

Minutes of the Annual General Meeting of Shareholders No. 29

CIMB Thai Bank Public Company Limited

Held through Electronic Media Channel

The Annual General Meeting of Shareholders No. 29 (the "Meeting") of CIMB Thai Bank Public Company Limited (the "Bank") was convened on Monday, 12 April 2023 at 14.00 hrs. through electronic media channel, in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 and relevant laws and other regulations, by broadcasting from the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited Head Office, 44 Langsuan Road, Lumpini, Patumwan, Bangkok.

Dato' Robert Cheim Dau Meng, Chairman of the Board, who also presided as the Chairman of the Meeting (the "Chairman") welcomed the shareholders and notified the Meeting that in view of the COVID-19 situation, the Bank, therefore, decided to hold this Meeting through electronic media channel only, in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 and relevant laws and other regulations, to protect shareholders against pandemic risk.

To facilitate all shareholders' and attendees' convenience, Dato' Robert Cheim Dau Meng, the Chairman, assigned Mr. Anon Sirisaengtaksin, Independent Director who assumes the positions of Chairman of Nomination, Remuneration and Corporate Governance Committee and Member of Board Risk and Compliance Committee, as well as being a shareholder, to conduct this Meeting in Thai.

Mr. Anon Sirisaengtaksin introduced the directors to the Meeting and informed the Meeting of the name list of the Bank's Senior Executives, Company Secretary, Auditors from PricewaterhouseCoopers ABAS Limited, and a representative from the Thai Investors Association who attended the Meeting. In addition, one of the representatives from Chandler MHM Limited, also attended the Meeting to witness the voting process, for the purpose of ensuring the Meeting's transparency and completeness in compliance with laws and the Bank's Articles of Association.

In this regard, there were nine directors out of the total 10 directors attending the Meeting, equivalent to 90% of the total number of directors, as detailed below.

1.	Dato' Robert Cheim Dau Meng	Chairman, and Member and Alternate Chairman of Nomination, Remuneration and Corporate Governance Committee
2.	Mr. Anon Sirisaengtaksin	Independent Director, Chairman of Nomination, Remuneration and Corporate Governance Committee, and Member of Board Risk and Compliance

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		Committee
3.	Mrs. Oranuch Apisaksirikul	Independent Director and Chairperson of Audit Committee
4.	Mr. Chanmanu Sumawong	Independent Director, Member of Audit Committee, and Member of Nomination, Remuneration and Corporate Governance Committee
5.	Dr. Rom Hiranpruk	Independent Director, Member of Audit Committee, and Chairman of Board Risk and Compliance Committee
6.	Mr. Niti Jungnitnirundr	Independent Director, Member of Audit Committee, and Member of Nomination, Remuneration and Corporate Governance Committee
7.	Dato' Abdul Rahman Ahmad	Executive Director
8.	Mrs. Vera Handajani	Executive Director, and Member of Board Risk and Compliance Committee
9.	Mr. Paul Wong Chee Kin	Executive Director and the President and CEO

In this regard, Mr. Natasak Rodjanapiches, Independent Director, Alternative Chairman of the Board Risk and Compliance Committee, and a Member of the Audit Committee, was unable to attend this Meeting due to engaging in unavoidable commitment.

Senior Executives in Attendance at the Meeting

1.	Mr. Arthit Masathirakul	Head of Risk Management
2.	Mr. Tan Keat Jin	Head of Consumer Banking
3.	Ms. Pajaree Thongvanit	Head of Legal
4.	Mr. Lim Yeong Thian	Head of Strategy and CEO's Office, and Acting Head of Commercial Banking
5.	Mr. Jason Leong Kok Yew	Head of Finance
6.	Ms. Siriporn Sanunpairaue	Head of Internal Audit
7.	Mr. Prapas Thongsuk	Head of Corporate Communications
8.	Ms. Uthaiwan Sukphanpim	Head of Customer Experience Management
9.	Mr. Pao Chatakanonta	Head of Treasury & Markets
10.	Mr. Wut Thanittiraporn	Head of Corporate Banking and Transaction Banking
11.	Mr. Konthee Prasertwongse	Head of Investment Banking
12.	Ms. Panida Tangsriwong	Head of Financial Institution Thailand and CLMV
13.	Mr. Weerawat Sridama	Representative of Head of Human Resources
14.	Ms. Kachana Jirasathid	Representative of Head of Compliance

Company Secretary

Mrs. Patima Jumpasut

Auditors from PricewaterhouseCoopers ABAS Limited in Attendance

1. Mr. Boonlert Kamolchanokkul
2. Mr. Chanonth Thavaranonth

Thai Investors Association

Ms. Wipawan Paurapun

Legal Advisors from Chandler MHM Limited in Attendance

1. Ms. Worapan Wuttisarn
2. Ms. Onpreeya Pimol (as the witness of the voting process)

The Meeting started at 14.00 hrs.

Before proceeding with the businesses on the agenda, Mr. Anon Sirisaengtaksin informed the Meeting that three shareholders and 31 proxy holders attended the Meeting, representing 70,112 shares and 33,116,437,917 shares respectively. Thus, there were a total of 34 shareholders and proxy holders attending the Meeting, holding altogether 33,116,508,029 shares, or equivalent to 95.1015% of the Bank's total shares issued and sold, which constituted a quorum according to the Bank's Articles of Association. The shareholders' rights at the Meeting were also notified, including:

1. Right of Discussion: Before casting votes in each agenda item, shareholders or proxy holders shall be given opportunities to enquire about and opine on matters related to that particular agenda for a due period of time, given that there could be several shareholders wishing to enquire and opine.

In case of irrelevant questions or opinions to the agenda under consideration, the shareholders or proxy holders could raise questions or opinions during the agenda item of "Other Matters", scheduled at the end of the Meeting for efficiency of Meeting conduct and prevention of impact on shareholders in general.

2. Right of Voting: The votes shall be cast in each agenda according to the number of shares held or the number of shares under proxy.

Mr. Anon Sirisaengtaksin then requested Mrs. Patima Jumpasut, Company Secretary, to clarify the procedures of Meeting conduct and voting to the Meeting.

Vote Casting

- Once the shareholder had completed the Meeting registration, the number of shares held shall be counted as the Meeting quorum.
- The Meeting shall be conducted in accordance with the sequence of agenda items indicated in the Meeting's invitation letter. The shareholders shall be given opportunities to raise questions prior to casting their votes. After completion of vote counting, the voting results shall be announced to the Meeting.
- Regarding the vote casting, one share shall be equal to one vote. The shareholders were entitled to vote for approval, disapproval or abstention in each agenda item. In case of the shareholder with a vested interest in any matter, such shareholder was not entitled to vote on this related agenda item.
- As for the vote casting through electronic media channel, the shareholders or proxy holders chose agenda items wishing to cast votes and press "Cast Votes" button. The system would show 3 choices for voting, namely Approve, Disapprove, and Abstain. If shareholders or proxy holders wished to withdraw votes, press the "Withdraw Votes" button. The shareholders or proxy holders could change the votes until closing time to cast votes of each agenda item.
- In case one proxy holder received proxies from several shareholders, the proxy holder could cast multiple votes simultaneously, or individually without system logout or account switching. All proxies granted under each user account would be shown in the system. In case there was any difference in proxy holder's information used for identity verification, the proxy holder was required to "Switch Account" to process for other accounts of proxy holder.

Vote Counting

- Disapproval votes and abstention votes shall be deducted from the total number of votes of all the shareholders who attended the Meeting and were entitled to vote. The remaining votes shall then be counted as "approval" votes.
- The shareholders or proxy holders not casting votes through electronic media channel shall be deemed as casting approval votes.
- The shareholders shall remain in the Meeting until the end of agenda, and shall proceed to cast votes prior to closing time to cast votes of each agenda item. Should any shareholder press "Register to Leave the Quorum" button prior to closing time to cast vote of each agenda item, shareholder's votes shall be excluded from the Meeting quorum and vote counting of the agenda item as such. Nonetheless, leaving the Meeting shall not deprive rights of shareholders or proxy holders to return to attend the Meeting or cast

votes in the system for the next agenda items. The Bank provided shareholders one minute for vote casting process of each agenda item.

