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NOTARY AND LAND DEED OFFICIAL OF SOUTH JAKARTA ADMINISTRATIVE CITY

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Jakarta, April 15th, 2019

Number: 197/IV/2019

Subject: Resume of the Annual General Meeting of Shareholders of
PT BANK CIMB NIAGA Tbk

To the Honorable:
PT BANK CIMB NIAGA Tbk
In Jakarta

Dear Sirs/Madam,

I hereby convey the Resume of the Annual General Meeting of Shareholders (hereinafter referred to as the “**Meeting**”) of “PT BANK CIMB NIAGA Tbk”, having its domicile in South Jakarta (hereinafter referred to as the “**Company**”) which has been held on:

- A. Day/date : Monday, April 15th, 2019
Time : At 2.21 p.m. to 4.19 p.m. Western Indonesian Time
Place : The Financial Hall, Graha CIMB Niaga 2nd Floor, Jalan Jenderal Sudirman Kaveling 58, Jakarta Selatan

-in the presence of all members of the Board of Directors (“**BOD**”) and the Board of Commissioners (“**BOC**”), including the Sharia Supervisory Board (“**SSB**”) of the Company, as follows:

BOARD OF COMMISSIONERS

- President Commissioner : **TENGKU DATO’ SRI ZAFRUL
TENGKU ABDUL AZIZ**
Vice President Commissioner : **GLENN MUHAMMAD SURYA YUSUF**
Commissioner (concurrently serves as : **ZULKIFLI M. ALI**
Independent Commissioner)
Commissioner (concurrently serves as : **PRI NOTOWIDIGDO**
Independent Commissioner)
Commissioner (concurrently serves as : **JEFFREY KAIRUPAN**
Independent Commissioner)
Commissioner : **DAVID RICHARD THOMAS**

BOARD OF DIRECTORS

- President Director : **TIGOR M. SIAHAAN**
Director : **RITA MAS’OEN**
Director : **MEGAWATI SUTANTO**
Director : **VERA HANDAJANI**
Director : **JOHN SIMON**
Director : **LANI DARMAWAN**
Director : **PANDJI P. DJAJANEGARA**
Director : **HEDY LAPIAN**
Director : **RAHARDJA ALIMHAMZAH**
Director (concurrently serves as : **FRANSISKA OEI**
Compliance Director)
Director : **LEE KAI KWONG***

) * effective after obtaining approval from OJK and/or has fulfilled the requirements as determined on the OJK letter

SHARIA SUPERVISORY BOARD

Chairman (concurrently serves as Member) : **M. QURAIISH SHIHAB**
Member : **FATHURRAHMAN DJAMIL**
Member : **YULIZAR DJAMALUDDIN SANREGO**

