SATS LTD.

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD AT SINGAPORE EXPO, HALL 1 (APEX), 1 EXPO DRIVE, SINGAPORE 486150 (“EXPO”) AND BY WAY OF ELECTRONIC MEANS ON WEDNESDAY, 18TH JANUARY 2023 AT 2.30 PM

PRESENT

Board of Directors	
Present in person:	
Ms. Euleen Goh	Chairman
Mr. Kerry Mok Tee Heong	President and Chief Executive Officer
Mr. Achal Agarwal	Director
Ms. Vinita Bali	Director
Mr. Chia Kim Huat	Director
Mr. Michael Kok	Director
Ms. Jenny Lee	Director
Mrs. Deborah Ong	Director
Ms. Jessica Tan	Director
Mr. Tan Soo Nan	Director
Mr. Yap Kim Wah	Director
Shareholders	
Present in person / remotely:	As set out in the attendance records maintained by the Company
In Attendance	
Present in person:	
Mr. Manfred Seah	Chief Financial Officer
Mr. Ian Chye	Company Secretary
Auditors and Advisors	
Present in person and remotely:	As set out in the attendance records maintained by the Company
Scrutineer	
Present in person:	
Mr. Raymond Ang	RHT Governance, Risk & Compliance (Singapore) Pte Ltd

1. WELCOME ADDRESS

1.1 Chairman welcomed the Shareholders to the Extraordinary General Meeting (“**EGM**” or the “**Meeting**”) of SATS Ltd. (“**SATS**” or the “**Company**”) and thanked especially, Shareholders who were attending the Meeting in person for making their way to the EXPO. Chairman informed Shareholders that the purpose of the Meeting was to seek Shareholders’ approval for the proposed acquisition of Worldwide Flight Services (“**WFS**”) by SATS International SAS, an indirect wholly-owned subsidiary of the Company (the “**Proposed Acquisition**”). She also reminded Shareholders that key details of the Proposed Acquisition were set out in the Circular to Shareholders (the “**Circular**”), the Gatefold and the Frequently Asked Questions (the “**FAQs**”), of which, the Gatefold and FAQs had been sent to the Shareholder by post on 3 January 2023, and the Circular can be downloaded from the Company’s website.

2. NOTICE OF ANNUAL GENERAL MEETING

2.1 A quorum being present, Chairman called the Meeting to order.

2.2 Chairman introduced her fellow Board members, the President and Chief Executive Officer (the "**PCEO**"), the Chief Financial Officer (the "**CFO**") and the Company Secretary, who were all present in person at the Meeting.

2.3 Chairman informed the Meeting that representatives from the Company's auditors, KPMG LLP, the Company's advisors, Latham & Watkins LLP, Allen & Gledhill LLP and PwC, the scrutineers of the Meeting, RHT Governance, Risk & Compliance, and the Company's financial advisors, BofA, DBS and Citi were also present in person at the Meeting.

2.4 Chairman informed Shareholders that the Company had received questions from Shareholders in relation to the Proposed Acquisition and published the questions and responses on the Company's website and SGXNet on 15 January 2023. Chairman added that the PCEO and the CFO have, over the course of two SIAS-SATS Hybrid Dialogue Sessions held on 14 November 2022 and 12 January 2023, respectively, and through the FAQs, addressed questions in relation to the Proposed Acquisition raised by Shareholders. Chairman then informed Shareholders that they may submit further questions via the live chat function using their web-browser enabled devices once the PCEO starts his presentation and up until the commencement of voting.

2.5 The Meeting played a short video explaining the voting process to Shareholders.

2.6 Chairman shared that the EGM was a historic juncture leading to the future of the Company. The Proposed Acquisition, which took the Board and Management the past two years to review and assess, provides the Company with a unique pathway for potential growth that is aligned with the Company's strengths and strategic focus. She added that the PCEO, Mr. Kerry Mok, would share more on the Proposed Acquisition during his presentation.