- In case a shareholder granted a proxy to a proxy holder to attend the Meeting and the shareholder had already specified his or her intention on voting with respect to any agenda item in the proxy form, which duly executed in accordance with rules prescribed, such proxy holder was not entitled to cast votes for those agenda items. The Bank had recorded the shareholder's votes in the system as per his or her intention.

Raising Questions and Opinions

- For convenience in raising questions or opinions, the shareholders or proxy holders were recommended to raise questions via messages or Q&A menu by selecting agenda item related to such questions or opinions, pressing "Question" button, and typing questions, before clicking "Submit Question" button. The Bank would determine the period to submit or ask questions not less than 1 minute for each agenda item. However, for the sake of concise Meeting conduct, should there be plenty of questions, the Bank reserved the right to respond to questions as deemed appropriate. Any unresponded questions shall be answered and recorded in the Meeting's minutes.

- To ensure a proper Meeting length, the Bank shall respond to only questions associated with agenda items of the Meeting. The Bank also promoted good governance practice by allowing shareholders to submit questions associated with agenda items of the Meeting in advance of the Meeting date.

Mrs. Patima Jumpasut also notified the number of Inventech Call Center to accommodate any shareholders who might have problems with the Meeting software or voting system, as well as the steps to do in case of system failure during the Meeting. In this regard, the Bank had recorded this Meeting in the form of video media.

Mr. Anon Sirisaengtaksin then proceeded with the businesses on the agenda as follows:

Agenda item 1 To acknowledge the Bank's operating results for the year 2022

Mr. Anon Sirisaengtaksin informed the Meeting that the Bank's operating results for 2022 were as presented in the Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) duly sent to the shareholders together with the invitation letter. He then provided a summary report on the 2022 operating results to the Meeting as follows:

2022 headline performance

In 2022, the Thai economy recovered from the COVID-19 Pandemic as lockdowns ended and the international borders reopened. Despite the headwinds in 2022, CIMB Thai Bank reported a stronger Y-o-Y profitability performance, fortified by operational resilience and sound foundation. The Bank's net profit stood at THB 2,911 million, mainly attributed to reduced provisions. Operating income declined to THB 13,601 million due to Net Interest Margin (NIM) compression. Meanwhile, total operating costs had remained flat YoY, partly due to some accelerated spend in FY22 Y-o-Y which led to an increase in Cost to Income ratio to 57.7% in 2022.

Revenue contribution by business unit

The Bank's business model had transformed from being a universal bank to one where the Bank played to its strengths. Today, Consumer Banking was the main thrust of CIMB Thai Bank, contributing 63% of total revenue, followed by Wholesale Banking at 20% and Treasury at 9%.

NII & NOII breakdown by key business units

Net Interest Income (NII) declined mainly attributed by lower interest income from NIM contraction and rising cost of funds. Non-Interest Income (NOII) grew 0.3% from the Wealth Management business, particularly in bancassurance and bonds. The Bank remained focused on growing its recurring fee income going forward, in line with aspirations to become a strong player in the wealth management business.

Loan growth & funding mix

Total gross loans stood at THB 241.0 billion, mainly from growth in Consumer and Wholesale, offset by loan contractions in Commercial. Meanwhile, total funding also grew 20.8%, in line with loan expansion.

Resilient capital base that was well above regulatory requirements to weather the economic slowdown

Both the Bank's capital adequacy ratio and common equity tier 1 (CET1) ratios were well above regulatory requirements to support business operations going forward.

Historical performance of key indicators

CIMB Thai Bank recorded its highest ever Profit before Tax (PBT) in 2022 at THB 3.7 billion. Productivity, measured as revenue per headcount, had steadily increased to almost double what it was in

2012. Cost optimization and productivity uplift would be two key levers to progressively reduce Cost to Income (CI) ratio to circa 50% by 2024.

Awards & achievements

As a testament to the Bank's areas of strengths, the Bank's business gained numerous market recognitions locally and regionally in 2022. CIMB Thai Bank won a total of 27 awards from multiple award houses throughout the year compared to 21 the year before.

The Bank ramped up Sustainability activities across our four key pillars. Notable achievements in the 1st Pillar, Sustainable Action, included the development of GHG dashboards to help track the Bank's Scope 1 and Scope 2 emissions with better clarity. In the 2nd Pillar, Sustainable Business, the Bank introduced Sustainability-Linked Loans and other Green, Social, Sustainable Impact Products and Services (GSSIPS), to support corporate customers' Sustainability agendas. The Sustainability Team was also a member of the Bank of Thailand (BOT) Taxonomy Working Group. The Bank had also set up key governance and risk controls in place to support both frontline and support functions as the Bank progressed to embed sustainability deeper within the organization.

Another achievement the Bank would like to share was the release of CIMB Thai Bank's 1st Sustainability Report for the reporting year of 2022. The report contained important details of the Bank's sustainability progress and materiality assessment.

Moving forward and in the years to come, the Bank would remain steadfast in commitment to drive sustainable growth whilst striving to provide service excellence and innovative financial solutions to the Bank's customers, stakeholders and society.

FORWARD23+

Looking to 2023 and beyond, the Bank's aspiration was to become a digital-led bank with ASEAN reach, anchored by the organization's Forward23+ strategic themes and growth engines.

The 7 strategic themes consisted of Reshape Portfolio, Diversifying Deposits, Driving Cost Efficiency, Digitize for Value, Strengthen Risk Management Discipline, Human Capital Transformation and Sustainability.

The Bank's strategy was driven by three core growth engines – Consumer Banking, Wholesale Banking and Treasury and Markets.

Business drivers 2023

To deliver sustainable growth, CIMB Thai Bank would aim to judiciously grow loan portfolios, and further deepen cross-BU synergy and partnerships. Digital remained an integral aspect to the Bank's growth thus, the Bank would strive for digital scalability to expand customer reach and provide seamless customer journeys across the Bank's various products.

Wealth Management was another key area that the Bank determined to double down seriously especially since the franchise had opportunity to grow given Thailand's rising mass affluent population.

In addition, the Bank would also scale up ASEAN proposition to further support the Bank's corporate clients' regional expansion and financing needs. Simultaneously, with the growing demand for sustainable and green financing products, the Bank would aggressively expand GSSIPS offerings to assist clients in meeting their sustainability targets and ambitions.

Anti-bribery and corruption

The Bank had participated in and had been certified for the first renewal of membership of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) since 30 June 2022 to underline the ongoing commitment to fight all forms of corruption. In addition, the Bank had mapped out sound practices and guidelines and procedures to counter corruption with the Anti-Bribery and Corruption Policy established to be strictly adopted by directors, executives, and staff of the Bank and the companies in its financial business group. Moreover, the Policy and Procedure on Giving and Acceptance of Gifts and Entertainment had been reviewed to ensure alignment with the Anti-Bribery and Corruption Policy in place and communicated to staff at all levels for their strict adherence to ensure that the Bank operated business in accordance with corporate governance principles, and with integrity, transparency and avoidance of conflict of interests, which were the core principles of business operations for sustainable growth of the Bank and companies in its financial business group.

Mr. Anon Sirisaengtaksin invited the shareholders to raise questions and comments.

Mr. Piyapong Prasaththong, a shareholder, referred to the bankruptcy of commercial banks in the USA, such as Silicon Valley Bank (SVB), as well as a commercial bank in Europe, namely Credit Suisse Bank that had been facing the same situation of liquidity crunch, causing large number of their customers to withdraw deposits. Subsequently, UBS Bank had to acquire the business of Credit Suisse Bank. He then asked about the impact on CIMB Thai Bank and how CIMB Thai Bank could take part in building trust and stability in Thai financial institution sector.

