

**INVITATION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT BANK CIMB NIAGA TBK**

PT Bank CIMB Niaga Tbk, domiciled in Jakarta Selatan (the “**Company**”) hereby invites the shareholders to attend the Annual General Meeting of Shareholders of the Company (the “**Meeting**”) which will be held on:

Day/Date : Friday, 9 April 2021

Time : 14:00 Western Indonesian Time – onwards

Venue : Graha CIMB Niaga, Jl. Jend. Sudirman Kav. 58, Jakarta Selatan – 12190

Meeting Room I (15<sup>th</sup> Floor), Meeting Room II (14<sup>th</sup> Floor) and Meeting Room III (M Floor)

**Agenda and Explanation of the Meeting Agenda:**

**1. Approval on the Annual Report and the Consolidated Financial Statements of the Company for the Financial Year Ended on 31 December 2020.**

Pursuant to Article 66, Article 67, Article 68, and Article 69 of the Company Law No. 40 of 2007 (the “**Company Law**”), as well as Article 11 paragraph 11.13 and paragraph 11.14 of the Company’s Articles of Association (the “**Company’s AOA**”), the Company will explain the main points of the Annual Report and Consolidated Financial Statements of the Company for the 2020 Financial Year, which including the course of business and achievements of the Company during the 2020 financial year. In addition, it will also explain the Board of Commissioners’ (“**BOC**”) Supervisory Duties Report, including the BOC Committees and the supervision of Sharia Supervisory Board (“**SSB**”) of the Company. Propose to the Meeting to: (a) approve the Annual Report of the Company for the financial year ended on 31 December 2020; (b) ratify the Company’s Consolidated Financial Statements for the financial year ended on 31 December 2020 as audited by the Public Accounting Firm of “Tanudiredja, Wibisana, Rintis & Rekan” (a member firm of PricewaterhouseCoopers Global in Indonesia) as stated in its report dated 17 February 2021, with opinion that “The Consolidated Financial Statements present fairly, in all material respects, the consolidated financial position of PT Bank CIMB Niaga Tbk and its subsidiaries as of 31 December 2020, and their consolidated financial performance and cash flows for the year then ended, in accordance with the Indonesian Financial Accounting Standards”; (c) ratify the Supervisory Duties Report of the BOC and SSB of the Company for the financial year ended on 31 December 2020; and (d) grant the acquit and discharge (“*volledig acquit et décharge*”) to the members of BOC, Board of Directors (“**BOD**”) and SSB of the Company (including the BOC and BOD members who had resigned and their term of office has ended in 2020) for the management and supervision performed in the 2020 financial year provided the management and supervision actions are reflected in the Company’s Annual Report for the financial year ended on 31 December 2020. The Company’s 2020 Annual Report and the Company’s Consolidated Financial Statements as of 31 December 2020 can be seen in the Meeting material as set forth in the General Provision in point 7 of General Provisions hereunder.

**2. Determination on the Use of the Company’s Profit for the Financial Year ended on 31 December 2020.**

Pursuant to Article 70 and 71 of the Company Law, as well as Article 11 paragraph 11.13 and Article 22 paragraph 22.1 of the Company’s AOA, the Company will propose for approval to the Meeting on the appropriation of the Company’s net income for the financial year ended on 31 December 2020 to: (a) be distributed as final cash dividends, and grant full power and authority to the BOD to determine the dividend payment schedule and procedures according to the prevailing regulations; (b) not set aside any reserve, considering the minimum statutory reserve as stipulated in the Article 70 of the Company Law, i.e. minimum 20% (twenty percent) of the Issued and Fully Paid-Up Capital of the Company has been complied; and (c) To record the remaining net income of the Company for the financial year ended 2020 as the retained earnings. The amount of the proposed dividend can be seen in the agenda explanations in the Meeting materials as set forth in the General Provision in point 7 of General Provisions hereunder.

