

**RULES OF CONDUCT**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS ("MEETING")**  
**PT BANK CIMB NIAGA Tbk ("COMPANY")**  
**JAKARTA, THURSDAY, 9 APRIL 2020**

This Rules of Conduct is prepared by referring to the prevailing laws and regulations and due to special condition by referring to the directions from the Government of the Republic of Indonesia, as well as the guidelines provided by the National Disaster Management Authority (*Badan Nasional Penanggulangan Bencana* – “**BNBP**”), Financial Services Authority (*Otoritas Jasa Keuangan* – “**OJK**”), and World Health Organization (WHO) related to the Procedure/Protocol on the Prevention or Reduction of the Spreading of Corona Virus/COVID-19.

**I. RULES OF CONDUCT RELATED TO THE PREVENTION OR REDUCTION OF THE SPREADING OF CORONA VIRUS/COVID-19**

1. The Company shall ensure that if the Shareholders are unable to attend or choose **not to attend** the Meeting then the Shareholders may authorize the proxy(-ies) (to attend and cast a vote on each Meeting’s agenda), to an Independent Party provided by the Company (Independent Attorney), by completing the Power of Attorney Form that has been uploaded in the Company’s website and can be downloaded from the following link: <http://investor.cimbniaga.co.id/gcg/agm.html>.
2. All parties who attend the Meeting, without exception, must conduct a body temperature checking before entering the Meeting’s area and room, as well as to maintain self-sanitation by using the hand sanitizers provided around and in the Meeting room. For Shareholders who are identified as having a body temperature of more than 37.50<sup>o</sup> Celsius, they may exercise their rights as shareholders by granting power of attorney to the Independent Attorney in accordance with the procedures stated above and leaving the Meeting venue.
3. Participants present at the Meeting must follow the procedures and protocol for the prevention of Corona Virus/Covid-19 during the Meeting, as follows:
  - a. Wear anti-virus mask, provided by the committee of the Meeting, properly;
  - b. Keep social distancing and sit on the chairs provided in the Meeting room;
  - c. Do not eat or drink in or around the Meeting room (without exception food and beverage provided by the committee of the Meeting);
  - d. Maintain self-sanitation by using hand sanitizer that have been provided in or around the Meeting room (including before or after e-voting);
  - e. Do not shake hands with direct skin contact;
  - f. Do not walk around during the Meeting, except during the voting time that will be arranged by the Meeting committee.
4. The arrangement of Meeting rooms and video conference facility are determined as follows:
  - a. The Participants of the Meeting is advice to enter the Meeting rooms, as determined below:
    - i. Meeting Room I is provided for the Meeting Chairman and the Company’s management (“**Meeting Room I**”);
    - ii. Meeting Room II is provided for the parties from Notary, Securities Administration Bureau (*Biro Administrasi Efek* or “**BAE**”) and Public Accountant as well as representative of the Public Accounting Firm (“**Meeting Room II**”); and
    - iii. Meeting Room III is provided for the Shareholders and/or the Proxy(-ies) present (“**Meeting Room III**”).
  - b. The Shareholders and/or the Proxy(-ies) present may participate actively in and witness the Meeting implementation through sufficient video conference and technology facilities as available throughout the rooms.

- c. The Shareholders and/or the Proxy(-ies) present may remain participate actively during the process of Question & Answer (“**Q & A**”) and voting in accordance with the mechanism that has been arranged in this Rules of Conduct while in compliance with the prevailing laws and regulations.