3. PCEO'S PRESENTATION

3.1 Chairman invited the PCEO to give his presentation and also invited Shareholders to submit their questions via the live chat function using their web-browser enabled devices.

3.2 PCEO emphasised the Company's twin-engine growth strategy – strengthening SATS' core Singapore base while pursuing leadership in the resilient cargo segment with global outreach. He presented an overview of the Proposed Acquisition, including WFS' position as market leader in air cargo handling, WFS' financial highlights emphasising its business resilience despite headwinds and how the Proposed Acquisition aims to transform the Company into a leading global air cargo handler. At the end of his presentation, PCEO called on Shareholders to show their support for the Proposed Acquisition by voting in favour of the resolution in relation to the Proposed Acquisition ("**Resolution**"). PCEO also highlighted at the Meeting that the Board and Temasek Holdings (Private) Limited (via its indirect wholly-owned subsidiary, Venezio Investments Pte. Ltd., a substantial shareholder of the Company) would be voting in favour of the Resolution.

4. NOTICE OF MEETING AND PROXY

4.1 The Notice of the Meeting ("**Notice**") had been published on the Company's website and SGXNet on 3 January 2023. With the consent of Shareholders, Chairman took the Notice as read.

4.2 Chairman informed Shareholders that she had accepted the appointment as proxy for some Shareholders and would vote in accordance with the Shareholders' specified instructions on the Resolution. It was noted that for the proxy forms submitted 72 hours before the EGM, the number of votes for and against the motion had been checked and verified by the scrutineers of the Meeting.

4.3 As a shareholder of the Company and proxy for some of the Shareholders, Chairman proposed the Resolution for Shareholders' approval at the Meeting.

4.4 With the Resolution proposed, Chairman invited questions from the floor, and informed Shareholders that questions would first be taken from three Shareholders from the floor, followed by questions from three Shareholders from the online platform, with the same format repeated thereafter.

5. RESPONSES TO QUESTIONS RAISED DURING THE EGM

5.1 Question

What would be the price of a share to be issued under the Proposed Rights Issue (as defined in the Circular)?

Response

Chairman replied that the price of Rights Shares (as defined in the Circular) to be issued under the Proposed Rights Issue at the EGM has not been determined. She further explained that the terms and conditions of the Proposed Rights Issue, including the price of new shares to be issued pursuant to the Proposed Rights Issue to existing Shareholders on a *pro rata* basis, would only be determined at the time when the Proposed Rights Issue is announced.

5.2 Question

(i) What is the purchased goodwill of the Proposed Acquisition?

(ii) Is Management confident that the Proposed Acquisition would bring Shareholders value compared to retaining profits in banks to accumulate interest payments?

(iii) Do the Net Asset Value ("**NAV**") of the Proposed Acquisition and expected synergies of €100 million justify the acquisition cost of S$1,820 million?

Response

(i) CFO replied that the goodwill arising from the Proposed Acquisition was estimated to be approximately S$800 million, in addition to the existing goodwill of WFS group. The difference between the net assets of WFS and purchase consideration is to be allocated between identified intangible assets and goodwill, subject to the purchase price allocation study by the valuation specialist.

(ii) Chairman emphasised that the Proposed Acquisition would create a bigger future for the Company that is sustainable, resilient, growth centred and enhances value. To elaborate, Chairman explained that for the Company to be sustainable, it has to be resilient. For the Company to be resilient, it has to have growth, and growth would mean expanding from 80% of the Singapore market to a bigger market, which is what the Proposed Acquisition seeks to do. Chairman also addressed another aspect of Shareholder value, which is growth in the Company's share price. In this regard, for the share price to increase, the Company has to grow profitably and succeed in its different businesses. Chairman emphasised that the Proposed Acquisition would give the Company a different trajectory of growth, a different scale and a different future.

