

ANNOUNCEMENT ANNUAL GENERAL MEETING OF SHAREHOLDERS PT Bank CIMB Niaga Tbk

Hereby announced to all Shareholders of PT Bank CIMB Niaga Tbk (the "Company") that the Company will hold Annual General Meeting of Shareholders ("Meeting") on Monday, April 15th, 2019.

Pursuant to the Articles of the Association ("AoA") of the Company and Otoritas Jasa Keuangan Regulation Number 32/POJK.04/2014 regarding the Plan and Implementation of General Meeting of Shareholders of Public Company ("OJK Regulation"), hereby informed as follow:

1. The Invitation and Agenda of the Meeting will be published in 1 (one) daily newspaper with nationwide circulation in Bahasa and 1 (one) daily newspaper in English, the Company's website, and website of Indonesian Stock Exchange's ("IDX") on Friday, March 15th, 2019.
2. Shareholders entitled to attend or to be represented and vote in the Meeting are those who are listed in the Company's Shareholders Register and/or Shareholders whose Securities Account are registered in PT Kustodian Sentral Efek Indonesia on Thursday, March 14th, 2019 at 16.00 Western Indonesian Time.
3. Shareholders may propose the Meeting Agenda by complying with the requirements on Article 11 paragraph 11.1 in the AoA and Article 12 of OJK Regulation. The proposal is accompanied with reason and proposed material of the Meeting Agenda shall be delivered and received by the Board of Directors of the Company at least 7 (seven) days prior to the Invitation of the Meeting which is on Monday, March 8th 2019 at 16.00 Western Indonesian Time.

This Meeting announcement is also available and can be accessed on the Company's website (www.cimbniaga.com) and IDX website (www.idx.co.id).

PUBLIC DISCLOSURE TO THE SHAREHOLDERS IN RELATION WITH THE SHARE BUYBACK PLAN

A. Preface

Hereby we announce to the Shareholders of the Company, that the Company will hold an Annual General Meeting of Shareholder ("AGMS") on Monday, April 15th, 2019 which one of the Agenda is in connection with the Company's plan to buy back the shares which has been issued by the Company and listed on PT Bursa Efek Indonesia ("IDX"). The Share Buyback will be conducted after obtaining the approval from Otoritas Jasa Keuangan ("OJK") by complying with the prevailing regulations of the Republic of Indonesia, including Law No. 40 of 2007 regarding Limited Liability Company ("Company Law") and OJK Regulation No.30/POJK.04/2017 regarding Share Buyback Issued by Public Company ("OJK Regulation No. 30").

B. Estimated Schedule, Estimated Price of Share Buyback, and Estimated Amount of Nominal Value of Share Buyback

The Share Buyback will be conducted within the maximum period of 18 (eighteen) months since the Share Buyback has been approved by the AGMS which is planned to be held on April 15th, 2019.

The estimated fee needed for the Share Buyback is in the maximum of Rp. 25,000,000,000,- (twenty five billion Rupiah) whereas such fee includes the commission of the stockbroker and other related fees.

The fee will be used to buy back the shares of the Company at a maximum amount of 20,000,000 (twenty million) shares which has been fully issued and subscribed.

C. Description, Consideration, and Reason to Conduct the Share Buyback

In line with the Company's objective to improve its performance in the midst of fierce competition in the banking industry in Indonesia, it was felt necessary to establish a variable remuneration program in the form of shares for members of Company's management which categorized as Material Risk Taker ("MRT") as stipulated in the OJK Regulation No. 45/POJK.03/2015 regarding Implementation of Governance for Commercial Banks in the Provision of Remuneration, in order to maintain the health of the bank individually and mitigate any excessive risk taking in the decision making by the Company's management which categorized as MRT.

The variable remuneration program in the form of shares includes the participant eligibility criteria with regard to the duties and responsibilities which impact significantly to the performance of the Company and will be conducted for the period of 3 (three) years since the AGMS decision.

D. Estimated Decrease of the Company's Revenue as a Result of Share Buyback and the Impact of the Company's Financing Fee

The Company believes that the implementation of the Company's Share Buyback transaction will not render any material adverse effect on the business activities of the Company given the Company has sufficient working capital and cash flow to finance the transaction in accordance with the Company's business activities.

E. Pro Forma of Earnings per-Share of the Company After the Execution of Share Buyback Plan Within the Consideration of Decreasing Revenue

The Company's recorded net profit per share is in the amount of Rp.139.67 (one hundred thirty nine point sixty seven Rupiah), while pro forma net income per share after the Share Buyback is Rp.139.78 (one hundred thirty nine point seventy eight Rupiah).

Description	31 December 2018 (in million Rupiah, unless provided otherwise)		
	Before Buyback	Effect	After Buyback
Amount of asset	266,781,498	(25,000)	266,756,498
Net Profit of Main Equity Owner	3,482,304		3,482,304
Equity	39,580,579	(25,000)	39,555,579
Amount of Shares Circulated (million per share)	24,933	(20)	24,913
Amount of Treasury Shares (million per share)	198	20	218
Net profit per Share (Rupiah)	139.67		139.78
Return on Asset (ROA)	1.85%		1.85%
Return on Equity (ROE)	9.49%		9.49%
Capital Adequacy Ratio (CAR)	19.66%	(0.01%)	19.65%

From the table above, it could be seen that the Share Buyback has no significant impact to either ROA or ROE.

F. Limitation of Shares Price of the Share Buyback

The Company will conduct the Share Buyback in accordance with the OJK Regulation No. 30 as follow:

1. In the event that the Share Buyback is conducted through the IDX, the offering price of Share Buyback shall be less or equal with the transaction price which has previously occurred; and
2. In the event that the Share Buyback is conducted outside the IDX and considering the Company's shares are listed and traded on the IDX, the price of the Company's Share Buyback is in the maximum amount of the average price of the closing price of daily trading on the IDX within the latest 90 (ninety) days prior the date of the Share Buyback of the Company.

G. Limitation of the Share Buyback Period

The Share Buyback shall be planned and completed no later than 18 (eighteen) months since the date of the AGMS approval.

H. Method which will be used for Share Buyback

In accordance with the OJK Regulation No. 30, the Company will purchase the shares either in the IDX or outside the IDX.

I. Management Analysis and Discussion regarding the Effect of the Share Buyback on the Company's Business Activity and Growth in the Future

The Company believes that the Shares Buyback execution will not affect the Company's business activities and operations. This is because the Company has a Capital Adequacy Ratio (CAR) which is in accordance with the prevailing regulations.

Jakarta, February 28th, 2019

Board of Directors of the Company

Graha CIMB Niaga

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