

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 1023  
**COMPANY NAME** : CIMB Group Holdings Berhad  
**FINANCIAL YEAR** : December 31, 2025

### **OUTLINE:**

#### **SECTION A – DISCLOSURES ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

#### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT TO CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

## SECTION A – DISCLOSURES ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards and ensure that its obligations to its shareholders and other stakeholders are understood and met.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board of Directors (the Board) of CIMB Group Holdings Berhad (the Group) is entrusted with the leadership of the Group and ensuring that an effective governance framework is in place to support the achievement of the Group's strategic objectives and long-term sustainability.</p> <p>In discharging its responsibilities, the Board provides clear direction to Management, oversees the conduct of the Group's business and ensures that appropriate standards of ethics, integrity and corporate behaviour are embedded throughout the Group.</p> <p>The Board retains ultimate accountability for the performance of the Group, including the oversight of risk management, internal controls, regulatory compliance and the protection of stakeholders' interests.</p> <p><b>The Board's Role and Responsibilities</b></p> <p>The Board is fully cognisant of its collective responsibilities, while each Director is aware of his or her individual role and fiduciary duty to act in the best interests of the Group. The Board's roles, responsibilities and authority are clearly defined and guided by the Board Charter.</p> <p>The Board Charter outlines the Board's principal roles and responsibilities, which include:</p> <ol style="list-style-type: none"> <li>1. Strategic Direction: Reviewing and approving the Group's strategic and business plans and monitoring their implementation.</li> <li>2. Business Oversight: Overseeing the conduct and performance of the Group's operations.</li> <li>3. Risk Management: Identifying principal risks and ensuring the implementation of adequate internal controls and appropriate mitigation measures.</li> <li>4. Succession Planning: Overseeing succession planning for the Board and Senior Management.</li> <li>5. Communications: Overseeing the development and implementation of the Group's Communications Policy.</li> </ol>

6. Governance and Controls: Ensuring the adequacy and integrity of the Group's governance framework, internal control systems and management information systems including periodic reviews that ensure continued relevance considering changes to the Group's size, nature and complexity.
7. Sustainability: Overseeing the establishment of the Group's Sustainability Framework and strategy in alignment with CIMB's Forward30 strategy, approving Sustainability policies and ensuring institutionalisation of Sustainability within the Group.

The Board oversees the regular review of CIMB's governance framework, including its policies, procedures and internal control systems, to ensure it remains effective in supporting strategy formulation, performance oversight and sound decision-making. These reviews enable the Board to discharge its responsibilities in line with evolving regulatory requirements and global best practices, while promoting long-term sustainable value creation.

#### **Matters Reserved for and Delegated Authority by the Board**

The Board maintains a formal schedule of matters reserved for its consideration and decision to ensure effective oversight and governance. Matters reserved for the Board include, among others:

- (i) business operations;
- (ii) appointment and remuneration matters;
- (iii) financial matters; and
- (iv) other matters, including the issuance of corporate guarantees and indemnities, the purchase of the Company's own shares, and the issuance of debt instruments.

While the Board retains ultimate responsibility for the oversight and governance of the Group, the authority for the day-to-day management and operations is delegated to the Group Chief Executive Officer (CEO). The Group CEO is supported by the Group Executive Committee (GEXCO) and other Management Committees, which are responsible for managing operational performance and implementing the Group's strategic priorities within the parameters set by the Board.

Through its leadership, the Board, together with the Chairman, sets the tone from the top and fosters a culture of integrity, accountability and responsible conduct throughout the Group.

#### **Governance Context and Environment in FYE2025**

Throughout the financial year ended 31 December 2025 (FYE2025), the Board focused on ensuring the resilience of CIMB's governance structure in a challenging operating landscape. This environment included post pandemic recovery efforts, unexpected economic and geopolitical shocks, rising financial cybercrime risks and the Group's continued drive for long-term profitability. The Board's oversight supported stability, operational resilience and long-term value creation for stakeholders.

#### **Sustainability as a Strategic Priority**

Sustainability is embedded within CIMB's governance framework as a core element of the Group's Forward30 strategy, with the Board

providing leadership and setting the tone from the top in driving responsible business practices. The Board ensures that sustainability considerations are integrated into strategy formulation, performance oversight and risk management, supported by appropriate governance structures, management execution and accountability mechanisms to promote long-term sustainable value creation.

In 2025, CIMB appointed Sustainability Champions across selected subsidiary Boards to strengthen governance oversight and drive consistent alignment on sustainability and climate matters. Acting as focal points between the Board—particularly the BGSC—and entity-level Boards, these Champions support integration of sustainability into decision-making, contribute to discussions on emerging risks and opportunities, and facilitate two-way communication across the Group. They also help reflect regional and local contexts in Group-level decisions by contributing perspectives from their respective markets and governance bodies.

#### **Focus Areas and Meetings in FYE2025**

During the FYE2025, the Board convened 13 meetings to deliberate key matters within its oversight mandate. Key areas of focus included:

- Annual Budget.
- Group CEO's Quarterly Report.
- Quarterly Capital Management Update.
- Quarterly Shareholder Statistics Update.
- Quarterly Report on Directors' Training, Directorships and Summary of Dealings Outside of Closed Period.
- Reports from Board Committees.
- Group Risk Posture.
- Financial Statements.
- Interim and Special Dividends.
- Upstreaming of Excess Capital.
- Asset Tokenisation Programme.
- Formalisation and Updates to Group Policies.
- Re-Appointment of External Auditor(s) for FYE2025.
- Business Units Updates and Projects.
- Basel II/Pillar 3 Disclosures.
- Performance Assessment and Proposed Compensation for Executive Director (ED).
- Revision to the Board Charter and TOR of Board Committees.
- Compliance Work Plan.
- Annual Evaluation Exercise for Board and Key Responsible Persons.
- Forward30 Strategy.
- Annual Insurance Programme Renewal.
- Touch & Go and Digital Banking Related Matters.
- Sustainability Material Matters, Strategy, Commitments Policies and Progress, including Appointment of Board Sustainability Champions, Sustainability Metrics in Remuneration Structures, International Financial Reporting Standard (IFRS) Sustainability Disclosure Standard 1 (S1) and Sustainability Disclosure Standard 2 (S2) Compliance, Sustainability and Climate Risk Appetite

	<p>Setting, Climate Stress Testing, Nature and Biodiversity Report, Human Rights Saliency Assessment, Sustainable and Responsible Finance, Economic Inclusion and Financial Literacy and Corporate Responsibility.</p> <ul style="list-style-type: none"> <li>• Business and Strategic Plan.</li> <li>• Corporate Structure Streamlining.</li> <li>• Bank Negara Malaysia (BNM)'s Composite Risk Rating Report.</li> <li>• Regulatory and Compliance Updates.</li> <li>• Brand and Marketing Strategy.</li> <li>• Related Party Transactions.</li> <li>• Board Succession Planning.</li> <li>• Board Meeting Effectiveness.</li> <li>• Shariah Investment Growth.</li> <li>• Additional Listing Plans.</li> <li>• Branch Transformation.</li> <li>• Merchant Acquisition Strategy.</li> <li>• Consumer Credit Operations with Artificial Intelligence Advancement.</li> <li>• Technology Blueprint.</li> </ul> <p><b>Board's Delegation to Committees</b></p> <p>In accordance with the Board Charter, the Board delegates specific responsibilities to its Board Committees to support effective governance and oversight. Each Committee operates within clearly defined terms of reference, which set out its objectives, authority, composition and meeting procedures. All Board Committees comprise exclusively Non-Executive Directors (NEDs) to preserve independence in decision-making. In line with their respective terms of reference, the Chairpersons of the Committees report to the Board on key deliberations and decisions, enabling timely escalation and effective oversight of significant matters.</p> <p>The Terms of Reference (TOR) of each Board Committee is available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is led by Datuk Syed Zaid Albar, who was appointed as Chairman on 20 July 2025. In this role, he is responsible in ensuring that the Board operates effectively and discharges its legal and regulatory responsibilities in an objective and well-governed manner. He also provides leadership in guiding the Board's oversight of Management and in fostering conditions that support overall Board effectiveness, including constructive engagement among Directors both inside and outside the Boardroom.</p> <p>To preserve independence and maintain robust checks and balances, the Chairman is not a member of the Audit Committee (AC) or the Group Nomination and Remuneration Committee (GNRC), consistent with the recommendations stipulated under the Malaysian Code on Corporate Governance 2021 (MCCG).</p> <p>The Chairman performs a dual role, encompassing leadership of the Board within the Boardroom and representation of the Board in engagements outside the Boardroom.</p> <p><b>1. Responsibilities within the Boardroom</b></p> <p>The Chairman's duties within the Boardroom include:</p> <ul style="list-style-type: none"><li>(a) Chairing Board meetings.</li><li>(b) Setting the agenda for Board meetings in consultation with the Group CEO/ED and the Group Company Secretary.</li><li>(c) Ensuring that appropriate procedures are in place to support effective Board operations.</li><li>(d) Ensuring Board meetings are effective, including by:<ul style="list-style-type: none"><li>• ensuring all strategic and critical issues are deliberated;</li><li>• enabling thorough and thoughtful discussion;</li><li>• providing all Directors with the opportunity to contribute meaningfully;</li><li>• ensuring timely circulation of relevant information and briefing materials; and</li><li>• ensuring the Board arrives at clear decisions with properly recorded resolutions.</li></ul></li><li>(e) Encouraging the Group CEO/ED to look beyond executive functions and fully embrace governance responsibilities.</li><li>(f) Guiding and mediating the Board's discussions on organisational priorities and governance matters.</li><li>(g) Maintaining clarity on the Board's short- and long-term objectives.</li></ul>

	<p>(h) Ensuring the Board upholds its Board Charter and the Group's values.</p> <p>(i) Leading efforts to address Board development and competency requirements.</p> <p>(j) Performing any other responsibilities assigned by the Board from time to time.</p> <p><b>2. Responsibilities outside the Boardroom</b>  Outside the Boardroom, the Chairman's responsibilities include:</p> <p>(a) Undertaking public relations and external representation activities where appropriate, together with the Group CEO/ED and other Directors.</p> <p>(b) Serving as the spokesperson of the Company at the Annual General Meeting (AGM) and in communications relating to performance and financial results.</p> <p>(c) Acting as the primary point of contact between the Board and the Group CEO/ED.</p> <p>(d) Receiving timely updates from the Group CEO/ED on matters of relevance to the Board.</p> <p>(e) Reviewing the progress of major initiatives and significant issues affecting CIMB together with the Group CEO/ED and other Key Senior Management.</p> <p>(f) Providing mentoring and support to the Group CEO/ED.</p> <p>(g) Initiating and overseeing the annual performance evaluation of the Group CEO/ED.</p> <p>The role and responsibilities of the Chairman are outlined in the Board Charter and are available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.3

The positions of Chairman and CEO are held by different individuals.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In accordance with the Board Charter and the MCGG, the positions of Chairman and the Group CEO are held by separate individuals, with clearly distinct roles and responsibilities. This separation is intended to promote clear accountability, balanced authority and effective governance, while preventing the concentration of powers in any single individual and supporting independent decision-making.</p> <p>As the Chairman, Datuk Syed Zaid Albar provides leadership to the Board and ensures its effectiveness in discharging its roles and responsibilities, including representing the Board in its engagement with shareholders and other stakeholders. In this capacity, the Chairman focuses on Board leadership, governance and oversight matters.</p> <p>The Board has delegated responsibility for the day-to-day management of the Group to the Group CEO, Novan Amirudin, who is responsible for managing the Group's operations and executing the strategies approved by the Board. The Group CEO is supported by the GEXCO and other Management Committees, which provide coordination, oversight and guidance across key functional and business segments of the Group.</p> <p>This clear delineation of roles ensures that the Chairman leads the Board in providing strategic oversight and governance, while the Group CEO focuses on driving operational performance and implementing the Group's strategic priorities.</p> <p>The separation of roles is clearly articulated in the Board Charter, which is available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company’s leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.4**

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees’ meetings, by way of invitation, then the status of this practice should be a ‘Departure’.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Chairman of the Board, Datuk Syed Zaid Albar, does not hold the position of a Member of the AC and the GNRC.</p> <p>In line with this Practice, the Chairman did not take part in the meetings or deliberations of the AC and the GNRC.</p> <p>The exclusion of the Chairman from Board Committees’ meetings is expressly provided for in the TOR governing each Board Committee.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is supported by the Group Company Secretary, who operates under the direction of the Chairman and is accountable for ensuring the effective administration and functioning of the Board and its Committees. The Group Company Secretary facilitates the timely, accurate and complete flow of information between the Board, Board Committees and Senior Management, and provides appropriate advisory support to enable the Board to discharge its duties effectively in accordance with regulatory, statutory and governance requirements.</p> <p>The role of Group Company Secretary is held by Datin Rossaya Mohd Nashir, who brings nearly 3 decades of experience in corporate secretarial practice and deep institutional knowledge. Prior to joining CIMB, she served with Permodalan Nasional Berhad, where she held the position of Joint Company Secretary for several subsidiaries. She is also a member of the Companies Commission of Malaysia's Corporate Practice Consultative Forum and serves as a Director on several subsidiaries within the CIMB Group, contributing valuable governance and industry perspectives to the Group.</p> <p>The primary responsibilities of the Group Company Secretary include:</p> <ul style="list-style-type: none"><li>(a) ensuring that Board procedures and applicable rules are observed</li><li>(b) maintaining records of the Board and Board Committees, including the proper management and safekeeping of corporate records</li><li>(c) preparing comprehensive minutes of Board and Board Committee meetings to ensure that proceedings and decisions are clearly documented and that action items are communicated to relevant stakeholders</li><li>(d) ensuring that Directors receive timely information related to their roles and responsibilities and keeping them updated on new or evolving regulatory requirements and governance standards</li><li>(e) assisting the Board in interpreting legal and regulatory obligations arising from listing requirements, local legislation and relevant international developments</li><li>(f) advising the Board on its disclosure obligations and ensuring that material information is communicated to shareholders and financial markets on a timely basis</li></ul> <p>In addition to these responsibilities, the Group Company Secretary oversees and facilitates the induction of new Directors and coordinates the ongoing professional development of the Board to ensure continued</p>

	<p>competency, effectiveness and familiarity with the Group's governance environment.</p> <p>As part of the annual Board Effectiveness Assessment (BEA), and in line with Standard 7.2 of Bank Negara Malaysia (BNM)'s Policy Document on Fit and Proper Criteria, the Board reviewed the performance and competence of the Group Company Secretary and affirmed her suitability to continue serving in the role.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In line with the Board Charter, the Chairman, in consultation with the Group Company Secretary and the Group CEO, oversees the preparation and setting of the agenda prior to each Board meeting. The agenda is structured to prioritise key matters requiring the Board's attention, while retaining sufficient flexibility to accommodate urgent or emerging issues, thereby facilitating effective deliberation and decision-making.</p> <p>Comprehensive Board papers are prepared to support the agenda items and are made available to Directors via a secure digital platform. These papers comprise both qualitative explanations and quantitative analyses to enable Directors to make informed and well-considered decisions.</p> <p>Directors are generally provided with meeting materials at least 5 business days in advance of the scheduled Board meeting, unless otherwise permitted by the Chairman under exceptional circumstances. This allows Directors adequate time to review and assess the matters tabled for discussion. For the financial year ended 2025, all Board papers were circulated within the prescribed timeline.</p> <p>In further strengthening the effectiveness of Board deliberations, the Group Company Secretary led Project Whip during the financial year. This initiative led to the implementation of an enhanced Board Paper Guideline designed to improve the structure, clarity and relevance of information submitted for Board consideration. The Guideline reinforces disciplined submission timelines, ensures consistency and completeness of content, and strengthens the documentation of deliberations, decisions and action items.</p> <p>Deliberations and decisions arising from Board meetings are formally documented in minutes, which are circulated to Directors in a timely manner. Action items are communicated to the relevant parties within 24 hours following the conclusion of each meeting to ensure prompt follow-up. Draft minutes are tabled at the subsequent Board meeting for confirmation and once approved, are signed by the Chairman.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

### Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website.