- B. The Meeting is attended and/or represented by the Company's Shareholders, all of which have 23,908,685,424 (twenty three billion nine hundred eight million six hundred eighty five thousand and four hundred twenty four) shares or representing 95.8897% (ninety five point eight eight nine seven percent) of the total shares with valid voting rights issued by the Company (both Class A shares and Class B shares) totaling 24,933,541,055 (twenty four billion nine hundred thirty three million five hundred forty one thousand fifty five) shares (not including Treasury shares in the total of 198,065,788 - one hundred ninety eight million sixty five thousand and seven hundred eighty eight - shares) therefore the quorum as required in Article 13 paragraph 13.1 and 13.2 of the Company's Articles of Association has been fulfilled and this Meeting is legitimate and entitled to make legal and binding decisions regarding matters as discussed in accordance with the Agenda of the Meeting.
- C. The Agendas of Meeting are as follows:
1. Approval of the Company's Annual Report and Ratification of the Company's Consolidated Financial Statements for the Financial Year ended on December 31st, 2018;
 2. Determination on the Use of the Company's Profit for the Financial Year ended on December 31st, 2018;
 3. Appointment of Public Accountant and Public Accounting Firm for the Financial Year of 2019 and the Determination of Honorarium and Other Requirements related to the Appointment;
 4. Changes of management of the Company;
 5. Determination of Salary or Honorarium, Tantiem/Bonus and Other Allowances for the Board of Directors, the Board of Commissioners, and Sharia Supervisory Board of the Company;
 6. Approval on Update of the Recovery Plan of the Company;
 7. Approval on Share Buyback of the Company;
 8. Others:
 - The Accountability Report of the Use of the Proceeds from the Public Offering of the Shelf Registration Bond II Bank CIMB Niaga Phase IV Year 2018; Shelf Registration Mudharabah I Bank CIMB Niaga Phase I Year 2018; and Subordinated Bonds III Bank CIMB Niaga Year 2018;
 - Report on Financial Sustainability Action Plan;
 - Report on the Amendment of IDX Regulation No. I-A, Specifically Related to the Independent Director position.
- D. Announcement and Invitation of the Meeting have been conducted in accordance with provision of Article 12 paragraph 12.2 of Company's Articles of Association and the Financial Services Authority (hereinafter referred to as the "OJK") Regulation No. 32/POJK.04/2014 concerning Planning and Holding of General Meeting of Shareholders of Public Limited Companies and its amendment as stated in OJK Regulation No. 10/POJK.04/2017, as follows:
- Notification** concerning the plan to convene the Meeting has been submitted by the BOD to OJK and PT Bursa Efek Indonesia (hereinafter referred to as "IDX") through the letter dated February 20th, 2019.
- Announcement** to the Shareholders concerning the plan on Invitation of the Meeting which is accompanied with the Public Disclosure concerning the plan on Share Buyback of the Company from the Public Shareholders has been announced in "Bisnis Indonesia" and "The Jakarta Post" newspapers, as well as in the website of the Company and IDX, on February 28th, 2019.
- Invitation** to the Shareholders concerning the holding of this Meeting has been announced in "Bisnis Indonesia" and "The Jakarta Post" newspapers, as well as in the website of the Company and IDX, on March 15th, 2019. Revision on Explanation of the 5th Agenda point (iv) has been announced in the same newspapers and also uploaded in the same media on March 21st, 2019.

- E. The Meeting was chaired by TENGKU DATO' SRI ZAFRUL TENGKU ABDUL AZIZ as President Commissioner based on the Circular Decision of the BOC as a Substitute for the BOC Meeting dated March 15th, 2019 number 006/DEKOM/KP/III/2019.
- F. In the agenda of the Meeting, it has been given such opportunity to Shareholders and proxies/representatives of Shareholders to raise questions/deliver comments, and there are Shareholders and proxies/representatives of Shareholders that raised questions/deliver comments, as follows:
- First Agenda, there are questions from 2 (two) Shareholders.
 - Second, Third, Fourth, Fifth, Sixth, Seventh and Eighth Agenda there are no questions/comments from Shareholders and proxies/representatives of Shareholders.
- G. The mechanism to take such resolution of the Meeting is conducted by deliberation for consensus. However, to ensure that such deliberation for consensus is reached, while keeping the independency and confidentiality of Shareholders in the voting process, then the voting on the Meeting shall be conducted in a closed and through electronic mechanism, by using the ballot.
- H. The Meeting has taken resolution as set forth in deed of "Minutes of the Annual General Meeting of Shareholders of PT BANK CIMB NIAGA Tbk", dated April 15th, 2019 number 24 which minutes is drawn up before me, the Notary, which substantially as follows:

In the First Agenda of the Meeting:

The meeting unanimously (with note that the holder of 8,011,945 – eight million eleven thousand nine hundred forty five shares voted abstain/blank) **resolved:**

