

**Guidelines for Meeting Registration, Proxy Appointment,
and Vote Casting and Counting for attending the Annual General
Meeting of Shareholders**

Meeting registration

1. Shareholders shall register to attend the meeting from 12.00 p.m. onwards, at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited Head Office, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330.
2. In this connection, a barcode system for the registration is to be applied by the Bank. Therefore, the notice calling for the meeting and other documents delivered to each of the shareholders together with such notice on which the relevant barcode is printed should be brought and presented to the Bank to register for the meeting.

Appointment of proxy

The Bank has dispatched Proxy Form B, as specified by the 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 can consider appointing other persons or any of the Bank's directors (as specified by the Bank) as their proxy holders.

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 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.
- A proxy shall present and deliver the completed Proxy Form to the Bank's officers at the place of meeting prior to attending 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:

1. **Mr. Anon Sirisaengtaksin** Age 71 years

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

Address: 42 Soi Intamara 1, Sutthisan Winitchai Road, Sam Sen Nai, Phaya Thai, Bangkok 10400

2. **Mr. Natasak Rodjanapiches** Age 61 years

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

Address: 333/1 Soi Misuwan 3, Phra Khanong Nuae, Watthana, Bangkok 10110

- 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 18 April 2024 at 2.00 p.m.

Identification documents for meeting attendance

The shareholders are requested to present the following documents for registration prior to meeting attendance (as the case may be).

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

1.1 Attendance in person: A copy of government-issued document which is still valid and shows the shareholder's photograph, 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 as attached hereto the Invitation Letter of Annual General Meeting of Shareholders, which is completely filled in and signed by the proxy grantor and the proxy, with THB 20 duty stamp affixed;

- A copy of the proxy grantor's government-issued document as stated in 1.1 which is certified true and correct by the proxy grantor; and
- A copy of the proxy's government-issued document as stated in 1.1.

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

2.1 Attendance in person by an authorised representative of the shareholder:

- A copy of the authorized representative's government-issued document as stated 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 authorised representative as a person having the power and authority to act on the shareholder's behalf. Such copy must be certified true and correct by the authorised representative.

2.2 Attendance by proxy:

- A proxy form as attached hereto the Invitation Letter of Annual General Meeting of Shareholders, which is completely filled in and signed by the proxy grantor and the proxy, with THB 20 duty stamp affixed;
- 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 authorised representative as a person having the power and authority to act on the shareholder's behalf. Such must be certified true and correct by an authorised representative;
- A copy of government-issued document of the authorised representative who signs on the proxy form as stated in 1.1, which is certified true and correct by such authorised representative; and
- A copy of the proxy's government-issued document as stated 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 applied mutatis mutandis to a shareholder or an attendant of the meeting via electronic media channel who is non-Thai or is a juristic person established under the foreign laws, as the case may, 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 authorised representative(s) of the juristic person.

Voting procedure

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

Article 33. At the shareholders' meeting, there must be at least 25 shareholders and/or proxy-holders (if any) or at least one-half of the total shareholders with the accumulated shares not less than one-third of the total shares sold attending the meeting to constitute the quorum, unless otherwise specified by the law.

If no quorum is formed after one hour has lapsed, if it is a meeting called upon the request of shareholders, it shall be dissolved; but if it is a meeting called not due to the request of shareholders, another meeting shall be called. 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.

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.

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.

Article 35. In casting votes, each shareholder shall have voting rights equal to the number of shares held, with one share equal to one vote. Any shareholder who has any conflict of interest in any matter to be cast votes shall not be entitled to vote on such matter, except voting for the election of directors.

In casting votes, as prescribed in the above paragraph relating to one vote for each share of which he is holder shall not apply when the Company has issued the preferred shares and has determined that the preferred share has the voting rights less than the ordinary share.

Unless otherwise specified under these Articles of Association or under the law, the decision or resolution of the shareholders' meeting, whether on the show of hand or on a poll, shall be passed by the following affirmative votes:

(1) In an ordinary event, the majority votes of the shareholders present and voting at the meeting. In case of tie vote, the chairman of the meeting shall have a casting vote.

(2) In case that the Company decides to enter into a related party transaction and/or a transaction which causes an acquisition or disposition of the core assets and/or the right to acquire or dispose the core assets of the Company, provided that the entering into such transaction(s) requires the consent of shareholders of the Company pursuant to the relevant requirements, regulations or notifications 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 votes of shareholders present and having the right to vote.

If the Company decides to enter into any transaction which is deemed as the related party transaction and/or a transaction which causes an acquisition or disposition of the core assets and/or the right to acquire or dispose the core assets of the Company pursuant to the notification of the Stock Exchange of Thailand, the Company shall comply with such regulations or notifications of the Stock Exchange of Thailand relating to the criteria, procedures, and disclosure of the related party transactions of the listed company, and/or the criteria, procedures and the disclosure of the acquisition or disposition of the assets of the 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 two categories as follows:
 - In the event of the agenda item for which a 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 (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-thirds of the total number of votes of shareholders who attend the meeting is required (according to Section 90 of the Public Limited Companies Act, B.E. 2535 (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.
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.