(iii) CFO highlighted that WFS has a whole list of intangibles that although not tangible in nature, are of value. These intangibles include customer relationships, a strong portfolio of customers, trademarks and patents. In addition, the underlying business of WFS is very stable. It could be seen from WFS' revenue for the last twelve months ("**LTM**") ended March 2022, which was about €1.7 billion and is still growing. The LTM ended September 2022 rose to about €1.9 billion (about S$3 billion). WFS' pro forma adjusted EBITDA for the same period also increased from about €190 million to €203 million. CFO also added that WFS' business has a structural opportunity for capital restructuring and refinancing. The interest savings from refinancing WFS' existing loans had not yet been included in the synergies of S$100 million. CFO highlighted that it was important for Shareholders to look at the Proposed Acquisition and ask oneself: what would be the cost to SATS if the Proposed Acquisition is not made? In closing the response to this Shareholder's questions, PCEO reiterated that the Proposed Acquisition is about buying a business in which SATS already has the requisite know-how and skill-sets. By positioning the Company for growth, Management sought to re-establish the profitability stream that the Company used to enjoy prior to the COVID-19 pandemic. The Proposed Acquisition offers the Company an opportunity to create a different future; in other words, the Company will no longer be an Asia-based company but a global one. With the changing global cargo and supply chain landscape, the Company will be able to sail through future storms better with global scale and geographical presence.

5.3 <u>Question</u>

(i) In what circumstances would the Company not need to pay the Break Fee (as defined in the Circular)?
(ii) Notwithstanding that the losses incurred by WFS in the last quarter arose from some foreign exchange issues, were there structural problems that would cause this to continue?
(iii) Assuming that the motion is passed, as the Company would be highly geared following the Proposed Acquisition, how would the Company manage balancing the debt repayment, scaling down the gearing and paying out dividends to Shareholders? In this regard, when would Shareholders expect to receive the first dividend?

<u>Response</u>

(i) PCEO replied that the Break Fee would not be payable in two scenarios. The first is if Shareholders do not vote in favour of the Resolution, which would mean that the Proposed Acquisition will not proceed. The other scenario is where the Company does not obtain all governmental regulatory approvals required to proceed with the Proposed Acquisition. These are the only two scenarios where the Break Fee will not apply. In any other scenarios where the Proposed Acquisition does not proceed, the Break Fee of €100 million will be payable.

(ii) CFO highlighted to Shareholders that the Company's numbers from the previous quarter have been improving - both top line as well as bottom line, with the losses are narrowing quarter on quarter, and EBITDA is growing. As for WFS, their recent quarter results were affected by some 'one-off' non-financing costs and forex translation losses. Chairman also emphasised that the Company has been positive in cash flow, which would help the Company de-leverage. Chairman indicated that as soon as the Company becomes profitable without government support, the Board would consider declaring dividends, dependent on market conditions.

(iii) CFO reassured Shareholders that the Company maintains the position that it will resume dividend payments when the Company returns to profitability without government relief, and this will be reviewed by the Board. CFO added that the Company's business and WFS' business on a combined basis is cash generative in nature. The group will adopt a balanced approach in deploying the Company's reserves, balancing between repayment of its debt to de-leverage the business; reinvests in capex for renewal and business maintenance purposes; and providing an appropriate return to shareholders via payment of dividends.

5.4 <u>Question</u>
Why the WFS Group is up for sale, especially since the COVID situation is stabilising?

<u>Response</u>
PCEO explained that as WFS is currently owned by a private equity firm ("**PE firm**"), the modus operandi of PE firms is to buy a company, turn it around for a profit and to sell it within a targeted time horizon. The PE firm that owns WFS was on track to go into auction in 2024 to sell WFS. In this regard, the opportunity to acquire WFS ahead of the auction arose via a bilateral discussion between the Company and the PE firm. PCEO concluded his response by emphasising that regardless of the Company's intentions with respect to WFS, WFS was already in the process of being offered for sale by the PE firm.

5.5 <u>Question</u>
(i) How long would the WFS management team be required to stay post-acquisition?
(ii) How would the WFS management team continue to be motivated post-acquisition?

