



**CIMB GROUP HOLDINGS BERHAD**  
(Registration No. 195601000197 (50841-W))  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that Extraordinary General Meeting ("**EGM**") of CIMB Group Holdings Berhad ("**CIMBGH**" or the "**Company**") will be held at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia ("**Main Venue**") and virtually by way of electronic means via Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**")'s website ("**Online Platform**") on Wednesday, 29 April 2026, at 12.00 p.m. or immediately following the conclusion or adjournment (as the case may be) of the 69<sup>th</sup> Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 10.00 a.m., whichever is later, to transact the following, with or without modifications:

### **ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO 1.0% OF THE ISSUED SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE LONG TERM INCENTIVE PLAN FOR THE EXECUTIVE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARY COMPANIES (WHICH ARE NOT DORMANT) ("GROUP"), WHO FULFIL THE ELIGIBILITY CRITERIA AS SET OUT IN THE BY-LAWS OF THE LONG TERM INCENTIVE PLAN ("PROPOSED LTIP 2.0")**

"**THAT**, subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of the Company ("**Board**"), be and is hereby authorised and empowered to:

- (a) establish, implement and administer the Proposed LTIP 2.0 of up to 1.0% of the total number of issued ordinary shares in the Company ("**Shares**") (excluding treasury shares, if any) at any one time during the duration of the Proposed LTIP 2.0 for the executive directors of the Group and employees who hold senior management positions and key roles within the Group (collectively, "**Identified Employees**"), and have been selected to participate in the Proposed LTIP 2.0 by the Group Nomination and Remuneration Committee or such other committee to be established and authorised by the Board to implement and administer the Proposed LTIP 2.0 in accordance with the provisions of the by-laws governing the Proposed LTIP 2.0 ("**By-Laws**") (the "**LTIP Committee**"), at its sole and absolute discretion, who fulfil the eligibility criteria to participate in the Proposed LTIP 2.0 in accordance with the provisions of the By-Laws (the "**Eligible Persons**");
- (b) issue, allot and/or transfer or procure the transfer, from time to time such number of new and/or existing Shares as may be required to be allotted and issued and/or transferred, as the case may be, during the entire duration of the Proposed LTIP 2.0 to the Eligible Persons who has accepted the award of the Shares ("**LTIP Award(s)**"), subject to the terms and conditions of the By-Laws, provided that:
  - (i) the total number of new Shares to be allotted and issued under the Proposed LTIP 2.0 shall not in aggregate exceed 1.0% of the total number of issued Shares (excluding treasury shares, if any) at any one time during the duration of the Proposed LTIP 2.0;
  - (ii) no more than ten percent (10%) of the new Shares which may be issued under the Proposed LTIP 2.0, shall be allocated to any Eligible Person, if such Eligible Person, whether individually or collectively through persons connected to him, hold 20% or more of the issued Shares; and
  - (iii) any new Shares to be issued under the Proposed LTIP 2.0, shall upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution, the entitlement date of which precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to all provisions of the Constitution of the Company and such amendments thereafter, if any; and

- (c) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed LTIP 2.0 from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP 2.0.

**THAT** the draft By-Laws as set out in Appendix I of the Company's circular to shareholders dated 10 April 2026 ("**Circular**"), which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**"), be and is hereby approved and shall be adopted on the effective date of implementation of the Proposed LTIP 2.0.

**AND THAT** the Board be and is hereby empowered and authorised to take such steps and to do all such acts, deeds and things, and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the Proposed LTIP 2.0 and the terms of the By-Laws, with full powers to approve, agree and/or assent to any term, condition, variation, modification and/or amendment in any manner as may be required by the relevant authorities and/or parties or as may be deemed necessary and/or expedient by the Board in the best interests of the Company, and to deal with all matters incidental to, ancillary to and/or relating to the Proposed LTIP 2.0."

## **ORDINARY RESOLUTION 2**

### **PROPOSED ALLOCATION OF A MAXIMUM OF UP TO 3,600,000 NEW SHARES OF THE COMPANY TO MUHAMMAD NOVAN AMIRUDIN UNDER THE PROPOSED LTIP 2.0 ("PROPOSED ALLOCATION")**

**"THAT**, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time under the Proposed LTIP 2.0, allocate to Muhammad Novan Amirudin, being the Group Chief Executive Officer, LTIP Award(s) of up to 3,600,000 new Shares, as the Board may deem fit, which shall be subject to the following:

- (a) that he shall abstain from all deliberations and/or discussions relating to his own allocation; and
- (b) that the allocation shall be subject to the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.

**AND THAT** the Board is also authorised to issue new Shares pursuant to the vesting of the LTIP Award(s) that may be awarded to him under the Proposed LTIP 2.0.

#### **By Order of the Board**

**Datin Rossaya Mohd Nashir**  
Group Company Secretary  
SSM PC No. 202008000361  
LS 0007591

Kuala Lumpur  
Dated: 10 April 2026

## **EXPLANATORY NOTES**

### **MODE OF MEETING**

1. The EGM will be held on a hybrid basis whereby Member(s), proxy(ies) and corporate representative(s) will have the option to attend physically in person at the Main Venue (“**Physical Attendance**”), or to participate and vote remotely at the Online Platform via Remote Participation and Electronic Voting facilities available on Boardroom’s website at Boardroom Smart Investor Online Portal at <https://meeting.boardroomlimited.my> (“**Virtual Attendance**”). Please follow the procedures provided in the Administrative Details for the EGM.
2. All Member(s), proxy(ies) and corporate representative(s) who wish to attend the EGM must register as a user with Boardroom’s website and then pre-register their attendance on Boardroom’s website to verify their eligibility to attend the EGM based on the General Record of Depositors as at 22 April 2026 and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance.
3. The registration is open from the date of the Notice of the EGM on Friday, 10 April 2026 and the closing date and time shall be until the day of the EGM on 29 April 2026.

### **PROXY**

1. Section 334 of the Companies Act, 2016 provides that a member of a company shall be entitled to appoint another person or persons as his/her proxy or proxies to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the company. A proxy may, but need not, be a Member of the Company. A Member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy. A member shall be entitled to appoint only one (1) proxy unless he/she has more than 1,000 shares in which case he/she may appoint up to five (5) proxies provided each proxy appointed shall represent at least 1,000 shares.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation, under its Seal or the hand of its attorney.
4. This instrument duly completed must be deposited at Boardroom’s office at 11<sup>th</sup> Floor Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, or lodged electronically via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com/> not later than 24 hours before the time appointed for holding the meeting which is no later than 12.00 p.m. on Tuesday, 28 April 2026.
5. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the EGM will be put to vote on a poll.

### **MEMBERS ENTITLED TO ATTEND**

1. For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 59(c) of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a Record of Depositors as at 22 April 2026. Only a depositor whose name appears on the Record of Depositors as of 22 April 2026 shall be entitled to attend the said meeting or appoint proxies to attend, participate, speak and/or vote on his/her behalf.