## II. THE RULES OF CONDUCT OF THE MEETING

1. This Meeting shall be held in Bahasa Indonesia, however, during the Q & A session, if there is Shareholder who does not understand Bahasa Indonesia, then the respective Shareholder is allowed to raise question in English, which will be translated into Bahasa Indonesia by the Chairman of the Meeting for the interest of the rest of the Shareholders.
2. Participants of the Meeting are the Shareholders whose names are registered in the Company’s Shareholders Registrar or their Proxy(ies), or the owner of security account(s) at the Collective Deposit of Indonesian Central Securities Depository (PT Kustodian Sentral Efek Indonesia or “KSEI”) on Tuesday, 10 March 2020 at 16:00 Western Indonesian Time.
3. The Meeting shall be chaired by **Jeffrey Kairupan** as the Independent Commissioner (Senior), in accordance with the provisions of the Article 12, paragraph 12.3 of the Company’s Articles of Association.
4. The Chairman of the Meeting presides the Meeting and is entitled to decide the procedures of the Meeting which has not been regulated or not sufficiently regulated in this Rules of Conduct.
5. According to the Meeting Invitation, the following are the Meeting agenda:
  - a. Approval on the Annual Report and the Consolidated Financial Statements of the Company for the Financial Year Ended on 31December 2019.
  - b. Determination on the Use of the Company’s Profit for the Financial Year ended on 31 December 2019.
  - c. Appointment of Public Accountant and Public Accounting Firm for the Financial Year of 2020 and Determination of the Honorarium and Other Requirements related to the Appointment.
  - d. Changes of management of the Company;
  - e. Determination on the Salary or Honorarium and Other Allowances for the Board of Commissioners and Sharia Supervisory Board of the Company as well as Salary, Allowances and Tantiem/Bonus for the Board of Directors of the Company.
  - f. Approval on the Update of Recovery Plan of the Company.
  - g. Approval on the Amendments of the Articles of Association of the Company.
  - h. Other:
    - i. Accountability Report on the Utilization of Proceeds from Public Offering of Shelf Registration Sukuk Mudharabah I Bank CIMB Niaga Phase II Year 2019, Shelf Registration Bond III Bank CIMB Niaga Phase I Year 2019, and Shelf Registration Subordinated Bonds I Bank CIMB Niaga Phase I Year 2019.
    - ii. Report on the Sustainable Finance Action Plan (RAKB) of the Company.
    - iii. Report on the End of Tenure and Appointment/Reappointment of Audit Committee Members of the Company.
6. Only matters included in the Agenda of the Meeting as stated in the Meeting Invitation that may be discussed in the Meeting.

7. Quorum of attendance for the Meeting is as follows:
  - a. The Meeting is valid and entitled to take a legal and binding decision, if attended by the Shareholders or their authorized Proxies representing more than ½ (half) of the total shares with valid voting rights issued by the Company, however specifically for the 7<sup>th</sup> Agenda, Meeting is valid and entitled to resolves if the Meeting is attended by the Shareholders or its authorized Proxies, that represent at least 2/3 (two third) of the total shares with valid voting rights issued by the Company (in accordance with the provision in Article 13 paragraph 13.2 and 13.6.a of the Company's Articles of Association).
  - b. Before the Meeting is opened by the Chairman of the Meeting, the Notary will perform the calculation of total Shareholders present or represented in the Meeting.
  - c. Total attendance of Shareholders declared by the Notary prior to the opening of the Meeting is final until the close of the Meeting. Therefore, the Shareholders or the Proxy(-ies) who enter the Meeting room after the Meeting is opened, shall not be counted in quorum calculation and hence do not have the rights to cast vote in the Meeting. The same applies to the Shareholders or the Proxy(-ies) who left the Meeting room before the Meeting is closed will not reduce the total calculation number of shares represented in the Meeting.
  
8. The discussion of the agenda of the Meeting shall be conducted with the following mechanism:
  - a. The Chairman of the Meeting shall open, lead, and close the Meeting;
  - b. The Chairman of the Meeting may request another member of the Board of Commissioners or member of the Board of Directors to convey the explanation of each agenda of the Meeting (if necessary);
  
