

CIMB BANK BERHAD

Proposed issue of, offer for subscription or purchase of
Tier 2 subordinated debt pursuant to the Tier 2 Subordinated Debt Programme
of up to RM10 billion in nominal value

Principal Terms and Conditions of the Proposal

1. BACKGROUND INFORMATION

(a) Issuer

- (i) *Name* : CIMB Bank Berhad (“**CIMB Bank**”)
- (ii) *Address* : **Registered Address**
5th Floor Bangunan CIMB, Jalan Semantan,
Damansara Heights, 50490 Kuala Lumpur
Business Address
Menara Bumiputera-Commerce, 11, Jalan Raja
Laut, 50350 Kuala Lumpur
- (iii) *Business Registration No.* : 13491-P
- (iv) *Date/Place of Incorporation* : 30 December 1972, Kuala Lumpur
- (v) *Date of Listing (in case of a public listed company)* : -
- (vi) *Status* : Resident controlled company
- (vii) *Principal Activities* : Commercial banking and related financial services including consumer banking, wholesale banking, Islamic banking, investments and foreign banking operations.
- (viii) *Board of Directors (as at 30 April 2013)*
1. Dato’ Zainal Abidin bin Putih (National Registration Identity Card number : 460114-10-5191)
 2. Datuk Dr. Syed Muhamad bin Syed Abdul Kadir (National Registration Identity Card number : 470203-01-5429)
 3. Dato’ Sri Mohamed Nazir bin Abdul Razak (National Registration Identity Card number : 661119-10-5909)
 4. Dato’ Sulaiman bin Mohd Tahir (National Registration Identity Card number :

CIMB BANK BERHAD (“CIMB BANK” or the “Issuer”)

- 630128-08-5055)
5. Mr. Joseph Dominic Silva (National Registration Identity Card number : 641211-10-7159)
 6. Puan Rosnah binti Kamarul Zaman (National Registration Identity Card number : 560419-03-5276)
 7. Mr. Venkatachalam Krishnakumar (Passport No E2069037J)
 8. Mr. Renzo Christopher Viegas (National Registration Identity Card number : 611009-75-5059)

(ix) *Structure of shareholdings and names of shareholders or, in the case of public company, names of all substantial shareholders (as at 30 April 2013)* :

Shareholders	Direct	
	No. of Ordinary Shares	%
CIMB Group SdnBhd	3,764,433,300	99.99%

(x) *Authorised and paid-up capital* :

Share Capital as at 30 April 2013	Description
Authorised Share Capital	<p>Authorised share capital RM7,550,125,000 divided into:</p> <p>b) 7,000,000,000 ordinary shares of RM1.00 each;</p> <p>c) 500,000,000 perpetual preference shares of RM1.00 each;</p> <p>d) 1,000,000 redeemable preference shares of RM0.10 each;</p> <p>e) 200,000 non-cumulative redeemable</p>

CIMB BANK BERHAD (“CIMB BANK” or the “Issuer”)

	<p>preference shares of RM0.10 each;</p> <p>f) 5,000,000,000 redeemable preference shares of RM0.01 each;</p> <p>g) 5,000 preference shares of RM1.00 each.</p>
Issued and Fully Paid-up Capital	<p>Issued and paid up share capital RM3,994,208,612 divided into:</p> <p>a) 3,764,468,517 ordinary shares of RM1.00 each;</p> <p>b) 200,000,000 perpetual preference shares of RM1.00 each;</p> <p>c) 2,974,009,486 redeemable preference shares of RM0.01 each.</p>

(xi) *Disclosure of the following:* : None

- *If the Issuer or its board members have been convicted or charged with any offence under the securities law, corporation laws or other laws involving fraud or dishonesty in a court of law, for the past five years prior to the*

date of the application; and

- *If the Issuer has been subjected to any action by the stock exchange for the breach of the listing requirements or rules issued by the stock exchange, for the past five years prior to the date of the application.*

2. PRINCIPAL TERMS AND CONDITIONS

(a) Names of parties involved in the proposed transaction (where applicable)

- (i) Principal Adviser : ~~Ô Q T Ó Á Q } ç ^ • c { ^ } c CIMB~~ CIMB
- (ii) Lead Arranger : CIMB
- (iii) Co-Arranger : Not applicable
- (iv) Solicitors : Messrs Zaid Ibrahim & Co. as counsel for CIMB, acting as Principal Adviser, Lead Arranger and Lead Manager
- (v) Financial Adviser : Not applicable
- (vi) Technical Adviser : Not applicable
- (vii) Trustee : Malaysian Trustees Berhad
- (viii) Guarantor : Not applicable
- (ix) Valuer : Not applicable
- (x) Facility Agent : CIMB
- (xi) Primary Subscriber (under a bought-deal arrangement) and Amount subscribed : To be determined prior to each issuance in respect of issuance via bought deal basis only.
Not applicable for issuance via private placement and book building.
- (xii) Underwriter and amount underwritten : Not applicable
- (xiii) Central Depository : ~~Ó æ } \ Á Þ ^ * æ ! æ BNM~~ BNM
- (xiv) Paying Agent : BNM
- (xv) Reporting Accountant : Not applicable
- (xvi) Calculation Agent : Not applicable