Mr. Paul Wong Chee Kin, Executive Director and the President and CEO, clarified that the Bank had assessed its own stability as well as monitored and examined several areas, one of which was the liquidity

management, through proper governance processes, i.e. endorsement by relevant Board Committees before proposing for the Board's consideration. After an occurrence of this crisis, the Bank had re-assessed and reviewed all of its key ratios. It had also submitted CIMB Thai Bank stability assessment results to CIMB Group, who had requested so and also did the same assessment. The results reflected the Bank's robust position. In this regard, the Management was confident in the Bank's stability and that there would be no material impacts arising from the crisis. Nevertheless, the Management would continue to monitor the situation. Moreover, being under strict supervision of the Bank of Thailand (BOT) and other regulators also helped boost confidence. He viewed that financial institutions in Thailand, including CIMB Thai Bank, would not be much affected as the BOT did not allow commercial banks to directly invest in high-risk instruments, such as cryptocurrency.

As there were no questions from the shareholders, Mr. Anon Sirisaengtaksin informed the Meeting that this agenda item was to report the Meeting of the Bank's 2022 operating results for acknowledgment, thus no voting was required.

Resolution The Meeting acknowledged the Bank's operating results for the year 2022 as presented.

Agenda item 2 To consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2022

Mr. Anon Sirisaengtaksin proposed the Meeting to consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2022, which had duly been sent to the shareholders in advance together with the invitation letter. Details of the financial performance for the fiscal year ended 31 December 2022 were as provided in the Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report).

Mr. Anon Sirisaengtaksin invited the shareholders to raise questions and comments.

As there were no questions from the shareholders, Mr. Anon Sirisaengtaksin then requested the Meeting to cast votes. This agenda shall obtain majority votes of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting resolved by majority votes of the shareholders attending the Meeting and casting their votes to approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2022, with details of voting results as follows:

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Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending the Meeting and Casting Their Votes
Approved	33,116,286,165	99.9999
Disapproved	33	0.0000
Abstained	314,431	-

Agenda item 3 To consider and approve the appropriation of profit for the year 2022 and payment of dividend

Mr. Anon Sirisaengtaksin requested Ms. Waewalai Wattana, Head of Financial Control, to present details of the matter to the Meeting.

Ms. Waewalai Wattana presented that for the year 2022, the Bank reported its separate financial statements for the fiscal year ended 31 December 2022 as audited by the certified public accountant showing a net profit of THB 2,324,795,747.01. The Board thus considered it proper to propose for the Meeting's approval of the appropriation of profit for the year 2022 to the statutory reserve in the amount of THB 116,300,000.00. Pursuant to Section 116 of the Public Limited Companies Act, B.E. 2535 (1992), and Article 44 of the Bank's Articles of Association, the Bank shall allocate part of the year's net profit as a reserve fund at least five percent of the net annual profits less accumulated loss brought forward (if any) until the reserve fund reaches at least ten percent of the registered capital. The remaining net profit after such appropriation had been carried forward in the amount of THB 2,208,495,747.01 as retained earnings.

The Bank's dividend policy sets out the principles for determination of dividend payment to its shareholders. It may consider distributing dividends to its shareholders if its operations are profitable, provided that its business and statutory reserve requirements are maintained. The remaining profit from paying dividend can be allocated as reserve funds/retained earnings. The Bank may pay interim dividend to its shareholders from time to time as it deems fit and if it has enough profits to do so.

In addition, the Bank's dividend payment was in compliance with the Bank of Thailand's Notification No. SorNorSor. 20/2561 (2018), Section 8, which stipulates that the financial institution should not pay dividend from unrealized profits or profits without real cash flows, and gain from sale of assets not considered a true sale.

Therefore, the Board considered it proper to propose for the Meeting's approval of the payment of dividend for the operating results of 2022 at the rate of THB 0.0115 per share, totaling THB 400,456,010. The proposed rate of dividend payment was considered appropriate in accordance with the dividend payment policy. After the dividend payment, the Bank's capital fund would remain strong and continue to

accommodate its business expansion.

Mr. Anon Sirisaengtaksin invited the shareholders to raise questions and comments, and then informed the Meeting that there was a shareholder who had submitted a question in advance, as follows:

Mr. Kiat Sumongkolthanakul, a shareholder, asked why the Bank paid a lower dividend in 2022, considering the dividend payout ratios of 17% in 2022 and 24% in 2021.

Mr. Paul Wong Chee Kin, Executive Director and President and CEO, clarified that he, together with the Management, had put the best effort to continually generate returns to the shareholders and pay dividends at an appropriate rate. The shareholder's remark was accurate. However, in view of the amount of 2022 dividend payment, it was actually 15% higher Y-o-Y and was one of the highest amounts having been paid by the Bank. The Bank would continue to operate its business with efficiency to ensure more appropriate dividend payment.

As there were no questions from the shareholders, Mr. Anon Sirisaengtaksin then requested the Meeting to cast votes. This agenda shall obtain majority votes of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting resolved by majority votes of the shareholders attending the Meeting and casting their votes to approve the appropriation of profit for the year 2022 to the statutory reserve in the amount of THB 116,300,000.00. The remaining net profit after such appropriation had been carried forward in the amount of THB 2,208,495,747.01 as retained earnings, and to approve the dividend payment for the operating results of 2022 at the rate of THB 0.0115 per share, totaling THB 400,456,010, which complied with the Bank's dividend payment policy. The Bank would specify the names of the shareholders who had the right to receive the dividend payment on Tuesday, 25 April 2023 (Record Date), and the dividend payment shall be made on Wednesday, 10 May 2023, with details of voting results as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending the Meeting and Casting Their Votes
Approved	33,116,225,065	99.9988
Disapproved	375,531	0.0011
Abstained	33	-

Agenda item 4 To acknowledge the director's resignation

Mr. Anon Sirisaengtaksin reported to the Meeting that Mr. Hafriz Bin Abdul Rahman had resigned from his director position, as well as a Member of the Board Risk and Compliance Committee, with effect from

1 September 2022. The total number of the directors thus decreased from 11 persons to 10 persons.

Article 21 of the Bank's Articles of Association specifies that in case any vacancy occurs in the Board of Directors for reasons other than retirement by rotation, the Board of Directors shall elect a person who has the qualifications and who does not have any prohibited characteristics under the law as a replacement at the following meeting of the Board of Directors, unless the remaining duration of the director's term of office is less than two months. The replacing director shall hold office only for the remaining term of office of the director whom he/ she has replaced.

By virtue of the Article 21 above, the Board considered it proper, as recommended by the Nomination, Remuneration and Corporate Governance Committee (NRCC), to propose for the Meeting's acknowledgement of the aforesaid resignation and the reservation of the vacant seat of the director arising from the resignation of Mr. Hafriz Bin Abdul Rahman, whose remaining term of office as of today's Meeting date was 2 years. Meanwhile, the NRCC was recruiting a qualified person without any prohibited characteristics under relevant laws and regulations to replace him.

Mr. Anon Sirisaengtaksin invited the Chairman to present the matter to be notified for the Meeting's acknowledgment.

Dato' Robert Cheim Dau Meng, Chairman, informed the Meeting of the resignations of Dr. Rom Hiranpruk, Independent Director, Chairman of Board Risk and Compliance Committee, and Member of Audit Committee, and Mr. Chanmanu Sumawong, Independent Director, Member of Audit Committee, and Member of Nomination, Remuneration and Corporate Governance Committee, which would be in effect on 13 April 2023. The announcement of their resignations had already been made to the Stock Exchange of Thailand (SET) on 13 March 2023. The resignations were due to the resizing of CIMB Thai Bank 's Board size to be more in line with that of CIMB Group's other subsidiaries.

The Chairman clarified further regarding the resizing plan that the Bank's Board of Directors was expected to be resized to a total of eight directors. Out of the three resigning directors, namely Mr. Hafriz Bin Abdul Rahman, Dr. Rom Hiranpruk, and Mr. Chanmanu Sumawong, the Bank planned to appoint only one new director who would replace him, as his plan was also to step down from the Board in due course. To comply with the laws, the Bank would further propose to the shareholders for approval and acknowledgment of the new Board composition and any related updates, expectedly at the next shareholders' meeting.

Mr. Anon Sirisaengtaksin invited the shareholders to raise questions and comments.

As there were no questions from the shareholders, Mr. Anon Sirisaengtaksin then informed the Meeting that this agenda item was to report for shareholders' acknowledgment, thus no voting was required.

