Chairman that he will commit a significant proportion of his time to his role and will manage his other time commitments accordingly.

Role of the Lead Independent Director

The Lead Independent Director is appointed by the Board to serve in a lead capacity to coordinate the activities of the non-executive Directors in circumstances where it would be inappropriate for the Chairman to serve in such capacity. He also assists the Chairman and the Board to assure effective corporate governance in managing the affairs of the Board and the Company.

The Lead Independent Director serves as chairman of the CGNC. The role of the Lead Independent Director includes meeting with the non-executive Directors without the Chairman present at least annually to appraise the Chairman's performance and on such other occasions as are deemed appropriate. He will also be available to shareholders if they have concerns relating to matters that contact through the Chairman, Group CEO or Group CFO has failed to resolve, or where such contact is inappropriate.

Board Membership

The CGNC establishes and reviews the profile required of Board members and makes recommendations to the Board on the appointment, re-nomination and retirement of Directors.

When an existing Director chooses to retire or is required to retire from office by rotation, or the need for a new Director arises, the CGNC reviews the range of expertise, skills and attributes of the Board and the composition of the Board. The CGNC then identifies Singtel's needs and prepares a shortlist of candidates with the appropriate profile for nomination or re-nomination. The Board has an ongoing process facilitated by an independent consultant to map out these needs.

The CGNC takes factors such as attendance, preparedness, participation and candour into consideration when evaluating the past performance and contributions of a Director for recommendation to the Board. However, the re-nomination or replacement of a Director does not necessarily reflect the

Director's performance or contributions to the Board. The CGNC may have to consider the need to position and shape the Board in line with the evolving needs of Singtel and the business. In order to ensure Board renewal, the Board has in place guidelines on the tenure of the Chairman and Directors.

Directors must ensure that they are able to give sufficient time and attention to the affairs of Singtel and, as part of its review process, the CGNC decides whether or not a Director is able to do so and whether he has been adequately carrying out his duties as a Director of Singtel. The Board has also adopted an internal guideline that seeks to address the competing time commitments that may be faced when a Director holds multiple board appointments. The guideline provides that, as a general rule, each Director should hold no more than six principal board appointments. The guideline includes the following:

- In support of their candidature for directorship or re-election, Directors are to provide the CGNC with details of other commitments and an indication of the time involved.
- Non-executive Directors should consult the Chairman or chairman of the CGNC before accepting any new appointments as Directors.

A Director must retire from office at the third Annual General Meeting (AGM) after the Director was elected or last re-elected. A retiring Director is eligible for re-election by Singtel shareholders at the AGM. In addition, a Director appointed by the Board to fill a casual vacancy or appointed as an additional Director may only hold office until the next AGM, at which time he will be eligible for re-election by shareholders. If at any AGM, fewer than three Directors would retire pursuant to the requirements set out above, the additional Directors to retire at that AGM shall be those who have been longest in office since their last re-election or appointment. The Group CEO, as a Director, is subject to the same retirement by rotation, resignation and removal provisions as the other Directors, and such provisions will not be subject to any contractual terms that may have been entered into with the Company. Shareholders are provided with relevant information on the candidates for election or re-election.

Board Performance

The Board and the CGNC strive to ensure that Directors on the Board possess the experience, knowledge and skills critical to the Group's business so as to enable the Board to make sound and well-considered decisions.

Directors participate in an annual offsite workshop with Senior Management to strategise and plan the Group's longer-term strategy. Training and development programmes



for Directors include talks and presentations by renowned experts and professionals in various fields such as telecommunications, technology, regulatory matters and the economic/business environment in relevant markets. The Directors may also attend other appropriate courses, conferences and seminars. In addition, Board meetings may be held in overseas locations where Board members can be exposed to new technology relevant to the Group's growth strategy. The Board may also hold meetings in conjunction with key industry events where relevant experts would be invited to speak on issues relevant to the Group's businesses.

Each year, the CGNC undertakes a process to assess the effectiveness of the Board as a whole and the Board Committees, as well as the contributions by each Director. During the financial year, an independent external consultant was appointed to facilitate the evaluation of the Board and Board Committees, as well as the Directors' self and peer appraisal exercise. With the ongoing Board Progression Planning activities, the Board enhanced its Board effectiveness survey to include a key focus on the Board's readiness to meet the challenges and demands of the markets in which Singtel operates.

The survey was designed to (a) provide an evaluation of the current effectiveness of the Board and (b) support the Chairman and the Board to proactively consider what can enhance the readiness of the Board to address emerging strategic priorities for the Singtel Group. Directors were requested to complete appraisal forms to assess the Board's impact and value add on critical issues, key components of Board and Board Committee effectiveness, as well as each individual Director's contributions to the Board and Board Committees.

The appraisal process included the evaluation of factors such as Board composition, information management, Board processes, Board Chairman, corporate social responsibility, management of the Company's performance, Board priorities, Board Committee effectiveness, CEO performance and succession planning, Director development and management, risk management and overall perception of the Board.

In addition to the appraisal exercise, the contributions and performance of each Director were assessed by the CGNC as part of its periodic reviews of the composition of the Board and the various Board Committees. In the process, the CGNC was able to identify areas for improving the effectiveness of the Board and its Committees. The Board was also able to assess the Board Committees through their regular reports to the Board on their activities.

Access to Information

Prior to each Board meeting, Singtel's Management provides the Board with information relevant to matters on the agenda for the meeting. The Board also receives regular reports pertaining to the operational and financial performance of the Group, as well as regular updates, which include information on the Group's competitors, and industry and technological developments. In addition, Directors receive analysts' reports on Singtel and other telecommunications and digital companies on a quarterly basis. Such reports enable the Directors to keep abreast of key issues and developments in the industry, as well as challenges and opportunities for the Group. In line with Singtel's commitment to conservation of the environment, as well as technology advancement, Singtel has done away with hard copy Board papers, and Directors are instead provided with tablet devices to enable them to access and read Board and Board Committee papers prior to and at meetings.

The Board has separate and independent access to the Senior Management and the Company Secretary at all times. Procedures are in place for Directors and Board Committees, where necessary, to seek independent professional advice, paid for by Singtel.

Role of the Company Secretary

The Company Secretary attends all Board meetings and is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Board and Management Committees

The following Board Committees assist the Board in executing its duties:

- Audit Committee (AC)
- Corporate Governance and Nominations Committee (CGNC)
- Executive Resource and Compensation Committee (ERCC)
- Finance and Investment Committee (FIC)
- Risk Committee (RC).

In September 2014, the Optus Advisory Committee (OAC), then a Board Committee, was reconstituted as an advisory body comprising both Board and non-Board members. See page 66 for information on the OAC.

Each Board Committee may make decisions on matters within its terms of reference and applicable limits of authority. The terms of reference of each Committee are reviewed from time to time, as are the Committee structure and membership.

The selection of Board Committee members requires careful management to ensure that each Committee comprises Directors with appropriate qualifications and skills, and that there is an equitable distribution of responsibilities among Board members. The need to maximise the effectiveness of the Board, and encourage active participation and contribution from Board members, is also taken into consideration.

A record of each Director's Board Committee memberships and attendance at Board Committee meetings during the financial year ended 31 March 2015 is set out on page 66.

Audit Committee

MEMBERSHIP

Fang Ai Lian, committee chairman and independent non-executive Director

Bobby Chin, independent non-executive Director

Christina Ong, independent non-executive Director (appointed to the AC with effect from 2 May 2014)

Peter Ong, non-executive Director

Teo Swee Lian, independent non-executive Director (appointed to the AC with effect from 13 April 2015)

Note: Dominic Ho stepped down as a Director and AC member with effect from the conclusion of the Annual General Meeting held on 25 July 2014.

