

Date: 29 November 2022

CIMB GROUP HOLDINGS BERHAD (Company Registration No. 195601000197 (50841-W))

Issuance of Sustainability Tier 2 Sukuk Wakalah of RM1.0 billion in nominal value pursuant to the Sukuk Wakalah Programme of Ringgit Malaysia Fifteen Billion (RM15,000,000,000.00)

This document ("Pricing Supplement") is issued to give details of an issue of Sustainability Tier 2 Sukuk Wakalah (the "Sustainability Tier 2 Sukuk Wakalah") by CIMB GROUP HOLDINGS BERHAD (Company Registration No. 195601000197 (50841-W)) (the "Issuer") under its Sukuk Wakalah Programme of Ringgit Malaysia Fifteen Billion (RM 15,000,000,000.00) in nominal value (the "Sukuk Wakalah Programme").

This Pricing Supplement is to be read in conjunction with the terms and conditions of the Sustainability Tier 2 Sukuk Wakalah (the "Conditions") set out in the Tier 2 Sukuk Wakalah trust deed dated 17 December 2021 made between the Issuer and Pacific Trustees Berhad (Company Registration No. 199401031319 (317001-A)) as the Sukuk trustee (the "Sukuk Trustee"), which is made a part hereof as if set forth herein and all documents incorporated by reference therein (the "Tier 2 Sukuk Trust Deed"). Unless otherwise defined in this Pricing Supplement, capitalised terms used herein have the same meaning as in the Conditions.

The establishment of the Sukuk Wakalah Programme and the issuance of the Sustainability Tier 2 Sukuk Wakalah under the Sukuk Wakalah Programme has been duly authorised by the resolutions passed by the Board of Directors of the Issuer on 29 January 2021.

The Issuer hereby acknowledges that it has authorised CIMB INVESTMENT BANK BERHAD (Company Registration No. 197401001266 (18417-M)) as the Lead Manager for the Sukuk Wakalah Programme to circulate and distribute this Pricing Supplement on its behalf in connection with the proposed offer or invitation to subscribe for and issue of the Sustainability Tier 2 Sukuk Wakalah only to prospective investors who fall within the ambit of the Selling Restrictions (as defined below) for the purpose of the sale of this Series 3, Tranche 1 of the Sustainability Tier 2 Sukuk Wakalah described herein pursuant to the Sukuk Wakalah Programme and that no further evidence of authorisation is required.

Selling Restrictions

At issuance, the Sustainability Tier 2 Sukuk Wakalah may only be offered, sold, transferred or otherwise disposed directly or indirectly, to a person to whom an offer for subscription or purchase of, or invitation to subscribe for or purchase of the Sustainability Tier 2 Sukuk Wakalah and to whom the Sustainability Tier 2 Sukuk Wakalah are issued would fall within:

- (a) paragraph 1(a), (b) or (d) of Part I of Schedule 5 of the CMSA; and
- (b) Schedule 6 and Schedule 7 of the CMSA,

read together with Schedule 9 or section 257(3) of the CMSA, subject to any change in the applicable laws and such other selling restrictions as may be applicable outside Malaysia.

After issuance, the Sustainability Tier 2 Sukuk Wakalah may only be offered, sold, transferred or otherwise disposed directly or indirectly, to a person to whom an offer for subscription or purchase of, or invitation to subscribe for or purchase of the Sustainability Tier 2 Sukuk Wakalah and to whom the Sustainability Tier 2 Sukuk Wakalah are issued would fall within:

- (a) paragraph 1(a), (b) or (d) of Part I of Schedule 5 of the CMSA; and
- (b) Schedule 6 or section 229(1)(b) of the CMSA,

read together with Schedule 9 or section 257(3) of the CMSA, subject to any change in the applicable laws and such other selling restrictions as may be applicable outside Malaysia.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Sustainability Tier 2 Sukuk Wakalah or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

This Pricing Supplement is sent to selected persons who fall within the ambit of the Selling Restrictions. Any person who receives this Pricing Supplement who does not fall within the ambit of the Selling Restrictions must immediately notify the Lead Manager and return this Pricing Supplement to the Lead Manager or the Issuer.

The recipient must return this Pricing Supplement and any other information in connection therewith to the Lead Manager promptly upon the Lead Manager's request.

Specific Final Terms

The following items under this heading "Specific Final Terms" are the particular terms which relate to the Sustainability Tier 2 Sukuk Wakalah to which this Pricing Supplement relate. In case of any conflict between such terms and the terms and conditions set forth in the Tier 2 Sukuk Trust Deed, the terms set forth in this Pricing Supplement shall govern.

- 1. **Issuer** : CIMB GROUP HOLDINGS BERHAD (Company Registration No. 195601000197 (50841-W))
- 2. **Type of Sukuk Wakalah** : Sustainability Tier 2 Sukuk Wakalah
- 3. **CIMB Group SDG Bond and Sukuk Framework** : Applicable. Please refer to <https://www.cimb.com/content/dam/cimb/group/documents/sustainability/CIMB%20Group%20SDG%20Bond%20Sukuk%20Framework%202021%20.pdf>.
- 4. **Sustainability Guidelines** : I) The ASEAN Sustainability Bond Standards issued by ASEAN Capital Markets Forum; and
II) The Sustainability Bonds Guidelines issued by the International Capital Market Association.
- 5. **Series No.** : 3
- 6. **Tranche No.** : 1
- 7. **Nominal Value** : RM1,000,000,000.00
- 8. **Issue Proceeds** : RM1,000,000,000.00

9. **Issue Date** : 2 December 2022
10. **Scheduled Dissolution Date** : 2 December 2032
11. **Optional Redemption Date** : The Sustainability Tier 2 Sukuk Wakalah are redeemable on the fifth anniversary date from the Issue Date and on any Periodic Distribution Date thereafter, with the first Optional Redemption Date of the Sustainability Tier 2 Sukuk Wakalah falling on 2 December 2027
12. **Tenure** : 10 years non-callable 5 years
13. **Utilisation of Proceeds** : Proceeds of the Sustainability Tier 2 Sukuk Wakalah shall be used to fund the Issuer's investment in the Sustainability Tier 2 Sukuk Wakalah to be issued by CIMB Bank Berhad
14. **Mode of Issue** : Book building
15. **Credit Rating** : The Sustainability Tier 2 Sukuk Wakalah is rated AA₂ by RAM Rating Services Berhad
16. **Periodic Distribution Rate** : 4.95% per annum (Actual / 365 days)
17. **Yield to First Optional Redemption Date** : 4.95% per annum
18. **Frequency of Periodic Distributions** : Semi-annually
19. **Other Conditions** : Please refer to the Tier 2 Sukuk Trust Deed for the other terms and conditions applicable to the Sustainability Tier 2 Sukuk Wakalah.

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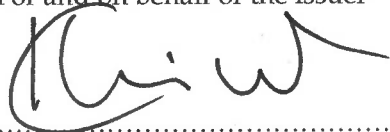
PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprise the final terms required for the specific issuance of the Sustainability Tier 2 Sukuk Wakalah described herein pursuant to the Sukuk Wakalah Programme.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. The Issuer confirms that having made all enquiries as were reasonable, the information contained in this Pricing Supplement is not false or misleading nor does this Pricing Supplement contain any material omission.

For and on behalf of the Issuer



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Authorised Signatory of

CIMB GROUP HOLDINGS BERHAD

(Company Registration No. 195601000197 (50841-W))

as Issuer