

**Guidelines for Meeting Registration, Proxy Appointment,  
and Vote Casting and Counting Via Electronic Media Channel**

**Meeting registration via electronic media channel**

Please follow the Guidelines for Attending Electronic Meeting Via Inventech Connect, per Enclosure 7. The registration system will be available from 31 March 2022 from 8.30 a.m. until the end of the meeting.

**Appointment of proxy**

The Bank has dispatched Proxy Form B, as specified by Department of Business Development, Ministry of Commerce, with clear details to the shareholders so that the shareholders who are unable to attend the meeting themselves via electronic media channel can consider appointing other persons or any of the Bank's directors (as specified by the Bank) as their proxy holders to attend the meeting and cast votes at the meeting via electronic media channel.

In the event that a shareholder wants to appoint a proxy in general, he/she may use Proxy Form A. Should any shareholder be a foreign investor for which a custodian in Thailand is appointed, such shareholder may use Proxy Form C. The Proxy Forms are available for download from website: <http://www.cimbthai.com>.

**1. Appointment of another person as a proxy**

- A proxy grantor shall appoint and authorize only one proxy to attend the meeting and cast votes via the electronic media channel on the proxy grantor's behalf. The number of shares held by such proxy grantor may not be split for more than one proxy to separate the votes.
- A proxy grantor shall fill information in the proxy form and the signatures of both the proxy grantor and the proxy must be completely and correctly placed therein.
- Please follow the Guidelines for Attending Electronic Meeting Via Inventech Connect in Enclosure No. 7. The registration for proxy appointment can be made from 31 March 2022 at 8.30 a.m. onwards until the end of the meeting.

**2. Appointment of the Bank's independent director as a proxy**

- A proxy grantor shall fill in the following names, only one name, and information of the Bank's director in order to appoint he/she as a proxy:

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|---|---------------------|
| <p>1. <b>Mr. Chanmanu Sumawong</b><br/>         Independent Director / Member of Audit Committee / Member of Nomination,<br/>         Remuneration and Corporate Governance Committee<br/>         Address: 634 Soi Sri Yan 1, Nakonchaisri Road, Nakonchaisri Road Sub-<br/>         district, Dusit District, Bangkok</p> | <p>Age 65 years</p> |
| <p>2. <b>Dr. Rom Hiranpruk</b><br/>         Independent Director / Member of Audit Committee / Chairman of Board Risk<br/>         and Compliance Committee<br/>         Address: 100/155 Soi Sukhumvit 53, Sukhumvit Road, Khlong Tan Nuea Sub-<br/>         district, Wattana District, Bangkok</p>                       | <p>Age 67 years</p> |
| <p>3. <b>Mr. Natasak Rodjanapiches</b><br/>         Independent Director / Member and Alternate Chairman of Board Risk and<br/>         Compliance Committee<br/>         Address: 333/1 Soi Mисуwan 3, Khwaeng Phra Khanong Nuae, Khet Watthana,<br/>         Bangkok</p>  | <p>Age 59 years</p> |

- A proxy grantor shall provide all information requested and place his/her signature on the proxy form correctly and completely.
- Please send the proxy form, together with supporting documents, to the Bank by postal mail. The documents must be delivered to the Bank by 11 April 2022 at 2.00 p.m.

**Identification documents for meeting attendance via electronic media channel**

**1. In the event that the shareholder is a natural person:**

- 1.1 Attendance in person: A valid official ID card on which a photograph is shown, e.g. citizen ID card, government official ID card or passport, which is certified true and correct.
- 1.2 Attendance by proxy:
- A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of shareholders, which is completely filled in, signed by the proxy grantor (the shareholder) and the proxy, and affixed with a THB 20 duty stamp;
  - A copy of the proxy grantor's official ID card as referred to in 1.1 which is certified true and correct by the proxy grantor; and
  - A copy of the proxy's government-issued document as referred to in 1.1.

**2. In the event that the shareholder is a juristic person**

**2.1 Attendance in person by an authorized representative of the shareholder:**

- The authorized representative's original government-issued document as referred to in 1.1; and
- A copy of the Affidavit or Certificate of Incorporation of the shareholder which is issued no later than 1 year before the date of shareholders' meeting and shows the name of such authorized representative as a person having the power and authority to act on a shareholder's behalf. Such must be certified true and correct by an authorized representative.

