

Date: 17 October 2023

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

**Issuance of Sustainability AT-1 Sukuk Wakalah of RM400.0 million 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 Additional Tier-1 Capital Sukuk Wakalah (the “**Sustainability AT-1 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 AT-1 Sukuk Wakalah (the “**Conditions**”) set out in the AT-1 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 “**AT-1 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 AT-1 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 AT-1 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 the Sustainability AT-1 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 AT-1 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 AT-1 Sukuk Wakalah and to whom the Sustainability AT-1 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 AT-1 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 AT-1 Sukuk Wakalah and to whom the Sustainability AT-1 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 AT-1 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 AT-1 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 AT-1 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 AT-1 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.* : 6
6. *Tranche No.* : 1
7. *Nominal Value* : RM400,000,000.00
8. *Issue Proceeds* : RM400,000,000.00

9. *Issue Date* : 23 October 2023
10. *Optional Redemption Date* : The Sustainability AT-1 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 AT-1 Sukuk Wakalah falling on 23 October 2028
11. *Tenure* : Perpetual non-callable 5 years
12. *Utilisation of Proceeds* : Proceeds of the Sustainability AT-1 Sukuk Wakalah shall be used to fund the Issuer's investment in the Sustainability AT-1 Sukuk Wakalah to be issued by CIMB Bank Berhad
13. *Mode of Issue* : Book building
14. *Credit Rating* : The Sustainability AT-1 Sukuk Wakalah is rated A<sub>1</sub> by RAM Rating Services Berhad
15. *Periodic Distribution Rate* : (i) In respect of the period from (and including) the Issue Date to (but excluding) the First Call Date:  
4.750% per annum  
  
(ii) In respect of the period from (and including) the First Call Date to (but excluding) the immediate following Reset Date and every equivalent period thereafter:  
  
The Relevant Reset Distribution Rate (as provided below)
16. *Reference Period* : Initial period of 5 years and every 5 years after the First Call Date
17. *Relevant Reset Distribution Rate* : The prevailing 5-year Malaysian Government Securities plus the Initial Spread for Fixed Rate
18. *Initial Spread for Fixed Rate* : 1.029% per annum
19. *Yield to First Optional Redemption Date* : 4.750% per annum
20. *Frequency of Periodic Distributions* : Semi-annually
21. *Other Conditions* : Please refer to the AT-1 Sukuk Trust Deed for the other terms and conditions applicable to the Sustainability AT-1 Sukuk Wakalah.


**PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprise the final terms required for the specific issuance of the Sustainability AT-1 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