1. Approved the Annual Report of the Company for the financial year ended on December 31st, 2018;
2. Ratified the Company's Consolidated Financial Statements for the financial year ended on December 31st, 2018, which was audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global in Indonesia) as stipulated in the report dated February 15th, 2019 with opinion "The Consolidated Financial Statements present fairly, in all material respects, the consolidated financial position of PT Bank CIMB Niaga Tbk and its subsidiary as of December 31st, 2018, and their consolidated financial performance and cash flows for the year then ended, in accordance with Indonesian Financial Accounting Standards";
3. Ratified the Supervisory Report of the BOC and the SSB of the Company for the financial year ended on December 31st, 2018; and
4. Provided the acquit and discharge ("*volledig acquit et décharge*") the members of the BOD and the BOC including the members of SSB of the Company for the management and supervision performed in the financial year 2018 (including members of BOD and BOC which have resigned in 2018 as approved by the resolution of Extraordinary General Meeting of Shareholders ("GMS") dated December 19th, 2018), provided that the management and supervision are reflected in the Company's Annual Report for the financial year ended on December 31st, 2018.

In the Second Agenda of the Meeting:

The meeting unanimously (with note that the holder of 4,663,612 – four million six hundred sixty three thousand and six hundred twelve shares voted abstain/blank) **resolved:**

Approved the appropriation of Net Profit (consolidated) of the Company for financial year 2018 in the total amount of Rp3,482,427,920,767 (three trillion four hundred eighty two billion four hundred twenty seven million nine hundred twenty thousand seven hundred sixty seven Rupiah) with the following descriptions:

1. Distribution of cash dividend maximum 20% of net income of the Company or amounted to maximum Rp696,485,584,153 (six hundred ninety six billion four hundred eighty five million five hundred eighty four thousand one hundred fifty three Rupiah) (gross) with the following schedule:
 - Cum Dividend in Reguler and Negotiation Market April 25th, 2019
 - Ex Dividend in Reguler and Negotiation Market April 26th, 2019

- Cum Dividend in Cash Market April 29th, 2019
- Recording date for entitled Shareholders April 29th, 2019
- 2. - Ex Dividend in Cash Market April 30th, 2019
- Dividend Payment for financial year 2018 May 15th, 2019

and approved the delegation of authority to the BOD to determine the rules of the distribution of cash dividends by taking into account the prevailing provisions in the capital markets regulations.

2. The Company did not set aside any net profit of the financial year 2018 as statutory reserves, considering the amount of statutory reserves fund have complied with the minimum required amount of statutory reserve fund in accordance with Article 70 of Law Number 40 Year 2007 concerning Limited Liability Company (*Undang-Undang Perseroan Terbatas – “UUPT”*).
3. Booked the remaining 2018 net profit, after dividend distribution, as the retained earnings to finance the business activities of the Company.

In the Third Agenda of the Meeting:

The meeting unanimously (with note that the holder of 4,663,412 – four million six hundred sixty three thousand four hundred twelve shares voted abstain/blank) **resolved:**

1. Approved the reappointment of Angelique Dewi Daryanto, SE.,CPA, and Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global in Indonesia) as a Public Accountant and a Public Accounting Firm listed in the OJK or other Public Accountant from the said Public Accounting Firm, in the event she is permanently unavailable to audit the Company’s financial statement for financial year 2019.
2. Approved the delegation of authority to the BOC to appoint another Public Accounting Firm, in the event that there is an objection from OJK on the appointment of Public Accountant and Public Accounting Firm "Tanudiredja, Wibisana, Rintis & Rekan" or the said Public Accounting Firm conducts partnership restructuring to become a different Public Accounting Firm.

For the said delegation of authority the following terms shall apply:

- a. Other Public Accounting Firm who is appointed by BOC must be one of the Big Four Public Accounting Firm in Indonesia;
- b. The appointment has received recommendation from Audit Committee of the Company;
- c. The amount of honorarium and the other terms of appointment for other Public Accounting Firm shall be determined competitively and reasonably; and
- d. The appointment of other Public Accounting Firm should not contradict with the applicable laws and regulations.
3. Approved the proposed honorarium for the Public Accounting Firm for the audit yearly of the Company for financial year 2019 is maximum Rp7,500,000,000 (seven billion five hundred thousand Rupiah) (gross).
4. Approved the delegation of authority to the BOD of the Company to carry out the matters that are necessary in connection with the appointment of a Public Accountant including but not limited to the implementation process of the Meeting and the signing of the letter of appointment to the Public Accountant and Public Accounting Firm.