**3. Appointment of Public Accountant and Public Accounting Firm for the Financial Year of 2021 and Determination of the Honorarium and Other Requirements related to the Appointment.**

Pursuant to Article 68 of the Company Law, Article 16 of the Financial Services Authority Regulation (“*Peraturan Otoritas Jasa Keuangan - “POJK”*”) No. 13/POJK.03/2017 regarding The Services Usage of Public Accountant and Public Accountant Firm in the Financial Services Activities, and Article 11 paragraph 11.13 of the Company’s AOA, the Company will propose for approval to Meeting on the appointment of **Irhoan Tanudiredja** and Public Accounting Firm of “**Tanudiredja, Wibisana, Rintis & Rekan**” (firm member of PricewaterhouseCoopers Global

in Indonesia) which are listed in Financial Services Authority (*Otoritas Jasa Keuangan* – “**OJK**”), respectively as a Public Accountant and the Public Accounting Firm or other Public Accountant from the said Public Accounting Firm, in the event he is permanently unable, to audit the Company’s Consolidated Financial Statements for the Financial Year of 2021, as well as determine the honorarium and other requirements with regard to the appointment of the Public Accountant and Public Accounting Firm. The Curriculum Vitae of the proposed Public Accountant and profile of the proposed Public Accounting Firm can be seen in the Meeting material as set forth in the General Provision in point 7 of General Provisions hereunder.

**4. Determination on 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.**

Pursuant to Article 96 and Article 113 of the Company Law, POJK No. 45/POJK.03/2015 regarding Implementation of Governance in Granting Remuneration for Commercial Banks (“**POJK No. 45/2015**”), Article 11 paragraph 11.13 and Article 20 paragraph 20.6 of the Company’s AOA, the Meeting will be proposed to: (a) approve and determine the amount of salary or honorarium and other allowances for BOC in the financial year of 2021, and grant the delegation of authority to the Company’s President Commissioner to determine the amounts of salary or honorarium and other allowances for each member of the Company’s BOC, by considering the Nomination and Remuneration Committee’s (“**NRC**”) recommendation; (b) approve and determine the amount of salary or honorarium and other allowances for SSB in the financial year of 2021 and approve the delegation of authority to the Company’s President Commissioner to determine the amounts of salary or honorarium and other allowances for each member of the Company’s SSB, by considering the NRC recommendation; (c) approve the total amount of *tantiem*/bonus for the financial year of 2020 which will be paid in 2021 for the Company’s BOD, including the provision of variable remuneration in the form of share or share-based instrument issued by the Company, and approve the delegation of authority to the Company’s BOC to determine the amounts of *tantiem*/bonus for each member of the Company’s BOD, with regard to the NRC recommendation. The provision of variable remuneration in the form of share or share-based instrument is in accordance with POJK 45/2015 and the Company’s Policy; and (d) approve the delegation of authority to the Company’s BOC to determine the amounts of salary, holiday allowances and other allowances for each member of the Company’s BOD for the financial year of 2021, with regards to the NRC recommendation. The amount of the proposed salary/honorarium and other allowances for the Board of Commissioners and SSB, as well as the *tantiem*/bonus for the Board of Directors of the Company can be seen in the agenda explanations in the meeting materials as set forth in the General Provision in point 7 of General Provisions hereunder.

**5. Approval on the Amendments of the Articles of Associations of the Company.**

Pursuant to the provisions on: (a) Article 19 of the Company Law, (b) POJK No. 15/POJK.04/2020 regarding the Plan and Implementation of the General Meeting of Shareholders of the Publicly-Held Company (“**POJK No. 15/2020**”), and (c) POJK No. 16/POJK.04/2020 regarding the Implementation of the General Meeting of Shareholders of the Publicly-Held Company in Electronic (“**POJK No. 16/2020**”), the Company will propose to the Meeting for obtaining approval on the amendments of the Company’s AOA, namely to amend several provisions in the Article 11 on the GMS, Article 12 on Venue, Notice and Chairperson of the GMS, and Article 13 on Quorum, Voting Rights and Resolutions of the GMS in the Company’s AOA, to be in line with POJK No. 15/2020 and POJK No. 16/2020. The draft of amendments to the Company’s AOA are presented separately and can be seen in the Meeting material as set forth in the General Provision in point 7 of General Provisions hereunder.

