

CENTURYLINK, INC
Form SC 13D/A
March 29, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO §240.13d-2(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)

CenturyLink, Inc.

(Name of Issuer)

Common Stock, \$1.00 par value

(Title of Class of Securities)

156700106

(CUSIP Number)

Choo Soo Shen Christina

Director, Legal & Regulatory

Temasek International Pte. Ltd.

60B Orchard Road

#06-18 Tower 2

The Atrium@Orchard

Singapore 238891

Copy to

Michael W. Sturrock, Esq.

Latham & Watkins LLP

9 Raffles Place #42-02

Singapore 048619

Telephone: (65) 6536 1161

Facsimile: (65) 6536 1171

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 27, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

1 Names of Reporting Persons

Temasek Holdings (Private) Limited

2 Check the Appropriate Box if a Member of a Group

3 (a) (b)
SEC Use Only

4 Source Of Funds

AF

5 Check If Disclosure Of Legal Proceedings Is Required Pursuant To Items 2(d) or 2(e)

6 Citizenship Or Place Of Organization

Singapore

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0
8 Shared Voting Power

OWNED BY

EACH

REPORTING 9 103,376,963
Sole Dispositive Power

PERSON

WITH

0
10 Shared Dispositive Power

103,376,963

11 Aggregate Amount Beneficially Owned By Each Reporting Person

103,376,963

12 Check if the Aggregate Amount In Row (11) Excludes Certain Shares

13 Percent Of Class Represented By Amount In Row (11)

9.7%⁽¹⁾

14 Type of Reporting Person

HC

(1) Percentage calculation based on 1,069,861,684 shares of Common Stock outstanding as of February 16, 2018, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the SEC) on March 1, 2018.

1 Names of Reporting Persons

Tembusu Capital Pte. Ltd.

2 Check the Appropriate Box if a Member of a Group

3 (a) (b)
SEC Use Only

4 Source Of Funds

WC

5 Check If Disclosure Of Legal Proceedings Is Required Pursuant To Items 2(d) or 2(e)

6 Citizenship Or Place Of Organization

Singapore

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0
8 Shared Voting Power

OWNED BY

EACH

56,924,844
REPORTING 9 Sole Dispositive Power

PERSON

WITH

0
10 Shared Dispositive Power

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56,924,844

11 Aggregate Amount Beneficially Owned By Each Reporting Person

56,924,844

12 Check if the Aggregate Amount In Row (11) Excludes Certain Shares

13 Percent Of Class Represented By Amount In Row (11)

5.3%⁽¹⁾

14 Type of Reporting Person

HC

(1) Percentage calculation based on 1,069,861,684 shares of Common Stock outstanding as of February 16, 2018, as reported in the Issuer's Annual Report on Form 10-K filed with the SEC on March 1, 2018.

CUSIP No. 156700106

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1 Names of Reporting Persons

2 Bartley Investments Pte. Ltd.
Check the Appropriate Box if a Member of a Group

3 (a) (b)
SEC Use Only

4 Source Of Funds

5 AF
Check If Disclosure Of Legal Proceedings Is Required Pursuant To Items 2(d) or 2(e)

6 Citizenship Or Place Of Organization

Singapore

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0
8 Shared Voting Power

OWNED BY

EACH

56,924,844
REPORTING 9 Sole Dispositive Power

PERSON

WITH

0
10 Shared Dispositive Power

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56,924,844

11 Aggregate Amount Beneficially Owned By Each Reporting Person

56,924,844

12 Check if the Aggregate Amount In Row (11) Excludes Certain Shares

13 Percent Of Class Represented By Amount In Row (11)

5.3%⁽¹⁾

14 Type of Reporting Person

HC

(1) Percentage calculation based on 1,069,861,684 shares of Common Stock outstanding as of February 16, 2018, as reported in the Issuer's Annual Report on Form 10-K filed with the SEC on March 1, 2018.