In section A on Fourth Agenda of the Meeting:

The Meeting with majority vote of 23,895,830,224 (twenty three billion eight hundred ninety five million eight hundred thirty thousand two hundred twenty four) shares or representing 99.9462% (ninety nine point nine four six two percent) of total votes issued in the Meeting has resolved to:

Approved the appointment of **DIDI SYAFRUDDIN YAHYA** as Commissioner with the tenure effective after obtaining approval from OJK and/or fulfillment of requirements as determined in the OJK approval letter in question (“**effective date**”) until the closing of the fourth Annual GMS (“**AGMS**”) after the effective date of the appointment without prejudicing the rights of GMS to dismiss at any time in accordance with the provision as stated in Article 119 UUPT.

In terms of OJK does not approve such appointment or requirements as determined by OJK are not fulfilled, such appointment will be null and void without any GMS approval needed.

In section B on Fourth Agenda of the Meeting:

The Meeting with majority vote of 23,895,830,224 (twenty three billion eight hundred ninety five million eight hundred thirty thousand two hundred twenty four) shares or representing 99.9462 % (ninety nine point nine four six two percent) of total votes issued in the Meeting has resolved to:

Approved the appointment of **SRI WIDOWATI** as Independent Commissioner, with the tenure effective after obtaining approval from OJK and/or fulfillment of requirements as determined in the OJK approval letter in question (effective date) until the closing of the fourth AGMS after the effective date of the appointment without prejudicing the rights of GMS to dismiss at any time in accordance with the provision as stated in Article 119 UUPT.

In terms of OJK does not approve such appointment or requirements as determined by OJK are not fulfilled, such appointment will be null and void without any GMS approval needed.

With such appointment, the composition of the BOC of the Company is as follow:

- President Commissioner : TENGKU DATO' SRI ZAFRUL TENGKU ABDUL AZIZ
- Vice President Commissioner : GLENN MUHAMMAD SURYA YUSUF
- Independent Commissioner : ZULKIFLI M. ALI
- Independent Commissioner : PRI NOTOWIDIGDO
- Independent Commissioner : JEFFREY KAIRUPAN
- Commissioner : DAVID RICHARD THOMAS
- Commissioner : DIDI SYAFRUDDIN YAHYA)*
- Independent Commissioner : SRI WIDOWATI)*

) effective after obtaining approval from OJK and/or has fulfilled the requirements as determined on the OJK approval.*

In section C on Fourth Agenda of the Meeting:

The Meeting with majority vote of 23,895,830,224 (twenty three billion eight hundred ninety five million eight hundred thirty thousand two hundred twenty four) shares or representing 99.9462 % (ninety nine point nine four six two percent) of total votes issued in the Meeting has resolved to:

Approved the reappointment of **Prof. Dr. M. QURAIISH SHIHAB** as Chairman concurrently serves as member of SSB, effective since the closing of the Meeting until the closing of the fourth AGMS after the effective date of the appointment without prejudicing the rights of GMS to dismiss at any time in accordance with the law and regulations.

In section D on Fourth Agenda of the Meeting:

The Meeting with majority vote of 23,895,830,224 (twenty three billion eight hundred ninety five million eight hundred thirty thousand two hundred twenty four) shares or representing 99.9462 % (ninety nine point nine four six two percent) of total votes issued in the Meeting has resolved to:

Approved the reappointment of **Prof. Dr. FATHURRAHMAN DJAMIL** as member of SSB, effective since the closing of the Meeting until the closing of the fourth AGMS after the effective date of the appointment without prejudicing the rights of GMS to dismiss at any time in accordance with the law and regulations.