Resolution The Meeting acknowledged the resignation of Mr. Hafriz Bin Abdul Rahman, and the reservation of the vacant seat of the director to be duly filled by a qualified person in replacement of Mr. Hafriz Bin Abdul Rahman, after completion of the recruitment process by the Nomination, Remuneration and Corporate Governance Committee

Agenda item 5 To consider and approve the re-election of the directors retiring by rotation

As this agenda concerned the re-election of the directors retiring by rotation, and Mr. Anon Sirisaengtaksin was one of them, he assigned Mrs. Patima Jumpasut, the Company Secretary, to present details of the matter to the Meeting.

Mrs. Patima Jumpasut informed the Meeting that pursuant to the Public Limited Companies Act, B.E. 2535 (1992), and Article 18 of the Bank's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall vacate office, and in the following years, the director who has held office longest shall retire. Moreover, the retiring director is eligible for re-election. In order to be in compliance with the aforementioned Public Limited Companies Act and the Bank's Articles of Association, at this Meeting, three directors who shall retire by rotation and be eligible for re-election are as follows:

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|----|--------------------------|----------------------|
| 1. | Mr. Anon Sirisaengtaksin | Independent Director |
| 2. | Dato' Abdul Rahman Ahmad | Executive Director |
| 3. | Mr. Paul Wong Chee Kin | Executive Director |

The Nomination, Remuneration and Corporate Governance Committee recommended to the Board to propose for the Meeting's consideration of the re-election of the three retiring directors as the Bank's directors for another term.

The Board (excluding directors with vested interest) viewed that the three nominated persons possessed knowledge, capabilities, and experiences in finance and banking, management, business relation, and cross-border strategy. All of them were fully qualified as the Bank's directors under applicable laws and regulations. Their appointments had already been approved by the Bank of Thailand.

For the sake of compliance with the good corporate governance principles, the Bank had allowed the shareholders to nominate qualified persons with no prohibited characteristics as candidates for election of directors according to the nomination criteria and procedure indicated on its website during 1 October 2022 - 31 December 2022. It turned out that no nomination was submitted by shareholders to the Bank.

Mr. Anon Sirisaengtaksin invited the shareholders to raise questions and comments.

As there were no questions from the shareholders, Mr. Anon Sirisaengtaksin then requested the Meeting to cast votes for the re-election of the retiring directors on an individual basis. This agenda shall obtain majority votes of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting resolved by majority votes of the shareholders attending the Meeting and casting their votes to approve the re-election of the three members of the Board of Directors, i.e., Mr. Anon Sirisaengtaksin, Dato' Abdul Rahman Ahmad, and Mr. Paul Wong Chee Kin, who were due to retire by rotation, as the Bank's directors for another term, with details of voting results as follows:

1. Mr. Anon Sirisaengtaksin

Independent Director / Chairman of Nomination, Remuneration and Corporate Governance Committee
/ Member of Board Risk and Compliance Committee

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending the Meeting and Casting Their Votes
Approved	33,116,550,365	99.9990
Disapproved	314,464	0.0009
Abstained	100	-

2. Dato' Abdul Rahman Ahmad

Executive Director

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending the Meeting and Casting Their Votes
Approved	33,116,550,365	99.9990
Disapproved	314,464	0.0009
Abstained	100	-

3. Mr. Paul Wong Chee Kin

Executive Director and the President and CEO

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Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending the Meeting and Casting Their Votes
Approved	33,116,547,365	99.9990
Disapproved	317,464	0.0009
Abstained	100	-

Agenda item 6 To consider and approve the directors' remuneration for the year 2023

Mr. Anon Sirisaengtaksin reported to the Meeting that the Nomination, Remuneration and Corporate Governance Committee (NRCC) recommended that the Board consider and propose to the Meeting to approve to remain the remuneration rates of the Board of Directors, the NRCC, and the Board Risk and Compliance Committee (BRCC) for the year 2023 at the existing remuneration rates, and to approve the addition of the Retainer Fees (Monthly) for the Audit Committee (AC). This was of the view that the AC members' duties and responsibilities were crucial and of greater scope, including ensuring accuracy and reliability of the financial reports and overseeing internal control and internal audit of the Bank and its subsidiaries to comply with the laws and requirements. The duties of the AC have increased continually, especially during the present days where the government agencies and regulators had frequently changed and updated the laws and regulations to suit circumstances. These remuneration rates were commensurate with peers' in the Thai banking industry and CIMB Group's framework.

Moreover, the NRCC suggested that the Board approve to change a calling of type of director's remuneration in English to align with CIMB Group. This change produces no effect to the meaning of the calling in Thai language.

Due to the Bank's policy not to pay remuneration to directors being an employee of the Bank or CIMB Group, Dato' Abdul Rahman Ahmad, Mrs. Vera Handajani, and Mr. Paul Wong Chee Kin shall not be entitled to the directors' remuneration.

In 2022, the total remuneration for directors amounted to THB 18,530,000, compared to THB 16,155,200 in 2021. Details of the remuneration for each individual director were presented under the heading of "Remuneration for Board Members" in "8. Report on Important Operational Results of Corporate Governance" of the Annual Registration Statement/Annual Report 2021 and 2022 (Form 56-1 One Report). Apart from the remuneration as reported, the Bank did not pay any remuneration and/or fringe benefits which were not normal remuneration to its directors.

The Board thus requested the Meeting to consider and approve remuneration for the Board of Directors and Board Committee members for the year 2023 by remaining the remuneration rates of the Board

of Directors, the NRCC, and the BRCC at the existing remuneration rates as those approved in 2022, and to approve the addition of the Retainer Fees (Monthly) for the AC, which shall be retroactively effective from 1 January 2023 after obtaining an approval from the shareholders, and to acknowledge the change of calling of type of director's remuneration in English to align with CIMB Group. Details were as tabulated below:

1. Remuneration for Board Members:

THB/person

Position	2023		
	Chairperson's Premium (Monthly)	Retainer Fees (Monthly)	Meeting Allowance
Chairman	140,000	50,000	50,000
Director	-	50,000	50,000

Remarks:

1. Directors were responsible for paying their own income tax.
2. Meeting allowance shall be paid once regardless of meeting frequency per month.

2. Remuneration for Board Committee Members:

THB/person

Position	2023		
	Chairperson's Premium (Monthly)	Retainer Fees (Monthly)	Meeting Allowance (Per Time)
1. Audit Committee			
• Chairperson	50,000	12,000	50,000
• Committee Member	-	8,000	50,000
2. Other Board Committees (i.e. Nomination, Remuneration and Corporate Governance Committee; and Board Risk and Compliance Committee)			
• Chairman	50,000	-	50,000
• Committee Member	-	-	50,000

Remarks:

1. Directors were responsible for paying their own income tax.
2. Meeting allowance shall be paid on a per meeting basis.

Mr. Anon Sirisaengtaksin invited the shareholders to raise questions and comments, and then informed the Meeting that there was a shareholder who had submitted question in advance, as follows:

Mr. Kiat Sumongkolthanakul, a shareholder, inquired about the reason that the Bank proposed additional monthly retainer fee for AC members while they had already received meeting allowance.

Mr. Anon Sirisaengtaksin, Independent Director and Chairman of Nomination, Remuneration and Corporate Governance Committee, clarified that the NRCC had considered and compared remuneration rates of all CIMB Thai Bank's Board Committees, including rates applied at peers and other industries. It was found that the remuneration rates paid to the AC in most organizations across all industries were normally higher than other Board Committees. Besides such comparisons, the NRCC also considered the AC's duties and responsibilities, and viewed that their duties and responsibilities, such as ensuring correctness and accuracy of financial statements, overseeing internal audit and internal control of the Bank, and overseeing its compliance with rules, regulations and requirements, were all significant.

Mr. Anon Sirisaengtaksin, Independent Director and Chairman of Nomination, Remuneration and Corporate Governance Committee, clarified further on the overall criteria for considering directors' remuneration, including: 1) Alignment with general standard practices, 2) Taking into account necessary amount that could motivate and provide comfort to the Bank's directors in carrying out their duties in the Board and Board Committees, and 3) Commensuration with the directors' duties and responsibilities.