**6. Approval on the Update of Recovery Plan of the Company.**

Pursuant to Article 31 of POJK No. 14/POJK.03/2017 regarding Recovery Plan for Systemic Banks (“**POJK No. 14/2017**”), the Company will propose approval to the Meeting on the update of Recovery Plan which has been prepared and submitted by the Company to OJK on 23 November 2020. The request for such approval is in accordance with the provisions in Article 31 of POJK No. 14/ 2017 which governs that the update of Recovery Plan shall obtain the approval of shareholders in the GMS. The summary of Recovery Plan can be seen in the Meeting material as set forth in the General Provision in point 7 of General Provisions hereunder.

**7. Other:**

**a. Accountability Report on the Fund Utilization of the Results of Shelf Registration Sukuk Mudharabah I Bank CIMB Niaga Phase III Year 2020.**

Pursuant to Article 6 of POJK No. 30/POJK.04/2015 regarding the Realization Report on the Fund Utilization of Public Offering Results, it will be reported the accountability for the realization of the fund utilization of the results of Shelf Registration Sukuk Mudharabah I Bank CIMB Niaga Phase III Year 2020 (“**Sukuk**”), as has been reported to OJK Capital Market through the Company’s letter No. 058/DIR/VII/2020 dated 17 July 2020, copied to the Indonesia IDX and OJK Bank Supervisory that, as of 30 June 2020 the funds were obtained from Sukuk of IDR996,672,536,300 (net), has been fully used in accordance to the fund utilization plans as mentioned in the prospectus.

**b. Report of the Sustainable Finance Action Plan (“RAKB”) of the Company.**

Pursuant to Article 6 POJK No. 51/POJK.03/2017 regarding The Implementation of Sustainable Finance for Financial Services Institution, Issuer, and Public Company, it will be reported to the Meeting on the Realization of 2020 Sustainable Finance Action Plan (RAKB) and 2021 RAKB, which has been submitted to OJK Banking Supervision on 26 November 2020. 2021 RAKB is part of 2019-2023 RAKB which has been submitted to OJK in 2018 and reported to the Meeting held in 2019. RAKB consists of short term (one year) and long term (five years) activities plan of the Company in implementing sustainable finance, by considering the fulfilment of banking prudential principles as well as risk management. The 2021 RAKB can be seen in the Meeting material as set forth in the General Provision in point 7 of General Provisions hereunder.

**c. Report on Appointment the New Audit Committee Member of the Company.**

With regard to the Audit Committee (“AC”) Charter of the Company and NRC recommendations that has been approved by the Company’s BOC, it will be reported to the Meeting regarding the appointment of a new AC member of the Company, with the tenure effective since 20 April 2020 until the closing of the 4<sup>th</sup> (fourth) AGM after the appointment of the new member without prejudicing the rights of the Company’s BOC to dismiss at any time. Curriculum Vitae of the new AC member can be seen in the Meeting material as set forth in the General Provision in point 7 of General Provisions hereunder.

**d. Report on the Shares Buyback Realization for the Management and Employee Stock Option Plan (MESOP) Program and the Share-based Instrument Variable Remuneration Program to the Material Risk Takers (MRT) of the Company.**

With regard to the: (a) Resolutions of the Extraordinary GMS of the Company dated 24 August 2017 and Annual GMS of the Company dated 15 April 2019, (b) POJK No. 30/POJK.04/2017 regarding the Shares Buyback Issued by the Publicly-Held Company (“**POJK No. 30/2017**”); and (c) POJK No. 45/2015, the Company will report to the Meeting that the Employee and Management Stock Ownership Program in the form of: 1) the Employee Share Grant; and 2) Granting Option Rights to Purchase Shares for the Management and Employees (“MESOP”), is ended on 22 February 2021, after has been exercised for 3 (three) years, with the remaining number of shares which classified as Treasury Stocks of 197,979,882 shares. In this regard, the Company is intended to transfer the remaining Treasury Stocks by conducting Board of Directors and/or employee share ownership program through: (i) extension of the Employee and Management Stock Ownership Program of the Company; and (ii) Share-based Instrument Variable Remuneration Program to the Material Risk Takers (MRT) of the Company in accordance with the applicable laws and regulations as well as with terms and conditions approved by the Company’s BOD. The shares transfer is in accordance with POJK No. 30/2017.

