

**RULES OF CONDUCT  
ANNUAL GENERAL MEETING OF SHAREHOLDERS (“MEETING”)  
PT BANK CIMB NIAGA TBK (THE “COMPANY”)  
JAKARTA, WEDNESDAY, 3 APRIL 2024**

**A. GENERAL PROVISIONS**

1. The participation of the Company's Shareholders in the Meeting can be performed with the following mechanisms:
  - a. attend the Meeting electronically or provide power of attorney electronically (e-Proxy) through the Electronic General Meeting System application of PT Kustodian Sentral Efek Indonesia ("**eASY.KSEI Application**"); or
  - b. physically attend the Meeting; or
  - c. attend through the granting of power of attorney by using the Power of Attorney form as referred to in point 8.b of this Part A.
  
2. In compliance with the Financial Services Authority Regulation (*Peraturan Otoritas Jasa Keuangan* or "**POJK**") No.16/POJK.04/2020 regarding Implementation of Electronic General Meetings of Shareholders of Public Companies ("**POJK No.16/POJK.04/2020**"), the Company suggests the Shareholders to attend the Meeting electronically or authorize the electronic proxy (e-Proxy) through the eASY.KSEI Application. The Company may determine the number or quota of Shareholders or their proxy who attend the Meeting physically based on the first in first served basis.
  
3. The Shareholders of the Company who are entitled to attend or be represented and vote at the Meeting are Shareholders whose names were registered in the Register of Shareholders ("DPS") of the Company and/or Shareholders whose Securities Accounts are registered in the Collective Custody of PT Kustodian Sentral Efek Indonesia ("KSEI") on Monday, 4 March 2024 at 4.00 p.m. Western Indonesian Time (hereinafter referred to as "**Shareholders**").
  
4. Any Shareholders or their proxy who remain attend the Meeting physically, must follow the protocol in the Meeting's venue as set out by the Company, as follows:
  - a. Sit on the seats provided in the Meeting's venue and not allowed to walk around during the Meeting, except at the voting schedule, the time of which will be set out by the Meeting officers.
  - b. Not allowed to eat or drink in the Meeting venue and during the Meeting (without exception).
  
5. In the event that the Shareholders or their proxy do not fulfill the provision as set out in point 4 of this section A above and other provisions as set out in the Rules of Conduct of the Meeting, therefore the Company is entitled to:
  - a. request the Shareholders or their proxy to immediately leave the Meeting room and/or Meeting premises; or
  - b. take any other necessary actions to ensure the Meeting runs in orderly manner.

6. The Shareholders or their proxy that has arrived in the Meeting premises but is prohibited from attending and entering the Meeting room for any of the reasons set forth in point 2 of this section A or due to the limitation of the room capacity, may still exercise their rights by granting power to an independent party appointed by the Company (the “**Independent Party**”) by completing and signing the Power of Attorney provided by the Company, so then they may still use their rights to attend and cast vote in the Meeting by represented by the Independent Party.
7. The Shareholder or their proxy who will attend the Meeting physically, must register their attendance no later than 1.00 p.m. Western Indonesian Time, since the registration desk will be closed 1 (one) hour before the Meeting. The Shareholder or their proxy who arrives after the registration desk has been closed or late/fail to electronically register with any reason, deemed as absence or will not be accounted in the attendance quorum.
8. The Company shall ensure the Shareholders who are unable to present or choose not to present at the meeting may exercise their rights by:
  - a. **Authorizing the electronic proxy (“e-Proxy”)** through eASY.KSEI application provided by PT Kustodian Sentral Efek Indonesia (KSEI) and can be accessed through the eASY.KSEI application with the link <https://akses.ksei.co.id/> (“**eASY.KSEI Application**”), as an e-Proxy mechanism in the process of organizing the Meeting and available since the date of Meeting Invitation to 1 (one) working day before the Meeting, i.e. on **Tuesday, 2 April 2024 at 12.00 p.m. Western Indonesian Time (“Deadline for Attendance Declaration”)** according to the provisions as have been stated in the Meeting Invitation on **5 March 2024**. The e-Proxy procedures can be accessed through the eASY.KSEI Application and/or KSEI website (<https://www.ksei.co.id/data/download-data-and-user-guide>); or
  - b. **Authorizing the proxy** (to present and cast vote on each Meeting’s Agenda) **to an independent party appointed by the Company or a party appointed by the Shareholders** by completing the Power of Attorney form that has been uploaded in the Company’s website and may be downloaded on <https://investor.cimbniaga.co.id/gcg/egm.html> under the conditions as stated in the **Meeting Invitation dated 5 March 2024**.
9. The arrangement of the Meeting venue and video conference facility for those physically present at the Meeting.
  - a. The parties present physically at the Meeting are welcome to enter the Meeting Room.
  - b. The Shareholders and/or their proxy present physically may participate actively in and witness the Meeting implementation through sufficient video conference and technology facilities as available throughout the Meeting Room.
  - c. The Shareholders and/or their proxy present may remain participate actively during the process of question & answer and voting according to the mechanism that has been arranged in this Rules of Conduct while in compliance with the prevailing laws and regulations.
10. GMS Video Streaming.
  - a. The Shareholders or their proxy who have been registered on the eASY.KSEI Application at the latest on **Tuesday, dated 2 April 2024 at 12.00 p.m. Western Indonesian Time** can watch the ongoing Meeting through a Zoom webinar (“**GMS**”