Apart from the above advance question, there was an enquiry from a proxy holder who attended the meeting as follows:

Mr. Phakkaphol Phanmunchukorn, a proxy holder of Mrs. Samaporn Kaewwaew, inquired whether the Bank's directors' remuneration was too low, compared to other public companies.

Mr. Anon Sirisaengtaksin, Independent Director and Chairman of Nomination, Remuneration and Corporate Governance Committee, clarified that the Bank had continuously considered the appropriateness of the directors' remuneration. The Bank had made an adjustment to the remuneration once in 2021. In this regard, the NRCC aimed to ensure that the Bank's directors' remuneration was attractive and comparable to those of other companies. In general, the Bank's directors' remuneration was at a moderate level and not too low. Moreover, given the NRCC's duty to assist in overseeing the directors' duty performance and considering appropriateness of directors' remuneration on a regular basis, the matter had been regularly discussed in the NRCC's meetings to ensure that all directors were adequately and appropriately accommodated.

As there were no questions from the shareholders, Mr. Anon Sirisaengtaksin then requested the Meeting to cast votes. This agenda shall obtain the votes of not less than two-thirds of the total number of the votes of the shareholders attending the Meeting.

Resolution The Meeting resolved by not less than two-thirds of the total number of the votes of the shareholders attending the Meeting to approve the directors' remuneration for the year 2023 by remaining the remuneration rates of the Board of Directors, the NRCC, and the BRCC as those approved in 2022, and to approve the addition of the Retainer Fee (Monthly) for the AC, which shall be retroactively effective from 1

January 2023 after obtaining an approval from the shareholders, and to acknowledge the change of calling of type of director's remuneration in English to align with CIMB Group, with details of voting results as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending the Meeting
Approved	33,116,547,365	99.9990
Disapproved	314,564	0.0009
Abstained	3,000	0.0000

Agenda item 7 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2023

Mr. Anon Sirisaengtaksin invited Mrs. Oranuch Apisaksirikul, Chairperson of Audit Committee, to present details of the matter to the Meeting.

Mrs. Oranuch Apisaksirikul informed the Meeting that the Public Limited Companies Act, B.E. 2535 (1992) stipulates that an annual general meeting of shareholders shall appoint an auditor and determine the auditing fee annually, and that the former auditor might be re-appointed. In this regard, the Audit Committee had selected the auditor and considered the audit fee in line with the laws and good corporate governance principles. The auditor had been selected by taking into account qualifications, capabilities and independence of the auditor, before proposing for the Board's consideration of further proposing to the annual general meeting of shareholders.

The Board concurred with the Audit Committee's recommendation to propose for the shareholders' approval of the appointment of PricewaterhouseCoopers ABAS Limited (PWC) as the Bank's auditor for the year 2023. Any of the following three CPA holders shall be empowered to audit, perform and sign off on the Auditor's Report.

	<u>CPA License Number</u>
1. Mr. Boonlert Kamolchanokkul	5339
2. Ms. Sinsiri Thangsombat	7352
3. Mr. Paiboon Tunkoon	4298

PwC was a well-known and independent audit firm with competence and expertise in the banking sector, as well as effective management system, thereby being able to provide good support to enhance the Bank's finance function and other areas of the Bank. The above CPA holders and PwC had neither relationships nor any interests nor any transactions which might cause conflict of interests with the Bank,

subsidiaries, executives, major shareholders or other related persons. In this regard, the appointment of PwC had duly been approved by the Bank of Thailand.

The Board of Directors also concurred with the Audit Committee's recommendation to propose for the Meeting's consideration and approval of the audit fee for the Bank in the amount of THB 12,321,000, as well as for the Meeting's acknowledgement of the audit fee for the subsidiaries of the Bank in the amount of THB 2,748,000, making up the total audit fees of CIMB Thai Group of THB 15,069,000 for the year 2023, which increased from the prior year by 4.9%. It was also proposed to authorize the Bank's Management to consider and approve additional fees as deemed appropriate in the event that CIMB Thai Group requested the auditors to perform additional services.

As for non-audit fee in the fiscal year 2022, there was the non-audit service fee of THB 276,924 paid to the auditor in the fiscal year 2022, which was for the transfer pricing advisory service - Preferred cross-border referral to support the transfer pricing review for the profit sharing between the Bank and CIMB Bank Berhad, Singapore Branch.

Mr. Anon Sirisaengtaksin invited the shareholders to raise questions and comments.

As there were no questions from the shareholders, Mr. Anon Sirisaengtaksin then requested the Meeting to cast votes. This agenda shall obtain majority votes of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting resolved by majority votes of the shareholders attending the Meeting and casting their votes to appoint the PricewaterhouseCoopers ABAS Ltd. (PwC), represented by Mr. Boonlert Kamolchanokkul (CPA License No. 5339) and/or Ms. Sinsiri Thangsombat (CPA License No. 7352) and/or Mr. Paiboon Tunkoon (CPA License No. 4298), as CIMB Thai Group's auditor for the year 2023, and to determine the audit fees for 2023 of THB 12,321,000 for the Bank, as well as to acknowledge the audit fee of THB 2,748,000 for the subsidiaries of the Bank, making up the total audit fees of CIMB Thai Group of THB 15,069,000 for the year 2023. Details of voting results are as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending the Meeting and Casting Their Votes
Approved	33,116,550,498	99.9990
Disapproved	314,431	0.0009
Abstained	0	-

Agenda item 8 To consider and approve amendments to the Articles of Association of the Bank, including Chapter IV: Board of Directors, Articles 21, 24, 25 and 26; Chapter V: General Meeting of Shareholders, Articles 30, 31, 32 and 34; Chapter VI: Accounting, Financing and Auditing, Articles 43 and 50; and Chapter VII: Additional Provisions, Articles 52 and 53

Mr. Anon Sirisaengtaksin requested Mrs. Patima Jumpasut, Company Secretary, to present details of the matter to the Meeting.

Mrs. Patima Jumpasut informed the Meeting that to correspond with the Public Limited Companies Act (No. 4), B.E. 2565 (2022), which was enacted to amend the Public Limited Companies Act, B.E. 2535 (1992) (PLC Amendment) to reflect technological developments, the Board deemed it proper to amend the Bank's Articles of Association (AOA) to be up-to-date and align with the PLC Amendment. The amendments covered such areas as allowing the use of electronic means in advertising statements related to a public limited company, delivering letters or documents, appointing a proxy to attend a shareholders' meeting, and noticing, reporting or advertising any statement in the newspaper. It also included additional clauses for the case of the Board of Directors' meeting called by a joint request from two or more directors to the Board Chairman. Besides, the Board deemed it fit to also amend the article in relation to directors acting for the Bank to offer more convenience and speediness in the Bank's operational processes as well as increase flexibility in performing businesses and transactions of the Bank.

Mrs. Patima Jumpasut additionally informed the Meeting that there was an error in the details provided in the Meeting's Notice which indicated that there was no existing clause for Article 53, while the former clause of Article 53 was associated with the Company's Seal. The Company's Seal was then moved down to be Article 54.

The Board considered it proper for the Meeting to consider and approve the amendments to the Bank's AOA, including Chapter IV: Board of Directors, Articles 21, 24, 25 and 26; Chapter V: General Meeting of Shareholders, Articles 30, 31, 32 and 34; and Chapter VI: Accounting, Financing and Auditing, Articles 43 and 50; and Chapter VII: Additional Provisions, Articles 52, 53, and 54.