KEY OBJECTIVES

- Assist the Board in discharging its statutory and other responsibilities relating to internal controls, financial and accounting matters, compliance, and business and financial risk management

The terms of reference of the AC provide that the AC shall comprise at least three Directors, all of whom are non-executive Directors and the majority of whom, including the chairman, are independent Directors. At least two members of the AC, including the AC chairman, must have recent and relevant accounting or related financial management expertise or experience. The chairman of the AC is a Director other than the Chairman of the Singtel Board.

The AC has explicit authority to investigate any matter within its terms of reference, and has the full cooperation of and access to Management. It has direct access to the internal and external auditors, and full discretion to invite any Director or executive officer to attend its meetings. It also has the authority to review its terms of reference and its own effectiveness annually and recommend necessary changes to the Board.

The main responsibilities of the AC are to assist the Board in discharging its statutory and other responsibilities relating to internal controls, financial and accounting matters, compliance, and business and financial risk management.

The AC reports to the Board on the results of the audits undertaken by the internal and external auditors, the adequacy of disclosure of information, and the adequacy and effectiveness of the system of risk management and internal controls. It reviews the quarterly and annual financial statements with Management and the external auditors, reviews and approves the annual audit plans for the internal and external auditors, and reviews the internal and external auditors' evaluation of the Group's system of internal controls.

The AC is responsible for evaluating the cost effectiveness of audits, the independence and objectivity of the external auditors, and the nature and extent of the non-audit services provided by the external auditors to ensure that the independence of the external auditors is not compromised. It also makes recommendations to the Board on the appointment or re-appointment of the external auditors. In addition, the AC reviews and approves the Singtel Internal Audit Charter to ensure the independence and effectiveness of the internal audit function. At the same time, it ensures that the internal audit function is adequately resourced and has appropriate standing within Singtel. The AC also reviews the performance of Internal Audit, including approving decisions relating to appointment or removal of Group Chief Internal Auditor and approving the performance and compensation of the Group Chief Internal Auditor. A copy of the charter of the AC is available on the corporate governance page on the company's website at <http://info.singtel.com/about-us/corporate-governance>.

During the financial year, the AC reviewed the Management's and Singtel Internal Audit's assessment of fraud risk and held discussions with the external auditors to obtain reasonable assurance that adequate measures were put in place to mitigate fraud risk exposure in the Group. The AC also reviewed the adequacy of the whistle-blower arrangements instituted by the Group through which staff and external parties may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. All whistle-blower complaints were reviewed by the AC at its quarterly meetings to ensure independent and thorough investigation and adequate follow-up.

The AC met four times during the financial year. At these meetings, the Group CEO, Group CFO, Deputy Group CFO, Vice President (Group Finance), Group Chief Internal Auditor and the respective CEOs of the businesses were also in attendance. During the financial year, the AC reviewed and endorsed the Group's quarterly and full-year financial statements to the Board for approval and release. It reviewed the results of audits performed by Singtel Internal Audit based on the approved audit plan, significant litigation and



fraud investigations, Singtel's register of interested person transactions and non-audit services rendered by the external auditors. The AC also met with the internal and external auditors, without the presence of Management, during the financial year.

The external auditors provided regular updates and periodic briefings to the AC on changes or amendments to accounting standards to enable the members of the AC to keep abreast of such changes and its corresponding impact on the financial statements, if any.

Corporate Governance and Nominations Committee

MEMBERSHIP

Kai Nargolwala, committee chairman and independent non-executive Director

Simon Israel, non-executive Chairman of the Singtel Board

Low Check Kian, independent non-executive Director

Christina Ong, independent non-executive Director (appointed to the CGNC with effect from 2 May 2014)

Note: Dominic Ho stepped down as a Director and CGNC member with effect from the conclusion of the Annual General Meeting held on 25 July 2014.

KEY OBJECTIVES

- Establish and review the profile of Board members
- Make recommendations to the Board on the appointment, renomination and retirement of Directors
- Review the independence of Directors
- Assist the Board in evaluating the performance of the Board, Board committees and Directors
- Develop and review the Company's corporate governance practices, taking into account relevant local and international developments in the area of corporate governance

The terms of reference of the CGNC provide that the CGNC shall comprise at least three Directors, the majority of whom, including the chairman, shall be independent. As part of its commitment to gender diversity, the Board will strive to appoint at least one female Director to the CGNC.

The main activities of the CGNC are outlined in the commentaries on "Board Composition, Diversity and Balance", "Board Membership" and "Board Performance" from pages 59 to 62.

The CGNC met twice during the financial year ended 31 March 2015, and also approved various matters by written resolution.

Executive Resource and Compensation Committee

MEMBERSHIP

Kai Nargolwala, committee chairman and independent non-executive Director

Fang Ai Lian, independent non-executive Director

Simon Israel, non-executive Chairman of the Singtel Board

Peter Mason AM, independent non-executive Director

Teo Swee Lian, independent non-executive Director (appointed to the ERCC with effect from 13 April 2015)

KEY OBJECTIVES

- Oversee the remuneration of the Board and Senior Management
- Set appropriate remuneration framework and policies, including long-term incentive schemes, to deliver annual and long-term performance of the Group

The ERCC plays an important role in helping to ensure that the Group is able to attract, recruit, motivate and retain the best talents through competitive remuneration and progressive and robust policies so as to achieve the Group's goals and deliver sustainable shareholder value.

The terms of reference of the ERCC provide that the ERCC shall comprise at least three Directors, all of whom shall be non-executive and the majority of whom shall be independent. The ERCC is chaired by an independent non-executive Director.

The main responsibilities of the ERCC, as delegated by the Board, are to oversee the remuneration of the Board and Senior Management. It sets appropriate remuneration framework and policies, including long-term incentive schemes, to deliver annual and long-term performance of the Group.

The ERCC has been tasked by the Board to approve or recommend to the Board the appointment, promotion and remuneration of Senior Management. The ERCC also recommends the Directors' compensation for the Board's endorsement. Directors' compensation is subject to the approval of shareholders at the AGM. The ERCC's recommendations cover all aspects of remuneration for Directors and Senior Management, including but not limited to Director's fees, salaries, allowances, bonuses, options, share-based incentives, management awards, and benefits-in-kind.

The ERCC seeks expert advice and views on remuneration and governance matters from both within and outside the Group as appropriate. The ERCC draws on a pool of

independent consultants for diversified views and specific expertise. The ERCC will ensure that existing relationships, if any, between the Group and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants.

The ERCC approves or recommends termination payments, retirement payments, gratuities, ex-gratia payments, severance payments and other similar payments to Senior Management. The ERCC ensures that contracts of service for Senior Management contain fair and reasonable termination clauses that are not overly generous.

The ERCC also ensures that appropriate recruitment, development and succession planning programmes are in place for key executive roles, with the objective of building strong and sound leadership bench strength for long-term sustainability of the business. The ERCC conducts, on an annual basis, a succession planning review of Senior Management.

The Group CEO, who is not a member of the ERCC, may attend meetings of the ERCC but does not attend discussions relating to her own performance and remuneration. Singtel's remuneration policy and remuneration for Directors and Senior Management are discussed in this report from pages 71 to 77.

The ERCC met four times during the financial year ended 31 March 2015.