**2.2 Attendance by proxy:**

- A proxy form as attached herewith the Invitation Letter of Annual General Meeting of Shareholders, which is completely filled in, signed by the proxy grantor and the proxy, and affixed with a THB 20 duty stamp;
- A copy of the Affidavit or Certificate of Incorporation of the shareholder which is issued no later than 1 year before the date of shareholders' meeting and shows the name of such authorized representative as a person having the power and authority to act on a shareholder's behalf. Such must be certified true and correct by an authorized representative;
- A copy of photo of government-issued document for an authorized representative, as referred to in 1.1, which is certified true and correct by such authorized representative; and
- A copy of the proxy's government-issued document as referred to in 1.1, which is certified true and correct.

**3. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under foreign laws**

Provisions specified in no. 1 and 2 above shall be mutatis mutandis to a non-Thai shareholder or the attendant of the meeting via electronic media channel, as the case may, to that which is juristic person incorporated under foreign laws, subject to the following conditions:

- Affidavit or Certificate of Incorporation of such juristic person may be issued by either a relevant government agency of the country in which the juristic person resides or by an officer representing such juristic person, provided that such Affidavit or Certificate of Incorporation contains the name of the juristic person, the name(s) of the person(s) with authority to sign on behalf of the juristic person, together with any restrictions or conditions of the signing power of such person(s) and the address of the head office of the juristic person; and
- English translation must be attached to any original document that is not made in English and such translation must be certified by the authorized representative(s) of the juristic person.

## Voting procedure

Clauses 33, 34 and 35 of the Bank's Articles of Association state that:

**Clause 33.** At a general meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number of at least twenty-five persons or not less than half of the total number of shareholders and holding altogether not less than one-third of the total number of shares sold in order to constitute a quorum, unless otherwise specified by the law.

If no quorum is formed after one hour has lapsed, and if it is an extraordinary meeting summoned upon the request of shareholders, it shall be dissolved; but if it is an extraordinary meeting not summoned upon the request of shareholders, another meeting shall be summoned. Notices of such new meeting shall be sent to the shareholders at least seven days in advance and the quorum for the next meeting is not required.

**Clause 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 form to the Chairman of the Board of Directors or a 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.

**Clause 35.** In voting, each shareholder shall have voting rights equal to the number of shares held, i.e. one vote for each share of which he/she is a holder. Any shareholder who has a special interest in any matter shall not be entitled to vote on such matters, except when voting for the election of directors.

The voting as prescribed in the above paragraph regarding one vote for each share of which he/she is a holder shall not apply if the Company has issued preference shares and has determined that preference shares have fewer voting rights than ordinary shares.

Unless otherwise specified by the Articles of Association or by the law, a decision made or resolution passed at the general meeting of shareholders, either by a show of hands or a poll, shall be by the following affirmative votes:

(1) In an ordinary event, the decision or resolution shall be made or passed by the majority votes of the shareholders who are present and vote. In case of a tie of votes, the chairman of the meeting shall have a casting vote.

(2) In case the Company decides to enter into a related party transaction and/or a transaction which causes an acquisition or disposition of essential assets and/or the right to acquire or dispose of essential assets of the Company, provided that the entering into such transaction(s) requires the consent of shareholders of the Company pursuant to the notifications, regulations or announcements of the Stock Exchange

of Thailand and/or the Office of the Securities and Exchange Commission, an affirmative vote shall not be less than three-fourths of the total number of votes of shareholders who attend the meeting and have voting rights.

If the Company decides to enter into any transaction which is deemed as a related party transaction and/or a transaction which causes an acquisition or disposition of essential assets and/or the right to acquire or dispose of essential assets of the Company pursuant to the notifications, regulations or announcements of the Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission, the Company shall comply with such regulations or notifications of the Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission related to the criteria, procedures, and disclosure of the related party transactions of listed company, and the criteria, procedures and disclosure of the acquisition or disposition of the assets of listed company.

#### Vote counting

1. One share shall be counted as one vote.
2. The vote counting in each agenda item will be divided into 2 categories as follows:
  - In the event of the agenda item for which a simple majority vote of shareholders who attend the meeting and cast their votes is required (according to Section 107(1) of the Public Limited Companies Act, B.E. 2535 (A.D. 1992)), only the number of approval and disapproval votes cast by the shareholders who are entitled to vote will be applied as the base number of votes for calculation purpose and the number of abstention votes will not be included.
  - In the event of the agenda item for which a vote of not less than two-third of the total number of votes of shareholders who attend the meeting is required ( according to Paragraph 2 of Section 90 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992)), the total number of votes of the shareholders who attend the meeting and cast approval, disapproval, or abstention votes will be applied as the base number of votes for calculation purpose.
  - In case that the shareholder leaves the meeting during the meeting, his/her vote(s) will be deducted from the system.
3. The Chairman of the meeting or any other person assigned by the Chairman of the meeting will announce the voting results of each agenda item after the voting of such agenda item has ended.