The Bank's AOA proposed for amendments was as follows:

Existing	Proposed Change
<u>Chapter IV</u> <u>Board of Directors</u>	<u>Chapter IV</u> <u>Board of Directors</u>
Article 21. In case any vacancy occurs in the board of directors for reasons other than retirement by	Article 21. In case any vacancy occurs in the board of directors for reasons other than retirement by

Existing	Proposed Change
<p>rotation, the board of directors shall elect a person who has the qualifications and who does not have any prohibited characteristics under the law as a replacement at the following meeting of the board of directors, unless the remaining duration of the director's term of office is less than two months. The replacing director shall hold office only for the remaining term of office of the director whom he has replaced.</p> <p>The resolution of the board of directors under the first paragraph shall be supported by a vote of not less than three-fourths of the number of the remaining directors.</p>	<p>rotation, the board of directors shall elect a person who has the qualifications and who does not have any prohibited characteristics under the law as a replacement at the following meeting of the board of directors, unless the remaining duration of the director's term of office is less than two months.</p> <p>The resolution of the board of directors under the first paragraph shall be supported by a vote of not less than three-fourths of the number of remaining directors.</p> <p>The replacing director shall hold office only for the remaining term of office of the director whom he has replaced.</p>
<p>Article 24. The board of directors shall hold a meeting at least once every quarter. The meeting may be taken in any places as the board of directors deems appropriate.</p> <p>The board of directors' meeting shall consist of one-half of total of directors present at the meeting to constitute the quorum. If at any time the chairman is absent or is unable to perform the duty and there is the vice chairman, the vice chairman shall act as chairman of the meeting. If there is no vice chairman or the vice chairman is unable to perform the duty, the meeting shall elect one of the directors present at the meeting to act as chairman of the meeting.</p> <p>All resolutions of the board of directors' meeting shall be passed by the affirmative vote of a majority of the directors. One director shall have one vote, but any director who has the interest in any matter shall have no right to vote for such matter. In case of tie vote, the chairman has a casting vote.</p>	<p>Article 24. The board of directors shall hold a meeting at least once every three months. The meeting may be taken in any places as the board of directors deems appropriate.</p> <p>The board of directors' meeting shall consist of one-half of total of directors present at the meeting to constitute the quorum. If at any time the chairman is absent or is unable to perform the duty and there is the vice chairman, the vice chairman shall act as chairman of the meeting. If there is no vice chairman or the vice chairman is unable to perform the duty, the meeting shall elect one of the directors present at the meeting to act as chairman of the meeting.</p> <p>All resolutions of the board of directors' meeting shall be passed by the affirmative vote of a majority of the directors. One director shall have one vote, but any director who has the interest in any matter shall have no right to vote for such matter. In case of tie vote, the chairman has a casting vote.</p>
<p>Article 25. The chairman of the board of directors shall be the person who calls the meeting of the</p>	<p>Article 25 The chairman of the board of directors shall be the person who calls the meeting of the</p>

Existing	Proposed Change
<p>board of directors. The chairman or person assigned by the chairman shall send a notice summoning the meeting to the directors not less than seven days prior to the date of the meeting. However, in the case that there arises the necessity and urgency to safeguard the rights and interest of the Company, a meeting may be convened by other means and the date of the meeting may be scheduled sooner. However, if such a meeting is held through electronic media, the Company is able to send a notice summoning the meeting through electronic mail.</p> <p>Two directors or more may request for holding of the board of directors' meeting. The chairman shall determine the date of the meeting to be held within fourteen days upon receipt of the request.</p> <p>The chairman of the board of directors or person assigned by the chairman may determine that the meeting is held through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof.</p>	<p>board of directors. The chairman or person assigned by the chairman shall send a notice summoning the meeting to the directors not less than three days prior to the date of the meeting. However, in the case that there arises the necessity and urgency to safeguard the rights and interest of the Company, a meeting may be notified by electronic means or any other means, and the date of the meeting may be scheduled sooner.</p> <p>With appropriate reason or an intention to safeguard the rights or interest of the Company, two directors or more may jointly request the chairman to hold the board of directors' meeting, with indication of the subject matter to be proposed for consideration and supporting rationale. The chairman shall summon and determine the meeting to be held within fourteen days upon receipt of the request.</p> <p>In case where the chairman fails to act in accordance with the second paragraph, the aforesaid requesting directors may jointly call and determine the meeting to be held to consider the requested subject matter within fourteen days upon the end of period specified in the second paragraph.</p> <p>In case of an absence of the chairman of the board of directors, the vice chairman shall summon the meeting. In case of an absence of the vice chairman, two directors or more may jointly call the meeting of the board of directors.</p> <p>The chairman of the board of directors or person assigned by the chairman may determine that the meeting is held through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof. In such case, the Company's head office shall be considered a meeting venue.</p>

Existing	Proposed Change
<p>Article 26. The board of directors has the power and duty to manage the Company to operate business in accordance with the objectives, Articles of Association and resolutions of the shareholders' meeting, including:</p> <ul style="list-style-type: none"> (1) Monitor and control the business operation of the Company; (2) Appoint and remove officers and employees of the Company; (3) Pay reward and severance pay to staffs or employees of the Company or any person who works, temporarily or permanently, for the Company; (4) Pay interim dividend to the shareholders. <p>The board of directors may entrust one or more directors or other person to conduct the Company's business on behalf of the board of directors.</p> <p>Any acts will bind the Company upon any two directors jointly signing with the Company's seal affixed.</p> <p>The board of directors shall have the power to change and alter name and number of the directors authorized to do any acts on behalf of the Company.</p>	<p>Article 26. The board of directors has the power and duty to manage the Company to operate business in accordance with the objectives, Articles of Association and resolutions of the shareholders' meeting, including:</p> <ul style="list-style-type: none"> (1) Monitor and control the business operation of the Company; (2) Appoint and remove officers and employees of the Company; (3) Pay reward and severance pay to staffs or employees of the Company or any person who works, temporarily or permanently, for the Company; (4) Pay interim dividend to the shareholders. <p>The board of directors may entrust one or more directors or other person to conduct the Company's business on behalf of the board of directors.</p> <p>Any acts will bind the Company upon any one executive director solely signing with the Company's seal affixed or any other two directors jointly signing with the Company's seal affixed, as determined and assigned by the board of directors.</p> <p>The board of directors shall have the power to change and alter name and number of the directors authorized to do any acts on behalf of the Company.</p>
<p style="text-align: center;"><u>Chapter V</u> <u>General Meeting of Shareholders</u></p>	<p style="text-align: center;"><u>Chapter V</u> <u>General Meeting of Shareholders</u></p>
<p>Article 30. The board of directors shall convene an</p>	<p>Article 30. The board of directors shall convene an</p>

Existing	Proposed Change
<p>annual general meeting of shareholders within four months from the date of fiscal year ended of the Company.</p> <p>All other meetings of shareholders shall be called extraordinary meetings. The board of directors may call for an extraordinary meeting whenever they deem fit.</p> <p>The board of directors may convene a meeting of shareholders through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof.</p>	<p>annual general meeting of shareholders within four months from the date of fiscal year ended of the Company.</p> <p>All other meetings of shareholders shall be called extraordinary meetings. The board of directors may call for an extraordinary meeting whenever they deem fit.</p> <p>The board of directors may convene a meeting of shareholders through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof. In such case, the Company's head office shall be considered a meeting venue.</p>
<p>Article 31. One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold of the Company may make a written request to the board of directors to call an extraordinary meeting of shareholders at any time, provided that they shall clearly indicate the subject matter and state their reasons in such written request. In such case, the board of directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p> <p>In case where the board of directors does not arrange for the meeting to be held within the period specified in the first paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may call the meeting by themselves within forty-five (45) days from the end of the period specified in the first paragraph. In such case, the meeting shall be considered as duly called by the board of directors, and the Company shall bear the necessary expenses incurred from the arrangement</p>	<p>Article 31. One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold of the Company may make a written request to the board of directors to call an extraordinary meeting of shareholders at any time, provided that they shall clearly indicate the subject matter and state their reasons in such written request. In such case, the board of directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p> <p>In case where the board of directors does not arrange for the meeting to be held within the period specified in the first paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may call the meeting by themselves within forty-five (45) days from the end of the period specified in the first paragraph. In such case, the meeting shall be considered as duly called by the board of directors, and the Company shall bear the necessary expenses incurred from the arrangement</p>