Finance and Investment Committee

MEMBERSHIP

Simon Israel, committee chairman and non-executive Chairman of the Singtel Board
Venky Ganesan, independent non-executive Director (appointed to the FIC with effect from 11 February 2015)
Low Check Kian, independent non-executive Director
Kai Nargolwala, independent non-executive Director

KEY OBJECTIVES

- Provide advisory support on the development of the Singtel Group's overall strategy and on strategic issues for the Singapore and international businesses
- Consider and approve investments and divestments
- Review and approve changes in the Singtel Group's investment and treasury policies
- Evaluate and approve any financing offers and banking facilities and manage the Singtel Group's liabilities in line with the Singtel Board's policies and directives
- Oversee any on-market share repurchases pursuant to Singtel's share purchase mandate

The terms of reference of the FIC provide that the FIC shall comprise at least three Directors, the majority of whom shall be independent Directors. Membership of the AC and the FIC is mutually exclusive.

The FIC met six times during the financial year ended 31 March 2015.

Risk Committee

MEMBERSHIP

Bobby Chin, committee chairman and independent non-executive Director
Peter Ong, non-executive Director
Teo Swee Lian, independent non-executive Director (appointed to the RC with effect from 13 April 2015)

Note: David Gonski was a member of the RC for the financial year ended 31 March 2015. He stepped down as a Director and RC member at the end of the financial year ended 31 March 2015.

KEY OBJECTIVES

- Assist the Board in fulfilling its responsibilities in relation to governance of material risks in the Group's business, which include ensuring that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets, and determining the nature and extent of the material risks that the Board is willing to take in achieving the Group's strategic objectives

The terms of reference of the RC provide that the RC shall comprise at least three members, the majority of whom, including the chairman, shall be independent. Members of the RC are appointed by the Board, on the recommendation of the CGNC. There is at least one common member between the RC and the AC.

The RC reviews the Group's strategy, policies, framework, processes and procedures for the identification, measurement, reporting and mitigation of material risks in the Group's business and reports any significant matters, findings and recommendations in this regard to the Board.

The RC meets at least three times a year, with additional meetings to be convened as deemed necessary by the chairman of the RC. The RC met four times during the financial year ended 31 March 2015.

DIRECTORS' BOARD COMMITTEE MEMBERSHIPS AND ATTENDANCE AT BOARD COMMITTEE MEETINGS DURING THE FINANCIAL YEAR ENDED 31 MARCH 2015 ⁽¹⁾

Name of Director	Audit Committee		Corporate Governance and Nominations Committee		Executive Resource and Compensation Committee		Finance and Investment Committee		Optus Advisory Committee ⁽⁸⁾		Risk Committee	
	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended
Simon Israel	–	–	2	2	4	4	6	6	1	1	–	–
Chua Sock Koong ⁽²⁾	4	4	2	2	4	4	6	6	1	1	4	4
Bobby Chin	4	4	–	–	–	–	–	–	–	–	4	4
Fang Ai Lian	4	4	–	–	4	4	–	–	–	–	–	–
Venky Ganesan ⁽³⁾	–	–	–	–	–	–	–	–	–	–	–	–
Low Check Kian	–	–	2	2	–	–	6	6	–	–	–	–
Peter Mason AM	–	–	–	–	4	4	–	–	1	1	–	–
Kai Nargolwala	–	–	2	2	4	4	6	6	–	–	–	–
Christina Ong ⁽⁴⁾	4	4	1	–	–	–	–	–	–	–	–	–
Peter Ong	4	3	–	–	–	–	–	–	–	–	4	4
Teo Swee Lian ⁽⁵⁾	–	–	–	–	–	–	–	–	–	–	–	–
David Gonski ⁽⁶⁾	–	–	–	–	–	–	–	–	1	1	4	4
Dominic Ho ⁽⁷⁾	1	1	2	2	–	–	–	–	–	–	–	–

Notes:

- ⁽¹⁾ Refers to meetings held/attended while each Director was in office.
- ⁽²⁾ Ms Chua Sock Koong is not a member of the Committees, except the Optus Advisory Committee, although she was in attendance at meetings of those Committees as appropriate.
- ⁽³⁾ Mr Venky Ganesan was appointed to the Board on 2 February 2015 and as a member of the Finance and Investment Committee on 11 February 2015.
- ⁽⁴⁾ Mrs Christina Ong was appointed to the Board on 7 April 2014 and as a member of the Audit Committee and the Corporate Governance and Nominations Committee on 2 May 2014.
- ⁽⁵⁾ Ms Teo Swee Lian was appointed to the Board and as a member of the Audit Committee, the Executive Resource and Compensation Committee and the Risk Committee on 13 April 2015, i.e. after the end of the financial year ended 31 March 2015.
- ⁽⁶⁾ Mr David Gonski stepped down as a Director and a member of the Risk Committee with effect from 1 April 2015. Mr Gonski remains a member of the Optus Advisory Committee.
- ⁽⁷⁾ Mr Dominic Ho retired as a Singtel Director following the conclusion of the AGM held on 25 July 2014.
- ⁽⁸⁾ The Optus Advisory Committee was reconstituted in September 2014 as an advisory body comprising both Board and non-Board members. The number of meetings in the table refers to the number of meetings held (as a Board committee) before the Optus Advisory Committee was reconstituted.

Management Committee

In addition to the five Board Committees and the two advisory bodies, Singtel has a Management Committee that comprises the Group CEO, CEO Group Enterprise, CEO Consumer Australia, CEO Consumer Singapore, Group Chief Corporate Officer (Group CCO), Group CFO, Group Chief Human Resources Officer (Group CHRO) and Group Chief Information Officer (Group CIO).

The Management Committee meets every week to review and direct Management on operational policies and activities.

Advisory Committee/Panel

Singtel has two advisory bodies, the Optus Advisory Committee (OAC) and the Technology Advisory Panel (TAP).

The OAC, previously a Board committee, was reconstituted in September 2014 as an advisory body. The OAC comprises both Board and non-Board members, namely Mr Peter Mason AM (committee chairman and independent non-executive Director), Ms Chua Sock Koong, Mr David Gonski, Mr Simon Israel, Mr John Morschel and Mr Paul O'Sullivan. The OAC reviews strategic business issues relating to the Australian business.

The TAP was established in April 2014 to advise the Board in the area of digital technology. The TAP comprises distinguished international members and is chaired by Mr Koh Boon Hwee. The other members of the Panel are Messrs Gregory Becker, Venky Ganesan, Doug Haynes, Lim Chuan Poh, Jonathan Miller and Erez Ofer.

ACCOUNTABILITY AND AUDIT

Accountability

Singtel recognises the importance of providing the Board with accurate and relevant information on a timely basis. Hence, Board members receive monthly financial and business reports from Singtel's Management. Such reports compare Singtel's actual performance against the budget, and highlight key business drivers/indicators and major issues that are relevant to Singtel's performance, position and prospects.

For the financial year ended 31 March 2015, Singtel's Group CEO and Group CFO have provided written confirmation to the Board on the integrity of Singtel's financial statements and on the adequacy and effectiveness of Singtel's risk management and internal control systems, addressing financial, operational and compliance risks including information technology risks. This certification covers Singtel and the subsidiaries that are under Singtel's management control.

Internal Audit (IA)

Singtel IA comprises a team of 55 staff members, including the Group Chief Internal Auditor, who reports to the AC functionally and to the Group CEO administratively. Singtel IA is a member of the Singapore chapter of the Institute of Internal Auditors (IIA) and adopts the International Standards for the Professional Practice of Internal Auditing (the IIA Standards) laid down in the International Professional Practices Framework issued by the IIA. Singtel IA successfully completed its external Quality Assurance Review in 2014 and continues to meet or exceed the IIA Standards in all key aspects.