Explanatory Note

This Amendment No. 2 to Schedule 13D amends and supplements the Schedule 13D originally filed with the SEC on November 8, 2017, as amended and supplemented by Amendment No. 1 thereto filed on February 7, 2018 (together, the Statement) relating to the common stock, par value \$1.00 per share (the Common Stock), of CenturyLink, Inc., a Louisiana corporation (the Issuer). The address of the Issuer's principal executive offices is 100 CenturyLink Drive, Monroe, Louisiana 71203.

Capitalized terms used but not defined herein have the meanings given to them in the Statement.

Item 2. Identity and Background

Item 2 of the Statement is hereby amended and restated in its entirety as follows:

This Schedule 13D is filed jointly on behalf of Temasek Holdings (Private) Limited, a company organized under the laws of the Republic of Singapore (Temasek Holdings), Tembusu Capital Pte. Ltd., a company organized under the laws of the Republic of Singapore (Tembusu Capital), and Bartley Investments Pte. Ltd., a company organized under the laws of the Republic of Singapore (Bartley) and, together with Temasek Holdings and Tembusu Capital, the Reporting Persons).

The address of the principal business office of each of the Reporting Persons is 60B Orchard Road, #06-18 Tower 2 The Atrium@Orchard, Singapore 238891.

The principal business of each of the Reporting Persons is investment holding.

The name, business address, present principal occupation and citizenship of the directors and executive officers of each of the Reporting Persons are set forth in Schedule A attached hereto, which is incorporated herein by reference.

Neither the Reporting Persons nor, to the best knowledge of each of the Reporting Persons, any of the persons listed in Schedule A has, during the last five years, been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in his or its being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended and supplemented by adding the following:

On March 23, 26, 27 and 28, 2018, Ellington Investments Pte. Ltd., a wholly-owned subsidiary of Bartley (Ellington), acquired an aggregate of 10,472,724 shares of Common Stock as described in Item 5(c) below. The aggregate purchase price for these purchases by Ellington is \$167.6 million (excluding commissions). These purchases were funded using Tembusu Capital's working capital.

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

(a)-(b) As of March 28, 2018, 10,472,724 shares of the Common Stock, or approximately 1.0% of the outstanding Common Stock, were owned by Ellington, and 46,452,120 shares of the Common Stock, or approximately 4.3% of the outstanding Common Stock, were owned by Everitt Investments Pte. Ltd. (Everitt). Ellington and Everitt are each wholly owned by Bartley, which in turn is wholly owned by Tembusu Capital. Therefore, as of March 28, 2018, each of Bartley and Tembusu Capital may be deemed to beneficially own the 56,924,844 shares of Common Stock , or approximately 5.3% of the outstanding Common Stock, owned in the aggregate by Everitt and Ellington.

As of March 28, 2018, 46,452,119 shares of the Common Stock, or approximately 4.3% of the outstanding Common Stock, were owned by Aranda Investments Pte. Ltd. (Aranda). Aranda is wholly owned by Seletar Investments Pte Ltd (Seletar), which in turn is wholly owned by Temasek Capital (Private) Limited (Temasek Capital). Therefore, as of March 28, 2018, each of Seletar and Temasek Capital may be deemed to beneficially own the 46,452,119 shares of Common Stock owned by Aranda.

Tembusu Capital and Temasek Capital are each wholly owned by Temasek Holdings. Therefore, as of March 28, 2018, Temasek Holdings may be deemed to beneficially own the 103,376,963 shares of Common Stock beneficially owned in aggregate by Tembusu Capital and Temasek Capital.

To the knowledge of the Reporting Persons, the directors and executive officers of the Reporting Persons listed in Schedule A hereto beneficially own in the aggregate less than 1% of the Issuer s outstanding shares of Common Stock.

The percentages of beneficial ownership of the Reporting Persons and their directors and executive officers listed in Schedule A hereto were calculated based on 1,069,861,684 shares of Common Stock outstanding as of February 16, 2018, as reported in the Issuer s Annual Report on Form 10-K filed with the SEC on March 1, 2018.