Existing	Proposed Change
<p>for such meeting and shall facilitate the said arrangement as appropriate.</p> <p>Where it appears that, at any meeting of shareholders called by the shareholders in accordance with the second paragraph, the number of shareholders attending the meeting is not sufficient to constitute a quorum as prescribed in Article 33, those shareholders under the second paragraph shall jointly reimburse the Company for all the expenses incurred from the arrangement for such meeting.</p>	<p>for such meeting and shall facilitate the said arrangement as appropriate.</p> <p>In case of the meeting called by the shareholders under the second paragraph, the calling shareholders may convene the meeting through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof. The calling shareholders may send a notice summoning a meeting to the shareholders via electronic means, provided that an intention has been declared or a consent has been given by the shareholders to the Company or the board of directors for sending such notice by electronic means as stated in Article 52. In such case, the Company's head office shall be considered a meeting venue.</p> <p>Where it appears that, at any meeting of shareholders called by the shareholders in accordance with the second paragraph, the number of shareholders attending the meeting is not sufficient to constitute a quorum as prescribed in Article 33, those shareholders under the second paragraph shall jointly reimburse the Company for all the expenses incurred from the arrangement for such meeting.</p>
<p>Article 32. To call for a shareholders' meeting, the board of directors shall prepare a notice containing place, day, time, agendas of the meeting and the subject matters to be proposed to the meeting, together with details as deemed appropriate, clear indication whether such matter is submitted for acknowledgment, approval, or consideration, as the case may be, and the opinion of the board of directors on such matters. Such notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of such meeting.</p>	<p>Article 32. To call for a shareholders' meeting, the board of directors shall prepare a notice containing place, day, time, agendas of the meeting and the subject matters to be proposed to the meeting, together with details as deemed appropriate, clear indication whether such matter is submitted for acknowledgment, approval, or consideration, as the case may be, and the opinion of the board of directors on such matters. Such notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of such meeting.</p>

Existing	Proposed Change
<p>Furthermore, such notice shall also be published in a newspaper for three consecutive days at least three days prior to the date of the meeting.</p>	<p>Furthermore, such notice shall also be advertised for three consecutive days at least three days prior to the date of the meeting in the newspaper or be advertised through electronic media in accordance with the guidelines determined by the Registrar.</p>
<p>Article 34. Any shareholder may appoint in writing any person as his proxy-holder to attend and vote on his behalf at such meeting. The proxy-holder shall submit the proxy to the chairman of the board of directors or the person designated by the chairman of the board of directors at the place of the meeting before the proxy-holder attends the meeting. The proxy must be in accordance with the form as determined by the Registrar.</p>	<p>Article 34. Any shareholder may appoint in writing any person as his proxy-holder to attend and vote on his behalf at such meeting. The proxy-holder shall submit the proxy to the chairman of the board of directors or the person designated by the chairman of the board of directors at the place of the meeting before the proxy-holder attends the meeting. The proxy must be in accordance with the form as determined by the Registrar.</p> <p>The proxy appointment under the first paragraph may be proceeded through electronic means under any method that can be trusted of security and that the proxy is performed by the shareholder in accordance with the guidelines stipulated by the Registrar.</p>
<p style="text-align: center;"><u>Chapter VI</u> <u>Accounting, Financing and Auditing</u></p> <p>Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid.</p> <p>The board of directors may appropriate the net profit remaining after paying dividend as per the resolution of the shareholders or after paying interim dividend (if any), or appropriate the net profit shown in the balance sheets and profit and loss statements, and the financial statements, which have been audited, as any reserve or reserve for capital fund of the Company, as the board of directors may deem appropriate. In addition, the board of directors shall have authority to change reserve for capital fund</p>	<p style="text-align: center;"><u>Chapter VI</u> <u>Accounting, Financing and Auditing</u></p> <p>Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid.</p> <p>The board of directors may appropriate the net profit remaining after paying dividend as per the resolution of the shareholders or after paying interim dividend (if any), or appropriate the net profit shown in the balance sheets and profit and loss statements, and the financial statements, which have been audited, as any reserve or reserve for capital fund of the Company, as the board of directors may deem appropriate. In addition, the board of directors shall have authority to change reserve for capital</p>

Existing	Proposed Change
<p>or any reserve which has been appropriated, as it may deem appropriate, with the exception of reserve fund under Article 44.</p> <p>The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within the time prescribed by the law. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper.</p>	<p>fund or any reserve which has been appropriated, as it may deem appropriate, with the exception of reserve fund under Article 44.</p> <p>The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within the time prescribed by the law. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper or advertised via electronic media in accordance with the guidelines determined by the Registrar.</p>
<p>Article 50. The Company shall send to the Registrar the annual report together with copies of balance sheet, profit and loss account examined by the auditor and approved by the shareholder's meeting, and copies of the minutes of the shareholders meeting relating to the approval of balance sheet, the allocation of profit and dividend duly signed by the authorized persons of the Company. The balance sheet shall be advertised to the public in the newspaper at least one day and within one month from the date of approving by the shareholders' meeting.</p>	<p>Article 50. The Company shall send to the Registrar the annual report together with copies of balance sheet, profit and loss account examined by the auditor and approved by the shareholder's meeting, and copies of the minutes of the shareholders meeting relating to the approval of balance sheet, the allocation of profit and dividend duly signed by the authorized persons of the Company. The balance sheet shall be advertised to the public in the newspaper at least one day and within one month from the date of approving by the shareholders' meeting. Such advertisement may be through electronic media in accordance with the guidelines determined by the Registrar.</p>

Existing	Proposed Change
<p style="text-align: center;"><u>Chapter VII</u> <u>Additional Provisions</u></p> <p>Article 52. All notices required to be sent by these Articles of Association shall be made in writing and sent by registered post or by messenger and shall be advertised in a local daily Thai newspaper published in the area where the Company's head office is located for at least three consecutive days.</p>	<p style="text-align: center;"><u>Chapter VII</u> <u>Additional Provisions</u></p> <p>Article 52. In case where the Company or the board of directors has a duty to send letters or documents under these Articles of Association to the Company's directors or shareholders, the Company or the board of directors may send such letters or documents by electronic means in accordance with the guidelines prescribed by the Registrar, provided that an intention has been declared or a consent has been given by such person for such letters or documents to be sent through electronic means.</p>
<p>Article 53. The seal of the Company is as affixed herein below.</p> <p style="text-align: center;">- The Company's Seal -</p>	<p>Article 53. In case where the Company has a duty to give notice, report or advertise any statement to other persons or the general public through the newspaper under provisions within the laws related to public limited companies, the Company may advertise them through electronic means.</p>
<p>Article 54. -None-</p>	<p>Article 54. The seal of the Company is as affixed herein below.</p> <p style="text-align: center;">- The Company's Seal –</p>

In addition, the Board considered it proper to propose for the Meeting's approval of further process as required by the regulators, i.e. notifying the change to the Stock Exchange of Thailand, and registering the amended AOA with the Department of Business Development, Ministry of Commerce, which included the process of the delegation of authority by the Board of Directors or the President and Chief Executive Officer to conduct the registration as well as amend or add information as ordered by the registrar, in which case the substance of the AOA of the Bank shall not be affected.

Mr. Anon Sirisaengtaksin invited the shareholders to raise questions and comments.

As there were no questions from the shareholders, Mr. Anon Sirisaengtaksin then requested the Meeting to cast votes. This agenda item shall obtain the votes of not less than three-fourths of the total number of votes of the shareholders attending and being entitled to vote at the Meeting.

Resolution The Meeting resolved by not less than three-fourths of the total number of votes of the shareholders attending and being entitled to vote at the Meeting to approve the amendments to the Bank's AOA, including Chapter IV: Board of Directors, Articles 21, 24, 25 and 26; Chapter V: General Meeting of Shareholders, Articles 30, 31, 32 and 34; and Chapter VI: Accounting, Financing and Auditing, Articles 43 and 50; and Chapter VII: Additional Provisions, Articles 52, 53 and 54. In addition, the Meeting resolved to approve further process as required by the regulators, i.e. notifying the change to the Stock Exchange of Thailand, and registering the amended AOA with the Department of Business Development, Ministry of Commerce, which included the process of the delegation of authority by the Board of Directors or the President and Chief Executive Officer to conduct the registration as well as amend or add information as ordered by the registrar, in which case the substance of the AOA of the Bank shall not be affected. Details of voting results are as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending and Being Entitled to Vote at the Meeting
Approved	33,116,861,896	99.9999
Disapproved	3,033	0.0000
Abstained	0	0.0000

Agenda item 9 Other matters

As there were no proposed agenda items from the shareholders, Mr. Anon Sirisaengtaksin gave the opportunity to the shareholders to raise questions or discuss with the Board and the executives in other matters in addition to the agenda items which had previously been proceeded.