The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>CIMB has established a comprehensive governance framework through its Board Charter, which sets out the manner in which the Board functions.</p> <p>The Board Charter serves as the principal reference document guiding the Board in the discharge of its stewardship and leadership responsibilities. It clearly articulates the governance framework of the Group, including the structure of authority and the respective roles and responsibilities of the Board, individual Directors and Board Committees, both collectively and individually. The Charter also delineates the Board's role in providing strategic direction, as well as its oversight of management, risk and internal controls, thereby supporting the effective governance, management and control of the Group in line with applicable laws, regulatory requirements and governance standards.</p> <p>The Board Charter sets out, among others:</p> <ul style="list-style-type: none"><li>(i) the collective roles, responsibilities and authority of the Board;</li><li>(ii) a formal schedule of matters reserved specifically for Board approval; and</li><li>(iii) the legal and fiduciary duties of individual Directors;</li><li>(iv) the roles of EDs, NEDs, Independent Directors and the Senior Independent Director;</li><li>(v) the roles of the Group CEO;</li><li>(vi) matters delegated by the Board to Management.</li><li>(vii) the roles and responsibilities of the Board Committees;</li><li>(viii) the roles of the Company Secretary;</li></ul> <p>During the year, the Board enhanced its governance framework through the implementation of Project Whip, an initiative aimed at strengthening the quality and effectiveness of Board deliberations. As part of this initiative, the Board reviewed the Board Charter and TORs of its Board Committees to ensure continued alignment with evolving governance practices, clarify roles and responsibilities, and support more effective Board oversight.</p>

	<p>Collectively, these enhancements reflect CIMB’s proactive approach to maintaining best-in-class governance standards and supporting the Board in delivering sustainable value.</p> <p>The Board Charter is reviewed periodically to ensure its continued relevance and effectiveness in supporting the Board’s governance and oversight responsibilities. Any amendments to the Charter require the approval of a majority of the Board.</p> <p>A copy of the Board Charter is publicly accessible on CIMB’s corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>	
<b>Explanation for departure</b>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, together with Management, is committed to promoting high standards of integrity, ethical conduct and good governance across the Group. By setting a strong tone from the top and reinforcing clear accountability, the Board ensures that robust governance frameworks, supported by comprehensive policies and effective risk management practices, are embedded throughout the organisation. This commitment is underpinned by key governance instruments, including the Code of Conduct, Anti-Bribery and Corruption Policy and Whistleblowing Policy, which guide ethical decision-making and responsible business conduct in line with regulatory expectations.</p> <p><b><u>Employee Code of Conduct</u></b></p> <p>In support of this commitment, the Board has established a Group-wide Code of Conduct anchored on CIMB's core philosophy of <i>Creating Value, Enabling Our People and Acting with Integrity</i>. The Code sets out clear standards of behaviour expected of all employees in their dealings with customers, business partners, regulators, colleagues and other stakeholders, and provides practical guidance on ethical decision-making. It reinforces adherence to key Group policies, including those relating to conflicts of interest, anti-bribery and corruption, anti-money laundering and counter-financing of terrorism, whistleblowing and fraud prevention, thereby ensuring that the employees consistently uphold high standards of governance, integrity and accountability in the conduct of the Group's business.</p> <p><b><u>Directors' Code of Conduct</u></b></p> <p>The Board has adopted a Code of Conduct for Directors that sets out the standards of ethical behaviour and integrity expected in the discharge of their duties. The Code applies to all Directors and is underpinned by the principles of competence, integrity, fairness, confidentiality and objectivity, reinforcing ethical leadership and accountability at the Board level.</p>

	<p><b>Anti-Bribery &amp; Corruption Policy</b></p> <p>The Group has established an Anti-Bribery and Corruption Policy that provides a clear framework for identifying, preventing and managing bribery and corruption risks across all operations. The Policy underscores the Group's commitment to full compliance with the Malaysian Anti-Corruption Commission Act 2009, its amendments, and all applicable anti-bribery and anti-corruption laws in the jurisdictions in which the Group operates. CIMB adopts a zero-tolerance stance towards bribery and corruption and aligns its practices with recognised global standards and best practices to uphold integrity and ethical conduct throughout the organisation.</p> <p>Information on the above policies can be accessed through CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a> and CIMB Clicks at <a href="https://www.cimbclicks.com.my/pdf/cimb-group-abc-policy-statement.pdf">https://www.cimbclicks.com.my/pdf/cimb-group-abc-policy-statement.pdf</a>.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, together with Management, has established and periodically reviews the Group's Whistleblowing Policy to ensure effective mechanisms are in place for the reporting and handling of concerns. The Policy provides clear and confidential channels for employees and other stakeholders to raise concerns relating to illegal, unethical or improper conduct without fear of retaliation. It applies across the Group and outlines structured processes for the independent investigation and resolution of reported matters, reinforcing the Group's commitment to transparency, accountability and sound governance.</p> <p>The following are generally accepted as improper and reportable conduct for whistleblowing, of which the list is not exhaustive:</p> <ul style="list-style-type: none"><li>(a) Any unlawful or illegal activities, whether criminal or breach in civil law;</li><li>(b) Breach of policies and/or procedures;</li><li>(c) Fraud, theft, embezzlement or dishonesty;</li><li>(d) Corruption/bribery;</li><li>(e) Bullying and harassment;</li><li>(f) Actions which can cause physical danger/harm to another person and/or can give rise to risk of damage to properties/assets;</li><li>(g) Forgery or alteration of any documents belonging to the Company, customers, another Financial Institution, or agents of the Company;</li><li>(h) Poor or unethical sales practices, including mis-selling;</li><li>(i) Profiteering as a result of insider knowledge;</li><li>(j) Gross mismanagement or dereliction of duties;</li><li>(k) Conflict of interest;</li><li>(l) Misuse of position or information; and</li><li>(m) Any other similar or related irregularities.</li></ul> <p>Any reports on wrongdoings, malpractices or irregularities may be e-mailed to <a href="mailto:whistleblowing@cimb.com">whistleblowing@cimb.com</a>, where the matter will be investigated accordingly.</p> <p>A copy of CIMB's Whistleblowing Policy can be found on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is the highest governance authority and is accountable for the Group's sustainability strategy, policies, and management of risks and opportunities relating to CIMB's material topics including but not limited to Sustainable and Responsible Finance, Climate Change, Nature and Biodiversity, Human Rights and Economic Inclusion and Financial Literacy. The sustainability-related roles and responsibilities of the Board are embedded in the Board Charter, which sets out 7 principal duties of the Board, including oversight of the development and implementation of the Group's sustainability framework.</p> <p>The Board's composition is reviewed periodically guided by the Board Composition and Skill Set Framework to uphold diversity and to maintain the expertise required for effective decision-making, including competencies in sustainability and climate-related matters.</p> <p>Based on the Directors' profiles, 2 Directors possess sustainability-related background and experience as at 31 December 2025.</p> <p><b>Board-Level Governance</b></p> <p>Through dedicated Board Committees and Sustainability Champions, the Board shapes strategic priorities, reviews progress and aligns action across the Group. Board deliberations focus on long-term resilience and value creation, balancing financial performance with environmental and social outcomes in support of the Group's purpose.</p> <p>The Board Group Sustainability Committee (BGSC) aims to provide strategic oversight of the Group's sustainability agenda, including matters relating to climate transition plans, nature and biodiversity, human rights and corporate responsibility. The BGSC's primary objective is to assist the Board in fulfilling its responsibilities to:</p> <ul style="list-style-type: none"><li>• Champion a culture of ethical conduct and sustainability as core values across the Group;</li><li>• Providing strategic oversight, counsel and direction in formulating, executing and monitoring the Group's strategies, frameworks and</li></ul>

policies, including, but not limited to, climate change as well as corporate responsibility; and

- Oversee the management of risks related to sustainability and associated domains, including the administration of consequence management for any breaches thereof.

**Main Areas of Oversight:**

- To provide oversight and strategic input on the implementation, operation and assurance of policies and standards aligned with the Group's sustainability strategy – including climate change and other material matters – while proactively driving a net positive Environmental, Social and Governance (ESG) impact across the Group's diverse roles as lender, investor, service provider, purchaser, operation, advisor, business partner, sponsor, donor and employer;
- To review and recommend all policies related to sustainability and material matters, including climate change, in accordance with applicable regulatory requirements;
- To review and endorse the Group's sustainability risk appetite and risk posture, taking into account its overarching sustainability strategy, approach to material matters (including climate change), corporate commitments, macroeconomic conditions and the evolving regulatory landscape;
- To review and endorse Management's strategies, frameworks and proposals on sustainability and material matters, including climate change and corporate responsibility, to ensure alignment with the Group's overarching organisational strategy;
- To approve (i) Exclusion List Permitted Exemptions as stipulated in the Group Sustainable Financing Policy (new, additional and renewal of uncommitted facilities), and (ii) any exception(s) to prohibited credits as stipulated in the Group Credit Risk Policy (Non-Retail), including subsequent reviews of prohibited credits (uncommitted basis); and
- To review external sustainability disclosures, including the Sustainability Statement in the Annual Report, and to approve the Group's Sustainability Report.

The Board Risk and Compliance Committee (BRCC) oversees sustainability and climate-related risks within the Group's Enterprise-Wide Risk Management (EWRM) Framework, including setting the climate risk appetite and overseeing the development and implementation of climate stress testing

The AC oversees the integrity and assurance of sustainability- and climate-related disclosures, data and internal controls

The GNRC integrates sustainability considerations into appointment processes for the Board and senior management, as well as senior management KPIs and remuneration structures to reinforce accountability.

In 2025, CIMB appointed Sustainability Champions across selected subsidiary Boards to enhance Board-level governance oversight and promote consistent alignment on sustainability and climate-related matters across the Group. Serving as key liaison points between the CIMB —particularly BGSC —and entity-level Boards, the Sustainability Champions support the integration of sustainability considerations into decision-making, contribute to discussions on emerging sustainability-related risks and opportunities, and facilitate effective two-way communication across the Group. They also help reflect regional and local contexts in Group-level decisions by contributing perspectives from their respective markets and governance bodies.

### **Management-Level Governance**

Management committees translate Board priorities into measurable actions and outcomes. They oversee strategic sustainability initiatives across the Group, monitor sustainability-related risks and opportunities, embed sustainability and climate goals into business planning and allocate the resources and support needed to achieve our sustainability goals.

The GEXCO, chaired by the Group CEO, reviews and endorses the Group's sustainability strategy, strategic initiatives, frameworks and key commitments, approves high-risk sustainability cases escalated for its consideration and supports capability-building to strengthen execution across the Group.

The Group Transformation Committee (GTC), chaired by the Group CEO, oversees the execution of the Sustainability Programme under the Forward30 strategy, comprising strategic sustainability- and climate-related initiatives across the Group.

The Group Sustainability Council (GSC), chaired by the CEO of CIMB Bank Berhad, monitors the Group's sustainability risk profile, oversees the implementation of sustainability policies, procedures and controls, and drives responsible banking and sustainable finance by embedding sustainability considerations across the Group's operations.

The Group Risk and Compliance Committee (GRCC), chaired by the Group CEO, provides risk oversight across the Group. Assisted by specialised sub-risk committees, it supports the integration of sustainability and climate-related risks into the Group's EWRM Framework, stress testing, and the Group's risk appetite.

### **Implementation of Sustainability Strategies and Initiatives**

Execution across CIMB is driven by dedicated teams within business units and enabling functions that translate guidance from Board and Management Committees into day-to-day actions. These teams coordinate initiatives, monitor progress and implement sustainability and climate-related activities across countries and functions, supporting consistent delivery of the Group's priorities.

	<p>To drive consistent execution and continuous innovation across the Group, CIMB has established dedicated Centres of Excellence (CoEs) within the Group Sustainability Division, under the oversight of the Group Chief Sustainability Officer (GCSO). Each CoE plays a distinct role in advancing the Group’s sustainability and climate commitments, with a focus on operational impact, sustainable and responsible finance and stakeholder alignment, among others. Beyond the Group Sustainability CoEs, CIMB embeds sustainability and climate considerations across our operations through Country Sustainability Teams in our core markets. These teams translate Group-wide strategies, policies and priorities into meaningful local action, while maintaining alignment with Group standards and expectations.</p> <p>Regional COEs:</p> <ul style="list-style-type: none"> <li>• Net Zero Operations and Sustainability Solutions</li> <li>• Sustainable Finance Business Development</li> <li>• Sustainability Strategy and Stakeholder Engagement</li> <li>• Sustainable Finance Risk Management and Net Zero</li> <li>• Corporate Responsibility</li> <li>• Sustainability Governance and Risk</li> <li>• Sustainability Risk Control Unit</li> </ul> <p>Sustainability Specialists and Champions within business units, as well as business enablers, alongside Country Sustainability Teams, play a defined role in supporting implementation throughout the Group. Operating within established governance arrangements, these roles are aligned to Group Sustainability through structured coordination, accelerating the integration of sustainability and climate-related considerations into business decisions, processes and performance outcomes across the Group. This model supports a decentralised yet cohesive approach, allowing responsiveness to local contexts while maintaining consistency, accountability and alignment with Group objectives.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b>Sustainability Linkages to Pay</b></p> <p>CIMB's commitment to sustainability extends to how we assess and reward performance across the Group. Under the CIMB Group Remuneration Policy, the Group's performance is determined in accordance with a balanced scorecard that includes key measures of sustainability performance and implementation of sustainability initiatives. The Group CEO, top management and personnel across all divisions are evaluated on sustainability-related KPIs. This approach aligns leadership, business units and enabling functions with our sustainability goals, both immediate and long-term.</p> <p>This framework is operationalised through performance-based remuneration mechanisms embedded within the Group's collective scorecard. A minimum weightage of 5% is assigned to sustainability-related KPIs, which must be achieved within predetermined timeframes. These KPIs are approved by the GCSO and the relevant Heads of Divisions. Performance against scorecards is assessed regularly with progress reported to the appropriate committees. Achievement of sustainability-related KPIs directly influences each division's bonus pool allocation, linking compensation outcomes to the success of their sustainability efforts. For individual employees, performance is tracked through balanced goals aligned with measures in the collective scorecards. This approach recognises both individual contributions and collective performance by the division, fostering collaboration and shared accountability for climate action, inclusion and sustainable finance.</p> <p>Sustainability-related KPIs incorporate both internal and external commitments, financial and non-financial metrics, as well as leading and lagging indicators to strengthen accountability and promote long-term value creation.</p> <p><b>Communicating to Internal and External Stakeholders</b></p> <p>Banking is built on trust, and that trust is shaped by how we engage with the people and institutions that enable and influence our business — our stakeholders. These include customers, employees, regulators, investors, suppliers and local communities across our markets. Their perspectives provide essential insights, shaping our priorities, challenging assumptions and informing decisions that reflect the needs of the people and businesses we serve. We engage stakeholders through structured and ongoing dialogue across a range of channels, including surveys, roundtables, consultations, partnerships and industry</p>

forums. These engagements help us identify emerging risks and opportunities, assess the relevance of our material matters and strategies, while informing decision-making to build trust and long-term value for both society and our business.

Depending on the information needs of CIMB's stakeholder groups, several channels are used for external stakeholders. These include but are not limited to:

- (a) **Standalone sustainability reports** which are issued annually as part of CIMB's annual financial filings and adhere to global reporting frameworks such as Global Reporting Initiative and IFRS S1 and S2;
- (b) **Public events, briefing sessions, focus groups and/or 1-on-1 meetings** which are held regularly throughout every year (e.g. The Cooler Earth Sustainability Series, investor briefing sessions, client engagements on Group Sustainable Financing Policy requirements and Green, Social, Sustainable Impact Products and Services (GSSIPS) offerings, and vendor engagements where we shared our updated Vendor Code of Conduct guidelines and supported their compliance with environmental, labour and ethical standards);
- (c) **CIMB's corporate sustainability website** ([Sustainability | Our Pledge | CIMB](#)) which is updated on a regular basis;
- (d) **Press releases** as and when there are any material sustainability-related developments by CIMB including our Net Zero Whitepaper and Nature and Biodiversity Report;
- (e) **Regulator led industry platforms** such as Joint Committees on Climate Change (JC3);
- (f) **Industry led coalitions such as the CEO Action Network (CAN)** which comprises a coalition of over 70 business leaders committed to advancing responsible business practices; and
- (g) **NGO Engagements** to seek independent perspectives and validate key findings. In 2025, CIMB engaged several NGOs to discuss our inaugural Nature and Biodiversity Report.

Internally, engagements with business units and enablers are regularly undertaken, through training sessions, focus groups, 1-on-1 meetings, townhalls, lunch-and-learn sessions, newsletters, electronic direct mail communications and other platforms. These engagements share updates on sustainability policies and key commitments, developments under the Sustainability Academy, and perspectives on sustainability in the context of our business and CIMB's purpose of advancing customers and society, while also providing briefings on risk and compliance considerations related to the operationalisation of sustainability policies and procedures.