9. Question and Answer Mechanism
  - a. The Chairman of the Meeting shall provide the opportunity to the Shareholders or their authorized Proxies to raise question and/or express opinion with respect to the agenda of the Meeting after the discussion of all Meeting agenda, prior to the resolutions proposed;
  - b. Only the Shareholders or the authorized Proxy(-ies) are eligible to ask questions and/or express opinions regarding the agenda of the Meeting;
  - c. For Shareholders or the Proxy(-ies) who want to raise questions and/or opinions are welcome to raise their hands when the Chairman of the Meeting gives the opportunity for Shareholders or the Proxy(-ies) to raise questions and/or express opinions;
  - d. If there are more than 3 (three) inquirers on each occasion, the Chairman of the Meeting shall divide it into several stages, with a maximum of 3 (three) questioners for each stage;
  - e. The inquirers will take turns to be asked to state the name, number of shares owned or represented, along with the questions and/or opinions, in the presence of an available microphone;
  - f. After the question and/or opinion is expressed, inquirers are welcome to return to his/her seat;
  - g. The Chairman of the Meeting or the party appointed by the Chairman of the Meeting shall answer or respond to any questions or opinions conveyed.
  - h. After all questions and/or opinions related to the agenda of the Meeting have been responded by the Chairman or the party appointed by the Chairman of the Meeting, the Chairman of the Meeting shall proceed with the proposed resolution of the Meeting;
  
10. Voting procedures:
  - a. Each share, both Class A Share and Class B Share entitles its owner to cast 1 (one) vote (Article 13 paragraph 13.3 of the Company's Articles of Association).
  - b. The Shareholder with more than 1 (one) share is only entitled to cast the same vote for all of his/her shares.

- c. The Shareholder has no right to authorize more than 1 (one) power of attorney for a portion of his/her shares and cast for a different vote, except for:
  - i. Custodian Bank or Securities Company as a Custody representing its customers who owned the Company's shares, and
  - ii. Investment Manager whom representing the interest of the Mutual Funds under its management.
- d. In order to comply with Good Corporate Governance practices, voting will be conducted closely through electronic mechanism, and individually by each Shareholder or the authorized Proxy by using:
  - i. **Smartphone or other mobile devices** (tablet, Ipad, and others); or
  - ii. **Touch Screen Monitor** provided by the Company.
 Therefore, the secrecy in the voting will be well preserved.
- e. The shareholders and/or the proxy(-ies) who are present are encouraged to conduct electronic voting (e-voting) using their Smartphones or other Mobile Devices, unless unable, then they can use Touch Screen Monitor provided by the Company. Each Shareholder and/or the Proxy who will vote through the Touch Screen Monitor provided by the Company, is required to:
  - i. To conduct sterilization by using hand sanitizer provided by the Company within the nearest area of the Touch Screen Monitor, either before and after the voting; and
  - ii. To keep self-distance/social distancing properly.
- f. Voting for the entire agenda of the Meeting shall be conducted after the discussion of the entire agenda of the Meeting and the proposed resolution conveyed to the Meeting, and after the Chairman of the Meeting invites the Shareholders or the Proxy(-ies) to conduct the voting process which will be guided by the Notary and Securities Administration Bureau (BAE) as the independent parties.
- g. Voting procedures in the Meeting:
  - i. Shareholders or their Proxies will obtain a Ballot during the attendance registration process;
  - ii. The Ballot contains of 2 (two) parts, namely:
    - **Top part**, there is a QR (Quick Response) Code to access and “log in” to website address of PT Bima Registra; and
    - **Bottom part**, there is QR Code for voting purposes.
  - iii. After the Notary invites the Shareholders or the Proxy(-ies) to cast a vote (in the “voting” section), for the Shareholders or the Proxy(-ies) who will vote by using their Smartphone or other mobile devices, are welcome to “log in” to Bima Registra website address <http://bit.ly/vBNGA>, or scan the QR Code printed on the top part of the Ballot. Whereas, for the Shareholders or the Proxy(-ies) who will cast a vote by using Touch Screen Monitor provided by the Company, are welcome to take turn in orderly manner to line up toward the Touch Screen Monitor in the voting area provided and no need to scan the QR Code on the top part of the Ballot for access and “log in” to PT Bima Registra website address <http://bit.ly/vBNGA>, considering that the monitor has automatically accessed to PT Bima Registra website address.
  - iv. After the Shareholders or the Proxy(-ies) “log in” or scan the QR Code on the top part of the Ballot, further for the voting process, Shareholders or their Proxies are welcomed to scan the QR Code on the bottom part of the Ballot. Thus, for Shareholders or the Proxy(-ies) which will vote by using Touch Screen Monitor, are welcomed to scan the QR Code on the bottom part of the Ballot with the scanning device provided beside or below the Touch Screen Monitor.