Singtel IA adopts a risk-based approach in formulating the annual audit plan that aligns its activities to the key strategies and risks across the Group's business. This plan is reviewed and approved by the AC. The reviews performed by Singtel IA are aimed at assisting the Board in promoting sound risk management, robust internal controls and good corporate governance, through assessing the design and operating effectiveness of controls that govern key business processes and risks identified in the overall risk framework of the Group. Singtel IA's reviews also focus on compliance with Singtel's policies, procedures and regulatory responsibilities, performed in the context of financial and operational, revenue assurance and information systems reviews.

Singtel IA works closely with Management in its internal consulting and control advisory role to promote effective risk management, robust internal control and good governance practices in the development of new products/services, and implementation of new/enhanced systems and processes.

Singtel IA also collaborates with the internal audit functions of Singtel's regional mobile associates to promote joint reviews and the sharing of knowledge and/or best practices.

To ensure that the internal audits are performed effectively, Singtel IA recruits and employs suitably qualified professional staff with the requisite skillsets and experience. Singtel IA provides training and development opportunities for its staff to ensure their technical knowledge and skillsets remain current and relevant.

External Auditors

The Board is responsible for the initial appointment of external auditors. Shareholders then approve the appointment at Singtel's AGM. The external auditors hold office until their removal or resignation. The AC assesses the external auditors based on factors such as the performance and quality of their audit and the independence of the auditors, and recommends their appointment to the Board. Pursuant to the requirements of the SGX, an audit partner may only be in charge of a maximum of five consecutive annual audits and may then return after two years. Deloitte & Touche LLP has met this requirement, and the current Deloitte & Touche LLP audit partner for Singtel took over from the previous audit partner with effect from 26 July 2013. Singtel has complied with Rules 712 and 715 of the Listing Manual issued by SGX in relation to the appointment of its auditors.

In order to maintain the independence of the external auditors, Singtel has developed policies regarding the types of non-audit services that the external auditors can provide to the Singtel Group and the related approval processes. The AC has also reviewed the non-audit services provided by the external auditors during the financial year and the fees paid for such services. The AC is satisfied that the independence of the external auditors has not been impaired by the provision of those services. The external auditors have also provided confirmation of their independence to the AC.

Risk Management and Internal Controls

The Board has overall responsibility for the governance of risk and exercises oversight of the material risks in the Group's business. During the financial year ended 31 March 2015, the Risk Committee assisted the Board in the oversight of the Group's risk profile and policies, adequacy and effectiveness of the Group's risk management system including the framework and process for the identification and management of significant risks, and reports to the Board on material matters, findings and recommendations pertaining to risk management. The AC provides oversight of the financial reporting risk and the adequacy and effectiveness of the Group's internal control and compliance systems.



Corporate Governance

The Board has approved a Group Risk Framework for the identification of key risks within the business. This Framework defines 27 categories of risks ranging from environmental to operational and management decision-making risks. The Group's risk management and internal control framework is aligned with the ISO 31000:2009 Risk Management framework and the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Controls Integrated Framework. Major incidents and violations, if any, are also reported to the Board to facilitate the Board's oversight of the effectiveness of crisis management and the adequacy of mitigating measures taken by Management to address the underlying risks.

The identification and management of risks are delegated to Management, who assumes ownership and day-to-day management of these risks. Management is responsible for the effective implementation of risk management strategy, policies and processes to facilitate the achievement of business plans and goals within the risk tolerance established by the Board. Key business risks are proactively identified, addressed and reviewed on an ongoing basis.

The Risk Management Committee, comprising relevant members from the Senior Management team, is responsible for setting the direction of corporate risk management and monitoring the implementation of risk management policies and procedures including the adequacy of the Group's insurance programme. The Risk Management Committee reports to the RC on a regular basis.

The Board has established a Risk Appetite Statement and Risk Tolerance Framework to provide guidance to the Management on key risk parameters. The significant risks in the Group's business, including mitigating measures, were also reviewed by the Risk Committee on a quarterly basis and reported to the Board. Risk registers are maintained by the business and operational units which identify the key risks facing the Group's business and the internal controls in place to manage those risks. The RC had reviewed the Group's risk management framework during the reporting period and was satisfied that it continued to be sound.

Internal and external auditors conduct audits that involve testing the effectiveness of the material internal control systems in the Group, addressing financial, operational and compliance risks. Any material non-compliance or lapses in internal controls together with remedial measures recommended by internal and external auditors are reported to the AC. The AC also reviews the adequacy and timeliness of the actions taken by Management

in response to the recommendations made by the internal and external auditors. Control self-assessments in key areas of the Group's operations are conducted by Management on a periodic basis to evaluate the adequacy and effectiveness of the risk management and internal control systems, including quarterly and annual certifications by Management to the AC and the Board respectively, on the integrity of financial reporting and the adequacy and effectiveness of the risk management, internal control and compliance systems.

The Group has put in place a Board Escalation Process, where major incidents and violations, including major/material operational loss events and potential breaches of laws and regulations by the Company and/or its key officers, are required to be reported by Management/Internal Audit to the Board immediately to facilitate the Board's oversight of crisis management, and adequacy and effectiveness of follow-up actions taken by Management. Through this process, the Board has been kept informed promptly of any incidents with potential material financial, operational, compliance and technology risk impact.

Following a fire which broke out in the cable chamber of the Bukit Panjang Exchange on 9 October 2013, Singtel established a Board Committee of Inquiry (BCOI) to provide an objective and expert review of the incident focusing on key areas of fire prevention, network reliability and resiliency, and crisis communication and management. The BCOI's findings and recommendations were released to the public on 16 December 2013. Management accepted all the findings and recommendations of the BCOI and took appropriate and timely follow-up actions to prevent the recurrence of a similar incident. During the financial year, the Board had reviewed the follow-up actions taken by Management and was satisfied that all the recommendations of the BCOI had been followed up and adequately addressed by Management.

The Board has received assurance from the Group CEO and Group CFO on the effectiveness of the Group's risk management and internal control systems, and that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances.

Based on the internal controls established and maintained by the Group, work performed by internal and external auditors, and reviews performed by Management and various Board Committees, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls and risk management framework and systems were adequate and effective as at 31 March 2015 to address financial, operational and compliance risks,

including information technology risk, which the Group considers relevant and material to its operations.

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

Further details of the Group's Risk Management Philosophy and Approach can be found on pages 80 to 87.

Communication with Shareholders

Singtel remains committed to delivering high standards of corporate disclosure and transparency through an open and non-discriminatory approach towards our communications with shareholders, the investment community and the media. Singtel provides regular and relevant information regarding the Group's performance, progress and prospects to aid shareholders and investors in their investment decisions.

Over the year, Singtel has won recognition from leading business journals and investor associations for its strong emphasis and proactive approach to shareholder communication and engagement.

The Singtel Investor Relations (IR) website is a key resource of information for the investment community. It contains a wealth of investor-related information on Singtel, including investor presentations, webcasts of earnings presentations, transcripts of earnings conference calls, annual reports, upcoming events, shares and dividend information, and investor factsheets.

Singtel makes timely disclosures of any new material information to the SGX and ASX. These filings are also posted on the Singtel IR website, allowing investors to keep abreast of strategic and operational developments.

Singtel reports financial results on a quarterly basis: typically within 45 days from the end of each financial quarter. The quarterly financial results announcements contain detailed financial disclosures and in-depth analyses of key value-drivers and metrics for the Group's businesses.