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b>Empowering Leadership to Deliver Climate Action</b></p> <p>We equip decision-makers across the Group to drive informed climate action by strengthening Board and Senior Management capability in identifying, managing and acting on climate-related risks and opportunities. To support delivery of our Net Zero commitments, climate-related accountability and metrics are embedded within our governance and performance management frameworks.</p> <p>The Sustainability Academy serves as CIMB's central platform for building sustainability and climate capabilities for #teamCIMB. Climate change is defined as a core competency within the Academy, with structured learning pathways developed for the Board, senior management and role-critical employees.</p> <p>In addition to the Sustainability Academy, CIMB provides structured learning opportunities to deepen climate and sustainability expertise among the Board and senior management.</p> <ul style="list-style-type: none"><li>• Board-level learning: Each BGSC meeting includes a concise presentation by an external expert on a relevant sustainability topic, providing timely insights to support informed deliberation on environmental and social risks and opportunities relevant to financial institutions. In 2025, topics included developments in environmental and climate litigation, as well as the implications of the EU Deforestation Regulation (EUDR) for CIMB.</li><li>• Senior management deep-dive sessions: Twice a year, CIMB convenes senior leaders from key entities across the Group for in-depth discussions on priority sustainability topics. These sessions dive into complex issues to strengthen technical understanding and decision-making capability. In 2025, discussions covered CIMB's nature and biodiversity strategy, climate risk management tools, data challenges and key insights from climate risk stress testing.</li><li>• Board and Senior Management training programmes: CIMB conducts regional training sessions for Board members and Senior Management twice a year, combining strategic and technical perspectives. In 2025, 2 climate-focused sessions were facilitated by external experts, including Carbon Markets and Pricing: Insights from the Value Chain, and Climate Whiplash: Understanding Risk through Stress Testing.</li></ul>

	<p>The Board and its Committees convene at a minimum quarterly to discuss key sustainability and climate-related matters. Below are some of the initiatives or discussions that took place in 2025:</p> <ul style="list-style-type: none"> <li>(a) Forward30 Sustainability Strategy.</li> <li>(b) CIMB's Material Sustainability Matters.</li> <li>(c) Group Sustainability Policy.</li> <li>(d) Appointment of Sustainability Champions at Major Subsidiaries.</li> <li>(e) Required Skills within the Board and its Committees to Support Effective Governance and Decision-Making.</li> <li>(f) CIMB Sustainability Academy.</li> <li>(g) Sustainability KPIs Linked to Long-Term Incentive Plans and the Remuneration Framework.</li> <li>(h) FY2025 Sustainability Risk Appetite Statement, Metrics and Dashboard.</li> <li>(i) FY2026 Climate Risk Appetite Setting.</li> <li>(j) Material Risk Assessment, Incorporating Sustainability and Climate Risk Considerations.</li> <li>(k) Sustainability and Climate Risk Hotspots and Emerging Risks.</li> <li>(l) Group-Wide Stress Testing, with Climate Risk Drivers Embedded.</li> <li>(m) BNM Climate Risk Stress Testing Results and Insights.</li> <li>(n) Progress on Key Sustainability Initiatives and Goals.</li> <li>(o) Net Zero Operationalisation, and Progress Towards Interim 2030 Net Zero Targets.</li> <li>(p) Green, Social, Sustainable Impact Products and Services (GSSIPS) Targets and Progress.</li> <li>(q) CIMB's Approach to Managing Nature and Biodiversity.</li> <li>(r) Nature and Biodiversity Report.</li> <li>(s) Human Rights Saliency Assessment.</li> <li>(t) Economic Empowerment and Financial Inclusion Roadmap and Initiatives.</li> <li>(u) Corporate Responsibility Strategy and Initiatives.</li> <li>(v) The Cooler Earth Sustainability Series.</li> <li>(w) Investor Engagement Strategy in Relation to Sustainability Matters.</li> <li>(x) IFRS S2 Implementation and Climate Disclosure Framework.</li> <li>(y) CIMB's Sustainability Report.</li> <li>(z) External Assurance of Key Sustainability Indicators and Internal Review of Key Controls Over Sustainability Data.</li> </ul>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p><b>At the Board Level</b></p> <p>The Board is the highest governance authority and is accountable for CIMB's sustainability strategy, as well as the oversight of material ESG risks and opportunities, including climate-related risks and opportunities.</p> <p>The BEA is conducted annually to evaluate the effectiveness of the Board, Board Committees and individual Directors in discharging their roles, including in relation to sustainability and ESG matters.</p> <p>Sustainability due diligence also forms part of the appointment process for new Directors.</p> <p>During FYE2025, Board Members collectively attended a total of 26 sustainability-related training sessions throughout FYE2025.</p> <p><b>At Senior Management Level</b></p> <p>In accordance with the CIMB Group Remuneration Policy, the Group's performance is assessed using a balanced scorecard that incorporates sustainability-related performance measures and initiatives.</p> <p>The Group CEO, Senior Management and all divisions carry sustainability-related KPIs as part of their performance evaluations, ensuring alignment across leadership, business units and enabling functions with the Group's long-term sustainability objectives.</p> <p>The performance-based remuneration framework is anchored on a collective sustainability scorecard, which sets out KPIs to be achieved within defined timeframes in line with the Group's sustainability objectives. Performance against these KPIs is measured and reported to the relevant committees.</p> <p>The achievement of sustainability-related KPIs directly impacts the bonus pool funding of the respective divisions, thereby linking divisional remuneration outcomes to the successful delivery of sustainability initiatives through collective scorecards.</p> <p>The sustainability scorecard includes both internal targets and external commitments across environmental, social, economic and governance</p>

	<p>dimensions, comprising a mix of leading and lagging indicators. These include, among others:</p> <ul style="list-style-type: none"> <li>• Mobilising sustainable finance through the GSSIPS framework for retail and non-retail clients</li> <li>• Reducing Scope 1 and 2 GHG emissions from the 2019 baseline</li> <li>• Implementing the Group's Net Zero Operationalisation Programme</li> <li>• Delivering our Sustainability and Climate Risk Data Infrastructure project</li> <li>• Fulfilling IFRS S1 and S2 requirements by upgrading systems and processes to strengthen disclosures and reporting transparency</li> <li>• Conducting a preliminary nature and biodiversity risk assessment for key nature-related sectors, including risks linked to long-term climate change and publishing the Group's position</li> <li>• Advancing economic inclusion and financial literacy for vulnerable groups</li> <li>• Driving initiatives to build a sustainable supply chain</li> <li>• Strengthening CIMB's sustainability capabilities through targeted training</li> <li>• Improving performance on key diversity and inclusion metrics</li> <li>• Improving sustainability policies to strengthen governance, controls and alignment with international standards and best practices</li> </ul> <p>Progress against these KPIs is monitored by Group Sustainability, with regular reporting to GSC, GTC and BGSC.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.5- Step Up**

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

<i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: <p>The GCSO was appointed by the Board in October 2020. The GCSO provides updates to the BGSC, on a quarterly basis and the Board as and when required, on matters relating to the Group’s sustainability strategies, frameworks and policies, as well as other material sustainability matters, including climate change and corporate responsibility.</p> <p>The GCSO is supported by the Group Sustainability Committee, chaired by the Country Head, Malaysia, in leading the development and effective execution of the Group’s sustainability priorities in line with strategic outcomes set by the Board, the BGSC and/or the Group CEO.</p> <p>The GCSO reports to the Country Head, Malaysia, and leads the Sustainability teams across the region. In addition, the Head of Sustainability in each country oversees the adequacy and effectiveness of the implementation of strategic sustainability initiatives across the businesses, monitors key ESG regulatory developments, and ensures alignment and provides updates to governance committee on sustainability related matters, risks and areas of concern as identified from time-to-time.</p>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In determining the optimum size and composition of the Board, the Board takes into account the scale and complexity of the Group's operations, the collective skills and experience required for effective strategic oversight, regulatory and governance requirements, and the importance of independence and diversity in experience, ethnicity, gender and age. The Board seeks to maintain an optimal size that supports active engagement, balanced perspectives and effective decision-making, while enabling effective succession planning. While diversity is an important consideration, all Board appointments are made based on merit.</p> <p>CIMB adopts a formal and transparent process for the appointment of Directors to ensure that candidates possess the appropriate skills, experience and integrity required to discharge their duties effectively.</p> <p>The Board delegates responsibility for Board appointments and oversight of its composition to the GNRC, which ensures alignment with the Group's strategic priorities and governance requirements. Through regular Board refreshment, the GNRC promotes diversity of perspectives and the introduction of new competencies, thereby strengthening strategic oversight, enhancing the quality of Board deliberations and supporting the Board's ability to remain effective, dynamic and responsive to the Group's evolving challenges and opportunities.</p> <p>In overseeing Board composition and succession planning, the GNRC is guided by applicable regulatory requirements and internal governance frameworks, including BNM Policy Document on Fit and Proper Criteria, the Board Charter and the Board Diversity Framework. These frameworks establish clear expectations on independence, tenure, conflicts of interest and diversity, supporting compliance with MCCG requirements and reinforcing sound governance practices.</p> <p>Board succession planning is anchored in the Board Composition and Skill Set Framework, which defines the competencies, skills and experience required for effective Board oversight. The framework also takes into account factors such as Board size, tenure, age and gender diversity to ensure a balanced, inclusive and forward-looking Board capable of meeting the Group's strategic and governance needs.</p>

	<p><b>Directors' Retirement, Re-Appointment and Re-Election</b></p> <p>In line with the Board Charter, Directors are subject to regular re-election to promote accountability and facilitate Board refreshment. Newly appointed Directors shall hold office until the next AGM, at which time they are required to submit themselves for re-election. Thereafter, 1/3 of the Directors, being those who have served the longest since their appointment or last election, shall retire by rotation at each AGM and may offer themselves for re-election.</p> <p>In assessing the eligibility of Directors for re-election, the Board, upon the recommendation of the GNRC, considers a range of criteria to ensure the continued effectiveness of the Board. These criteria are amongst others:</p> <ul style="list-style-type: none"> <li>(i) the Director's competency in specialised areas of practise and level of contribution to the Board through their knowledge, skills, and expertise;</li> <li>(ii) the level of independence demonstrated by the Directors, and their ability to act in the best interest of the Company;</li> <li>(iii) probity, personal integrity and reputation, where the Directors must have personal qualities such as honesty, integrity, diligence, independence of mind, and fairness; and</li> <li>(iv) financial integrity, where the Director must manage their debts or financial affairs prudently.</li> </ul> <p><b>Director Independence and Fit &amp; Proper Compliance</b></p> <p>The GNRC ensures that all Independent NED (INEDs) meet independence requirements and comply with the Fit and Proper Criteria prescribed by BNM. Directors are assessed on probity and integrity, competency and capability, and financial integrity, with annual confirmations obtained to affirm continued independence.</p> <p>Following the annual assessment in 2025, the Board is satisfied that all Directors remain fit and proper to discharge their duties and are able to act independently in the best interests of the Group.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<b>Application</b> :	Applied														
<b>Explanation on application of the practice</b> :	<p>The Board's composition places strong emphasis on independence to support objective judgement and effective oversight. In line with the MCCG's recommendation for large companies, the Board comprises a majority of INEDs, thereby strengthening the Board's ability to exercise independent oversight, safeguard stakeholders' interests and uphold high standards of governance.</p> <p>As at 28 February 2026, our Board consisted of 11 Directors, of whom 7 are INEDs as set out below:</p> <table border="0" data-bbox="437 902 1412 1440"> <tr> <td data-bbox="437 902 1050 1182">           Datuk Syed Zaid Albar            Shulamite N K Khoo            Ho Yuet Mee            Datin Azlina Mahmad            YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz            Lyn Therese McGrath            Yasmin Aladad Khan         </td> <td data-bbox="1050 902 1082 1182" style="font-size: 3em; vertical-align: middle;">}</td> <td data-bbox="1082 902 1310 1182" style="vertical-align: middle;">INEDs</td> <td data-bbox="1310 902 1412 1182" style="background-color: #e0e0e0; text-align: center; vertical-align: middle;">64%</td> </tr> <tr> <td data-bbox="437 1216 1050 1328">           Dato' Lee Kok Kwan            Didi Syafruddin Yahya            Selvendran Katheerayson         </td> <td data-bbox="1050 1216 1082 1328" style="font-size: 3em; vertical-align: middle;">}</td> <td data-bbox="1082 1216 1310 1328" style="vertical-align: middle;">NINEDs</td> <td data-bbox="1310 1216 1412 1328" style="background-color: #e0e0e0; text-align: center; vertical-align: middle;">27%</td> </tr> <tr> <td data-bbox="437 1373 1050 1440">           Novan Amirudin         </td> <td data-bbox="1050 1373 1082 1440" style="font-size: 3em; vertical-align: middle;">:</td> <td data-bbox="1082 1373 1310 1440" style="vertical-align: middle;">ED/Group CEO</td> <td data-bbox="1310 1373 1412 1440" style="background-color: #e0e0e0; text-align: center; vertical-align: middle;">9%</td> </tr> </table> <p>The roles and responsibilities of INEDs, as well as the criteria for determining their independence, are clearly defined and set out in the Board Charter.</p> <p>The profiles of the Board members are available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>			Datuk Syed Zaid Albar Shulamite N K Khoo Ho Yuet Mee Datin Azlina Mahmad YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz Lyn Therese McGrath Yasmin Aladad Khan	}	INEDs	64%	Dato' Lee Kok Kwan Didi Syafruddin Yahya Selvendran Katheerayson	}	NINEDs	27%	Novan Amirudin	:	ED/Group CEO	9%
Datuk Syed Zaid Albar Shulamite N K Khoo Ho Yuet Mee Datin Azlina Mahmad YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz Lyn Therese McGrath Yasmin Aladad Khan	}	INEDs	64%												
Dato' Lee Kok Kwan Didi Syafruddin Yahya Selvendran Katheerayson	}	NINEDs	27%												
Novan Amirudin	:	ED/Group CEO	9%												
<b>Explanation for departure</b> :															
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>															

<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	:	Not applicable - Step Up 5.4 adopted	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

*Note: To qualify for adoption of this Step-Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval is required to retain the director as an independent director beyond nine years.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>In line with Practice 5.4 of the MCGG, the Board Charter provides that the tenure of an INEDs is limited to a maximum cumulative term of 9 years from the date of first appointment.</p> <p>Upon reaching the 9-year tenure, an Independent Director may continue to serve on the Board only as a Non-Independent Non-Executive Director (NINED), subject to the recommendation of the GNRC and approval by the Board.</p> <p>A Director whose tenure has expired shall cease to act in any capacity as a Director unless and until he or she is formally re-appointed.</p> <p>As at 28 February 2026, none of the INEDs on the Board has exceeded the cumulative 9-year tenure limit from the date of their first appointment.</p> <p>Provisions on the Director's tenure limit are stipulated in Paragraph 10 of the Board Charter.</p>

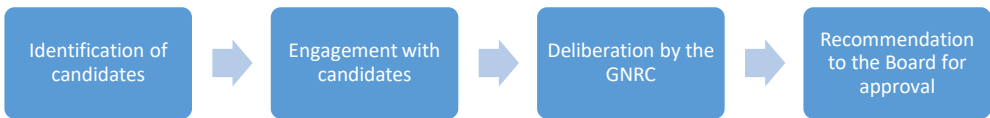
### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

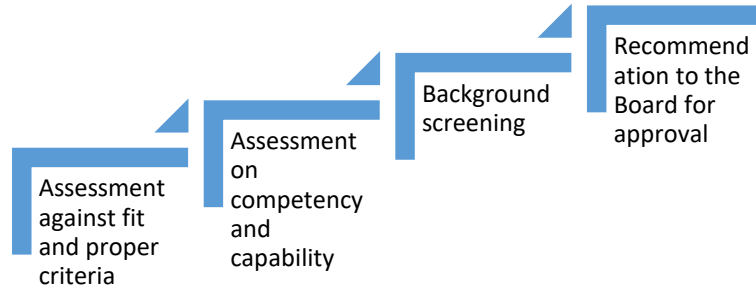
### Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The appointment of Directors is undertaken through a structured and formal process based on objective criteria, merit and suitability, and is guided by the Board Composition and Skill Set Framework and the Group's succession planning considerations. Due regard is given to diversity in skills, experience, age, cultural background and gender to support a balanced and effective Board.</p> <p>In assessing candidates for appointment, the Board, with the assistance of the GNRC, considers the individual's integrity, competence, experience, time commitment and ability to contribute effectively to Board deliberations. This assessment takes into account, among others, information disclosed through publicly available sources, including regulatory filings, corporate disclosures and other relevant public information.</p> <p>The number of existing directorships held, including appointments on boards of non-listed companies, is also considered to ensure that Directors are able to devote sufficient time to discharge their duties effectively. Any appointment that may give rise to conflicts of interest or could compromise the integrity and governance of the Group is avoided.</p> <p>Appointments of Senior Management, including the Group CEO, CEO/ED and Senior Management Officers (SMOs), are subject to a similarly structured and transparent process overseen by the GNRC. In line with its TOR, the GNRC supports the Board by providing a consistent procedure for evaluating and recommending appointments based on objective assessment of merit, competence, experience, leadership capability and time commitment, taking into consideration relevant information available to the Board. These considerations are embedded within the Group's succession planning and annual evaluation processes to ensure continuity of leadership and effective management oversight, in accordance with the Board Charter and the GNRC's TOR.</p> <p>The following outlines the nomination, evaluation, and approval procedures for new appointments:</p>  <pre>graph LR; A[Identification of candidates] --&gt; B[Engagement with candidates]; B --&gt; C[Deliberation by the GNRC]; C --&gt; D[Recommendation to the Board for approval]</pre>

The process for assessing and approving reappointments is outlined below:



The appointment of a new Director is subject to BNM's prior approval, with the tenure of the appointment determined in accordance with the terms and conditions stipulated in the approval granted.

### **Directors' Policy on External Commitments**

The Board expects all Directors to commit sufficient time to discharge their responsibilities effectively. To prevent Directors from being overstretched, the Board Charter limits each Director to no more than 5 directorships in public listed companies globally, with companies within the same Group counted as 1.

In addition, Directors are restricted from holding more than 15 external professional commitments across non-public listed companies, advisory boards and boards of trustees, excluding appointments related to industry, market or nation-building.