In section E on Fourth Agenda of the Meeting:

The Meeting with majority vote of 23,895,830,224 (twenty three billion eight hundred ninety five million eight hundred thirty thousand two hundred twenty four) shares or representing 99.9462 % (ninety nine point nine four six two percent) of total votes issued in the Meeting has resolved to:

Approved the reappointment of **Dr. YULIZAR DJAMALUDDIN SANREGO** as member of SSB, effective since the closing of the Meeting until the closing of the fourth AGMS after the effective date of the appointment without prejudicing the rights of GMS to dismiss at any time in accordance with the law and regulations. Therefore the SSB of the Company has not changed.

prejudicing the rights of GMS to dismiss at any time in accordance with the law and regulations. Therefore the SSB of the Company has not changed.

In section F on Fourth Agenda of the Meeting:

The Meeting with majority vote of 23,895,830,224 (twenty three billion eight hundred ninety five million eight hundred thirty thousand two hundred twenty four) shares or representing 99.9462 % (ninety nine point nine four six two percent) of total votes issued in the Meeting has resolved to:

Approved the reappointment of **TIGOR M. SIAHAAN** as President Director effective since the closing of the Meeting until the closing of the fourth AGMS after the effective date of the appointment without prejudicing the rights of GMS to dismiss at any time in accordance with the provision as stated in Article 105 UUP. Therefore the BOD of the Company has not changed.

- Approved the delegation of authority to the BOD of the Company, with the right of substitution, to restate resolution regarding the change of composition of the BOC of the Company, reappointment of all members of SSB of the Company, and reappointment of Mr. Tigor M. Siahaan as President Director of the Company in notarial deed and to report to the competent authority, and with due regard to the foregoing, to perform any acts as may be required in accordance with the laws and regulations.

In Fifth Agenda of the Meeting:

The Meeting with majority vote of 23,908,685,224 (twenty three billion nine hundred eight million six hundred eighty five thousand two hundred twenty four) shares or representing 99,9999 % (ninety nine point nine nine nine nine percent) of total votes issued in the Meeting has resolved to:

1. Approved and determined the salary or honorarium and other allowances for BOC of the Company for the financial year of 2019 in the amount of maximum Rp20,395,087,249 (twenty billion three hundred ninety five million eighty seven thousand two hundred forty nine Rupiah) (gross), and approve the delegation of authority to the President Commissioner of the Company to determine the salary or honorarium and other allowances for each members of BOC of the Company.
2. Approved and determined the salary or honorarium and other allowances for SSB of the Company for the financial year of 2019 in the amount of maximum Rp1,763,666,795 (one billion seven hundred sixty three thousand six hundred sixty six thousand seven hundred ninety five Rupiah) (gross), and approved the delegation of authority to the President Commissioner of the Company to determine the salary or honorarium and other allowances for each members of SSB of the Company. Therefore, all members of BOC (including the Independent Commissioners) and SSB did not receive any tantiem/bonus.
3. Approved the amount of the tantiem/bonus of the BOD for the year of 2018 in the amount of maximum Rp94,447,500,000 (ninety four billion four hundred forty seven million five hundred thousand Rupiah) (gross) including the provision of variable remuneration in the form of share or share-based instrument issued by the Company, and approved the delegation of authority to the BOC of the Company to determine the amount of tantiem/bonus for each members of BOD of the Company.
4. Approved the delegation of authority to the BOC of the Company to determine the remuneration, holiday allowances and other allowances for the BOD and for the members of BOD of the Company for the financial year of 2019, with regard to the recommendation from the Nomination and Remuneration Committee of the Company.

In Sixth Agenda of the Meeting:

The meeting unanimously (with note that the holder of 4,663,612 – four million six hundred sixty three thousand six hundred twelve shares voted abstain/blank) resolved:

1. Approved the Recovery Plan which has been prepared and submitted by the Company to OJK on November 28th, 2018, are consist of:
 - a. Updating trigger level in order to comply with current regulations; and;

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- b. Updating the adequacy and feasibility of debt or investment instruments that have capital characteristics possessed by Systemic Banks through the issuance of the Subordinated Bonds III Bank CIMB Niaga Year 2018 which has been conducted by the Company.
2. Approved the delegation of authority to the BOC and BOD of the Company to perform each and all actions required in relation with the update of Recovery Plan by taking into account OJK Regulation regarding Recovery Plan for Systemic Bank.