<u>Response</u>
PCEO started by setting out the context of the Proposed Acquisition. He explained that for the Proposed Acquisition, the Company was coming in as a strategic investor, not another PE firm. When the Proposed Acquisition was announced, WFS employees had expressed their excitement that WFS would finally have a home with a strategic investor that takes a long-term view of its businesses. The top five key management members have signed retention letters with the Company for three years. The top 60 identified talents of WFS have existing retention letters signed with the current owners of WFS, and retention periods are valid for the next two to three years. PCEO further informed that there is no overlap between the businesses of the respective companies and all existing employees of the Company and WFS can focus on growing the combined businesses together.

To keep the WFS management team motivated post-acquisition, PCEO explained that the team is incentivised to execute the business plan presented by WFS' management to grow and build out a global platform. With an alignment in strategy and mindset between the management teams of both companies, Management is comfortable that the WFS management team will stay on post-acquisition and continue to grow the business under SATS.

5.6 Question

(i) In light of Europe and the US being known for having combative unions and sometimes adversary work culture, any rationalisation of any workforce in the Proposed Acquisition may trigger disruptions to operations and financial performance. Accordingly, how confident is the Company in managing the industrial relations in the new geographies where WFS operates?

(ii) As future growth in cargo handling is actually found in Asia compared to the West, is it a good strategy to look for growth in a slower and maturing region?

Response

(i) PCEO replied that WFS has strong labour union managers, each with their own approach to managing labour unions in the various locations. There is a respectful relationship between these managers and union leaders. Further, as there is no overlap between the Company and WFS, PCEO does not envisage any rationalisation following the Proposed Acquisition and the same managers will continue in their positions as labour union managers in the immediate term. PCEO added that the Company and WFS are aligned in their aspirations to improve workers' lives around the world and Management will work to ensure that employees remain highly engaged.

(ii) PCEO also shared his views on the future of cargo industry, and how supply chain patterns are changing. As the world shifts its focus on sustainability and climate change issues, production will shift to nearshoring as consumers becoming increasingly cognisant of the total carbon miles logged of products purchased. With this trend, SATS needs to be well positioned to respond to these purchasing patterns or miss out on securing these volumes. In relation to cargo growth in Asia as compared to the West, PCEO shared that a recent article saw APAC registering the steepest decline in cargo volumes in comparison to the US which registered robust growth as compared to pre-COVID levels. The US is still the largest economy in the world and is expected to continue to drive consumption growth. For SATS, the emphasis should be about putting the Company's business in a position to continue to win cargo volumes regardless of how future supply chains will evolve and the Proposed Acquisition would help SATS achieve its strategies.

5.7 Question

What is the Board's view of WFS' normalised EBITDA margin?

Response

CFO responded that it is between 9% to 11% EBITDA margin for LTM ended March 2022, LTM ended June 2022 and LTM September 2022. In 2019, WFS had accounted for impairment of certain assets inherited from WFS' previous acquisitions.

5.8 Question

Does the Board have a list of challenging matters that will need attention post-acquisition, and if so, how is the Board intending to address these matters?

Response

Chairman invited PCEO to respond from the perspective of what is imperative to drive value post-acquisition, what are one to two high risks issues that were identified and what mitigating actions will be taken by the Company to manage these risks.

PCEO reiterated that there is no overlap between the businesses of both companies as both businesses generally do not operate in the same geographies. In this regard, the Company is focused on (i) synergy creation and creating new value streams for the Company and WFS, and (ii) operational excellence.

PCEO informed that an integration team has been formed to evaluate post-acquisition, the synergies that can be delivered by leveraging the networks of both companies in creating new value streams for the Company and its customers. For operational excellence, both companies will share best practices and systems for adoption across the group with a view to driving operational efficiencies, which in turn will drive value creation and enhance bottom line gains for both businesses. Both these initiatives will drive profitable growth for SATS and will help return some of these profits as dividends to SATS' shareholders.