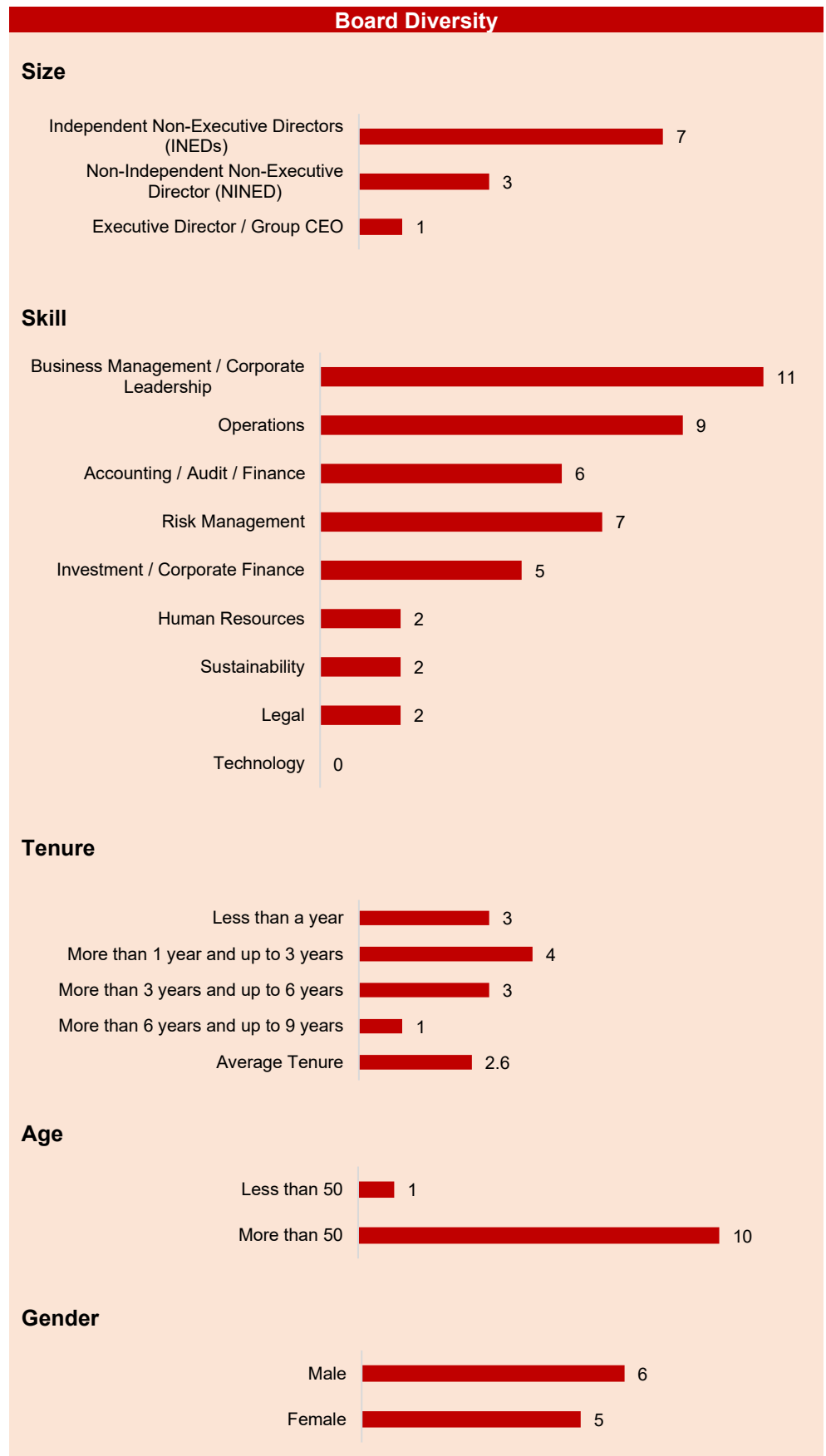
Directors must consult the Chairman before accepting any new external appointment. Such appointments require GNRC's recommendation and Board approval and must not create conflicts of interest, impair independence, pose reputational risks or impose excessive time commitments.

To further safeguard effective Board leadership and oversight, Directors who hold CEO or Managing Director positions on other Boards are not eligible to serve as Chairman or as members of Board Committees.

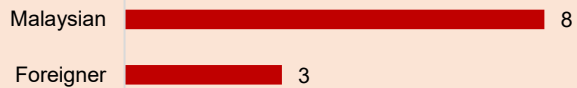
During the financial year, the Board underwent several changes as part of its orderly succession and renewal process, undertaken in accordance with the Board Charter and applicable regulatory requirements, as set out below:

- Dato' Mohamed Ross Mohd Din retired on 18 April 2025 after completing his 9-year tenure on the Board;
- Tan Sri Mohd Nasir Ahmad retired on 19 July 2025, upon completing his extended 1-year tenure as Non-Independent Chairman/Director, following the end of his 9-year tenure on 19 July 2024;
- Datuk Syed Zaid Albar was appointed to the Board effective 18 June 2025, and subsequently assumed the role of Chairman on 20 July 2025;
- Selvendran Katheerayson and Yasmin Aladad Khan joined the Board on 1 August 2025 and 1 December 2025 respectively; and
- YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz was re-designated as an INED with effect from 1 January 2026, while Didi Syafruddin Yahya was re-designated as a NINED with effect from 10 January 2026.

The composition, tenure and diversity of the Board as at 28 February 2026 are illustrated below:



**Nationality**

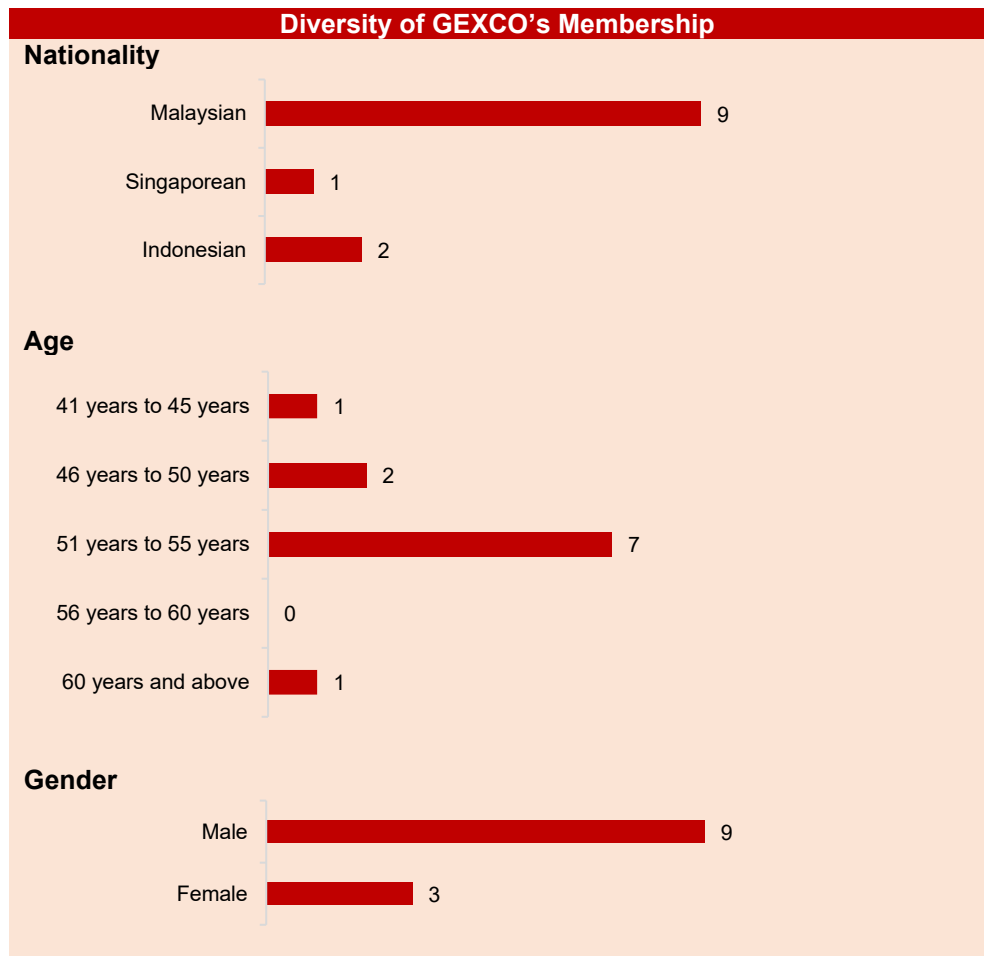


**Diversity of GEXCO’s Membership**

CIMB promotes strong governance and long-term sustainability through inclusive leadership practices across the Group. In line with this, the Group Employee Diversity & Inclusion Policy supports diversity in gender, age, background, belief, ethnicity, skills and abilities across all levels of the organisation, including the Board and the GEXCO.

These principles are embedded in the Group’s leadership and succession planning processes to ensure balanced representation and diverse perspectives in decision-making.

The demographic composition of GEXCO as at 28 February 2026, as set out below, reflects the Group’s continued commitment to diversity and inclusive leadership at senior management level:



**Explanation :**  
**for departure**

<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

## Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing directors, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board adopts a deliberate and considered approach in the nomination of candidates, with a focus on ensuring that individuals appointed possess the necessary calibre to contribute effectively to Board deliberations and the sustainable success of the Group.</p> <p>In this regard, the GNRC adopts a rigorous and structured sourcing process and does not rely solely on recommendations from existing Directors, Management or major shareholders. To ensure a broad, objective and independent pool of candidates, the GNRC leverages multiple sourcing channels, including professional search firms, in addition to recommendations from the Board, major shareholders and Management. External sources such as the Directors' Register maintained by FIDE FORUM, BNM, Institute of Corporate Directors Malaysia, Perbadanan Insurans Deposit Malaysia and relevant professional associations are also considered as part of the sourcing process. In 2025, CIMB engaged professional search firms, including FIDE FORUM and international consulting firms, as part of the Board's succession planning process to identify a broad pool of high-calibre candidates who meet the Board's skills, independence and diversity requirements.</p> <p>In addition to the established appointment procedures, the GNRC undertakes a comprehensive assessment of candidates' independence and suitability, with reference to key governance and regulatory requirements, including BNM's Corporate Governance Policy Document, Bursa Malaysia's Listing Requirements and the MCCG. Through this process, the GNRC ensures that all relevant criteria and standards are rigorously applied, and that candidates satisfy the required independence status and applicable regulatory expectations prior to recommendation to the Board.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>In line with its commitment to transparency, the Board ensures that changes to its composition and Board Committee structure are disclosed promptly through Bursa Malaysia announcements and reflected on the Company's corporate website for shareholders' reference.</p> <p>In accordance with the Board Charter, Directors are subject to periodic re-election to enhance accountability and support the ongoing renewal of the Board. Directors appointed during the year shall hold office until the next AGM, at which point they are required to seek shareholders' approval for re-election.</p> <p>Subsequently, at each AGM, 1/3 of the Directors, being those who have served the longest since their last election or appointment, shall retire by rotation and may offer themselves for re-election.</p> <p>Shareholders are provided with relevant information on Directors standing for re-election at each AGM, including the rationale for their re-election and the Board's recommendation, as set out in the Statement Accompanying the Notice of AGM.</p> <p><b>Directors Seeking Re-Election</b></p> <p>The following Directors will retire at the forthcoming 69<sup>th</sup> AGM in accordance with Article 81 of the Company's Constitution:</p> <ol style="list-style-type: none"><li>1. Dato' Lee Kok Kwan</li><li>2. Ho Yuet Mee</li><li>3. Datin Azlina Mahmad</li></ol> <p>The following Directors will retire at the forthcoming 69<sup>th</sup> AGM in accordance with Article 88 of the Company's Constitution:</p> <ol style="list-style-type: none"><li>1. Datuk Syed Zaid Albar</li><li>2. Selvendran Katheerayson</li><li>3. Yasmin Aladad Khan</li></ol> <p>The Directors concerned were evaluated by the GNRC against the relevant regulatory requirements, governance standards and applicable</p>

	<p>policy documents. Based on this assessment, the GNRC recommended their re-appointment, which was subsequently endorsed by the Board for submission to shareholders for consideration and approval at the upcoming AGM.</p> <p>Further details on the proposed resolutions relating to the re-appointment of Directors retiring and seeking re-election are set out in the Explanatory Notes to the Notice of AGM.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The GNRC is currently chaired by an Independent Director, YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz, who is concurrently the Senior Independent Director.</p> <p>The Chairperson of the GNRC plays a key role in supporting the Board's oversight of Board composition, succession planning and remuneration matters, and is responsible for, among others:</p> <ul style="list-style-type: none"><li>(a) Providing leadership to the GNRC and ensuring the Committee functions effectively in accordance with its TOR, with a focus on transparency, objectivity and consistency in decision-making.</li><li>(b) Leading the GNRC's deliberations on matters relating to the appointment, re-appointment and removal of Directors, members of Board Committees, the CEO/ED and SMOs, and ensuring that recommendations to the Board are based on merit, suitability and established governance criteria.</li><li>(c) Overseeing the review of Board composition and succession planning, including alignment with the Board Composition and Skill Set Framework, diversity considerations and the long-term strategic needs of the Group.</li><li>(d) Ensuring that the performance evaluation of the Board, Board Committees, individual Directors and senior leadership is conducted in a structured and objective manner, and that the outcomes are appropriately considered in the Committee's recommendations.</li><li>(e) Leading the GNRC's review and recommendation of remuneration frameworks and policies for Directors, Board Committee members, CEOs/EDs, SMOs and Material Risk Takers, ensuring alignment with the Group's culture, strategy and regulatory expectations.</li><li>(f) Ensuring that the GNRC's recommendations are supported by adequate information, robust assessment and due consideration of applicable regulatory requirements, including those issued by BNM and Bursa Malaysia.</li><li>(g) Reporting to the Board on the GNRC's deliberations, key recommendations and decisions, and facilitating effective communication between the Committee and the Board.</li></ul> <p>The role and responsibilities of the Senior Independent Director are set out in the Board Charter and include, among others, the following:</p> <ul style="list-style-type: none"><li>• serving as a sounding board to the Chairman and providing independent views where appropriate;</li><li>• representing the interests of the NEDs and Independent Directors, and providing leadership, guidance and support to the Board;</li></ul>

	<ul style="list-style-type: none"> <li>• acting as an alternative point of contact for shareholders and other stakeholders to convey concerns that may not be appropriately addressed through the usual channels; and</li> <li>• overseeing the effective implementation of the Group's Whistleblowing Policy and serving as an independent channel for whistleblowers to raise concerns or lodge complaints.</li> </ul> <p>The profile of YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz may be accessed via CIMB's corporate website at <a href="http://www.cimb.com">www.cimb.com</a>.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In line with CIMB's Board Diversity Framework and as articulated in the Board Charter, the Board has adopted a policy on gender diversity and supports the MCCG recommendation for women to comprise at least 30% of the Board. This commitment is overseen by the GNRC and is integrated into the Board's composition, appointment and succession planning processes.</p> <p>As at 28 February 2026, there are 5 female Directors out of 11 Directors, which represents 45% female representation on the Board. These female Directors are:</p> <ul style="list-style-type: none"> <li>(a) Shulamite N K Khoo (Independent Director)</li> <li>(b) Ho Yuet Mee (Independent Director)</li> <li>(c) Datin Azlina Mahmad (Independent Director)</li> <li>(d) Lyn Therese McGrath (Independent Director)</li> <li>(e) Yasmin Aladad Khan (Independent Director) (<i>Appointed on 1 December 2025</i>)</li> </ul> <p>While the Board recognises the value of diversity in enhancing Board effectiveness, all Board appointments are ultimately made based on merit, taking into account the skills, experience and suitability required to meet the Group's governance and strategic needs.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.10**

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Diversity is a key consideration in determining the composition and optimum size of the Board. In line with CIMB's Board Diversity Framework, the Board places strong emphasis on achieving a diverse and balanced mix of skills, experience, gender, ethnicity, age, background and independence. The Board recognises that such diversity brings broader perspectives, strengthens the quality of deliberations, supports robust decision-making and enhances overall Board effectiveness.</p> <p>Consistent with this approach, the Group places particular emphasis on gender diversity at Board level, in line with the MCCG's recommendation of at least 30% women representation on the Board. This reflects the Board's view that gender diversity contributes positively to more inclusive discussions, constructive challenge and well-considered outcomes. As at 28 February 2026, women comprise 45% of the Board.</p> <p>Notwithstanding the importance placed on diversity, CIMB maintains that all appointments to the Board are made based on merit, taking into account the skills, experience, competencies and leadership qualities required to effectively discharge the Board's roles and responsibilities.</p> <p>Beyond the Board, gender diversity is also prioritised in Senior Management appointments. The Group's Employee Diversity &amp; Inclusion Policy supports diversity across all levels of the organisation, encompassing gender, age, background, belief, ethnicity, skills and abilities, to foster an inclusive culture and a sustainable leadership pipeline aligned with the Group's long-term objectives.</p> <p>As at 31 December 2025 there are 3 or 25% women representation in GEXCO's membership.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
------------------	---	--	--

### Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

### Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out, its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

*Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.*

<b>Application</b>	:	Applied							
<b>Explanation on application of the practice</b>	:	<p>The annual BEA is a key governance mechanism to evaluate the effectiveness of the Board, its Committees and individual Directors, including their oversight of sustainability and ESG-related matters. The assessment examines, among others, leadership effectiveness, competencies, behaviours, clarity of roles and responsibilities, and the effectiveness of Board and Committee processes, with a view to identifying strengths and areas for continuous improvement.</p> <p>The GNRC oversees the BEA in accordance with the CIMB Annual Evaluation Manual, which provides for an externally facilitated evaluation at least once every 3 years.</p> <p>For FYE2024, the GNRC, supported by the Group Company Secretary, conducted the BEA internally in accordance with an established scope and set of assessment criteria as outlined below:</p> <table border="1" data-bbox="560 1375 1398 1982"> <thead> <tr> <th data-bbox="560 1375 815 1442"><b>Governance Dimension</b></th> <th data-bbox="815 1375 1398 1442"><b>Criteria</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="560 1442 815 1722">Part A: Board Effectiveness</td> <td data-bbox="815 1442 1398 1722"> <ul style="list-style-type: none"> <li>• Board Composition and Development</li> <li>• Board Responsibilities</li> <li>• Board Dynamics</li> <li>• Chairman’s Leadership</li> <li>• Board Administration &amp; Process</li> <li>• Overall Effectiveness of Board Committees</li> <li>• Directors’ Self and Peer Evaluation</li> <li>• Overall Effectiveness of the Board</li> </ul> </td> </tr> <tr> <td data-bbox="560 1722 815 1982">Part B: Board Committees’ Effectiveness  (assessment from the perspective of Committee Chairperson and members)</td> <td data-bbox="815 1722 1398 1982"> <ul style="list-style-type: none"> <li>• Quality and Composition of the Committee</li> <li>• Responsibilities and Effectiveness of Deliberations and Contributions</li> <li>• Meeting Administration and Conduct</li> <li>• Performance of the Committee Chairperson</li> </ul> </td> </tr> </tbody> </table>		<b>Governance Dimension</b>	<b>Criteria</b>	Part A: Board Effectiveness	<ul style="list-style-type: none"> <li>• Board Composition and Development</li> <li>• Board Responsibilities</li> <li>• Board Dynamics</li> <li>• Chairman’s Leadership</li> <li>• Board Administration &amp; Process</li> <li>• Overall Effectiveness of Board Committees</li> <li>• Directors’ Self and Peer Evaluation</li> <li>• Overall Effectiveness of the Board</li> </ul>	Part B: Board Committees’ Effectiveness  (assessment from the perspective of Committee Chairperson and members)	<ul style="list-style-type: none"> <li>• Quality and Composition of the Committee</li> <li>• Responsibilities and Effectiveness of Deliberations and Contributions</li> <li>• Meeting Administration and Conduct</li> <li>• Performance of the Committee Chairperson</li> </ul>
<b>Governance Dimension</b>	<b>Criteria</b>								
Part A: Board Effectiveness	<ul style="list-style-type: none"> <li>• Board Composition and Development</li> <li>• Board Responsibilities</li> <li>• Board Dynamics</li> <li>• Chairman’s Leadership</li> <li>• Board Administration &amp; Process</li> <li>• Overall Effectiveness of Board Committees</li> <li>• Directors’ Self and Peer Evaluation</li> <li>• Overall Effectiveness of the Board</li> </ul>								
Part B: Board Committees’ Effectiveness  (assessment from the perspective of Committee Chairperson and members)	<ul style="list-style-type: none"> <li>• Quality and Composition of the Committee</li> <li>• Responsibilities and Effectiveness of Deliberations and Contributions</li> <li>• Meeting Administration and Conduct</li> <li>• Performance of the Committee Chairperson</li> </ul>								