- v. After the name and address appear on the Smartphone or other Mobile Devices or the Touch Screen Monitor, the Shareholders or the Proxy(-ies) shall validate such name and address.
- If such information have been validated, Shareholders or their Proxies may vote (AGREE, NOT AGREE, OR ABSTAIN), with the following mechanism:
- If the votes to be given for the whole agenda are "**the same**" (AGREE, or NOT AGREE or ABSTAIN), then:
    - Tap "ALL AGENDA";
    - Choose one of the votes (AGREE, or NOT AGREE, or ABSTAIN) in accordance with the votes to be cast;
    - If the Shareholders or the Proxy(-ies) have finished the voting, please return the scanned Ballot the Officer.
  - If the votes to be given over each agendas are "**different**", then:
    - Press "EACH" or "PER-AGENDA";
    - On the Touch Screen Monitor will appear the 1<sup>st</sup> Agenda, then select one vote (AGREE, or NOT AGREE or ABSTAIN) in accordance with the votes to be cast;
    - After the voting finished, 2<sup>nd</sup> Agenda will appear, then select one of the votes (AGREE, or NOT AGREE, or ABSTAIN) in accordance with the votes to be cast;
    - And so on until the 7<sup>th</sup> Agenda. Whereas the 8<sup>th</sup> Agenda is only a report and no voting is required;
    - Specifically, for the 4<sup>th</sup> Agenda related to the "Changes of Management of the Company" the voting will be conducted individually;
    - Upon completion of the 7<sup>th</sup> Agenda, Shareholders or the (Proxy-ies) shall return the scanned Ballot to the Officer and return to their seats.
- h. The Shareholders or the (Proxy-ies) who do not vote or leave the Meeting room during the voting period, is regarded as NOT DETERMINING THE CHOICE, and the voting rights will be counted as ABSTAIN votes;
- i. The blank/abstain vote is considered to be the same vote as the majority votes.
- j. Notary will announce the results of the voting counts, upon the completion of voting process for the entire agenda of the Meeting that requires resolution.
- k. The Chairman of the Meeting shall confirm the result of the votes.
- l. The voting procedure can be viewed on the video via a link on the Company's website.
11. Resolutions of the Meeting:
- a. All resolutions are made based on deliberation for consensus;
  - b. In order to ensure deliberation for consensus is reached, while maintaining the independence and secrecy of the Shareholders in the voting process, the voting in the Meeting shall be conducted in private. The resolution of the Meeting is based on votes of more than ½ (half) of the total shares present and/or represented in the Meeting, however specifically for the 7<sup>th</sup> Agenda, the resolution is valid if approved by more than 2/3 (two third) of the total shares with valid voting rights (Article 13 paragraph 13.2 and 13.6 of the Company's Articles of Association).
12. All Shareholders or their Proxy are obliged to obey and respect the resolutions taken by the Meeting (Article 13 paragraph 13.4 of the Company's Articles of Association).
13. Other:
- a. Meeting Participants are expected to orderly follow the Meeting until the Meeting is adjourned and should not come in and out of the Meeting room before the Meeting is adjourned.



- b. The Meeting Participants are expected not to activate their mobile phone during the Meeting, in order to not disturbing the Meeting, except the voting time that will be arranged by the Meeting committee.
- c. The Chairman of the Meeting or officer appointed by the Chairman of the Meeting is entitled to take the necessary actions to maintain the orderliness of the Meeting.

Jakarta, 11 March 2020

**Board of Directors of the Company**