In terms of risks and mitigation plans, Management has identified talent loss to be a real risk. To mitigate this, Management has reviewed the retention schemes for WFS' top 60 talents, supplementing as needed, to ensure that they are incentivised to stay and drive business continuity and growth for the coming year. Talent exchanges will be encouraged between the two companies to enhance employee engagement, upskilling and culture integration. PCEO also identified macroeconomic risk as a concern. With decrease in consumer spending, inventory takes a longer time to refresh. That said, PCEO explained that such a risk is temporary and looking at historical data in the past 30 years, spend will recover. The question is how SATS can position itself to secure business volumes when it bounces back up. In concluding the response, Chairman added that business resiliency will come from diversification since revenue streams are not concentrated in just one country.

5.9 Question

(i) Is it possible for the Company to acquire WFS gradually rather than through a 100% acquisition at first instance?
(ii) Why should the Shareholders have to pay for part of the Proposed Acquisition and bear the risk of the acquisition if dividends are not being distributed? Accordingly, what would be the implications if the Proposed Acquisition fails?
(iii) What are the Management's target milestones and identified risks of this Proposed Acquisition?

Response

(i) PCEO explained that WFS' sellers are a PE firm that is planning to exit their investment, they were looking to sell 100% equity interest of WFS. Conversely, there are practical advantages to acquiring 100% equity interest of WFS as a buyer. In global logistics, having control means the ability to provide customers with end to end solutions. Similarly, as most of WFS' business entities are wholly owned, WFS has been able to control their operations efficiently and to offer services to customers seamlessly. At the stage of post-acquisition, Management intends to enhance collaboration between the companies and to take the deliberate approach of enabling WFS to operate as a standalone entity for the next 12 to 18 months. PCEO assured Shareholders that the Board and Management are cognisant of the risks and challenges that lay ahead and are ready to address these challenges post-acquisition.

(ii) Chairman reminded Shareholders that the Rights Issue is renounceable, and the Board believes that the funding plan disclosed in the Circular is best suited for the Company's future. PCEO added that when negotiations for the Proposed

Acquisition commenced, there was no Ukrainian War and no credit crunch, but because of the time taken for due diligence, Management saw how WFS reacted to changes to evolving supply chain patterns and impressed upon Management that with a diverse network, growth is possible in a challenging macroeconomic environment. PCEO also emphasised that two proxy advisors had conducted their independent in-depth analysis of the Proposed Acquisition and had concluded that the Company was not over-paying for the Proposed Acquisition.

(iii) Chairman assured Shareholders that the Board and Management are clear of the targets expected and have conveyed the same to WFS. These budgets and targets are not publicly announced as they are commercially sensitive in nature. Risk statements are also articulated in the Circular for the Shareholders' information.

5.10 Question

What is the Company's next plan for growth if the motion for the Proposed Acquisition is not passed?

Response

PCEO informed that Management is very focused on implementing its twin-engine growth strategy to create scale for the business and to create value for the Company's customers. Although it will be a big blow to the Company's plans to scale its businesses if the Proposed Acquisition is not completed – even with time and financial resources, the Company will likely not be able to secure the positions that WFS is in today – the strategy will continue and Management will continue to develop and execute on its twin-engine growth strategy.

To elaborate on the PCEO's point on scale and growth, Chairman added that as the Company is already 80%-85% concentrated in Singapore, because of the capacity of the Singapore market, growth will necessarily slow down. Growth in markets that the Company is presently in has also been slow. The Proposed Acquisition, given its size and geographic scope, would offer the Company an enhanced levelling up in growth, reach and trajectory.

5.11 Question

How would Management know that the Company is not acquiring WFS at its peak revenue given that air cargo has benefited from COVID-19 supply chain bottlenecks and geo-political tensions?

