

Remuneration report

We believe that our long-term success depends in large measure on the contributions of our employees. Our remuneration framework is designed to be consistent with market best practices, drive business strategy and create long-term shareholder value. Remuneration policies and practices as set out in the following report are governed by a set of sound principles which are in compliance with various regulatory requirements.

1 Objectives of DBS remuneration strategy

DBS' remuneration policy, which is applicable to DBS Bank and all our subsidiaries and overseas offices, seeks to ensure that we are able to attract, motivate and retain employees to deliver long-term shareholder returns taking into consideration risk management principles and standards set out by the Financial Stability Board (FSB) and the Code of Corporate Governance.

When formulating our remuneration strategy, consideration was given to aligning our remuneration approach with DBS PRIDE! * values in order to drive desired behaviours and achieve the objectives set out in our balanced scorecard.

The following shows the three main thrusts of our remuneration strategy and how they are implemented within DBS:

Main thrusts	Details
Pay for performance as measured against balanced scorecard	<ul style="list-style-type: none">• Instill and drive a pay-for-performance culture• Ensure close linkage between total compensation and our annual and long-term business objectives as measured by our balanced scorecard• Calibrate mix of fixed and variable pay to drive sustainable performance that is aligned to DBS PRIDE! values, taking into account both "what" and "how" key performance indicators (KPIs) are achieved
Provide market competitive pay	<ul style="list-style-type: none">• Benchmark our total compensation against other organisations of similar size and standing in the markets we operate in• Drive performance differentiation by benchmarking total compensation for top performing employees against the upper quartile or higher in each market
Guard against excessive risk-taking	<ul style="list-style-type: none">• Focus on achieving risk-adjusted returns that are consistent with prudent risk and capital management as well as emphasis on long-term sustainable outcomes• Design payout structure to align incentive payments with the long-term performance of the Group through deferral and clawback arrangements• Design sales incentive plans to encourage the right sales behaviour

* Read more on our PRIDE! values on pages 32 and 67.

2 Summary of current total compensation elements

The table below provides a description of total compensation elements, their purpose and implementation:

Elements	Purpose	Details
Salary	<ul style="list-style-type: none"> Attract and retain talent by ensuring our fixed pay is competitive vis-à-vis comparable institutions 	<ul style="list-style-type: none"> Set at an appropriate level, taking into account market dynamics as well as skills, experience, responsibilities, competencies and performance of the employee Typically reviewed annually
Cash bonus and deferred awards	<ul style="list-style-type: none"> Provide a portion of total compensation that is performance-linked Focus employees on the achievement of objectives which are aligned to value creation for our shareholders and multiple stakeholders Align to time horizon of risk 	<ul style="list-style-type: none"> Based on DBS, business or support unit, and individual performance Measured against a balanced scorecard which is agreed to at the start of the year Awards in excess of a certain threshold are subject to a tiered deferral rate that ranges from 20% to 60% with a minimum deferred quantum

Country variations to the threshold and the form of deferrals may apply to address statutory requirements.

3 Determination of variable pay pool

The variable pay pool is derived from a combination of a bottom-up and top-down approach. It is underpinned by our aim to drive a pay-for-performance culture which is aligned to our risk framework.

Process	Details
Determining total variable pay pool	<ul style="list-style-type: none"> A function of our overall balanced scorecard and benchmarked against market. This is further calibrated against the following prisms: <ul style="list-style-type: none"> Risk adjustment through review of Return on Risk-Adjusted Capital (RoRAC) Appropriate distribution of surplus earnings (after cost of equity) between employees and shareholders
Allocating pool to business units	<ul style="list-style-type: none"> Pool allocation takes into account the relative performance of each unit against their balanced scorecard as evaluated by the CEO Inputs from control functions such as Audit, Compliance and Risk are sought Country Heads are also consulted in the allocation process
Determining individual award	<ul style="list-style-type: none"> Unit heads cascade their allocated pool to their teams and individuals Individual variable pay determined based on performance against goals and DBS PRIDE! values

The performance of control functions (Audit, Compliance and Risk) are assessed independently from the business units they support to prevent any conflicts of interests. The remuneration of the Chief Risk Officer (CRO) and Group Head of Audit are endorsed by the Chairman of Board Risk Management Committee and Audit Committee respectively and subsequently approved by the Board.

Sales employees are incentivised to promote the development of mutually beneficial long-term relationships with their customers, rather than a sole focus on short-term gains. Non-financial metrics such as customer satisfaction and compliance with fair dealing principles are incorporated into their KPIs. In 2019, we implemented deferral of sales incentives in the form of DBSH shares when such sales incentives exceeded a certain threshold.