(c) On March 23, 26, 27 and 28, 2018, Ellington made the following open market purchases of shares of Common Stock through the New York Stock Exchange:

| Date of purchase | Number of shares of Common Stock purchased | Average price per share of Common Stock |
|-------------------------|---|--|
| March 23, 2018 | 1,861,075 | \$ 15.7768 |
| March 26, 2018 | 4,100,262 | \$ 15.9102 |
| March 27, 2018 | 1,795,440 | \$ 16.1349 |
| March 28, 2018 | 2,715,947 | \$ 16.2169 |

Since the filing of Amendment No. 1 to the Schedule 13D, Temasek Holdings, through its ownership of Tembusu Capital (which wholly owns Bartley, which in turn wholly owns Ellington), has acquired beneficial ownership of an aggregate of 10,472,724 additional shares of Common Stock.

To the knowledge of the Reporting Persons, there have been no transactions by any director or executive officer of any of the Reporting Persons in securities of the Issuer during the last sixty days.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits

| Exhibit | Description |
|----------------|--|
| 99.1 | Joint Filing Agreement, dated March 29, 2018, among Temasek Holdings, Tembusu Capital and Bartley. |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: March 29, 2018

TEMASEK HOLDINGS (PRIVATE) LIMITED

By: /s/ Christina Choo Soo Shen
Name: Christina Choo Soo Shen
Title: Authorized Signatory

TEMBUSU CAPITAL PTE. LTD.

By: /s/ Cheong Kok Tim
Name: Cheong Kok Tim
Title: Director

BARTLEY INVESTMENTS PTE. LTD.

By: /s/ Poy Weng Chuen
Name: Poy Weng Chuen
Title: Director

SCHEDULE A

The name, present principal occupation and business address of each director and executive officer of the Reporting Persons is set forth below.

The following is a list of the directors and executive officers of Temasek Holdings (Private) Limited:

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|--|-------------------------------------|--------------------|
| Lim Boon Heng | Chairman, | Singaporean |
| 60B Orchard Road #06-18 Tower 2 | Temasek Holdings (Private) Limited | |
| The Atrium@Orchard | | |
| Singapore 238891 | | |

(Chairman and Director,

Temasek Holdings (Private) Limited)

| | | |
|-------------------------|---------------------------------|-------------|
| Cheng Wai Keung | Chairman and Managing Director, | Singaporean |
| 3 Killiney Road | Wing Tai Holdings Limited | |
| #10-01 Winsland House 1 | | |
| Singapore 239519 | | |

(Deputy Chairman and Director,

Temasek Holdings (Private) Limited)

| | | |
|-------------------|-----------------------------------|-------------|
| Kua Hong Pak | Senior Advisor, | Singaporean |
| 205 Braddell Road | ComfortDelGro Corporation Limited | |
| East Wing Level 2 | | |
| Singapore 579701 | | |

(Director, Temasek Holdings (Private) Limited)

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|--|---|--------------------|
| Marcus Wallenberg SE-106 40 Stockholm, Sweden (Director, Temasek Holdings (Private) Limited) | Chairman, Skandinaviska Enskilda Banken, Saab AB and FAM AB | Swedish |
| Lien Jown Leam Michael One Raffles Place (formerly known as OUB Centre) #51-00 Singapore 048616 (Director, Temasek Holdings (Private) Limited) | Executive Chairman, Wah Hin and Company Private Limited | Singaporean |
| Robert Bruce Zoellick c/o 1875 I Street NW 5th Floor Washington, DC 20006 United States of America | Chairman, AllianceBernstein | American |
| (Director, Temasek Holdings (Private) Limited) Chin Yoke Choong Bobby c/o 1 Joo Koon Circle #13-01 FairPrice Hub Singapore 629117 | Deputy Chairman, NTUC Enterprise Cooperative Limited | Singaporean |

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(Director, Temasek Holdings (Private)
Limited)

Ng Chee Siong Robert

Chairman,

Singaporean /

11th - 12th Floors

Sino Land Company Ltd.