Singtel also provides financial guidance for its businesses at the beginning of each financial year, and may affirm or update the guidance every quarter to accurately reflect prevailing market conditions.

Singtel proactively engages shareholders and the investment community through group and one-on-one meetings, conference calls, email communications, investor conferences and roadshows. This year, Singtel engaged over 500 investors in 250 meetings and conference calls in Singapore, Australia and other global financial centres. These events enable us to share the Group's business strategy, operational and financial performance, and business prospects. While these meetings are largely undertaken by Singtel's Senior Management, the Chairman and certain Board members also meet with investors every year.

To ensure a two-way flow of information, Singtel commissions an annual survey of investors' perceptions to solicit feedback from the investment community on a range of strategic and topical issues. The survey provides the Singtel Board and Management with invaluable insights into investors' views of the Group and helps Singtel identify areas for improvement in investor communication.

Singtel strongly encourages and supports shareholder participation at AGMs. Singtel delivers the Notice of AGM and related information a month ahead, providing ample time for shareholders to review the Notice of AGM and appoint proxies to attend the AGM if they wish. The Notice of AGM is also advertised in the Straits Times for the benefit of shareholders. Singtel holds its AGM at a central location in Singapore with convenient access to public transportation. A registered shareholder who is unable to attend may choose to appoint up to two proxies to attend and vote on his behalf. Under Singtel's Articles of Association, the Central Provident Fund Board may appoint more than two proxies.

At each AGM, the Group CEO delivers a presentation to update shareholders on Singtel's progress over the past year. The Directors and Senior Management are in attendance to address queries and concerns about Singtel. Singtel's external auditors also attend to help address shareholders' queries relating to the conduct of the audit and the preparation and content of the auditors' reports. All resolutions at Singtel's AGM and (if applicable) Extraordinary General Meeting are voted on by electronic poll so as to better reflect shareholders' shareholding interests and ensure greater transparency. The poll voting results, in addition to the proxy voting results, are presented to the audience and subsequently filed with the stock exchanges. Voting in absentia by mail, facsimile or email is currently not permitted to ensure proper authentication of the identity of shareholders and their voting intent. The minutes of the AGM and any Extraordinary General Meeting are posted on Singtel's website.

Securities Transactions

Singtel has in place a Securities Transactions Policy, which provides that Directors and top management members and persons who are in attendance at Board and top



Corporate Governance

management meetings (Key Officers) should not deal in Singtel shares during the period commencing two weeks before the announcement of Singtel's financial statements for each of the first three quarters of the financial year, and during the period commencing one month before the announcement of the financial statements for the full financial year and ending on the date of the announcement of the relevant results.

The policy also discourages trading on short-term considerations and reminds Directors and officers of their obligations under insider trading laws. Directors and officers of the Group wishing to deal in Singtel shares during a closed period must secure prior written approval of the Chairman (in the case of Directors of Singtel), the Lead Independent Director (in the case of the Chairman) or the Group CEO (in the case of directors of Singtel subsidiaries and Key Officers). Requests for written approval must contain a full explanation of the exceptional circumstances and proposed dealing. If approval is granted, trading must be undertaken in accordance with the limits set out in the written approval. Directors are to inform the Company Secretary before trading in Singtel shares. The Board is kept informed when a Director trades in Singtel securities. A summary of Singtel's Securities Transactions Policy is available in the Corporate Governance section of the Singtel corporate website.

In relation to shares of other companies, Directors are prohibited from trading in shares of Singtel's listed associates when in possession of material price-sensitive information relating to such associates. Directors are also to refrain from having any direct or indirect financial interest in Singtel's competitors that might or might appear to create a conflict of interest or affect the decisions Directors make on behalf of Singtel.

Continuous Disclosure

There are formal policies and procedures to ensure that Singtel complies with its disclosure obligations under the listing rules of the SGX and ASX. A Market Disclosure Committee is responsible for Singtel's Market Disclosure Policy. The policy contains guidelines and procedures for internal reporting and decision-making with regard to the disclosure of material information.

Material Contracts

There are no material contracts entered into by Singtel or any of its subsidiaries that involve the interests of the Group CEO, any Director, or the controlling shareholder, Temasek Holdings (Private) Limited.

Codes of Conduct and Practice

Singtel has a code of internal corporate governance practices, policy statements and standards as described in this report, and makes this code available to Board members as well as employees of the Group. The processes and standards in the code are intended to enhance investor confidence and rapport, and to ensure that decision-making is properly carried out in the best interests of the Group. The code is reviewed from time to time and updated to reflect changes to the existing systems or the environment in which the Group operates.

Singtel also has a strict code of conduct that applies to all employees. The code sets out principles to guide employees in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity when dealing with Singtel, its competitors, customers, suppliers and the community. The code covers areas such as equal opportunity employment practices, workplace health and safety, conduct in the workplace, business conduct, protection of Singtel's assets, proprietary information and intellectual property, data protection, confidentiality, conflict of interest, and non-solicitation of customers and employees. The code is posted on Singtel's internal website and a summarised version is accessible from the Singtel corporate website. Policies and standards are clearly stipulated to guide employees in carrying out their daily tasks.

Singtel has established an escalation process so that the Board of Directors, Senior Management, and internal and external auditors are kept informed of corporate crises in a timely manner, according to their severity. Such crises may include violations of the code of conduct and/or applicable laws and regulations, as well as loss events that have or are expected to have a significant impact, financial or otherwise, on the Group's business and operations.

Whistle-Blower Policy

The Group is committed to a high standard of ethical conduct and adopts a zero tolerance approach to fraud and corruption.

Singtel undertakes to investigate complaints of suspected fraud and corruption in an objective manner. To this end, it has put in place a whistle-blower policy and procedures that provide employees and other external parties with well-defined and accessible channels within the Group. These include a direct channel to Singtel IA and whistle-blower hotline services independently managed by external service providers, for reporting suspected fraud, corruption, unethical practices or other similar matters.

The policy aims to encourage the reporting of such matters in good faith, with the confidence that employees and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal.

On an ongoing basis, the whistle-blower policy is covered during staff training and periodic communication to all staff as part of the Group's efforts to promote awareness of fraud control. All whistle-blower complaints are investigated independently by Singtel IA or an independent investigation committee as appropriate, and the outcome of each investigation is reported to the AC.

REMUNERATION

The broad principles that guide the ERCC in its administration of fees, benefits, remuneration and incentives for the Board of Directors and Senior Management are set out below.

Remuneration of Non-Executive Directors

Singtel's Group CEO is an Executive Director and is, therefore, remunerated as part of Senior Management. She does not receive Directors' fees.

The ERCC recommends the non-executive Directors' fees for the Board's endorsement and approval by shareholders. As Singtel has diverse and complex operations and investments internationally and is not just a Singapore-based company, the fees are benchmarked against fees paid by other comparable companies in Singapore and Australia, as well as comparable companies in other countries.

Singtel seeks shareholders' approval at the AGM for Directors' fees for the current financial year so that Directors' fees can be paid on a half-yearly basis in arrears. No Director decides his own fees.

Save as mentioned below, there are no retirement benefit schemes or share-based compensation schemes in place for non-executive Directors.

To align Directors with shareholders' interests, Directors are encouraged to acquire Singtel shares each year from the open market until they hold the equivalent of one year's fees in shares, and to continue to hold the equivalent of one year's fees in shares while they remain on the Board.

Financial Year Ended 31 March 2015

For the financial year ended 31 March 2015, the fee for the Chairman was increased from S\$220,000 (in respect of the previous financial year) to an all-inclusive fee of S\$960,000 (save for car-related benefits). The fee was paid approximately two-thirds in cash and approximately one-third in Singtel shares. No separate retainer fees, committee

fees, attendance fees or travel allowance were paid to the Chairman. The changes to the Chairman's fee structure were disclosed in the 2014 Annual Report.