Mr. Piyapong Prasaththong, a shareholder, inquired about the Bank's measures to prevent fraudsters from using the Bank's accounts for illegal purpose (mule account), and to prevent loss of customers' money in their accounts due to the fraudulent acts as well as to prevent fraudsters from illegally claiming the Bank's name to trick customers into applying for loans via social media.

Mr. Paul Wong Chee Kin, Executive Director and the President and CEO, clarified that the Bank had implemented several measures to prevent any possible impact to the customers, including prohibiting sending links via SMS to customers, fortifying the Bank's mobile banking security to prevent fraudsters' remote access, and providing 24-hour Care Center services to receive the incident reports from customers and take relevant actions for the customers who might be affected by scams. In addition, the regulators had also released guidelines and decree to prevent financial crimes, which allowed the sharing of information of the

fraudsters between banks, enabling them to temporarily freeze the account or the transaction. In this connection, the Bank had strictly complied with the aforesaid guidelines and decree.

Ms. Wipawan Paurapun, a proxy holder of Thai Investors Association, inquired about the followings.

1. Corruption trend in banking and finance sectors
2. The Bank's policies to refuse or apply strict measures against granting loans to individuals or businesses having issues related to corruption, environmental exploitation, human trafficking, drugs, etc.
3. The Bank's preventive measures regarding money laundering and illicit fund flows, e.g. call center gangster cases, mule accounts, online gambling
4. Anti-Corruption Policies that the Bank would like political parties to push forward.
5. Whether the Bank be liable for a case of fraud committed by its staff which was deemed as individual wrongdoing?

Mr. Paul Wong Chee Kin, Executive Director and the President and CEO, clarified each point as follows:

1. The Bank was unable to provide a comment on corruption trend in banking and finance sectors. However, the Bank was committed to fight all forms of corruption by having been participated in and been certified for the first renewal of the membership of the Private Sector Collective Action Coalition Against Corruption (CAC), which signified commitment between the Bank and CAC to combat all forms of corruption.

2. Regarding the Bank's measures for loans granted to individuals or businesses having issues related to corruption, environmental exploitation, human trafficking, drugs, etc., the Bank had established a proper policy called the Sustainable Financing Policy, which determined proper due diligence on Environment, Society and Governance (ESG) risks, including the Exclusion List that included the highlighted issues such as gambling, corruption, etc.

3. Regarding the Bank's preventive measures for money laundering and illicit fund flows, the Bank had in place the Anti-money Laundering and Counter Financing of Terrorism (AML/CFT) Policy that met the international standards, and covered both Know Your Customer (KYC) and Customer Due Diligence (CDD), together with Enhanced Due Diligence (EDD), all of which would be conducted on an on-going basis. In addition, the Bank had monitoring in place for suspicious transactions to ensure that all these AML-related were regularly tackled, tracked, and monitored.

4. Referring to the previously presented agenda, the Bank had mapped out all plans and practices of the Bank in line with the CAC's requirements. The Bank had also communicated to all directors, executives, and staff with regards to relevant practice guidelines, e.g. Policies and Procedures on Giving and Receipt of Gifts and Entertainment as well as the Guideline on Supervision of Insider Trading which could

have an effect on securities price. This was to ensure proper practices and alignment with our agreement with the CAC.

(Remark: Please see additional clarification in the Enclosure to the Minutes.)

5. With regards to actions against internal frauds, the Bank had proper processes and governance in place to align with the good corporate governance practices. The investigation would be conducted based on the facts and evidences of the cases. After investigation, the Disciplinary Committee would consider disciplinary penalty against the wrongdoers as per the Bank's criteria, which included possible employment termination.

Mr. Phakkaphol Phanmunchukorn, a proxy holder of Mrs. Samaporn Kaewwaew, inquired about the Bank's views on credit card loan, considering their limited popularity and information.

Mr. Paul Wong Chee Kin, Executive Director and the President and CEO, clarified that the Bank had exited the credit card business since 2017 because such business required a large scale of customers to be successful. Nevertheless, following Forward23+ strategy, the Bank had refocused on mortgages, personal loans, and auto loans as the key revenue pillars for Consumer Banking business.

Ms. Ratree Wisithsurawong, a shareholder, inquired about the Bank's direction to grow its businesses this year.

Mr. Paul Wong Chee Kin, Executive Director and the President and CEO, clarified that the Bank was entering the third year of its Forward23+ journey. There had been very good progress across all the strategic themes thanks to the Management's operations under the Board's guidance. This year, the Bank would still be focusing on Consumer Banking, Wholesale Banking, and Treasury and Markets, similarly to last year. The Management was confident of being able to achieve the Bank's vision of being digital-led Bank within the ASEAN reach. It had also recently added targets on Sustainability development, which played an important part at CIMB Group and CIMB Thai Bank. In the previous agenda, the progress of the Bank's Sustainability developments had been presented. In the Bank's view, Sustainability was of necessity and of importance and would expectedly be value-added and door opener for CIMB Thai Bank's business opportunities. Sustainability was definitely embedded into organizational culture for adherence of all CIMB Thai Bank's staff.

In addition, the Bank was exploring a plan for regional strategic partnerships and a continued expansion of the Bank's business reach, along with diversification of its products and services offering. The Bank aimed to grow its Wholesale Banking, especially Corporate Banking through business expansion into ASEAN region, which the Bank had been very successful over the last couple years. Expectedly, in the next few years, the Bank would not only continue growing customer bases, but also support new Thai customers' business expansion into ASEAN region.

-Translation-

As for the Treasury & Markets and Consumer Banking, CIMB Thai Bank was one of the new two banks that had been appointed as Government Savings Bond (GSB)'s selling agent in 2023. The Bank's process and system development was currently on track and expected to be ready for service provision in the fourth quarter of 2023.

As there were no further questions raised by the shareholders, Dato' Robert Cheim Dau Meng, Chairman of the Meeting, thanked shareholders, proxy holders, and attendees for dedicating their time to attend the Meeting and providing useful recommendations which the Board and the Management would take into accounts. He then declared the Meeting adjourned.

The Meeting adjourned at 16.00 hrs.

Signed	-Dato' Robert Cheim Dau Meng- (Dato' Robert Cheim Dau Meng)	Chairman of the Meeting
Signed	-Patima Jumpasut- (Mrs. Patima Jumpasut)	Company Secretary Minutes Taker

Enclosure to the Minutes of the 2023 Annual General Meeting of Shareholders of
CIMB Thai Bank Public Company Limited

Clarification on Questions and Comments Raised by Shareholders

Question asked in advance that had not been clarified in the Meeting

1. Mr. Kiat Sumongkolthanakul, a shareholder, asked why the amounts of the Bank's net profits in 2022 and 2021 which were declared in the Meeting's Notice were different from those in the news disclosed to the Stock Exchange of Thailand (SET), i.e. THB 2,911 million and THB 2,325 million in the Meeting's Notice vs. THB 2,911 million and THB 2,441 million in the news disclosed to the SET.

Clarification: The Bank had investigated and found that the amounts shown in the Meeting's Notice and news disclosed to the SET were aligned. The Meeting's Notice showed the 2022 net profit amounts of THB 2,911 million as consolidated and THB 2,325 million as the Bank only, which were the same as those disclosed in the news to the SET. As for THB 2,441 million, it was the Bank's net profit in 2021, which was only declared in the news disclosed to the SET and not in the Meeting's Notice.

Question with additional clarification

1. Ms. Wipawan Paurapun, a proxy holder of Thai Investors Association, inquired about the Anti-Corruption Policies that the Bank would like political parties to push forward.

Clarification: The Bank was of the opinion that the political parties should promote education, engagement, and awareness to instill and allow young generations to recognize the importance of anti-corruption in all forms. As for CIMB Thai Bank, the Bank always complied with and worked in collaboration with the CAC and relevant regulators to further strengthen the Anti-Corruption Related Policies at the country level.