Hong Kong Permanent Resident

Tsim Sha Tsui Centre

Salisbury Road

Tsim Sha Tsui, Kowloon, Hong Kong

(Director, Temasek Holdings (Private)
Limited)

Peter Robert Voser

Chairman,

Swiss

Affolternstrasse 44

ABB Ltd

8050 Zurich

Switzerland

(Director, Temasek Holdings (Private)
Limited)

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|--|--|--------------------|
| <p>Lee Ching Yen Stephen</p> <p>No.160 Robinson Road</p> <p>#13-06 SBF Center Singapore 068914</p> | <p>Managing Director</p> <p>Great Malaysia Textile Investments Pte Ltd</p> | <p>Singaporean</p> |
| <p>(Director, Temasek Holdings (Private) Limited)</p> | <p>Deputy Chairman & CEO,</p> <p>Temasek International Pte. Ltd.</p> | <p>Singaporean</p> |
| <p>Lee Theng Kiat</p> <p>60B Orchard Road #06-18 Tower 2</p> <p>The Atrium@Orchard</p> <p>Singapore 238891</p> | <p>(Director, Temasek Holdings (Private) Limited)</p> | <p>Singaporean</p> |
| <p>Ho Ching</p> <p>60B Orchard Road #06-18 Tower 2</p> <p>The Atrium@Orchard</p> <p>Singapore 238891</p> | <p>Executive Director & CEO,</p> <p>Temasek Holdings (Private) Limited</p> | <p>Singaporean</p> |
| <p>(Executive Director & CEO,</p> <p>Temasek Holdings (Private) Limited)</p> | <p>Deputy CEO,</p> <p>Joint Head, Enterprise Development Group,</p> <p>Joint Head, Investment Group,</p> <p>Joint Head, Singapore,</p> <p>Head, Americas,</p> <p>Temasek International Pte. Ltd.</p> | <p>Singaporean</p> |
| <p>Dilhan Pillay Sandrasegara</p> <p>60B Orchard Road #06-18 Tower 2</p> <p>The Atrium@Orchard</p> <p>Singapore 238891</p> | <p>(Deputy CEO,</p> | |

Joint Head, Enterprise Development
Group,

Joint Head, Investment Group,

Joint Head, Singapore,

Head, Americas,

Temasek International Pte. Ltd.)

Chia Song Hwee

President & Chief Operating Officer,

Singaporean\

60B Orchard Road #06-18 Tower 2

Joint Head, Investment Group,

The Atrium@Orchard

Joint Head, Portfolio Management
Group,

Singapore 238891

Joint Head, Singapore,

Temasek International Pte. Ltd.

(President & Chief Operating Officer,

Joint Head, Investment Group,

Joint Head, Portfolio Management
Group,

Joint Head, Singapore,

Temasek International Pte. Ltd.)

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|--|--|--------------------|
| <p>Jonathon Revill Christopher Allaway</p> <p>60B Orchard Road #06-18 Tower 2</p> <p>The Atrium@Orchard</p> <p>Singapore 238891</p> | <p>Chief Technology Officer,</p> <p>Temasek International Pte. Ltd</p> | <p>Australian</p> |
| <p>(Chief Technology Officer,</p> <p>Temasek International Pte. Ltd.)</p> | | |
| <p>Syed Fidah Bin Ismail Alsagoff</p> <p>60B Orchard Road #06-18 Tower 2</p> <p>The Atrium@Orchard</p> <p>Singapore 238891</p> | <p>Head, Life Sciences,</p> <p>Temasek International Pte. Ltd.</p> | <p>Singaporean</p> |
| <p>(Head, Life Sciences,</p> <p>Temasek International Pte. Ltd.)</p> | | |
| <p>Michael John Buchanan</p> <p>60B Orchard Road #06-18 Tower 2</p> <p>The Atrium@Orchard</p> <p>Singapore 238891</p> | <p>Head, Strategy,</p> <p>Senior Managing Director,</p> <p>Portfolio Strategy & Risk Group,</p> <p>Head, Australia & New Zealand,</p> <p>Temasek International Pte. Ltd.</p> | <p>Australian</p> |
| <p>(Head, Strategy,</p> <p>Senior Managing Director,</p> <p>Portfolio Strategy & Risk Group,</p> <p>Head, Australia & New Zealand,</p> <p>Temasek International Pte. Ltd.)</p> | | |
| <p>Chan Wai Ching</p> | <p>Joint Head, Corporate Development Group,</p> | <p>Singaporean</p> |