**Explanation on Quorum of Attendance and Resolution:**

1. The Meeting is valid and entitled to take the lawful and binding resolutions, if attended by the Shareholders or their authorized proxies representing more than 1/2 (half) of the total shares issued by the Company with valid voting rights, however, particularly for Agenda 5, the Meeting is valid and entitled to take the lawful and binding resolutions if attended by the Shareholders or their authorized proxies who represents 2/3 (two third) of total shares issued by the Company (in accordance with provisions under Article 13 paragraph 13.2 and 13.6 of the AOA).
2. The Meeting’s resolutions are made based on deliberation for consensus. In terms of the deliberation for consensus fails to be reached, the resolutions shall be valid if it is approved by more than 1/2 (half) of the total shares with valid voting rights present or be represented at the Meeting, however, particularly for Agenda 5, the resolution is valid if approved by more than 2/3 (two third) of the total shares issued by the Company with valid voting rights attended/represented at the Meeting.

**General Provisions:**

1. The Company is not send separate invitation letters to the Shareholders of the Company (the “**Shareholders**”), and this Meeting Invitation (the “**Invitation**”) shall constitutes an official invitation.
2. Shareholders who are entitled to present/be represented and cast a vote in the Meeting, the Shareholders who are listed in the Company’s Shareholders Register and/or the Shareholders whose Security Accounts are registered in the Collective Custody of the Indonesia Central Securities Depository (PT Kustodian Sentral Efek Indonesia or “**KSEI**”) on Tuesday, 9 March 2021 at 16:00 Western Indonesian Time.
3. Shareholders whose shares are not registered in the Collective Custody of KSEI or their authorized proxies and plan to present at the Meeting are required to show the original Collective Shares Letter (“**CSL**”) or provide the CSL copy and copy of valid Identity Card (“**ID**”) or proof of valid personal identity document to the Registration Officer before entering the Meeting venue. For the Shareholders whose shares are registered in the Collective Custody of KSEI or their authorized proxies and plan to present at the Meeting are required to provide the original