Part C: Performance of Group Company Secretary	<ul style="list-style-type: none"> <li>• Performance of Group Company Secretary</li> <li>• Effectiveness of the Company Secretarial team</li> </ul>
Part D: 360° Board–GEXCO Assessment	<ul style="list-style-type: none"> <li>• Quality of Leadership and Composition</li> <li>• Quality of Communication, Articulation and Responsiveness</li> <li>• Strategic Interaction</li> </ul>

The outcomes of the BEA affirmed that the Board, its Committees, the Chairperson and individual Directors continue to discharge their roles and responsibilities effectively. At the same time, the assessment identified a number of areas for enhancement to further strengthen Board effectiveness and governance practices. These include, among others:

- sharpening the Board’s focus on long-term strategic planning and scenario analysis;
- enhancing clarity in the delegation of responsibilities between the Board and its Committees to minimise overlaps;
- broadening the Board’s collective expertise through the inclusion of Directors with technology, artificial intelligence and diverse professional backgrounds;
- strengthening Board development through more targeted learning in areas such as ESG, digitalisation, cybersecurity and strategic risk;
- fostering more constructive and interactive engagement with Management, including through joint strategy sessions and more consistent dialogue;
- improving the quality, timeliness and clarity of Board papers, including greater use of digital tools and data analytics; and
- further formalising succession planning, alongside continued enhancement of the Company Secretary function to strengthen coordination and technology enablement.

The GNRC and the Board deliberated the findings of the BEA and have taken steps to address the identified areas for improvement. A structured action plan has been developed and is being implemented and monitored by the GNRC, with a focus on strengthening strategic oversight, governance processes and ongoing Board development

Project Whip was introduced as part of the BEA action plan to strengthen governance effectiveness by clarifying Board and Committee responsibilities, reducing overlaps, and enhancing Board meeting processes and paper quality. Progress is monitored by the GNRC, with BEA outcomes informing Board succession, Committee composition and future Board structure.

In line with the MCCG recommendation which advocates that the annual evaluation of the Board, Board Committees and individual Directors be facilitated by an independent expert at least once every 3 years, the Board has appointed an independent external consultant to conduct the

	FY2025 BEA to facilitate an objective evaluation of Board and Committee effectiveness.	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p><b>Directors' Remuneration Framework</b></p> <p>The GNRC, acting on behalf of the Board, is responsible for developing and recommending a remuneration framework for NEDs that supports the Group's long-term objectives and governance standards. The CIMB Directors' Remuneration framework is designed to be aligned with the Group's culture, values and strategic direction, remains competitive and equitable to attract and retain suitably qualified Directors, and ensures that remuneration is appropriate and commensurate with the roles, responsibilities, time commitment and contributions of NEDs.</p> <p>In line with good governance practices and to ensure continued relevance, the Directors' Remuneration Framework is subject to periodic review at least once every 3 years. This review process ensures that the remuneration structure remains aligned with the evolving responsibilities of NEDs, market practices and the Group's strategic needs.</p> <p>In 2025, the Board undertook a comprehensive review of the NEDs' Remuneration Framework, the first since its implementation in 2017, supported by an external benchmarking exercise. The review concluded that the existing fee structure no longer adequately reflected the increased scope, complexity and time commitment arising from heightened regulatory expectations and CIMB's expanded regional footprint. Based on independent market analysis, peer comparisons and cost considerations, a revised fee structure was proposed and subsequently approved by shareholders at the 68<sup>th</sup> AGM held on 29 April 2025.</p> <p>Key enhancements arising from the review include the introduction of a retainer fee for Board Committee membership to recognise the additional responsibilities and time commitment at Committee level, while meeting fees were maintained at RM5,000 per meeting.</p> <p>The current Directors' Remuneration Framework is as follows:</p>

	CIMB	Retainer Fees (RM per annum)	Chairperson's Premium (RM per annum)	Meeting Fees (RM per meeting)	
	Board	Chairperson# *	250,000	430,000	5,000
		Member#	250,000	N/A	5,000
	Board	Chairperson	50,000	50,000	5,000
	Committees	Member	50,000	N/A	5,000
	<p><b>Notes:</b></p> <p># All Board members (excluding ED or any Director who serves as an Executive elsewhere) are eligible to medical benefits i.e., outpatient and dental, hospitalisation, and executive health screening.</p> <p>* The Chairperson also receives benefits-in-kind, which include car allowance, petrol and toll card, a personal driver, leave passage, corporate club membership fees, as well as a mobile phone and bill.</p> <p>The Directors' Remuneration Framework is available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>				
<b>Explanation for departure</b> :					
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>					
<b>Measure</b> :					
<b>Timeframe</b> :					

### Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has delegated to the GNRC the responsibility for establishing and overseeing the Group's remuneration principles and governance framework.</p> <p>The remuneration of Directors and Senior Management is governed by the CIMB Group Directors' Remuneration Framework and the CIMB Group Remuneration Policy respectively, which provide a clear and structured approach to ensure remuneration is fair, competitive, transparent and aligned with the Group's long-term strategy and value creation.</p> <p>During the year, the GNRC deliberated on a range of key remuneration-related matters, including:</p> <ul style="list-style-type: none"><li>• reviewing and recommending enhancements to the Directors' Remuneration Framework;</li><li>• deliberating on the remuneration of Directors, CEOs/Executive Directors, Senior Officers and Material Risk Takers;</li><li>• overseeing matters relating to the Group's Long-Term Incentive Plan;</li><li>• reviewing Board remuneration structures for subsidiaries; and</li><li>• considering updates to the Group Remuneration Policy and related remuneration disclosures.</li></ul> <p>The roles and responsibilities of the GNRC are set out in its TOR, which are available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.1**

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The remuneration payable to the Board of Directors in FYE2025 are as follows:

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Syed Zaid Albar	INED	134	33	-	193	15	-	375	170	90	-	311	15	-	586
2	Dato' Lee Kok Kwan	NINED	257	90	-	-	-	-	347	670	275	-	-	-	-	945
3	Didi Syafruddin Yahya	NINED	323	245	-	133	-	-	701	830	704	-	543	10	-	2087
4	Shulamite N K Khoo	INED	257	135	-	-	-	-	392	257	135	-	-	-	-	392
5	Ho Yuet Mee	INED	290	300	-	67	-	-	657	290	300	-	67	-	-	657
6	Datin Azlina Mahmad	INED	290	235	-	67	-	-	592	473	305	-	121	18	-	917
7	YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz	INED	257	135	-	-	-	-	392	531	374	-	219	-	-	1124
8	Lyn Therese McGrath	INED	290	120	-	-	-	-	410	290	120	-	-	-	-	410
9	Selvendran Katheerayson	NINED	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10	Yasmin Aladad Khan	INED	29	10	-	-	-	-	39	29	10	-	-	-	-	39
11	Tan Sri Mohd Nasir Ahmad	NINED	264	50	-	111	6	-	431	409	110	-	196	6	-	
12	Dato' Mohamed Ross Mohd Din	INED	51	90	-	-	-	-	141	93	108	-	42	8	-	
13	Afzal Abdul Rahim	INED	-	-	-	-	-	-	-	-	-	-	-	-	-	-
14																
15	Novan Amirudin	ED	-	-	-	-	-	-	-	-	-	11654	-	89	-	11743

### Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

### Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board recognises the importance of transparency in remuneration disclosures and remains committed to providing meaningful and relevant information to stakeholders. The Board, however, is of the view that disclosing the remuneration of CIMB's Top 5 Senior Management on a named basis may not be appropriate at this time, given the sensitive and confidential nature of such information and the competitive environment in which the Group operates.</p> <p>Accordingly, the Board has decided not to disclose, on a named basis, the remuneration components of the Top 5 Senior Management, including salary, bonus, benefits-in-kind and other emoluments, in bands of RM50,000. The Board considers that this approach strikes an appropriate balance between transparency and the need to safeguard the Group's interests, while continuing to support the attraction and retention of senior leadership talent.</p> <p>Notwithstanding the above, CIMB continues to maintain a high level of transparency in its remuneration disclosures. The remuneration of the following key senior management positions is disclosed in the respective financial statements of the Group and its other banking subsidiaries:</p> <ol style="list-style-type: none"><li>1. CEO/ED, CIMB Group Holdings Berhad;</li><li>2. ED, CIMB Bank Berhad;</li><li>3. CEO/ED, CIMB Investment Bank Berhad; and</li><li>4. CEO/ED, CIMB Islamic Bank Berhad.</li></ol>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	The Board will closely monitor developments in the market in respect of such disclosure for future considerations.
<b>Timeframe</b>	:	Monitoring of market developments is on on-going basis.

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.3 - Step Up**

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.1**

The Chairman of the Audit Committee is not the Chairman of the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The AC is chaired by Datin Azlina Mahmad, with effect from 1 July 2024. In line with Practice 9.1 of the MCCG, the Chairperson of the AC is not the Chairman of the Board.</p> <p>The other members of the AC are Ho Yuet Mee and Yasmin Aladad Khan, who was appointed on 1 December 2025. All members of the AC are Independent Directors.</p> <p>Details on the composition, profiles of the members and the Terms of Reference of the AC are available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.2**

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>In line with Practice 9.2 of the MCCG, the Board Charter provides that where a firm has been appointed as the external auditor of CIMB, its subsidiaries or related corporations, any officer directly involved in the audit engagement and any partner of the firm shall not be appointed or serve as a Director until at least 3 years after the later of:</p> <ul style="list-style-type: none"> <li>(a) that person ceases to be an officer or partner of that firm; or</li> <li>(b) the firm last served as an auditor of the Company, its subsidiaries or related corporations.</li> </ul> <p>For purposes of the foregoing, an officer or a former partner includes those providing advisory services, tax consulting and other related services.</p> <p>A similar cooling-off requirement is set out in the TOR of the AC, which stipulate that a former partner or officer of the external auditor shall not be appointed or serve as a member of the AC until at least 3 years after the occurrence of the events described above.</p> <p>These provisions reflect the Board's commitment to preserving the independence, objectivity and effectiveness of the AC.</p> <p>None of the current members of the Board are former key audit partners of CIMB or its external auditor. Accordingly, no such individual has been appointed as a member of the AC.</p>
<b>Explanation for departure</b>	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

### Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board has delegated to the AC the primary responsibility to provide independent oversight of the Company's financial reporting process, internal control systems, governance and risk management, including the review of audit findings and regulatory matters, to ensure effective checks and balances.</p> <p>As part of its duties, the AC is responsible for evaluating and recommending to the Board the appointment, re-appointment, removal and remuneration of the External Auditor(s). In discharging this responsibility, the AC undertakes a structured assessment prior to making any recommendation on the appointment or re-appointment of the External Auditor(s). The assessment takes into consideration, among others, the following factors:</p> <ul style="list-style-type: none"><li>(i) the External Auditor(s)'s technical competence, professional standing, relevant experience and quality of audit work delivered in prior engagements;</li><li>(ii) the level of professionalism, transparency and effectiveness of interactions with the Audit Committee;</li><li>(iii) the ability to provide objective, practical and value-adding insights, including constructive observations and recommendations for areas requiring improvement;</li><li>(iv) the adequacy and robustness of audit scope, audit methodology, planning processes and execution of the audit;</li><li>(v) the capacity to complete the audit engagement within the agreed timelines;</li><li>(vi) whether the provision of non-audit services, if any, compromises or is perceived to compromise the independence of the External Auditor(s); and</li><li>(vii) the extent to which the External Auditor(s) demonstrates objectivity and professional judgement in the interpretation and application of applicable accounting standards, auditing standards and the Group's adopted policies.</li></ul> <p>In addition to compliance with CIMB's internal policies and procedures, the AC also satisfies itself that the External Auditor(s) meet both the</p>

	<p>quantitative and qualitative requirements stipulated under the relevant guidelines issued by BNM as well as those prescribed by the Malaysian Institute of Accountants. The External Auditor(s) are expected to continue to meet these requirements throughout the tenure of their appointment. In this regard, the AC, together with the Board, obtains, reviews and independently verifies all relevant information necessary to support its assessment of the External Auditor(s)' ongoing compliance with these requirements.</p> <p>The AC conducts an annual evaluation of the External Auditor(s), which includes an assessment of the following areas:</p> <ul style="list-style-type: none"> <li>(i) professional conduct, including confirmation that key members of the audit engagement team possess the requisite professional qualifications and are free from any record of disciplinary actions or criminal convictions;</li> <li>(ii) audit performance, by assessing whether the engagement team has the appropriate expertise, experience and resources to discharge the audit effectively;</li> <li>(iii) independence and management of conflicts of interest, including confirmation that the engagement partner and concurring partner are not involved in advisory or non-audit engagements for the Group, and that members of the engagement team do not have any relationships or interests with the Group and its subsidiaries that could impair independence;</li> <li>(iv) objectivity, as evidenced by the engagement partner's willingness to raise relevant, value-adding and unbiased audit findings to Management and the AC; and</li> <li>(v) the External Auditor(s)' governance framework and leadership oversight, including the systems, policies and measures in place to safeguard audit quality and manage professional and operational risks.</li> </ul> <p>During the year, the AC held 2 closed-door sessions with the External Auditor(s), without Management present, to facilitate open dialogue on audit matters and to receive objective feedback on areas for enhancement.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	

<b>Timeframe</b> :		
--------------------	--	--

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The AC is led by Datin Azlina Mahmad, an Independent Director, and comprises Ho Yuet Mee and Yasmin Aladad Khan. All members of the Audit Committee are Independent Directors.</p> <p><i>Note:</i> <i>Dato' Mohamed Ross Mohd Din retired from the AC on 18 April 2025 and was succeeded by Didi Syafruddin Yahya. Didi Syafruddin Yahya later resigned from the AC upon his re-designation as a Non-Independent Director on 10 January 2026, in line with the requirement that the AC comprise only Independent Directors.</i></p>

## Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

## Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The TOR of the AC sets out the requirements governing its composition, ensuring that the Committee comprises Directors who collectively possess the requisite skills, knowledge and experience to effectively discharge its responsibilities, with at least 1 Director meeting the criteria for financial and accounting proficiency as follows:</p> <ul style="list-style-type: none"><li>(i) must be a member of the Malaysian Institute of Accountants (MIA), or</li><li>(ii) if he is not a member of the MIA, he must have at least 3 years' working experience, and<ul style="list-style-type: none"><li>(aa) he must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967, or</li><li>(bb) he must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967, or</li></ul></li><li>(iii) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad.</li></ul> <p>All members of the AC are financially literate and are able to understand matters under its purview, including the financial reporting process. This collective capability is further strengthened by the diverse depth of experience and expertise of its members across banking, audit, risk management, governance and sustainability.</p> <p>The Chairperson of the AC, Datin Azlina Mahmad, brings more than 30 years of extensive banking experience, having spent the entirety of her career with J.P. Morgan Malaysia. She began her career as an analyst in 1989 and progressed through a series of leadership roles to become one of the firm's senior bankers, responsible for managing key corporate and institutional client relationships in Malaysia. She retired on 2 March 2021 as Executive Director of the Global Corporate Bank. Following her</p>

retirement, Datin Azlina was appointed by the Minister of Finance as a Public Interest Director of Bursa Malaysia Berhad in 2021. She currently serves on several Board Committees of Bursa Malaysia Berhad, including as Chairperson of the Risk Management Committee, as well as a Member of the Nomination and Remuneration Committee and the Regulatory and Conflicts Committee, contributing significantly to oversight in governance, risk management and regulatory matters.

The AC is also strengthened by the presence of members with deep professional accounting and audit expertise. Ho Yuet Mee is a Certified Public Accountant with over 30 years of professional experience in accounting, audit and financial leadership, gained primarily from her tenure with Ernst & Young, where she served as audit partner to major government-linked and multinational corporations. She previously served as an Independent Director of CIMB Islamic Bank Berhad and currently contributes to governance and sustainability oversight through her role as a Trustee of WWF-Malaysia.

Complementing this, Yasmin Aladad Khan brings extensive senior leadership experience across banking, logistics and multinational corporate environments in the Asia Pacific region. She began her career with J.P. Morgan Chase before moving to General Electric and subsequently DHL Express, where she held progressively senior roles, culminating as Executive Vice President, Commercial for Asia Pacific (excluding China). Her experience includes leading regional commercial strategy, driving international expansion and delivering sustainable performance across diverse markets. She has also served as an Independent Commissioner of PT XL Axiata Tbk and completed a 9-year tenure as an Independent Director of Digi Telecommunications Berhad, contributing strong perspectives in governance, risk management and oversight of regulated and technology-driven industries.