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60B Orchard Road #06-18 Tower 2 Head, Organisation & People,
The Atrium@Orchard Temasek International Pte. Ltd.
Singapore 238891

(Joint Head, Corporate Development
Group,

Head, Organisation & People,

Temasek International Pte. Ltd.)

Gregory Lynn Curl President, American

60B Orchard Road #06-18 Tower 2 Temasek International Pte. Ltd.
The Atrium@Orchard
Singapore 238891

(President, Temasek International Pte.
Ltd.)

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|---|---|-------------|
| Luigi Feola 23 King Street London SW1Y6QY United Kingdom | Senior Managing Director, Europe, Joint Head, Consumer, Temasek International (Europe) Limited | Italian |
| (Senior Managing Director, Europe, Joint Head, Consumer, Temasek International (Europe) Limited) | Joint Head, Enterprise Development Group, Joint Head, Consumer, Joint Head, Industrials, Head, Real Estate, Head, Africa & Middle East, Temasek International Pte. Ltd. | Singaporean |
| Nagi Adel Hamiyeh 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Joint Head, Enterprise Development Group, Joint Head, Consumer, Joint Head, Industrials, Head, Real Estate, Head, Africa & Middle East, Temasek International Pte. Ltd.) | Head, Sustainability & Stewardship Group, Temasek International Pte. Ltd. | Singaporean |
| Hu Yee Cheng Robin 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Head, Sustainability & Stewardship Group, Temasek International Pte. Ltd. | Singaporean |

(Head, Sustainability & Stewardship
Group,

Temasek International Pte. Ltd.)

Uwe Krueger

Head, Business Services,

German

60B Orchard Road #06-18 Tower 2

Senior Managing Director, Portfolio
Management,

The Atrium@Orchard

Temasek International Pte. Ltd.

Singapore 238891

(Head, Business Services,

Senior Managing Director, Portfolio
Management,

Temasek International Pte. Ltd.)

Ravi Lambah

Head, Telecom, Media &
Technology,

Maltese

60B Orchard Road #06-18 Tower 2

Joint Head, India,

The Atrium@Orchard

Temasek International Pte. Ltd.

Singapore 238891

(Head, Telecom, Media & Technology,

Joint Head, India,

Temasek International Pte. Ltd.)

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|---|---|--------------------|
| <p>Leong Wai Leng</p> <p>60B Orchard Road #06-18 Tower 2</p> <p>The Atrium@Orchard</p> <p>Singapore 238891</p> | <p>Chief Financial Officer,</p> <p>Joint Head, Corporate Development Group,</p> <p>Temasek Holdings (Private) Limited</p> | <p>Singaporean</p> |
| <p>(Chief Financial Officer,</p> <p>Joint Head, Corporate Development Group,</p> <p>Temasek Holdings (Private) Limited)</p> | | |
| <p>John William Marren</p> <p>101 California St., Suite 3700</p> <p>San Francisco, CA 94111</p> <p>United States of America</p> | <p>Senior Managing Director, North America,</p> <p>Temasek International (USA) LLC</p> | <p>American</p> |
| <p>(Senior Managing Director, North America,</p> <p>Temasek International (USA) LLC)</p> | | |
| <p>Pek Siok Lan</p> <p>60B Orchard Road #06-18 Tower 2</p> <p>The Atrium@Orchard</p> <p>Singapore 238891</p> | <p>General Counsel,</p> <p>Temasek International Pte. Ltd.</p> | <p>Singaporean</p> |
| <p>(General Counsel,</p> <p>Temasek International Pte. Ltd.)</p> | | |
| <p>Png Chin Yee</p> <p>60B Orchard Road #06-18 Tower 2</p> | <p>Head, Financial Services,</p> <p>Senior Managing Director, China,</p> | <p>Singaporean</p> |

The Atrium@Orchard

Temasek International Pte. Ltd.