- Written Confirmation to Present at the Meeting (“**KTUR**”) and copy of valid ID or proof of valid personal identity document.
4. Shareholders who are unable to present or choose to not present at the Meeting may be represented by their proxies, by:
    - a. Authorizing the electronic proxy (e-Proxy) through the platform of Electronic General Meeting System a (eASY.KSEI) provided by KSEI and may be accessed on the eASY.KSEI application with the link of <https://easy.ksei.co.id/egken> (“**eASY.KSEI Application**”) with the procedures as set out in point 5 hereunder. The party who can be authorized as a proxy electronically, must be legally competent and not a member of the BOC, BOD and employees of the Company, as well as refer to other provisions as stipulated in POJK 15/2020; or
    - b. Authorizing the proxy by completing the Power of Attorney (“**POA**”) form which may be downloaded from the Company’s website on the link of <http://investor.cimbniaga.co.id/gcg/agm.html>, with the following terms:
      - 1) Any member of the BOC, BOD, and any employee of the Company may act as a proxy for the Shareholders in the Meeting, but any vote they cast as proxy in the Meeting will not be counted in the voting (including act as the Shareholders);
      - 2) The Shareholders are not allowed to provide the authority for some of their shares to more than one proxy with different vote.
      - 3) POA from the Shareholders executed abroad must be legalized by the local public notary and the official representative office of the Government of the Republic of Indonesia;
      - 4) The completed POA as well as the copy of valid ID or proof of valid personal identity document of the authorizer/grantor must be received by the Company, at the latest 3 (three) days before the Meeting without prejudicing the Company’s Policy, through the Securities Administrative Bureau (“**BAE**”) PT Bima Registra, with registered address in Satrio Tower, 9th Floor A2, Jalan Prof. Dr. Satrio Blok C4, Kuningan Setiabudi - Jakarta Selatan 12950 – Indonesia; Phone: (+6221) 25984818, Fax: (+6221) 25984819, e-mail: [rups@bimaregistra.co.id](mailto:rups@bimaregistra.co.id), Website: [www.bimaregistra.co.id](http://www.bimaregistra.co.id)
      - 5) The proxies of the Shareholders which are legal entities (Corporate Shareholders) must provide:
        - a) Copy of the valid Articles of Association;
        - b) Document of the appointment of incumbent members of the management; to the Company through BAE at the address as referred in point 4.b.4) above, at the latest 3 (three) days before the Meeting without prejudicing the Company’s policy.
  5. In order to ensure the health and comfort of the Shareholders as well as to prevent the transmission and reduce the spread of Corona Virus/COVID-19, the Company strongly suggests the Shareholders to authorize the electronic proxy (e-Proxy) through eASY.KSEI Application, with the following procedures:
    - a. Shareholders must first be registered in the KSEI Securities Ownership Reference facility (“**KSEI AKSes**”). If the Shareholders have not been registered, please do so by accessing the KSEI AKSes website (<https://akses.ksei.co.id/>);
    - b. Shareholders who have been registered as KSEI AKSes users, may authorize their proxies electronically (e-Proxy) through eASY.KSEI platform by logging in the eASY.KSEI Application;
    - c. Shareholders may declare their proxies and votes, change the appointment of their proxy and/or change the votes for agenda of the Meeting, as well as revoke the proxies, within the period as of the date of this Invitation until 1 (one) working day before the date of the Meeting or at the latest on 8 April 2021 at 12:00 Western Indonesian Time;
    - d. Guidelines for registration, usage, and further explanation in regards to eASY.KSEI may be accessed to the eASY.KSEI Application.
  6. Shareholders or their proxies who will be physically present at the Meeting, must follow the safety and health protocol (the “**COVID-19 Protocol**”) prevails at the Meeting venue as stated in the Rules of Conduct of the Meeting, as well as to complete and execute the Health Declaration Letter provided by the Registration Officer before entering the Meeting venue. Pursuant to the Health Declaration Letter and the COVID-19 Protocol, accordingly:
    - a. The Company through the Registration Officer shall entitle to determine the requirements are fulfilled or not for the Shareholders or their proxies to enter the Meeting venue;
    - b. The Shareholders or their proxies who are considered not fulfilling the requirements, they shall not be allowed to enter the Meeting venue, and may to authorize the proxy to the independent party appointed by the Company (the “**Independent Party**”) by using the POA form provided by the Company, hence, they may remain use their rights to present and cast a vote at the Meeting represented by the Independent Party.
  7. All materials of the Meeting, including the agenda explanations, are available in the Company’s website. ([www.cimbniaga.co.id](http://www.cimbniaga.co.id)) or may be retrieved by submitting a written request to the Corporate Secretary of the Company on working hours at the address stated below.

8. Shareholders of the Company are encouraged to read in advance the Rules of Conduct of the Meeting and Voting Procedures which are provided in the video illustration, both available in the Company's website (at <http://investor.cimbniaga.co.id/gcg/agm.html>) since the date of this Invitation.
9. Should there any change and/or additional information related to the procedures of the Meeting due to the latest conditions and updates that have not been conveyed through this Invitation, it will be further announced in the Company's website (at <http://investor.cimbniaga.co.id/gcg/agm.html>).
10. To ease the arrangement and orderliness of the Meeting, the Shareholders or their proxies are respectfully requested to be at the Meeting venue at the latest by 13:00 Western Indonesian Time.

In accordance with Good Corporate Governance practices, the Company has carefully considered the venue and schedule of the Meeting, as such the Shareholders or their proxies may participate in the Meeting. Therefore, the BOD strongly suggest to all Company's Shareholders to use their rights properly to cast a vote in decision-making process for all Meeting's agenda.

Jakarta, 10 March 2021

**Board of Directors**  
**PT Bank CIMB Niaga Tbk**

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