Collectively, the composition of the AC ensures a broad range of skills, experience and professional judgement necessary to discharge its responsibilities effectively.

The AC places strong emphasis on continuous professional development to ensure the effective discharge of its responsibilities. Throughout the financial year, all AC members actively participated in relevant training programmes, enabling them to remain up-to-date with developments in accounting and auditing standards, regulatory requirements and other matters within the Committee's purview, and to exercise an appropriate level of vigilance and professional judgement.

The profiles of the AC members are available on CIMB's corporate website at <https://www.cimb.com/>.

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.1**

The board should establish an effective risk management and internal control framework.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board of Directors recognises and affirms its overall responsibility for the establishment, oversight and maintenance of a sound risk management and internal control framework for the Group. In discharging this responsibility, the Board ensures that the framework, which is supported by the Group's internal policies, risk governance structures and control processes, is designed to identify, assess, manage and monitor material risks that may affect the achievement of the Group's strategic and business objectives.</p> <p><b>Risk Management</b> CIMB leverages the Group EWRM Framework as a standardised approach to effectively manage its risks and opportunities. The EWRM Framework provides the Board and Management with tools to anticipate and manage both existing and potential risks, taking into consideration evolving risk profiles as dictated by changes in business strategies, the external environment and/or regulatory environment.</p> <p>In discharging its oversight responsibilities over the Group's risk management and internal control framework, the Board is supported by its Board Committees, which operate within clearly defined terms of reference. These Committees assist the Board by providing focused oversight and assurance within their respective areas of responsibility.</p> <p>1. <b>Audit Committee</b> The primary objective of the AC is to assist the Board in discharging the following responsibilities:</p> <ul style="list-style-type: none"> <li>• Provide oversight on Management's execution of the Group's governance practices and internal control frameworks, including related policies, aimed at preserving value creation.</li> <li>• Ensure that Management maintains a reliable and transparent financial reporting process by independently overseeing both internal and external audit functions</li> </ul>

2. **Board Risk and Compliance Committee**

The primary objective of the BRCC is to assist the Board in discharging its responsibilities including providing oversight and advice to the Board and Management on:

- Supervising Management's execution of CIMB's internal control frameworks and related policies.
- Ensuring Management adheres to the risk governance expectations as outlined in the Group Policy Management Framework.
- Monitoring Management's implementation of compliance and risk management practices.

In complementing the EWRM Framework and the oversight provided by the Board and its Committees, the Group's Corporate Assurance Division (GCAD) provides independent and objective assurance on the adequacy and effectiveness of the Group's governance, risk management and internal control systems. GCAD operates in accordance with an audit charter that is aligned with the Global Internal Audit Standards (GIAS) and applicable BNM regulatory requirements.

GCAD adopts a risk-based audit approach, with its annual audit plan anchored on the Group's Top Enterprise Risks, and undertakes assurance, advisory, investigation and ad hoc reviews as required. Significant audit observations, including control weaknesses and recommended remedial actions, are reported to the AC, while Management remains accountable for the timely implementation of corrective measures. To maintain audit quality, objectivity and independence, GCAD is subject to periodic external quality assessments conducted at least once every 5 years.

The Group's internal audit function is led by the Group Chief Internal Auditor (GCIA), Amran Mohamad, an experienced audit professional with more than 25 years of industry experience and professional memberships with the Association of Chartered Certified Accountants (ACCA), MIA and the Institute of Internal Auditors (IIA). As at the financial year ended 2025, GCAD comprised 171 personnel from diverse professional backgrounds, with a significant proportion holding relevant professional certifications.

Consistent with Practice 10.1 of the MCCG, the Board undertakes an annual review of the adequacy and effectiveness of the Group's risk management and internal control systems, taking into account assurance provided by GCAD, reports from Board Committees and Management's representations, to ensure that these systems remain robust and fit for purpose.

The above is further elaborated in the Statement on Risk Management and Internal Control (SORMIC) in CIMB's Annual Report 2025.

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

### Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p><b><u>Risk Management</u></b></p> <p>CIMB leverages the Group EWRM Framework as a standardised approach to effectively manage its risks and opportunities. The EWRM Framework provides the Board and Management with tools to anticipate and manage both existing and potential risks, taking into consideration evolving risk profiles as dictated by changes in business strategies, the external environment and/or regulatory environment.</p> <p>The design of the EWRM Framework incorporates a complementary “top-down strategic” and “bottom-up tactical” risk management approach.</p> <p>The key features of the EWRM Framework include:</p> <ul style="list-style-type: none"><li>(a) Risk Culture – The Group embraces risk management as an integral part of its culture and decision-making process. The Group’s risk management philosophy is embodied in the “Three Lines-of-Defence” approach, whereby risks are managed initially from the onset of risk-taking activities. There is clear accountability of risk ownership across the Group.</li><li>(b) Governance &amp; Organisation – A strong governance structure is important to ensure an effective and consistent implementation of the EWRM Framework. The Board is ultimately responsible for the Group’s strategic direction, which is supported by the risk appetite and relevant risk management frameworks, policies, methodologies/ standards, and procedures. The Board is assisted by various risk committees and control functions in ensuring that the Group’s risk management framework is effectively implemented.</li><li>(c) Risk Appetite – Defined as the amount and type of risks that the Group is able and willing to accept in pursuit of its strategic and business objectives. Risk appetite is set in conjunction with the annual strategy and business planning processes to ensure appropriate alignment between strategy, growth aspirations, operating plans, capital, and risk.</li></ul>

	<p>(d) Risk Management Process –</p> <ul style="list-style-type: none"> <li>• Business Planning: Risk management is central to the business planning process, including setting frameworks for risk appetite, risk posture, new products and business activities.</li> <li>• Risk Identification &amp; Assessment: Risks are systematically identified and assessed through the robust application of the Group’s risk frameworks, policies, methodologies/standards and procedures.</li> <li>• Risk Measurement: Risks are measured and aggregated using Group-wide methodologies across each of the risk types, including stress testing.</li> <li>• Risk Management &amp; Control: Risk management limits and controls are used to manage risk exposures within the risk appetite set by the Board. Risk management limits and controls are regularly monitored and reviewed in the face of evolving business needs, market conditions and regulatory changes. Corrective actions are taken to mitigate risks. This can be achieved by positioning various control tools to reduce the likelihood of an occurrence or the impact of the risk. The various control tools are accepting, treating, transferring and/or terminating the risk.</li> <li>• Risk Monitoring &amp; Reporting: Risks on an individual exposure, as well as on a portfolio basis, are monitored on a daily basis and periodically and/or ad-hoc basis in tandem with market developments and reported to GRCC and BRCC on a monthly basis or need basis to ensure they remain within the Group’s risk appetite.</li> </ul> <p>(e) Risk Management Infrastructure –</p> <ul style="list-style-type: none"> <li>• Risk Frameworks, Policies, Methodologies/Standards, and Procedures: These are in place to address all areas of material risks. Frameworks provide broad objectives and overarching risk management architecture for managing risks. Well-defined risk policies by risk type provide the principles by which the Group manages its risks. Methodologies/Standards provide specific directions that help support and enforce policies, whilst procedures provide more detailed guidance to assist with the implementation of policies.</li> <li>• People: Attracting the right talent and skills is key to ensuring a well-functioning EWRM Framework. The organisation continuously evolves and proactively responds to the increasing complexity of the Group, as well as the economic and regulatory environment.</li> <li>• Technology and Data: Appropriate technology and sound data management support risk management activities.</li> </ul>
--	--

	<p><b><u>Internal Control</u></b></p> <p>The Group maintains a robust system of internal controls designed to provide reasonable assurance over the effectiveness and efficiency of operations, the reliability and integrity of financial reporting, and compliance with applicable laws, regulations and internal policies, in line with Practice 10.2 of the MCCG . The internal control framework is embedded within the Group’s governance structure and integrated into day-to-day business processes across the Group.</p> <p>Key elements of the Group’s internal control system include:</p> <ul style="list-style-type: none"> <li>• Clearly defined policies, procedures and delegated authorities, supported by segregation of duties and established approval and verification processes.</li> <li>• Operational and financial controls embedded within business and support functions to safeguard assets, ensure accurate record-keeping and support effective execution of business activities.</li> <li>• Compliance controls to support adherence to regulatory requirements, internal policies and ethical standards.</li> <li>• Information technology controls, including system access, security and data integrity measures, to support the reliability of management information and financial reporting.</li> <li>• Ongoing monitoring and supervision by Management, complemented by control self-assessments and issue remediation processes to address identified control gaps on a timely basis.</li> <li>• Independent assurance provided through internal audit reviews and oversight by the AC, with significant control matters escalated to the Board.</li> </ul> <p>The above is further elaborated in the SORMIC in CIMB’s Annual Report 2025.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

## Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

## Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	<p>The BRCC supports the Board by providing focused oversight of the Group's risk management and compliance matters, including monitoring the Group's risk profile against the approved risk appetite.</p> <p>The BRCC comprises 3 members, the majority of whom are Independent Directors including the Chairperson.</p> <p>During the financial year, there were changes to the composition of the BRCC arising from Board retirements and redesignation. Tan Sri Mohd Nasir Ahmad and Dato' Mohamed Ross Mohd Din retired from the Board on 1 April 2025 and 18 April 2025, respectively. Following Dato' Mohamed Ross Mohd Din's retirement, Didi Syafruddin Yahya was appointed to the BRCC. Subsequently, he stepped down from the Committee upon his redesignation as a Non-Independent Director on 10 January 2026.</p> <p>The current members of the BRCC are as follows:</p> <ul style="list-style-type: none"><li>(a) Lyn Therese McGrath (Chairperson/Independent Director)</li><li>(b) Dato' Lee Kok Kwan (Non-Independent Director)</li><li>(c) YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (Independent Director) (<i>Appointed on 9 January 2026</i>)</li></ul> <p>Further details on the roles and responsibilities of the BRCC, as well as the profiles of its members, are available on the Group's corporate website at <a href="http://www.cimb.com">www.cimb.com</a>.</p>

## Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Group's internal audit function is performed by GCAD, which provides independent and objective assurance on the adequacy and effectiveness of the Group's governance, risk management and internal control systems.</p> <p>GCAD operates under an Internal Audit Charter that defines its mandate, authority, scope of work and independence, and which is aligned with GIAS issued by IIA, as well as applicable regulatory requirements.</p> <p>The internal audit function adopts a risk-based approach in planning and executing its activities, with audit coverage prioritised based on the Group's risk profile and key control areas. GCAD undertakes assurance, advisory, investigation and thematic reviews to assess the effectiveness of internal controls and to provide insights on control enhancements and process improvements.</p> <p>To safeguard its independence and objectivity, the internal audit function is organisationally positioned to perform its duties free from undue influence and is accorded unrestricted access to records, personnel and information necessary for the conduct of its work. The quality and effectiveness of the internal audit function are further supported through periodic external quality assessments, conducted at least once every 5 years, to provide independent assurance on conformance with professional standards and best practices.</p> <p>The GCIA reports functionally to the AC and administratively to the Group CEO, ensuring appropriate independence from Management while maintaining effective coordination within the organisation.</p> <p>In fulfilling its mandate under Practice 11.1, the AC's oversight of the internal audit function includes:</p> <ol style="list-style-type: none"><li>1. Independence and Authority<ul style="list-style-type: none"><li>• Ensuring the internal audit function is empowered to conduct reviews and investigations on behalf of the AC, with unrestricted access to records, systems, and personnel.</li></ul></li><li>2. Policy and Planning Approval<ul style="list-style-type: none"><li>• Approving the internal audit policy, annual risk-based audit plan, audit scope, and methodologies.</li></ul></li></ol>

	<p>3. Resources and Competency</p> <ul style="list-style-type: none"> <li>Overseeing the effectiveness of GCAD, including staff competency, training, and adequacy of resources, to ensure the function can operate effectively.</li> </ul> <p>4. Review of Audit Outcomes</p> <ul style="list-style-type: none"> <li>Reviewing key audit reports and ensuring timely and appropriate corrective action by Management for identified control weaknesses, non-compliance, and other issues.</li> </ul> <p>5. Escalation of Issues</p> <ul style="list-style-type: none"> <li>Being notified of significant disagreements between the GCIA and Senior Management, including unresolved matters that may affect audit quality or outcomes.</li> </ul> <p>6. Regulatory Compliance</p> <ul style="list-style-type: none"> <li>Ensuring internal audit practices comply with BNM, Bursa Malaysia and Securities Commission requirements, and that audit reports are not subject to clearance or alteration by Management.</li> </ul> <p>7. Performance Assessment</p> <ul style="list-style-type: none"> <li>Establishing mechanisms to assess the performance and effectiveness of the internal audit function, including external quality assessments at least once every 5 years.</li> </ul> <p>8. GCIA Oversight and HR Matters</p> <ul style="list-style-type: none"> <li>Evaluating the GCIA's performance, determining remuneration, and approving appointment, transfer or dismissal. The AC is kept informed of any resignation of GCAD Department Heads and provides departing staff an opportunity to present reasons for resignation.</li> </ul>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

## Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.2

The board should disclose–

- (a) whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- (b) the number of resources in the internal audit department;
- (c) name and qualification of the person responsible for internal audit; and
- (d) whether the internal audit function is carried out in accordance with a recognised framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, acting through the AC, has provided comprehensive disclosures in the Audit Committee Report of CIMB's 2025 Annual Report, setting out the following matters:</p> <p>(a) <b>Internal Audit Function</b> The internal audit function of the Group is carried out by GCAD, which operates independently of the business and support functions. GCAD reports functionally to the AC of CIMB and the AC of CIMB's Banking Group<sup>1</sup>, with administrative reporting to the Group CEO. This reporting framework safeguards the independence of the internal audit function and enables objective evaluation of the adequacy and effectiveness of the Group's risk management, internal control and governance frameworks.</p> <p>GCAD operates in accordance with an Audit Charter approved by the Board and complies with the mandatory elements of GIAS issued by IIA. GCAD also observes applicable guidelines issued by BNM and other relevant regulatory authorities.</p> <p>(b) <b>GCAD's Internal Resources</b> As at the FYE2025, GCAD comprised 171 personnel with diverse professional backgrounds and qualifications. Of the total audit workforce (excluding support staff), 69% possess at least 1 relevant professional certification. This includes 70 auditors who have obtained the Certification for Bank Auditors awarded by the Asian Institute of Chartered Bankers. The composition and capability of GCAD's resources support the effective discharge of its internal audit responsibilities across the Group.</p> <p>(c) <b>Head of Internal Audit</b> GCAD is led by the GCIA, Amran Mohamad, a senior audit professional with over 25 years of experience in the industry. He is a</p>

<sup>1</sup> CIMB Banking Group comprises CIMB Bank Berhad, CIMB Islamic Bank Berhad and CIMB Investment Bank Berhad

	<p>member of ACCA, MIA and IIA, and currently serves on the IIA Board of Governors. His experience and professional standing provide strong leadership to the internal audit function.</p> <p>(d) <b>Internal Audit Framework</b></p> <p>CIMB maintains a robust and well-established system of internal controls and risk management to safeguard customers' interests and the Group's assets. In support of this, an Audit Charter, together with relevant policies and procedures, provides clear guidance to GCAD in delivering effective and efficient internal audit services across the Group.</p> <p>The Group's Internal Audit function is well established and has a primary reporting line to the AC. The AC oversees the effectiveness of the internal audit function, including staff competency requirements, adequacy of audit resources and the authority necessary for internal audit to discharge its responsibilities. The Head of Internal Audit reports administratively to the Group CEO.</p> <p>The primary role of the Internal Audit function is to provide independent assurance on the adequacy and effectiveness of the Group's internal control, risk management and governance processes. GCAD operates in accordance with an Audit Charter, policies and procedures developed in line with GIAS issued by IIA, as well as applicable guidelines issued by BNM and other relevant regulatory authorities.</p> <p>To sustain high performance standards, the internal audit function undertakes internal quality assurance reviews and is also subject to an independent external quality assurance review once every 5 years. The most recent external assessment was conducted in 2021, with the next review scheduled for 2026.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

### Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

### Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is committed to ensuring effective, transparent and consistent communication with shareholders and other key stakeholders.</p> <p>CIMB's stakeholder communications are guided by the CIMB Group Communication Policy, which sets out the principles, channels and controls governing the dissemination of information to shareholders, the media and other stakeholders. The Policy ensures that material information is communicated in a timely, accurate and clear manner, with safeguards in place to prevent selective or individual disclosure.</p> <p>CIMB engages actively with shareholders, investors, analysts, employees and other external stakeholders through established communication platforms to provide meaningful information on the Group's performance, strategic direction, governance and sustainability matters. Key disclosures are made through the Annual Report, quarterly financial announcements, investor presentations, press releases and the Group's corporate website.</p> <p>Shareholder and investor engagement is undertaken through the AGM, analyst and investor briefings, roadshows and meetings, which facilitate constructive dialogue. Following the lodgement of quarterly financial results with Bursa Malaysia, regular briefings are conducted with buy- and sell-side analysts and fund managers. All announcements, press statements and financial disclosures are published concurrently on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a> and Bursa Securities' platform to ensure equal access to material information.</p> <p>The Group's dedicated Investor Relations team supports the Group CEO and the Group Chief Financial and Strategy Officer in maintaining consistent engagement with the investment community. Feedback and insights arising from shareholders, investors and broader stakeholder engagements, including those with regulators, employees and customers, are taken into consideration by the Board in its deliberations and in shaping the Group's strategies and policies.</p> <p>During the year, CIMB maintained active engagement with the investment community through a structured programme of briefings, conference calls,</p>