Response

PCEO referred Shareholders to his presentation explaining that air cargo volume continues to grow as a percentage of global gross domestic product ("**GDP**") growth. PCEO explained that in the last 30 years, cargo volume had been a multiple of GDP growth. If GDP is projected to grow, the Company believes that cargo volume will track this growth. To elaborate, where sea cargo faces disruption, there will be a shift to air cargo, and air cargo remains the only mode of transportation that has demonstrated resilience. During the COVID-19 pandemic, the Company air freighted masks, which is usually shipped via ocean freight. E-commerce which continues to flourish, continues to drive air cargo volumes. High value products like pharmaceuticals also continue to grow in volume. Given these trends, Management believes that the Proposed Acquisition offers up an opportunity to invest in a business with structural tailwinds that drive growth in air cargo volumes, thereby promising long term growth for SATS.

5.12 Question

Would the Company be able to regain its previous Return on Equity ("**ROE**"), and if not, what is the Company's target ROE?

Response

Chairman highlighted that as there are structural changes in the market place, it is difficult to give any assurance as to whether the Company can regain its previous ROE. In this regard, the Company is pursuing the Proposed Acquisition as the Company believes that the Proposed Acquisition will give the Company a better platform for profitable growth and profits. Chairman reassured Shareholders that although the Company is unable to give Shareholders forward forecasts and so are unable to disclose the Company's target ROE, the Company aspires to return to profit and profitable growth, and to then distribute some form of dividend.

5.13 Question

What measures have Management put in place to prevent the completion of the Proposed Acquisition if WFS were found to have undisclosed heavy debt or if the parent company has any of such debt?

Response

CFO replied that Management had gone through thorough confirmatory diligence and have taken insurance such that if there were any undisclosed debt, this risk will be covered under insurance. That said, it is important to point out that Management has conducted extensive and comprehensive due diligence and no material issues have surfaced from that exercise.

5.14 Question

In respect of a quote from an interview done by Craig Smyth, the CEO of WFS in September 2022, "We delight to make two to four acquisitions each year as long as they make sense over the next 5 years", a Shareholder asked if the Proposed Acquisition would end up just financing Craig Smyth or financing WFS' growth into Asia.

Response

Chairman responded that it is necessary to first consider what is Craig Smyth's definition of growth, and only then can the Board and Management determine what level of profitable growth accords with the Company's aspirations because WFS would then be owned by the Company post-acquisition. It will be the Company that will be driving and directing its strategy of profitable growth in the global markets.

PCEO explained that when Craig Smyth gave the interview in September 2022, WFS' modus operandi of driving growth is to make bolt-on acquisitions. In this regard, WFS have acquired key leadership positions in key cargo hubs through acquisitions. The network offered by being in these key locations will take a long time and effort to replicate. The Proposed Acquisition offers immediate network value to the Company. Following the Proposed Acquisition, the combined businesses will continue to identify growth opportunities and to leverage its combined network. PCEO assured Shareholders that post-acquisition, WFS will be a subsidiary of the Company, with Craig Smyth reporting to the PCEO. There will also be Board oversight. Plans for growth via acquisitions by WFS will only be implemented if it adds synergy to the Company's overall network, delivers value and creates new revenue streams for the Company.

5.15 Question
Is there any legalised understanding that the sellers of WFS will not restart another company similar to WFS, and in the process pose as direct competitors to WFS?

Response
PCEO clarified that the key issue is not WFS because the sellers of WFS have spent time building the business of WFS. Although they are now exiting, Management still has a good relationship with the sellers of WFS. That said, as the sellers of WFS are a PE firm, the Company cannot impose how the sellers of WFS choose to invest in the future. It is important to understand that WFS is the largest asset for air cargo globally and fits well into SATS' growth strategy. The Proposed Acquisition represents an immediate enhancement to the Company's ability to scale and achieve profitable growth.

5.16 Question
Purchase price of S$1,820 million less Net Asset S$400 million less Goodwill of S$800 million. What is the balance of S$600 million for?

Response
CFO reiterated that the purchase price allocation has not been finalised as it is usually determined at a later part of the transaction. Generally, the balance of S$600 million will be allocated among the trademarks, customer relationships and contracts, which at this stage, the specific allocation for such items has not been finalised. Chairman also added that in terms of how the purchase price for the Proposed Acquisition was determined, the basis used, which is a standard basis, was a multiple of WFS' EBITDA.