4 Deferred remuneration

Plan objectives	Details
<ul style="list-style-type: none"> Foster a culture that aligns employees' interests with shareholders Enable employees to share in DBS' performance Help in talent retention 	<ul style="list-style-type: none"> Deferred remuneration is paid in restricted shares (DBSH Share Plan) and comprises two elements: the main award and retention award The retention award constitutes 20% of the shares given in the main award and is designed to retain talent and compensate staff for the time value of deferral Deferred awards vest over four years, and will lapse immediately upon termination of employment (including resignation) except in the event of ill health, injury, disability, redundancy, retirement or death Special Award is sometimes awarded as part of talent retention
Vesting schedule	Malus of unvested awards and clawback of vested awards
<p>Main Award</p> <ul style="list-style-type: none"> 33% vest two years after grant date Another 33% vest three years after grant date Remaining 34% vest four years after grant date <p>Retention Award</p> <ul style="list-style-type: none"> 100% vest four years after grant date 	<p>Malus and/ or clawback will be triggered by</p> <ul style="list-style-type: none"> Material violation of risk limits Material losses due to negligent risk-taking or inappropriate individual behaviour Material restatement of DBS' financials due to inaccurate performance measures Misconduct or fraud <p>Vested and unvested awards are subject to clawback within seven years from the date of grant</p>

Employees on sales incentive plans whose incentives exceed a certain threshold are also subject to deferrals which vest over 3 years and a 15% retention award.

Read more about the Share Plan on page 106.

5 Summary of 2019 remuneration outcomes

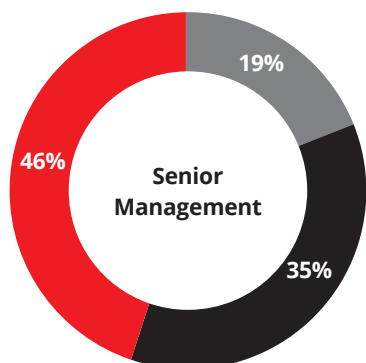
Our remuneration is linked to how we perform against our balanced scorecard (see pages 26 to 33) which is aligned to long-term value creation for our stakeholders in a sustainable way (see pages 66 to 67). Based on our improved balanced scorecard, our variable pay pool was better than the previous year. The Compensation and Management Development committee (CMDC) evaluated and approved the variable pay pool which was subsequently endorsed by the Board of Directors (Board).

We used salary surveys conducted by an external compensation consultant, McLagan, as references for employee salary benchmarking purposes. McLagan and its consultants are independent and not related to us or any of our Directors.

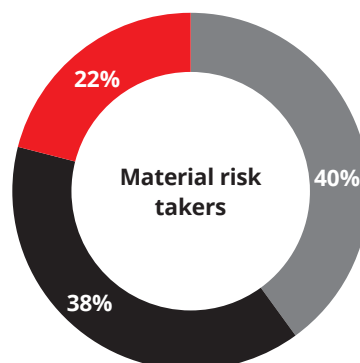
Senior management and material risk takers

In line with the principles set out by FSB, a substantial portion of remuneration (more than 50%) for our Senior Management as well as material risk takers (i.e. other employees whose actions have a material impact on the risk exposure of the bank) are variable. The variable remuneration in excess of a certain threshold are subject to deferral, thus ensuring alignment to the time horizon of risks.

The following charts show the mix of fixed and variable pay for both groups for performance year 2019:



Note:
We do not provide any other forms of fixed and variable remuneration aside from those disclosed in this section



● Fixed pay
● Variable pay-cash
● Variable pay-deferred shares and/or deferred cash (including retention awards)

Our Senior Management's aggregate total remuneration in 2019 amounted to SGD 73.5 million, including the CEO's remuneration of SGD 12.1 million. Excluding the CEO's remuneration which has been separately disclosed, the average increase in total remuneration of the Senior Management who were members of the Group Management Committee for both 2018 and 2019 was 6.6%.

While corporate governance guidelines recommend that at least the top five key executives' remuneration be disclosed, the Board believes that it would be disadvantageous for us to do so because of the constant battle for talent in a highly competitive industry. This is consistent with banking industry practice in the local market. However, we do provide additional information on the average increase in remuneration of our Senior Management in the year as detailed above.