	<p>investor conferences and non-deal roadshows, facilitating regular interaction with analysts and fund managers.</p> <p>Beyond the investment community, the Board and the Group CEO engage directly with employees through town halls, leadership dialogues, digital platforms and the annual Employee Sentiment Survey to communicate the Group's strategy and priorities, while obtaining feedback to enhance organisational alignment.</p> <p>The Investor Relations section on CIMB's corporate website (<a href="https://www.cimb.com/en/investor-relations/overview.html">https://www.cimb.com/en/investor-relations/overview.html</a>) provides timely access to material corporate and financial information and enables investors to submit enquiries and feedback, supporting transparent stakeholder engagement.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

**Intended Outcome**

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

**Practice 12.2**

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>CIMB has adopted an integrated reporting approach and publishes an Integrated Annual Report (IAR) as its primary corporate report, which provides a holistic view of the Group's financial and non-financial performance, strategy, governance and value creation over the short, medium and long term.</p> <p>The IAR is prepared with reference to globally recognised reporting frameworks and presents an integrated perspective of the Group's business model, strategic priorities, risk management, sustainability matters and stakeholder engagement. It forms part of CIMB's broader reporting suite, which also includes the Financial Statements and Sustainability Report, and together provides stakeholders with comprehensive and connected disclosures.</p> <p>CIMB views integrated reporting as an evolving journey and continues to enhance the quality, connectivity and clarity of its disclosures to better reflect how the Group creates sustainable value for its stakeholders.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.1**

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board ensures that shareholders are provided with adequate notice and sufficient time to consider the resolutions to be deliberated and voted on at the AGM.</p> <p>The Notice of AGM sets out the proposed resolutions together with relevant explanatory information and reports to facilitate informed decision-making by shareholders. For CIMB's 68<sup>th</sup> AGM, which was held on 29 April 2025, the Notice and Agenda were issued to shareholders on 28 March 2025. The Notice and Agenda were also published in local English and Bahasa Malaysia newspapers and made available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a>.</p> <p>The 68<sup>th</sup> AGM was conducted in a hybrid format, in accordance with the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, to facilitate broader shareholder participation.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.2**

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>CIMB's 68<sup>th</sup> AGM was held on 29 April 2025 at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000, Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, and virtually by way of electronic means via Boardroom Share Registrars Sdn Bhd's website.</p> <p>The AGM was attended by all Directors, together with members of Senior Management. The attendance of Directors and shareholders was duly recorded in the Attendance List, which is maintained at the registered office of the Company. A total of 3,332 shareholders participated in the meeting, either physically or virtually.</p> <p>The Chairman, who presided over the AGM, ensured that the proceedings were conducted in an orderly manner and that shareholders were given adequate opportunity and time to raise questions, seek clarifications and make comments on the business and affairs of the Group. The Chairs of the AC, BRCC, GNRC, and BGSC were present at the AGM and provided meaningful responses to questions addressed to them within their respective areas of responsibility.</p> <p>The proceedings of the AGM, including questions raised by shareholders and responses provided by the Board and Management, were duly recorded in the minutes of the meeting. The minutes were made available on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a> within 2 weeks after the AGM, in line with good governance and transparency practices.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b> :		
--------------------	--	--

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.3**

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders’ participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>CIMB leverages appropriate technology to enhance shareholder participation and to facilitate orderly, effective and high-quality proceedings at its General Meetings. The use of digital and hybrid meeting platforms enables shareholders to attend, observe proceedings, submit questions and cast their votes remotely, thereby promoting broader and more inclusive participation.</p> <p>These technological arrangements support timely information sharing, efficient conduct of the meeting and meaningful engagement between the Board and shareholders, while ensuring that shareholders are able to exercise their rights effectively, regardless of physical location.</p> <p>The last 68<sup>th</sup> AGM was conducted via hybrid mode where it was held at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000, Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, and virtually by way of electronic means via Boardroom Share Registrars Sdn Bhd’s website.</p> <p>Consistent with these measures, all resolutions at the AGM were put to vote via an electronic polling system to enable shareholders to cast their votes seamlessly, whether attending physically or virtually. The Share Registrar, Boardroom Share Registrars Sdn Bhd, was appointed as the Poll Administrator to manage both the online and on-site electronic voting process, whereas Sky Corporate Services Sdn Bhd acted as the Independent Scrutineer to validate the poll results. The engagement of independent third parties in the electronic polling process further enhanced the integrity of the voting process and mitigated potential cyber and operational risks.</p> <p>To support the smooth and effective conduct of the AGM, CIMB implemented comprehensive preparatory and contingency measures for both the virtual platform and the physical meeting venue. Prior to the meeting, trial runs were carried out to test the functionality and readiness</p>

	<p>of the meeting systems, including audio-visual connectivity, voting processes and shareholder participation features.</p> <p>In addition, contingency arrangements were put in place to address potential technical or operational disruptions, ensuring that the meeting could proceed without undue interruption. A dedicated IT support team was stationed on-site throughout the meeting to monitor proceedings and promptly attend to any technical issues that might arise, thereby enhancing the overall quality and reliability of the meeting experience for shareholders.</p>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The Company's 68<sup>th</sup> AGM was attended by all Directors, underscoring the Board's collective commitment to meaningful engagement with shareholders and effective stewardship.</p> <p>The AGM was chaired by the Chairman, who delivered the opening address, followed by a comprehensive presentation by the Group CEO on the Group's outlook, strategic priorities, as well as its financial and non-financial performance. This provided shareholders with a holistic context before deliberation on the resolutions tabled for approval.</p> <p>In line with the Company's commitment to fostering open and constructive dialogue, shareholders were accorded ample opportunity throughout the AGM to pose questions, raise concerns, or provide recommendations to the Board and Management. Shareholders participated through both physical attendance and the online platform, reflecting the inclusive nature of the hybrid AGM format.</p> <p>CIMB maintained a systematic record of questions received before and during the AGM, including matters raised by institutional and minority shareholders such as the Minority Shareholders Watch Group and Permodalan Nasional Berhad. During the AGM, a total of 47 questions were addressed live, with responses provided directly by the Board and Management. The Chairman moderated the meeting to ensure an orderly and constructive exchange, while the Board and senior management remain accessible throughout the meeting to address questions raised. All questions were answered in a meaningful and transparent manner, with sufficient detail to enable shareholders to gain a clear understanding of the matters raised.</p> <p>To further facilitate continued engagement beyond the AGM, shareholders were encouraged to submit additional questions via the CIMB's corporate website. This approach reinforces the Company's commitment to ongoing</p>

	<p>dialogue and responsiveness to shareholder concerns, beyond the formal meeting proceedings.</p> <p>The deliberations and key exchanges at the AGM were duly captured in the Minutes of Meeting, which were published on the CIMB's corporate website shortly after the conclusion of the AGM, thereby ensuring transparency and accessibility of information to all shareholders.</p>	
<b>Explanation for departure</b>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>		
<b>Timeframe</b>		

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Board recognises the importance of leveraging technology to enhance shareholder participation and remains forward-looking and adaptive in its approach to the conduct of general meetings. In line with this, the Board ensures that where technology-enabled meeting formats are adopted, the necessary infrastructure, systems and digital tools are in place to support meaningful engagement between the Board, Senior Management and shareholders.</p> <p>Against this backdrop, CIMB's 68<sup>th</sup> AGM held on 29 April 2025 leveraged technology to enhance shareholder accessibility and participation, with shareholders given the option to attend the meeting in person at the main venue or to participate remotely via the Remote Participation and Electronic Voting (RPEV) platform provided by Boardroom Share Registrars through Boardroom's Smart Investor Online Portal at <a href="http://www.boardroomlimited.my">www.boardroomlimited.my</a>.</p> <p>Shareholders were provided with the facility to submit questions both prior to and during the AGM via the RPEV platform, with real-time typed question functionality available from the opening of the virtual meeting window. Questions submitted through the platform were visible to meeting participants, thereby promoting transparency and collective engagement. During the live proceedings, the Board and Management addressed 47 questions raised by shareholders in a meaningful and comprehensive manner. Any queries that could not be addressed during the meeting were duly noted and responded to subsequently via email, ensuring that all shareholder concerns were appropriately attended to.</p>
<b>Explanation for departure</b> :	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.6**

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	In line with CIMB's commitment to transparency and effective shareholder communication, the draft Minutes of the 68 <sup>th</sup> AGM were circulated to the Board for review and comments prior to being tabled for approval.  Following the Board's approval, the Minutes were published on CIMB's corporate website at <a href="https://www.cimb.com/">https://www.cimb.com/</a> within 30 business days from the conclusion of the AGM, thereby ensuring timely access for shareholders to the key deliberations and outcomes of the meeting.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

*Corporate Information as at 28 February 2026.*

### COMPOSITION OF THE BOARD OF DIRECTORS

Directors	Designation
Datuk Syed Zaid Albar	Chairman / INED
Novan Amirudin	Group CEO/ED
YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz	INED/SID
Didi Syafruddin Yahya	NINED
Dato' Lee Kok Kwan	NINED
Shulamite N K Khoo	INED
Ho Yuet Mee	INED
Datin Azlina Mahmad	INED
Lyn Therese McGrath	INED
Selvendran Katheerayson	NINED
Yasmin Aladad Khan	INED

Changes in the Board composition during the year were as follows:

1. Dato' Mohamed Ross Mohd Din retired on 18 April 2025 after completing his 9-year tenure on the Board;
2. Tan Sri Mohd Nasir Ahmad retired on 19 July 2025, upon completing his extended 1-year extended tenure as Non-Independent Chairman/Director, following the end of his 9-year tenure on 19 July 2024;
3. Datuk Syed Zaid Albar was appointed to the Board effective 18 June 2025, and subsequently assumed the role of Chairman on 20 July 2025;
4. Selvendran Katheerayson and Yasmin Aladad Khan joined the Board on 1 August 2025 and 1 December 2025 respectively; and
5. YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz was re-designated as an INED with effect from 1 January 2026, while Didi Syafruddin Yahya was re-designated as a NINED with effect from 10 January 2026.

The profiles of the Board of Directors, including their competencies and external commitments, are disclosed on CIMB's corporate website at <https://www.cimb.com/> and the 2025 Annual Report.

## BOARD OF DIRECTORS' INTEREST IN THE SHARES OF CIMB

Save as disclosed below, none of the other Directors have any interest in CIMB's shares in FYE2025:

Directors	Number of CIMB Shares held as at 31 December 2025 <sup>^</sup>			
	Direct Interest		Indirect Interest	
	No of Shares Held	% <sup>*1</sup>	No of Shares Held	% <sup>*1</sup>
<b>Non-Executive</b>				
Datuk Syed Zaid Albar	-	-	-	-
Dato' Lee Kok Kwan	385,710	*2	95,498 <sup>*3</sup>	*2
Didi Syafruddin Yahya	-	-	46,791 <sup>*3</sup>	*2
Shulamite N K Khoo	-	-	-	-
Ho Yuet Mee	-	-	-	-
Datin Azlina Mahmad	-	-	-	-
YM Tengku Dato' Sri Azmil	-	-	-	-
Zahrudin Raja Abdul Aziz	-	-	-	-
Lyn Therese McGrath	-	-	-	-
Selvendran Katheerayson	-	-	-	-
Yasmin Aladad Khan	-	-	-	-
<b>Executive</b>				
Novan Amirudin	253,114	*2	420,606 <sup>*4</sup>	*2

### Notes:

\*1 Excludes 4,908 shares retained as treasury shares as at 28 February 2025.

\*2 Less than 0.01%.

\*3 Shareholdings through his spouse.

\*4 Unvested EOP shares not subject to performance measures.

## ROLES AND RESPONSIBILITIES OF THE BOARD

The Board provides leadership and oversight to ensure an effective governance framework that supports the Group's strategic objectives and long-term sustainability. In fulfilling its responsibilities, the Board sets clear direction for Management, oversees the conduct of the Group's business, and promotes high standards of ethics, integrity, and corporate conduct. The Board retains ultimate accountability for the Group's performance, including oversight of risk management, internal controls, regulatory compliance, and the protection of stakeholders' interests.

These responsibilities include the following key duties:

- (i) **Strategic Direction:** Review and approve the Group's strategic plans and oversee their effective implementation.
- (ii) **Business Oversight:** Oversee the conduct and performance of the Group's business operations.
- (iii) **Risk Management:** Identify principal risks and ensure that appropriate risk management, internal control, and mitigation frameworks are in place.
- (iv) **Succession Planning:** Ensure effective succession planning for the Board and Senior Management.
- (v) **Communications Policy:** Oversee the establishment and implementation of a clear and effective communications framework.
- (vi) **Governance and Controls:** Review and maintain the adequacy and effectiveness of the Group's governance framework, internal control systems, and management information systems.

(vii) **Sustainability:** Oversee the development and implementation of the Group’s sustainability framework and initiatives.

The roles, responsibilities, and authorities of the Board are clearly articulated in the Board Charter, which is published on CIMB’s corporate website at <https://www.cimb.com/>.

**DIRECTORS’ TRAINING AND DEVELOPMENT PROGRAMMES ATTENDED DURING FY 2025**

The Board, through the GNRC, actively oversees the relevance and frequency of training undertaken by Directors, with quarterly updates provided by the Group Company Secretary to the Board. During the financial year, Directors participated in a wide range of programmes encompassing finance, accounting and audit, capital markets, governance, information technology, Islamic banking, leadership, strategy, risk management and sustainability. These initiatives underscore the Board’s commitment to upholding high standards of corporate governance and ensuring that Directors remain well-equipped to effectively discharge their fiduciary duties.

Accounting / Audit / Finance	Business Management / Corporate Leadership	Human Resources	Investment / Corporate Finance	Legal	Risk Management	Sustainability	Technology
16	55	1	20	10	9	26	23

**BOARD COMMITTEES**

In accordance with the Board Charter, the Board has delegated specific authorities to its Board Committees to support the effective discharge of its roles and responsibilities, within the parameters set out in their respective TOR. Each TOR defines the objectives, scope of authority, composition and meeting procedures of the Board Committee, including quorum and voting requirements. All Board Committees comprise solely NEDs.

The TORs of the Board Committees are reviewed periodically to ensure continued alignment with applicable regulatory requirements, policies, guidelines and best practices, with any amendments subject to Board approval. As delegated committees of the Board, the Chairperson of each Board Committee reports to the Board on key matters deliberated at Committee meetings, which are generally held in advance of the Board meeting.

The current members, objective(s), and main areas of oversight of the Board Committees in FYE2025 are summarised as follows:

**Audit Committee (AC)**

Members:

1. Datin Azlina Mahmad – Chairperson / INED
2. Ho Yuet Mee – Member / INED
3. Yasmin Aladad Khan – Member / INED (*Appointed on 1 December 2025*)

Objective:

To support the Board in overseeing the effectiveness of the Group’s governance practices, internal control and risk management frameworks in supporting sustainable value creation and safeguarded the

integrity of the financial reporting process through independent and objective oversight of the internal and external audit functions.

*Note:*

*Didi Syafruddin Yahya had stepped down as a member of the AC with effect from 10 January 2026*

### **Board Risk and Compliance Committee (BRCC)**

Members:

1. Lyn Therese McGrath – Chairperson / INED (*Re-designated effective 10 January 2026*)
2. YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz – Member / INED (*Appointed on 10 January 2026*)
3. Dato' Lee Kok Kwan – Member / NINED

Objective:

To assist the Board in discharging its oversight responsibilities by providing oversight and guidance to the Board and Management on the effectiveness of the Group's internal control frameworks and related policies, adherence to risk governance expectations under the Group Policy Management Framework, and the implementation of sound compliance and risk management practices across the Group.

*Note:*

*Didi Syafruddin Yahya had stepped down as a member of the BRCC with effect from 10 January 2026*

### **Group Nomination and Remuneration Committee (GNRC)**

Members:

1. YM Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz – Chairperson / INED (*Re-designated effective 10 January 2026*)
2. Shulamite N K Khoo – Member / INED
3. Datin Azlina Mahmad – Member / INED
4. Didi Syafruddin Yahya – Member / NINED (*Re-designated on 10 January 2026*)
5. Selvendran Katheerayson – Member / NINED (*Appointed on 1 August 2025*)

Objective:

To support the Board and its key banking subsidiaries by:

- advising on the optimal Board and Committee size, composition and skills mix to support effective governance and decision-making;
- overseeing and recommending appointments and reappointments of Directors, the Chief Executive Officer/Executive Director and Senior Management Officers;
- overseeing the design, review and implementation of the Group's remuneration framework for Directors, Senior Management Officers and Material Risk Takers; and
- ensuring a structured and transparent performance evaluation process.

### **Board Group Sustainability Committee (BGSC)**

Members:

1. Ho Yuet Mee – Chairperson / INED
2. Lyn Therese McGrath – Member / INED
3. Zuhaida Zulkifli – Member / INED of CIMB Islamic Bank (Appointed on 1 April 2025)
4. Sukanta Kumar Dutt – Member / INED of CIMB Bank Berhad (Appointed on 1 August 2025)
5. Yasmin Aladad Khan – Member / INED (Appointed on 1 December 2025)
6. Dr. Adrian Toho Parada Panggabean – Member / INED of CIMB Investment Bank Berhad (Appointed on 1 January 2026)

**Objective:**

To support the Board in discharging oversight of sustainability-related matters across the Group including:

- championing a culture of ethical conduct and sustainability as core values throughout the Group;
- providing strategic oversight, guidance and direction on the formulation, implementation and monitoring of the Group’s sustainability strategies, frameworks and policies, including climate-related and corporate responsibility matters; and
- overseeing the identification and management of sustainability-related risks, including the administration of consequence management for any breaches.