5.17 Question
Were the Company's shares offered to the sellers of WFS as consideration for the Proposed Acquisition?

Response
No shares were offered as consideration. PCEO explained that as the sellers of WFS are a PE firm, they typically do not accept shares for payment. Proceeds of sale will be returned to their stakeholders.

5.18 Question
Would SATS, after the Proposed Acquisition, look to acquire other companies in the next 5 to10 years?

Response
Chairman responded that 5 to10 years is a very long time. At present, it is not possible to give a definitive view. The Company will focus on the combined businesses post-acquisition to drive the synergies for which WFS is to be acquired. The Board and Management will assess future opportunities as and when they arise and weigh them against the risks at that time.

5.19 Question
What are the worst-case scenarios envisaged post-acquisition, and what are the Company's plans to address these worst-case scenarios should they happen?

Response
PCEO responded that Management priced in the recessionary risks in negotiating a fair price. In addressing the worst-case scenarios envisioned post-acquisition, PCEO informed that this could be done through several levers from a day-to-day management perspective. Most importantly, it is to make sure that WFS management team continues to be motivated to drive growth because the integration is focused on driving value for customers, which is how value can be created. Chairman also informed Shareholders that post-acquisition, there will be a very robust subsidiary board to oversee this business.

5.20 Question
If there is no overlap between the Company's business and WFS' business, where is the synergy and cost savings other than interest savings?

Response
PCEO responded that synergy will be achieved through increased customer cross-selling and operational excellence. Synergies can be achieved through implementing systems that can drive more productivity gains across both businesses.

5.21 Question
Are there any cultural differences given the Company is a Temasek-linked company and WFS is a PE portfolio company, and if so how would the Company make it work?

Response
PCEO responded that integration begins with respecting each party's history and culture. WFS has 31,000 employees, and the Company has about 16,000 to 17,000 employees. Both companies must work to establish a joint culture that will drive growth. From a business perspective, the two companies are aligned on where time and financial resources are to be deployed, and this fit will make both companies stronger post-acquisition. To add to the PCEO's response, Chairman reassured Shareholders that one of the Company's priorities is to make sure that the Company and WFS are aligned in culture.

5.22 Question
What would happen if the top 60 personnel of WFS are not committed to the Company post-acquisition and for the long term, and may look to exit unless they are given a sizeable amount of the Company's Shares?

Response
PCEO clarified that the WFS management team is not part of the PE firm that currently owns WFS. Accordingly, when the Company buys over WFS, the contracts of WFS' management team stays in place. In addition, the Company has given the WFS management team retention plans which are fair and will keep the WFS management team motivated to achieve those goals that they presented to Management. PCEO concluded that he was confident the WFS management team group will stay with the Company as the incentive plans have already been put in place which would attract these employees to continue to build their careers with the Company moving forward.

6. VOTING

<u>ORDINARY RESOLUTION</u>: TO APPROVE THE PROPOSED ACQUISITION

6.1 There being no further questions from Shareholders from the floor and Shareholders from the online platform, Chairman put the motion to vote by poll. Shareholders and the appointed proxies were given fifteen minutes to finalise and cast their votes. At the end of the voting period, Chairman declared the voting closed.

6.2 The results of the poll vote on the motion was as follows: -

Resolution	Total number of shares represented by votes for and against the Ordinary Resolution	For		Against	
		No. of Shares	%	No. of Shares	%
Proposed Acquisition	647,622,113	626,871,903	96.80	20,750,210	3.20

Based on the results of the poll as shown in the table above, Chairman declared the Resolution carried.

7. CONCLUSION OF THE MEETING

7.1 Chairman declared that the formal business of the Meeting had concluded and declared the EGM closed. Chairman thanked Shareholders and proxies who joined the EGM.

The Meeting concluded at 4.46 p.m.

Approved by:

Euleen Goh
Chairman
SATS Ltd.