The fees for non-executive Directors (other than the Chairman) comprised a basic retainer fee, additional fees for appointment to Board Committees, attendance fees for ad hoc Board meetings and a travel allowance for Directors who were required to travel out of their country or city of residence to attend Board meetings and Board Committee meetings that did not coincide with Board meetings. The framework for determining non-executive Directors' fees for the financial year ended 31 March 2015 was the same as the framework for the previous financial year and is set out below.

Basic Retainer Fee

Board Chairman	S\$960,000 per annum
Director	S\$110,000 per annum

Fee for appointment to Audit Committee and Finance and Investment Committee

Committee chairman	S\$60,000 per annum
Committee member	S\$35,000 per annum

Fee for appointment to Executive Resource and Compensation Committee

Committee chairman	S\$45,000 per annum
Committee member	S\$25,000 per annum

Fee for appointment to any other Board Committee

Committee chairman	S\$35,000 per annum
Committee member	S\$25,000 per annum

Attendance Fee per Ad Hoc Board meeting

S\$2,000

Travel allowance for Board meetings and Board committee meetings that do not coincide with Board meetings (per day of travel required to attend meeting)

S\$3,000

The aggregate Directors' fees paid to non-executive Directors for the financial year ended 31 March 2015 was S\$2,499,359 (details are set out in the table below).

Name of Director	Director's Fees (S\$)
Simon Israel ⁽¹⁾	960,000
Bobby Chin	180,000
Fang Ai Lian	195,000
Venky Ganesan ⁽²⁾	22,750
Low Check Kian ⁽³⁾	170,000
Peter Mason AM ⁽⁴⁾	186,556
Kai Nargolwala	225,000
Christina Ong ⁽⁵⁾	163,017
Peter Ong ⁽⁶⁾	170,000
Teo Swee Lian ⁽⁷⁾	NA
David Gonski ⁽⁸⁾	158,111
Dominic Ho ⁽⁹⁾	68,925
Total	2,499,359

Notes:

- ⁽¹⁾ In addition to the Director's fees set out above, Mr Simon Israel also received car-related benefits with a taxable value of S\$18,089.
- ⁽²⁾ Mr Venky Ganesan was appointed to the Board on 2 February 2015 and the Finance and Investment Committee on 11 February 2015. In addition to the Director's fees set out above, Mr Ganesan received fees of US\$50,000 for the financial year ended 31 March 2015 in his capacity as a member of the Technology Advisory Panel.
- ⁽³⁾ In addition to the Director's fees set out above, Mr Low Check Kian received aggregate fees of S\$7,432.80 for the period 15 January 2015 to 31 March 2015 in his capacity as a director of Singtel Innov8 Pte. Ltd.
- ⁽⁴⁾ In addition to the Director's fees set out above, Mr Peter Mason AM received fees of S\$19,454 in his capacity as a member of the reconstituted Optus Advisory Committee (OAC) for the period from 11 September 2014 to 31 March 2015. The OAC (previously a Board Committee) was reconstituted as an advisory body on 11 September 2014.
- ⁽⁵⁾ Mrs Christina Ong was appointed to the Board on 7 April 2014 and a member of the Audit Committee and the Corporate Governance and Nominations Committee on 2 May 2015.
- ⁽⁶⁾ Fees for the Singapore public sector Director, Mr Peter Ong, are processed in accordance with the framework of the Singapore Directorship and Consultancy Appointments Council.
- ⁽⁷⁾ Ms Teo Swee Lian was appointed to the Board and as a member of the Audit Committee, the Executive Resource and Compensation Committee and the Risk Committee on 13 April 2015 i.e. she was not a Director during the financial year ended 31 March 2015.
- ⁽⁸⁾ Mr David Gonski stepped down as a Director and member of the Risk Committee with effect from 1 April 2015. He remains a member of the OAC. The OAC was reconstituted as an advisory body on 11 September 2014. In addition to Director's fees, Mr Gonski received fees of S\$13,896 in his capacity as a member of the reconstituted OAC for the period from 11 September 2014 to 31 March 2015.
- ⁽⁹⁾ Mr Dominic Ho stepped down as a Director and member of the Audit Committee and the Corporate Governance and Nominations Committee following the conclusion of the AGM held on 25 July 2014.

No employee of the Group who is an immediate family member of a Director was paid remuneration that exceeded S\$50,000 during the financial year ended 31 March 2015.

Financial Year Ending 31 March 2016

For the financial year ending 31 March 2016, it is proposed that aggregate fees of up to S\$2,950,000 be paid to the

Directors, which is the same as the amount approved by shareholders for the financial year ended 31 March 2015. It is proposed that the remuneration framework for Directors remains unchanged from the framework for the financial year ended 31 March 2015.

Remuneration of Executive Director and Senior Management

The remuneration framework and policy is designed to support the implementation of the Group's strategy and to enhance shareholder value. The following are our guiding principles for remuneration to Senior Management:

ALIGNMENT WITH SHAREHOLDERS' INTERESTS

- Align interests between management and shareholders
- Select appropriate performance metrics for annual and long-term incentive plans to support business strategies and ongoing enhancement of shareholder value
- Ensure targets are appropriately set for threshold, target and stretch performance levels
- Establish sound and structured funding to ensure affordability

COMPETITIVE REMUNERATION

- Offer competitive packages to attract and retain highly experienced and talented individuals
- Link a significant proportion of remuneration to performance, both on an annual and long-term basis

PAY-FOR-PERFORMANCE

- Measure performance based on a holistic balanced scorecard approach, comprising both financial and non-financial metrics
- Structure a significant but appropriate proportion of remuneration to be at risk, taking into account the risk policies of the Group
- Build flexibility into the remuneration package to allow for performance-related clawback if long-term performance targets are not met

EFFECTIVE IMPLEMENTATION

- Meet rigorous corporate governance requirements

The ERCC recognises that the Group operates in a multinational and multifaceted environment and reviews remuneration through a process that considers Group, business unit and individual performance as well as relevant comparative remuneration in the market.

For FY 2015, the performance evaluation for Senior Management has been conducted in accordance with the above considerations.

During the year, the ERCC engaged Aon Hewitt Singapore Pte Ltd (Aon Hewitt) to provide valuation and vesting computation for grants awarded under the Singtel Performance Share Plan 2012, and to conduct Executive Remuneration Benchmarking for Senior Management. Aon Hewitt and its consultants are independent and not related to the Group or any of its Directors.

Singtel may, under special circumstances, compensate Senior Management for their past contributions when their services are no longer needed, in line with market practice; for example, due to redundancies arising from reorganisation or restructuring of the Group.

The ERCC has the discretion not to award incentives in any year if an executive is involved in misconduct or fraud resulting in financial loss to the company.

Remuneration Structure

The remuneration structure is designed such that the percentage of the performance-related components of Senior Management's remuneration increases as they move up the organisation.

On an annual basis, the ERCC proposes the compensation for the Group CEO, CEO Consumer Australia, CEO Group Enterprise, CEO Group Digital Life, CEO Consumer Singapore, CEO International, Group CCO and Group CFO for the Board's approval and approves compensation for the other Senior Management.

The key remuneration components for Senior Management are summarised below:



Fixed Components

BASE SALARY

The base salary reflects the market worth of the job but may vary with responsibilities, qualifications and the experience that the individual brings to the role.