Breakdown of deferred remuneration awards

Category	Senior Management ⁽¹⁾	Material Risk Takers ⁽²⁾
Total outstanding deferred remuneration⁽³⁾:		
Cash		0.4%
Shares and share-linked instruments		99.6%
Other forms of remuneration		–
Total		100.0%
Outstanding deferred and retained remuneration^{(3) (4)}:		
Of which exposed to ex-post adjustments		
Cash		0.4%
Shares and share-linked instruments		99.6%
Other forms of remuneration		–
Total		100.0%
Total amendment during the year due to ex-post explicit adjustments⁽⁵⁾:		
Cash	–	–
Shares and share-linked instruments	–	–
Other forms of remuneration	–	–
Total	–	–
Total amendment during the year due to ex-post implicit adjustments⁽⁵⁾:		
Cash	–	–
Shares and share-linked instruments ⁽⁶⁾	(8.3)%	(4.1)%
Other forms of remuneration	–	–
Total	(8.3)%	(4.1)%
Total deferred remuneration paid out in the financial year:	30.5%	31.4%
Headcount	21	227

- (1) Senior Management (SM) is defined as the CEO and members of the Group Management Committee who have the authority and responsibility for DBS' overall direction and executing to strategy
- (2) Material risk takers (MRTs) are defined as employees whose duties require them to take on material risk on our behalf in the course of their work. These can be either individual employees or a group of employees who may not pose a risk to DBS' financial soundness on an individual basis, but may present a material risk collectively
- (3) Due to data confidentiality, the total amount of deferred and retained remuneration for SM and MRTs have been aggregated for reporting
- (4) Retained remuneration refers to shares or share-linked instruments that are subject to a retention period under a share retention policy
- (5) Examples of explicit ex-post adjustments include malus, clawbacks or similar reversal or downward revaluations of awards. Examples of implicit ex-post adjustments include fluctuations in the value of DBSH ordinary shares or performance units
- (6) [No. of unvested DBSH ordinary shares as at 31 Dec 19 x share price as at 31 Dec 19] / [No. of unvested DBSH ordinary shares as at 31 Dec 18 x share price as at 31 Dec 18] -1

Guaranteed bonuses, sign-on bonuses and severance payments

Category	SM	MRTs
Number of guaranteed bonuses	0	0
Number of sign-on bonuses	8	
Number of severance payments	0	0
Total amounts of above payments made during the Financial Year (SGD '000)	4,904*	

* Due to data confidentiality, the total amount of payments for SM and MRTs have been aggregated for reporting

Other provisions

We do not allow accelerated payment of deferred remuneration except in cases such as death in service or where legally required. There are no provisions for:

- Special executive retirement plans;
- Golden parachutes or special executive severance packages; and/or
- Guaranteed bonuses beyond one year.

Chief Executive Officer

Since becoming CEO in November 2009, Piyush Gupta has built DBS into an Asia banking leader with growing global stature. In a feat unmatched by other banks globally, DBS became the first bank to concurrently hold three global best bank awards. This was achieved after we were named "World's Best Bank" by leading global financial publication Euromoney, and comes on the back of two other global wins in 2018, when we were recognised as being the best globally by Global Finance and The Banker. In 2019, Harvard Business Review also featured DBS among the top 10 most successful business transformations of the decade, with the likes of Netflix, Amazon, Microsoft and Alibaba.

The successive recognitions, which place DBS firmly in the global league, underscore Piyush's visionary leadership over the past 10 years, with DBS being progressively transformed, first into an Asian banking powerhouse, and then a digital leader. Over this period, DBS' total income has more than doubled, net profit has tripled, and market capitalisation has nearly doubled. In recognition of his outstanding contributions in the last decade, in November 2019, the Board granted a one-time special recognition award of 80,000 shares*, subject to DBS' usual four-year vesting period.

The bank continued to deliver exceptional results in 2019 as well. Total income grew by 10% and net profit by 14%, with a record ROE of 13.2%. Details of the performance against the balanced scorecard are available on pages 26 to 33.

In recognition of Mr Gupta's 2019 performance, his present-year remuneration is:

Breakdown of remuneration for performance year 2019 (1 January – 31 December)

	Salary remuneration SGD	Cash bonus ⁽¹⁾ SGD	Share Plan ⁽²⁾ SGD	Others ⁽³⁾ SGD	Total ⁽⁴⁾ SGD
Mr Piyush Gupta	1,200,000	4,585,000	6,265,000	76,542	12,126,542

(1) The amount has been accrued in 2019 financial statements

(2) At DBS, ordinary dividends on unvested shares do not accrue to employees. For better comparability with other listed companies, this figure excludes the estimated value of retention shares amounting to SGD 1,253,000, which serve as a retention tool and compensate staff for the time value of deferral. This is also similar in nature to practices in those companies which provide accrual of dividends for deferred awards

(3) Represents non-cash component and comprises club, car and driver

(4) Refers to current year performance remuneration – includes fixed pay in current year, cash bonus received in following year and DBS ordinary shares granted in following year

* This figure excludes the number of retention shares amounting to 16,000 (see footnote 2 on explanation)