

# Proxy Form

**OVERSEA-CHINESE BANKING CORPORATION LIMITED**  
(Incorporated in Singapore)  
Company Registration Number: 193200032W

## IMPORTANT:

### Arrangements for Annual General Meeting

1. The Annual General Meeting will be held, in a wholly physical format, at Sands Expo & Convention Centre, Level 4, Roselle and Simpor Ballrooms, 10 Bayfront Avenue, Singapore 018956 on Tuesday, 25 April 2023 at 2.00 p.m. (Singapore time), pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for shareholders to participate virtually.** Printed copies of the Notice of Annual General Meeting and this proxy form will not be sent to members. Instead, these documents will be sent to members by electronic means via publication on the Bank's website at the URL <https://www.ocbc.com/group/investors/annual-report-and-agm.page> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Arrangements relating to attendance at the Annual General Meeting by shareholders, including CPF and SRS investors, submission of questions to the Chairman of the Meeting by shareholders, including CPF and SRS investors, in advance of, or at, the Annual General Meeting, addressing of substantial and relevant questions in advance of, or at, the Annual General Meeting, and voting at the Annual General Meeting by shareholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the accompanying Bank's announcement dated 31 March 2023. This announcement may be accessed at the Bank's website at the URL <https://www.ocbc.com/group/investors/annual-report-and-agm.page> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).

### CPF and SRS Investors

4. This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 13 April 2023.

### Personal Data

5. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 31 March 2023.

### Management Presentation

6. A presentation by Management on the Group's financial performance will commence at 1.00 p.m. and end at 1.45 p.m., prior to the commencement of the Annual General Meeting.

\*I/We (Name) \_\_\_\_\_ (\*NRIC/Passport/Co. Reg. No.) \_\_\_\_\_

of (Address) \_\_\_\_\_

being a \*shareholder/shareholders of Oversea-Chinese Banking Corporation Limited (the **Bank**), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)
*and/or			

as \*my/our proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the Eighty-Sixth Annual General Meeting of the Bank to be held at Sands Expo & Convention Centre, Level 4, Roselle and Simpor Ballrooms, 10 Bayfront Avenue, Singapore 018956, on **Tuesday, 25 April 2023** at **2.00 p.m.** (Singapore time) and at any adjournment thereof.

\*I/We have indicated with an "X" in the appropriate box against each item below how \*I/we wish \*my/our proxy/proxies to vote, or to abstain from voting.

No.	Ordinary Resolutions	For	Against	Abstain
	<b>Routine Business</b>			
1	Adoption of Directors' statement and audited financial statements for the financial year ended 31 December 2022 and Auditor's report			
2(a)	Re-election of Mr Chua Kim Chiu			
2(b)	Re-election of Dr Lee Tih Shih			
2(c)	Re-election of Ms Tan Yen Yen			
3	Re-election of Ms Helen Wong Pik Kuen			
4	Approval of final one-tier tax exempt dividend			
5(a)	Approval of amount proposed as Directors' remuneration			
5(b)	Approval of allotment and issue of ordinary shares to the non-executive Directors			
6	Re-appointment of Auditor and authorisation for Directors to fix its remuneration			
	<b>Special Business</b>			
7	Authority to issue ordinary shares, and make or grant instruments convertible into ordinary shares			
8	Authority to (I) allot and issue ordinary shares under the OCBC Share Option Scheme 2001; (II) grant rights to acquire and allot and issue ordinary shares under the OCBC Employee Share Purchase Plan; and/or (III) grant awards and allot and issue ordinary shares under the OCBC Deferred Share Plan 2021			
9	Authority to allot and issue ordinary shares pursuant to the OCBC Scrip Dividend Scheme			
10	Approval of renewal of the Share Purchase Mandate			
11	Approval of extension of, and alterations to, the OCBC Employee Share Purchase Plan and authority to grant rights to acquire and allot and issue ordinary shares under the OCBC Employee Share Purchase Plan (as altered)			

Note: Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of ordinary shares that your proxy/proxies is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the Annual General Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Total Number of  
Ordinary Shares Held

\_\_\_\_\_  
Signature(s) of Shareholder(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

\*delete as appropriate

**NOTES:**

1. Please insert the total number of ordinary shares (**Shares**) held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Bank), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this instrument of proxy shall be deemed to relate to all the Shares held by you.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.  
A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
3. A proxy need not be a member of the Bank.
4. The instrument appointing a proxy(ies) must be submitted to the Bank in the following manner:  
(a) if submitted by post, be lodged with the Bank's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or  
(b) if submitted electronically, be submitted via email to the Bank's Share Registrar at [OCBCAGM2023@boardroomlimited.com](mailto:OCBCAGM2023@boardroomlimited.com),  
in each case, not less than 72 hours before the time appointed for holding the Annual General Meeting.
5. Completion and submission of the instrument appointing a proxy(ies) does not preclude a member from attending, speaking and voting at the Annual General Meeting if he/she so wishes. The appointment of the proxy(ies) for the Annual General Meeting will be deemed to be revoked if the member attends the Annual General Meeting in person and in such event, the Bank reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Annual General Meeting.
6. The instrument appointing a proxy(ies) must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of a director or an officer or attorney duly authorised. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Bank), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with Section 179 of the Companies Act 1967.
8. The Bank shall be entitled to reject the instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of a member whose Shares are entered in the Depository Register, the Bank may reject any instrument appointing a proxy(ies) if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Bank.

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**Oversea-Chinese Banking Corporation Limited**  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

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