Policy

This is approved by the Board based on ERCC's recommendation and reviewed annually against:

- (i) peers of similar financial size and complexity to Group; and
- (ii) pay and conditions across the Group; and
- (iii) the executive's contribution and experience

In Australia, consistent with local market practice, executives may opt for a portion of their salaries to be received in benefits-in-kind, such as superannuation contributions and motor vehicles, while maintaining the same overall cost to the company.

Performance Linkage

The base salary is linked to each executive's sustained long-term performance.

BENEFITS & PROVIDENT / SUPERANNUATION FUND

Benefits & Provident / Superannuation Fund provided are in line with local market practices and legislative requirements.

Policy

Singtel provides in-company medical scheme, club membership, employee discounts and other benefits that may incur Australian Fringe Benefits Tax, where applicable. Singtel also contributes towards the Singapore Central Provident Fund or the Optus Superannuation Fund or any other chosen fund, as applicable.

Participation in benefits is dependent on the country in which the executive is located. For expatriates located away from home, additional benefits such as accommodation, children's education and tax equalisation may be provided.

Performance Linkage

Benefits and Provident / Superannuation Fund are not directly linked to performance.



Performance-related Components

VARIABLE BONUS

Variable Bonus comprises the Performance Bonus and the Value Sharing Bonus. It provides a variable level of remuneration dependent on short-term performance against the annual plan, as well as relevant market remuneration benchmarks.

Policy

Performance Bonus

Performance Bonus (PB) is designed to support the Group's business strategy and the ongoing enhancement of shareholder value through the delivery of annual financial strategy and operational objectives. On an individual level, the PB will vary according to the actual achievement against Group, business unit and individual performance objectives.

Value Sharing Bonus

A portion of Senior Management's annual remuneration is tied to the Economic Profit (EP) performance of the Group in the form of the Value Sharing Bonus (VSB). VSB is used to defer their bonuses over a time horizon to ensure alignment with sustainable value creation for the shareholders over the longer term. VSB is also extended to Top Management executives, who are senior executives below the Senior Management level, holding positions equivalent to Vice President in the organisation.

Performance Linkage

Performance Bonus

The objectives are aligned to the Annual Operating Plan and are different for each executive. They are assessed on the same principles across two broad categories of targets: Business and People. Business targets comprise financials, strategy, customer and business processes. People targets comprise leadership competencies, core values, people development and staff engagement. In addition, the executives are assessed on teamwork and collaboration across the Group.

Value Sharing Bonus

A "VSB bank" is created for each executive to hold the VSB allocated to him or her in any year. One-third of the "bank" balance would be paid out in cash provided it is positive. The remaining balance will be carried forward and at risk as it is subject to performance-related

clawback and could be reduced in the event of EP underperformance in the future years.

LONG-TERM INCENTIVES

Long-term incentives reinforce the delivery of long-term growth and shareholder value to drive an ownership culture and retain key talent. These are equity awards provisionally granted to Senior Management based on performance for the year ended 31 March 2015.

From 1 April 2012, Singtel ceased to grant General Awards (GA) and Senior Management Awards (SMA) under the Singtel Performance Share Plan (see description of GA and SMA in previous annual reports). Two new types of awards were introduced in 2012 – the Restricted Share Award (RSA) and the Performance Share Award (PSA) – with grants made at the discretion of the ERCC. The RSA is granted to a broader group of executives while the PSA is granted to Senior and Top Management.

Policy

The number of performance shares (RSA and PSA) awarded is determined using the valuation of the shares based on a Monte-Carlo simulation. The share awards are conditional upon the achievement of predetermined performance targets over the performance period. The performance conditions were chosen as they are key drivers of shareholder value creation and aligned to the Group's business objectives. These performance conditions and targets are approved by the ERCC at the beginning of the performance period. The final number of performance shares vested to the recipient will depend on the level of achievement of these targets over the performance period, subject to the approval of the ERCC.

A significant portion of the remuneration package for our Senior Management is delivered in Singtel shares to ensure that their interests are aligned with shareholders. This is further supported by significant shareholding requirements in which they are required to retain at least the equivalent of their annual base salary in shares.

Special provisions for vesting and lapsing of awards apply for events such as the termination of

employment, misconduct, retirement and any other events approved by the ERCC. Upon occurrence of any of the events, the ERCC will consider, at its discretion, whether or not to release any award, and will take into account circumstances on a case-by-case basis, including (but not limited to) the contributions made by the employee.

Singtel employees are prohibited from entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under Singtel's equity-based remuneration schemes.

Performance Linkage

Restricted Share Award (RSA)

The RSA has a two-year performance period from 1 April 2015 to 31 March 2017. Vesting of shares is dependent on the following performance conditions:

- 50% based on Singtel Group's Net Profit After Tax (NPAT) – Singtel Group NPAT achieved against predetermined targets; and
- 50% based on Singtel Group's Free Cash Flow (FCF) – Singtel Group FCF achieved against predetermined targets

Performance Share Award (PSA)

The PSA has a three-year performance period from 1 April 2015 to 31 March 2018. Vesting of shares is dependent on the following performance conditions:

- 50% based on Singtel Group's Relative Total Shareholder Return (Relative TSR) – TSR relative to the MSCI Asia Pacific Telecommunications Index; and
- 50% based on Singtel Group's Absolute Total Shareholder Return (Absolute TSR) – Absolute TSR achieved against predetermined targets.

The details of the vesting schedule for RSA and PSA granted in June 2015 are shown in Figure A and Figure B respectively.

Figure A: Restricted Share Award (RSA) Vesting Schedule

Group NPAT (50%)		Group FCF (50%)	
Performance	Vesting Level ⁽¹⁾	Performance	Vesting Level ⁽¹⁾
Stretch	130%	Stretch	130%
Target	100%	Target	100%
Threshold	50%	Threshold	50%
Below Threshold	0%	Below Threshold	0%

Note:

⁽¹⁾ For achievement between these performance levels, the percentage of shares that will vest under this tranche would vary accordingly.

Figure B: Performance Share Award (PSA) Vesting Schedule

Relative TSR (50%)		Absolute TSR (50%)	
Performance ⁽²⁾	Vesting Level ⁽³⁾	Performance	Vesting Level ⁽³⁾
–	–	Stretch	200%
≥ +7.00%	100%	Target	100%
+2.00%	50%	Threshold	30%
< +2.00%	0%	Below Threshold	0%

Notes:

⁽²⁾ Percentage outperformance against the MSCI Asia Pacific Telecommunications Index.

⁽³⁾ For achievement between these performance levels, the percentage of shares that will vest under this tranche would vary accordingly.

Remuneration of Key Management and Senior Management

For the financial year ended 31 March 2015, there were no termination, retirement and post-employment benefits granted to Directors and Key Management.