**Note:**

*Tan Ting Min (INED of CIMB Investment Bank Berhad) had stepped down as a member of the BGSC with effect from 31 December 2025*

In addition, the Board is supported by the Board Shariah Committee, which is responsible for overseeing compliance with Shariah principles across the Group’s Islamic banking operations. The roles, responsibilities and TOR of the Board Shariah Committee are set out in the Board Shariah Committee Report in the CIMB Annual Report 2025.

Information on the composition and respective TORs of the AC, BRCC, GNRC and BGSC is published on CIMB’s corporate website at <https://www.cimb.com/>.

**MEETINGS OF THE BOARD AND BOARD COMMITTEES**

The Board Charter outlines the procedures governing the conduct of Board meetings, including quorum and voting requirements, and sets expectations for Directors’ attendance and active participation. The Board convenes meetings on a regular basis to ensure effective oversight and decision-making.

In 2025, the Board and Board Committee meetings were conducted in both physical and virtual formats. Members of Senior Management were invited to attend selected Board meetings to provide additional insights and information on matters deliberated by the Board. All Directors achieved at least 75% attendance at Board meetings for the financial year ended 2025.

The attendance of Board and Board Committee members at meetings held during the financial year ended 2025 is set out below:

Director	Board	Board Committee			
		BRCC	AC	GNRC	BGSC
Tan Sri Mohd Nasir Ahmad^	7/7	1/1	-	-	1/1

Datuk Syed Zaid Albar**	7/7	-	-	-	-
Novan Amirudin	13/13	-	-	-	-
Dato' Mohamed Ross Mohd Din^	5/5	1/1	5/5	6/6	-
Dato' Lee Kok Kwan	13/13	5/5	-	-	-
Afzal Abdul Rahim*	1/1	-	-	1/1	-
Didi Syafruddin Yahya	13/13	5/5	14/14	12/12	1/1
Shulamite N K Khoo	13/13	-	-	12/12	-
Ho Yuet Mee	13/13	-	18/19	-	4/4
Datin Azlina Mahmad	13/13	-	19/19	12/12	-
Tengku Dato' Sri Azmil Zahrudin	13/13	-	-	12/12	-
Raja Abdul Aziz					
Lyn Therese McGrath	13/13	5/5	-	-	4/4
Selvendran Katheerayson**	5/5	-	-	2/2	-
Yasmin Aladad Khan**	1/1	-	1/1	-	0/0

**Notes:**

\*Afzal Abdul Rahim resigned on 31 January 2025

^Dato' Mohamed Ross Mohd Din retired on 18 April 2025, followed by Tan Sri Mohd Nasir Ahmad on 19 July 2025.

\*\*Datuk Syed Zaid Albar was appointed as an INED on 18 June 2025 and was subsequently redesignated as Chairman on 20 July 2025. Selvendran Katheerayson was appointed as a NINED on 1 August 2025, followed by Yasmin Aladad Khan as an INED on 1 December 2025.

**INTERNAL CONTROL FRAMEWORK**

The Internal Control Framework is set out in the SORMIC in CIMB's Annual Report 2025.

**REMUNERATION**

**Directors' Remuneration Framework**

The Board has established a Remuneration Framework for Non-Executive Directors, which is designed to reflect the scope and complexity of their roles and responsibilities, attract and retain high-calibre talent to support Board diversity, and safeguard the independence of Directors in the effective discharge of their fiduciary duties.

The Group's current Directors' Remuneration Framework is as follows:

CIMB		Retainer Fees (RM per annum)	Chairperson's Premium (RM per annum)	Meeting Fees (RM per meeting)
Board	Chairperson#*	250,000	430,000	5,000
	Member#	250,000	N/A	5,000
Board Committees	Chairperson	50,000	50,000	5,000
	Member	50,000	N/A	5,000

**Notes:**

# All Board members (excluding CIMB's ED and any Director who serves as an Executive elsewhere) are eligible to medical benefits i.e., outpatient and dental, hospitalisation, and executive health screening.

\* The Chairperson also receives benefits-in-kind which include, car maintenance, petrol and toll cards, personal driver, leave passage, corporate club membership fees, mobile phone and bill, personal bodyguard and security guard.

The Board provides Directors with Directors' and Officers' liability insurance for liabilities arising in the discharge of their duties, except in cases involving fraud, dishonesty or personal gain. Details of Directors' remuneration and the related insurance premium are disclosed in the Notes to the Financial Statements for FYE2025.

The Directors' Remuneration Framework is available on CIMB's corporate website at <https://www.cimb.com/>.

### Employee Remuneration Policy

The CIMB Group Remuneration Policy, which has been reviewed by the GNRC and approved by the Board, applies to all subsidiaries and overseas offices within CIMB and acts as a guiding principle in relation to the design and management of CIMB's remuneration programmes. 3 key principles of CIMB's Remuneration Policy are as follows:

Principle	Purpose	Approach
Strong governance	To ensure strong and independent oversight of the remuneration system	<ul style="list-style-type: none"> <li>Oversight and review by GNRC</li> <li>Guided by input from control functions, AC and BRCC</li> </ul>
Appropriate assessment of performance	To support a performance based culture which promotes prudent risk-taking and long-term sustainability	<ul style="list-style-type: none"> <li>Performance measurement through balanced scorecard which includes both financial and non-financial goals, short-term and long-term perspectives and incorporates measures related to risk, compliance and process controls.</li> <li>Financial goals include profitability and return on equity (ROE). Additional risk-adjusted metrics such as risk-adjusted return on capital (RAROC) are also measured and tracked.</li> <li>Deferral, malus and clawback arrangements in variable remuneration schemes.</li> </ul>
Market competitiveness	To offer rewards that allow CIMB to attract, motivate and retain the right talent	<ul style="list-style-type: none"> <li>Benchmarking against similar organisations in the geographies and industries in which CIMB operate.</li> </ul>

### Components of Remuneration

Employee remuneration is composed of 2 main components – fixed and variable:

Components	Composition	Purpose and Approach
Fixed	Consists of base salary and fixed allowances	<ul style="list-style-type: none"> <li>Determined based on skills, competencies, responsibilities and performance of the employee, taking into consideration market competitive levels.</li> </ul>

Variable	Payable through annual cash bonus and share-based plans (through participation in the Equity Ownership Plan and/or Long Term Incentive Plan, as described below)	<ul style="list-style-type: none"> <li>• Purpose of motivating, rewarding and retaining high-performing employees who generate shareholder value and contribute to the success of the Group.</li> <li>• Performance-based and not guaranteed, reflecting the individual employee's performance and business unit or function performance as well as the Group's results.</li> <li>• Portions of cash bonus may be subject to deferral.</li> <li>• Based on a selection criterion, shares and/or share options may be awarded to employees through participation in the Group's Equity Ownership Plan and/or Long Term Incentive Plan.</li> </ul>
----------	--	--

The Equity Ownership Plan (EOP) and Long-Term Incentive Plan (LTIP) serve as the Group's share-based plans, with the intent of:

- aligning the interests of key personnel to that of shareholders;
- mitigating a short-term mind set and cultivating a focus towards long-term sustainability; and
- retaining key personnel with the Group.

Shares under EOP are released progressively to the participants over 3 years. Over the last 5 years, 35 million shares (0.3% of issued ordinary shares of the Group) have been transferred to senior management employees via EOP.

The LTIP is a 7-year plan where shares and share options were vested in 2024 and 2025 and were subject to performance conditions set in line with the Group's strategy and targets. Since implementation in FYE2021, LTIP grants consisting shares and share options (2.3% of issued ordinary shares) have been awarded to top executives and key leaders of the Group, as disclosed in the financial statements.

Any deferred variable remuneration (cash bonus, shares and/or share options) that has been awarded to employees (whether paid and/or vested, or unpaid and/or unvested) is subject to forfeiture, adjustment or clawback in the event of:

- Resignation or cessation of employment with the Group
- Misconduct
- Material restatement of financial results
- Breach of statutory or fiduciary duties
- Material adverse impact on the reputation or interest of the Group

The mean annual compensation of all employees (excluding Group CEO) is broadly RM179,000. The ratio between the total annual compensation of the Group CEO and the mean annual compensation of all employees (excluding Group CEO) is 53.

**Measurement of Performance**

The Group's performance is determined in accordance with a balanced scorecard which includes key measures on profitability, cost, capital, medium to long-term strategic initiatives, sustainability

performance and initiatives, as well as risk, audit and compliance positions. Additional risk-adjusted metrics such as RAROC are also measured and tracked.

The Group's key measures are cascaded to the collective scorecards of business units and enabler functions accordingly and subsequently to individual goals.

For each employee, performance is tracked through a set of balanced goals. In addition to financial targets, goals in the scorecard usually include measures on customer experience, long-term initiatives (where progress of milestones or ROI may be monitored), risk management and process controls, audit and compliance findings, as well as people-related measures. Our Group performance management process comprises agile performance conversations through periodic check-ins between manager and staff throughout the year and concludes with an annual year-end performance assessment of each individual through the Group's performance management framework, which is based on the meeting of individual goals in the scorecard and qualitative feedback. Alongside individual scorecards, we also adopt a team-based appraisal through our collective scorecards, which are aligned with key targets for the year and are reviewed annually.

For the Group CEO, performance is likewise measured through a scorecard, which covers measures on ROE, cost, risk and controls, customer experience and strategic initiatives – the assessment of the scorecard forms the basis of the Group CEO's variable compensation.

#### **Determination of Variable Remuneration**

Based on CIMB's performance, the GNRC will determine the overall variable remuneration pool, taking into consideration key performance measures in the corporate scorecard and ensuring that CIMB does not pay variable remuneration at a level that would affect shareholders' interest. The GNRC has the discretion to adjust the pool where required based on poor performance, capital requirements, economic conditions, competitive landscape and retention needs.

The Group pool will be allocated to the business units and functions based on their respective performance, measured through balanced collective scorecards and guided by the Group CEO. The allocation will also take into consideration inputs from the control functions such as Audit, Compliance and Risk.

Variable remuneration of each individual employee is then determined based on individual assessment and collective scorecard performance of the business unit/function to which the individual belongs, subject to adequacy of the allocated bonus pool. Variable remuneration of the individual may also be adjusted based on accountability of audit and compliance findings or disciplinary action.

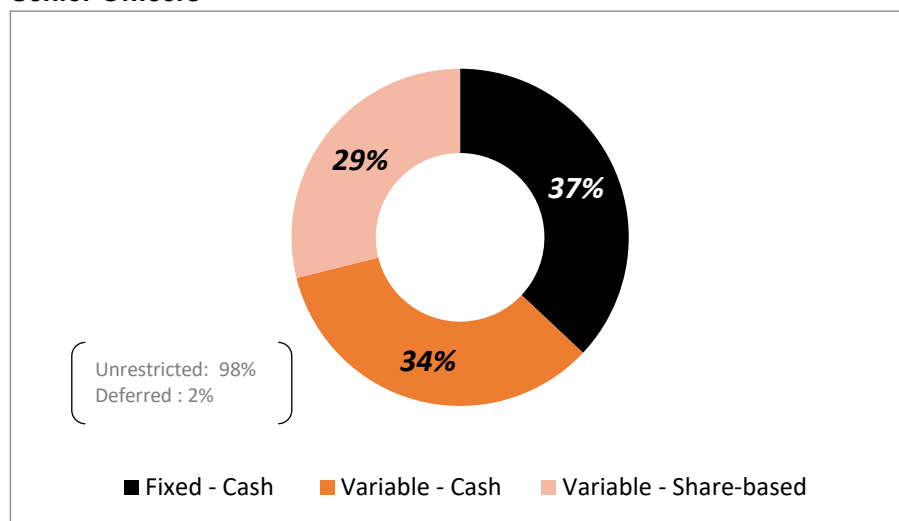
The control functions of Audit, Compliance and Risk operate independently from the business units in CIMB, and have appropriate authority to carry out their individual functions without intervention from the business units. To prevent conflict of interest, the remuneration of employees in these control functions are not dictated by the business units that they support. Remuneration of the Group Chief Risk Officer, Group Chief Legal & Compliance Officer and the GCIA are determined and approved by the BRCC and the AC.

#### **SENIOR OFFICERS AND MATERIAL RISK TAKERS**

##### **Summary of 2025 Remuneration Outcome**

Breakdown of remuneration awarded to SOs and MRTs for 2025:

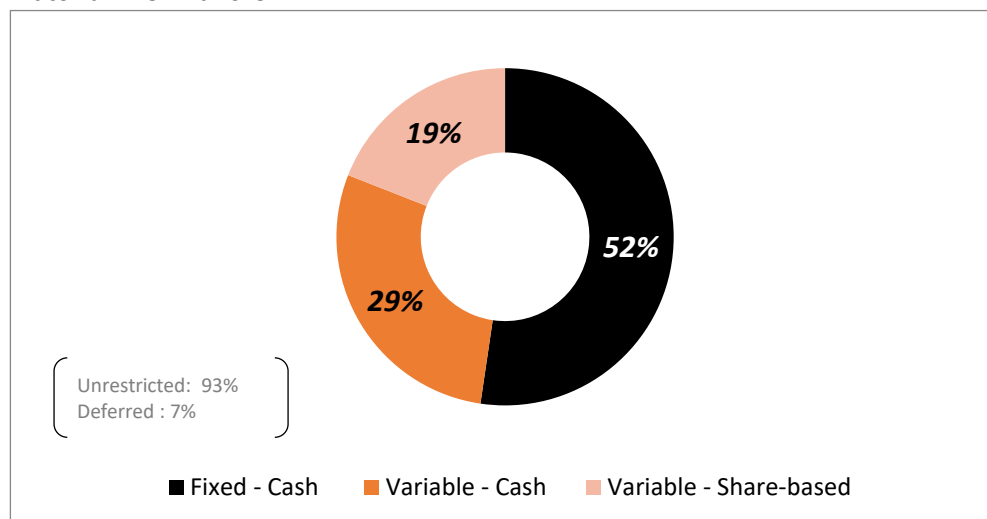
**Senior Officers**



SOs of the Group are defined as the Group CEO, EDs, and direct reports of the Group CEO.

Total remuneration awarded to 17 SOs for the FYE 2025 was RM 101.3 million. This figure includes both fixed and variable components in line with CIMB's remuneration framework.

**Material Risk Takers**



MRTs are defined as senior management and employees whose responsibilities have a material impact on the Group's performance and risk profile and employees whose responsibilities require them to take on material risk exposures on behalf of the Group.

Total remuneration awarded to 71 MRTs for the FYE 2025 was RM 195.2 million. This amount comprises both fixed and variable components, consistent with CIMB's established remuneration framework.

Variable compensation of the Group CEO and senior leaders is made up of short-term bonuses and long-term incentives, and at least 40% of this variable compensation is deferred, comprising a mix of shares/share options and cash.

### Quantitative disclosures for 2025

**Table 1: Guaranteed Bonuses, Sign-on Bonuses and Severance Payments**

Category	SOs	MRTs
Number of guaranteed bonuses	-	-
Number of sign-on bonuses	-	3
Number of severance payments	-	-
Total amount of above payments made during the FYE 2024 (RM'000)	-	3,461

**Table 2: Breakdown of Deferred Remuneration**

Category	SOs (RM'000)	MRTs (RM'000)
Total amount of outstanding deferred remuneration		
• Cash	5,138	25,073
• Shares	62,079	62,105
Total amount of deferred remuneration paid out during the financial year		
• Cash	3,243	10,414
• Shares	25,621	25,373
Outstanding deferred remuneration (performance adjustments):		
• Of which exposed to ex-post adjustments	100%	100%
• Reductions in current year due to ex-post adjustments (explicit)	-	-
• Reductions in current year due to ex-post adjustments (implicit)	-	-
Outstanding retained remuneration (performance adjustments):		
• Of which exposed to ex-post adjustments	-	-
• Reductions in current year due to ex-post adjustments (explicit)	-	-
• Reductions in current year due to ex-post adjustments (implicit)	-	-

- o Examples of explicit ex-post adjustments include malus, clawbacks or similar reversals or downward revaluations of awards.
- o Examples of implicit ex-post adjustments include fluctuations in the value of shares or performance units.

**Table 3: Breakdown of Group CEO's Remuneration**

Name	Category	Cash (RM'000)	Shares (RM'000)	Other Emoluments <sup>1</sup> (RM'000)	Total (RM'000)
Novan	Fixed remuneration	2,999	-	568	3,567
Amirudin	Variable remuneration				
	• Non-deferred	5,285	-	635	5,920
	• Deferred	-	-	-	-

Total remuneration award for FYE 2025	8,284	-	1,204	9,488
Deferred remuneration				
• Variable				
• Vested/Exercised	-	2,255 <sup>2</sup>	-	2,255
Total remuneration received for FYE 2025	8,284	2,255	1,204	11,743

Deferred variable and conditional award under the Group's LTIP (for alignment with long-term performance, as described earlier)

162,900 performance shares and 840,000 share options (awarded in 2022) were vested on 31 March 2025, and were subjected to the following conditions:

- Performance shares - meeting ROE targets
- Share options - exercise price of RM5.75

<sup>1</sup> Other emoluments include EPF contributions and benefits-in-kind.

<sup>2</sup> Derived from (i) market price at vesting multiplied by the number of share units vested and (ii) the difference between market price (on vesting or exercise, whichever lower) and exercise price multiplied by the number of share options units exercised.

The following table summarises the Group CEO's shareholdings as at 31 December 2025:

Name	Shares held Beneficially (Units)	Unvested EOP Shares Not Subject to Performance Measures (Units)	Total Shares (Units)	Value of Shares (as at 31 December 2025) as a Percentage of Annual Salary
Novan Amirudin	253,114	420,606	673,720	197%

Taking into consideration the value of unvested EOP Shares, the shareholdings of the Group CEO as at 31 December 2025 is 197% of annual salary.