Singapore 238891

(Head, Financial Services,

Senior Managing Director, China,

Temasek International Pte. Ltd.)

Rohit Sipahimalani

Joint Head, Portfolio Strategy & Risk
Group,

Singaporean

60B Orchard Road #06-18 Tower 2

Joint Head, India,

The Atrium@Orchard

Temasek International Pte. Ltd.

Singapore 238891

(Joint Head, Portfolio Strategy & Risk
Group,

Joint Head, India,

Temasek International Pte. Ltd.)

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|---|--|-------------|
| Tan Chong Lee | President, | Singaporean |
| 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Joint Head, Portfolio Management Group, Head, Europe, Head, South East Asia, Temasek International Pte. Ltd. | |
| (President, Joint Head, Portfolio Management Group, Head, Europe, Head, South East Asia, Temasek International Pte. Ltd.) | | |
| Teo Juet Sim Juliet 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Head, Transportation & Logistics, Senior Managing Director, Portfolio Management, Temasek International Pte. Ltd. | Singaporean |
| (Head, Transportation & Logistics, Senior Managing Director, Portfolio Management, Temasek International Pte. Ltd.) | | |
| Alan Raymond Thompson 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Head, Private Equity Fund Investments, Senior Managing Director, Enterprise Development Group, Temasek International Pte. Ltd. | Singaporean |

(Head, Private Equity & Fund
Investments,

Senior Managing Director, Enterprise
Development Group,

Temasek International Pte. Ltd.)

Benoit Louis Marie Francois Valentin Senior Managing Director, Europe, French

23 King Street Joint Head, Industrials,

London SW1Y 6QY Temasek International (Europe)
Limited

United Kingdom

(Senior Managing Director, Europe,

Joint Head, Industrials,

Temasek International (Europe)
Limited)

John Joseph Vaske Joint Head, North America, American

375 Park Avenue, 14th Floor Temasek International (USA) LLC

New York, New York 10152

United States of America

(Joint Head, North America,

Temasek International (USA) LLC)

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|--|---|--------------------|
| Wu Yibing 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Joint Head, Portfolio Strategy & Risk Group, Joint Head, China, Temasek International Pte. Ltd. | American |

(Joint Head, Portfolio Strategy & Risk Group,

Joint Head, China,

Temasek International Pte. Ltd.)

The following is a list of the directors and executive officers of Tembusu Capital Pte. Ltd.:

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|---|---|--------------------|
| Cheong Kok Tim 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Managing Director, Legal & Regulatory, Temasek International Pte. Ltd. | Singaporean |

(Managing Director, Legal & Regulatory,

Temasek International Pte. Ltd.)

| | | |
|--|--|-------------|
| Goh Bee Kheng 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Managing Director, Finance, Temasek International Pte. Ltd. | Singaporean |
|--|--|-------------|

(Managing Director, Finance,

Temasek International Pte. Ltd.)

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The following is a list of the directors and executive officers of Bartley Investments Pte. Ltd.:

| Name, Business Address and Position | Present Principal Occupation | Citizenship |
|---|---|--------------------|
| Poy Weng Chuen 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Director, Finance, Temasek International Pte. Ltd. | Singaporean |

(Director, Finance,

Temasek International Pte. Ltd.)

| | | |
|--|---|-------------|
| Lee Ooi Keong 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Director, Risk Management, Temasek International Pte. Ltd. | Singaporean |
|--|---|-------------|

(Director, Risk Management,

Temasek International Pte. Ltd.)

EXHIBIT INDEX

| Exhibit | Description |
|----------------|--|
| 99.1 | Joint Filing Agreement, dated March 29, 2018, among Temasek Holdings, Tembusu Capital and Bartley. |