Remuneration of Executive Director

The aggregate compensation paid to or accrued to Group CEO (Chua Sock Koong) for the financial year ended 31 March 2015 is set out in the table below:

Name	Fixed Remuneration ⁽¹⁾ (\$)	Variable Bonus ⁽²⁾ (\$)	Provident Fund ⁽³⁾ (\$)	Benefits ⁽⁴⁾ (\$)	Total Cash & Benefits ⁽⁵⁾ (\$)	Restricted Share Award (RSA) ⁽⁶⁾ (no. of shares)	Performance Share Award (PSA) ⁽⁶⁾ (no. of shares)
Chua Sock Koong	S\$1,678,772	S\$3,832,363	S\$9,150	S\$78,915	S\$5,599,200	84,060	1,658,980

Performance shares granted, vested and lapsed for Ms Chua as at 31 March 2015 are as follows:

	Restricted Share Award (RSA)				
	Granted ('000)	Vested ('000)	Lapsed ('000)	Released Date	Released ('000)
2012 Awards	119	155	–	2-Jun-14	39
				2-Jun-15	116
2013 Awards	98	127	–	2-Jun-15	64
				1-Jun-16	63 ⁽⁷⁾
2014 Awards ⁽⁸⁾	102			1-Jun-16	
				1-Jun-17	

	Performance Share Award (PSA)				
	Granted ('000)	Vested ('000)	Lapsed ('000)	Released Date	Released ('000)
2012 Awards	1,273	1,273	–	2-Jun-15	1,273
2013 Awards ⁽⁸⁾	1,418			1-Jun-16	
2014 Awards ⁽⁸⁾	1,423			1-Jun-17	

Notes:

- ⁽¹⁾ Fixed Remuneration refers to base salary and Annual Wage Supplement earned for the year ended 31 March 2015.
- ⁽²⁾ Variable Bonus comprises both the Performance Bonus (PB) and the Value Sharing Bonus (VSB). PB varies according to the actual achievement against Group, business unit and individual performance objectives. The VSB is tied to the Economic Profit (EP) performance of the Group to ensure alignment with sustainable value creation for shareholders over the longer term. For more details, please refer to page 74.
- ⁽³⁾ Provident Fund in Singapore represents payments in respect of company statutory contributions to the Singapore Central Provident Fund.
- ⁽⁴⁾ Benefits are stated on the basis of direct costs to the company and include car benefits, flexible benefits and other non-cash benefits such as medical cover and club membership.
- ⁽⁵⁾ Total Cash & Benefits is the sum of Fixed Remuneration, Variable Bonus, Provident Fund and Benefits for the year ended 31 March 2015.
- ⁽⁶⁾ Long-term Incentives are awarded in the form of performance shares. Grants of the Restricted Share Award (RSA) and Performance Share Award (PSA) under the Singtel Performance Share Plan 2012 were made in June 2015 for performance for the year ended 31 March 2015. The per unit fair values of the RSA and PSA are S\$3.934 and S\$1.794 respectively. The performance conditions for the awards are detailed on page 75.
- ⁽⁷⁾ The second tranche of the vested 2013 RSA will be released in June 2016, subject to continued service of the employee.
- ⁽⁸⁾ The vesting of the RSA and PSA are conditional upon the achievement of predetermined performance targets over the respective performance period, which are a two-year period for RSA and a three-year period for PSA.

Remuneration of Other Key Management and Senior Management

The aggregate compensation paid to or accrued to the other top five Key Management and Senior Management for the financial year ended 31 March 2015 is set out in the table below:

Name	Fixed Remuneration ⁽¹⁾ (\$)	Variable Bonus ⁽²⁾ (\$)	Provident Fund ⁽³⁾ (\$)	Benefits ⁽⁴⁾ (\$)	Total Cash & Benefits ⁽⁵⁾ (\$)	Restricted Share Award (RSA) ⁽⁶⁾ (no. of shares)	Performance Share Award (PSA) ⁽⁶⁾ (no. of shares)
The following are in alphabetical order:							
Bill Chang CEO Group Enterprise	S\$927,497	S\$1,907,124	S\$13,750	S\$65,096	S\$2,913,467	30,148	594,984
Hui Weng Cheong ⁽⁷⁾ COO, AIS	S\$675,750	S\$1,198,625	S\$8,975	S\$357,605	S\$2,240,955	43,214	379,042
Allen Lew CEO Group Digital Life ⁽⁸⁾ CEO Consumer Australia ⁽⁹⁾	S\$607,500 A\$796,061	S\$2,890,990	S\$9,150	S\$85,315 A\$385,239	S\$4,971,040	50,077	988,295
Jeann Low Group CCO ⁽¹⁰⁾	S\$927,497	S\$1,507,124	S\$12,200	S\$62,290	S\$2,509,111	26,691	526,756
Yuen Kuan Moon CEO Consumer Singapore	S\$621,075	S\$1,091,278	S\$13,750	S\$58,859	S\$1,784,962	38,130	334,449
Total	S\$4,687,991	S\$8,595,141	S\$57,825	S\$1,078,579	S\$14,419,535	188,260	2,823,526

Performance shares granted, vested and lapsed for the above five executives as at 31 March 2015 are as follows:

	Restricted Share Award (RSA)				
	Granted (‘000)	Vested (‘000)	Lapsed (‘000)	Released Date	(‘000)
2012 Awards	253	329	–	2-Jun-14	82
				2-Jun-15	247
	20	26	–	16-Jul-14	7
				3-Aug-15	19
2013 Awards	206	267	–	2-Jun-15	134
				1-Jun-16	133 ⁽¹¹⁾
2014 Awards ⁽¹²⁾	229			1-Jun-16	
				1-Jun-17	

	Performance Share Award (PSA)				
	Granted (‘000)	Vested (‘000)	Lapsed (‘000)	Released Date	(‘000)
2012 Awards	1,857	1,857	–	2-Jun-15	1,857
	97	97	–	3-Aug-15	97
2013 Awards ⁽¹²⁾	2,281			1-Jun-16	
2014 Awards ⁽¹²⁾	2,421			1-Jun-17	

Notes:

- ⁽¹⁾ Fixed Remuneration refers to base salary and Annual Wage Supplement earned for the year ended 31 March 2015.
- ⁽²⁾ Variable Bonus comprises both the Performance Bonus (PB) and the Value Sharing Bonus (VSB). PB varies according to the actual achievement against Group, business unit and individual performance objectives. The VSB is tied to the Economic Profit (EP) performance of the Group to ensure alignment with sustainable value creation for shareholders over the longer term. For more details, please refer to page 74.
- ⁽³⁾ Provident Fund in Singapore represents payments in respect of company contributions to the Singapore Central Provident Fund.
- ⁽⁴⁾ Benefits are stated on the basis of direct costs to the company and include overseas assignment benefits, tax equalisation, car benefits, flexible benefits and other non-cash benefits such as medical cover and club membership, where applicable.
- ⁽⁵⁾ Total Cash & Benefits is the sum of Fixed Remuneration, Variable Bonus, Provident Fund and Benefits for the year ended 31 March 2015.
- ⁽⁶⁾ Long-term Incentives are awarded in the form of performance shares. Grants of the Restricted Share Award (RSA) and Performance Share Award (PSA) under the Singtel Performance Share Plan 2012 were made in June 2015 for performance for the year ended 31 March 2015. The per unit fair values of the RSA and PSA are S\$3.934 and S\$1.794 respectively. The performance conditions for the awards are detailed on page 75.
- ⁽⁷⁾ Benefits for Mr Hui Weng Cheong include tax equalisation in relation to his assignment to AIS, Thailand.
- ⁽⁸⁾ Mr Allen Lew was CEO Group Digital Life for the period 1 April 2014 to 30 September 2014.
- ⁽⁹⁾ Mr Allen Lew was appointed as CEO Consumer Australia/ CEO Optus with effect from 1 October 2014.
- ⁽¹⁰⁾ Ms Jeann Low was formerly Group Chief Financial Officer. She was appointed as Group Chief Corporate Officer (Group CCO) with effect from 10 April 2015.
- ⁽¹¹⁾ The second tranche of the vested 2013 RSA will be released in June 2016, subject to continued service of the employee.
- ⁽¹²⁾ The vesting of the RSA and PSA are conditional upon the achievement of predetermined performance targets over the respective performance period, which are a two-year period for RSA and a three-year period for PSA.