In Seventh Agenda of the Meeting:

The meeting unanimously (with note that the holder of 4,663,612 – four million six hundred sixty three thousand six hundred twelve shares voted abstain/blank) **resolved:**

1. Approved the plan of Share Buyback from the Public Shareholders, at the maximum of 20,000,000 (twenty million) shares, and at the maximum cost of Rp25,000,000,000 (twenty five billion Rupiah) (including transaction and tax costs) with regard to the prevailing regulations. The plan of Share Buyback has obtained the OJK approval through the OJK Letter No. S-19/PB.33/2019 dated March 25th, 2019, and will be completed no later than 18 months after the resolution of this Meeting.
The purpose of Share Buyback of the Company is to fulfill the provisions stipulated in OJK Regulation No. 45/POJK.03/2015, particularly to the provision of variable remuneration in the form of share or share-based instrument to parties categorized as Material Risk Taker (MRT) of the Company for the period of 3 (three) years which will be paid in 2019, 2020, and 2021.
2. Approved the delegation of authority to the BOD of the Company to conduct the Share Buyback in accordance with the prevailing regulations.

In Eighth Agenda of the Meeting:

No decision made because it is only report, namely:

Other:

1. According to OJK Regulation No. 30/POJK.04/2015, and reported to OJK Capital Market through letter No. 003/DIR/I/2019 on January 10th, 2019 with copy to IDX and OJK Banking Supervisory, in the Meeting was reported the accountability of the use of the proceeds from the Public Offering as of December 31st, 2018, whereas the funds obtained from each of:
 - Shelf Registration Bonds II of Bank CIMB Niaga Phase IV Year 2018 in the amount of Rp1,016,523,355,000 (one trillion sixteen billion five hundred twenty three million three hundred fifty five thousand Rupiah) (net);
 - Shelf Registration Mudharabah I Bank CIMB Niaga Phase I Year 2018 in the amount of Rp993,366,142,421 (nine hundred ninety three billion three hundred sixty six million one hundred forty two thousand four hundred twenty one Rupiah) (net); and
 - Subordinated Bonds III Bank CIMB Niaga Year 2018 in the amount of Rp144,480,674,465 (one hundred forty four billion four hundred eighty million six hundred seventy thousand four hundred sixty five Rupiah) (net).have all been used in accordance with the plan to use the proceeds as disclosed in the respective Prospectus.
2. In accordance with OJK Regulation No. 51/POJK.03/2017, in the Meeting was reported regarding Sustainable Finance Action Plan of the Company Year 2019 – 2023 which has been submitted to OJK Banking Supervisory on November 27th, 2018. Sustainable Finance Action Plan is short term (1 (one) year) and long term (5 (five) years) activity plan which will be the Company's priority, in terms of implementing the Sustainable Finance, and by taking into account the fulfilment of prudential principles and implementation of risk management.
3. Due to the issuance of Amendment of IDX Regulation No. I-A through the Decision Letter of the BOD of IDX No. Kep-00183/BEI/12-2018 specifically in relation that there are no provisions regulates the Independent Director Position in the Public Listed Companies, in the Meeting was reported the deletion of position name of Independent Director in the Company. Therefore, the position name of Independent Director on Fransiska Oei, Compliance Director concurrently as Independent Director as reported on Annual GMS dated April 25th, 2017, is erased effective since the closing of this Meeting.
However, it shall be reemphasized that all members of BOD of the Company is independent from majority Shareholders, not having any family relationship up to the second degree with

other members of BOD, and/or members of BOC do not held any concurrent position as member of BOD, member of BOC or Executive Officer of the Bank, company, and/or other institution other than performing functional task in non-bank subsidiary companies controlled by the Company, and also do not become an insider in any institution of supporting profession of Capital Market which services is used by the Company.

In witness whereof, this resume is delivered preceding the produce of official copy of the aforementioned deed, which soon I shall deliver to the Company after it is completely done.

Sincerely yours,



ASHOYA RATAM, SH., MKn.
Notary in South Jakarta Administrative City