**Video Streaming**") by accessing the KSEI Securities Ownership Reference facility ("AKSes KSEI") website through the link <https://akses.ksei.co.id/> ("**AKSes KSEI Website**").

- b. The participants' ability to access the GMS Video Streaming will be determined on a first come first served basis since the capacity is limited to only 500 participants.
- c. The Shareholders or their proxy that cannot view the on-going Meeting through the GMS Video Streaming are still considered as validly attending the electronic Meeting and their share ownership and votes will be taken into account in the Meeting as long as they are registered in the eASY.KSEI Application.
- d. Any Shareholders that watch the on-going Meeting through the GMS Video Streaming but fail to declare their attendance in the eASY.KSEI Application will not be counted in the attendance quorum for the Meeting.
- e. To get the best experience in using the eASY.KSEI Application and/or the GMS Video Streaming, the Shareholders or their proxy are advised to use the Mozilla Firefox browser.

## **B. RULES OF CONDUCT OF THE MEETING**

1. The Meeting shall be held in Bahasa, however, during the question & answer session, if there is Shareholder who does not understand Bahasa, then the respective Shareholder is allowed to raise question in English, which will be translated into Bahasa by the Chairman of the Meeting for the interest of the rest of the Shareholders.
2. The Meeting Participants are the Shareholders as referred to in point 3 of section A and their authorized proxy (hereinafter referred to as "**Meeting Participants**").
3. The Meeting will be chaired by **Didi Syafruddin Yahya** as President Commissioner (the "**Chairman of the Meeting**") 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 Meeting's Agenda are as follows:
  - a. 1<sup>st</sup> Agenda:  
Approval of the Annual Report and the Consolidated Financial Statements of the Company for the Financial Year Ended on 31 December 2023.
  - b. 2<sup>nd</sup> Agenda:  
Determination on the Use of the Company's Income for the Financial Year Ended on 31 December 2023.
  - c. 3<sup>rd</sup> Agenda:  
Appointment of Public Accountant and Public Accounting Firm for the Financial Year 2024 and Determination of the Honorarium and Other Requirements related to the Appointment.
  - d. 4<sup>th</sup> Agenda:  
Reappointment of Glenn Muhammad Surya Yusuf as Vice President Commissioner (Independent) of the Company.

- e. 5<sup>th</sup> Agenda:  
Reappointment of Dato' Abdul Rahman Ahmad as Commissioner of the Company.
- f. 6<sup>th</sup> Agenda:  
Reappointment of Fransiska Oei as Director concurrently as Compliance Director of the Company.
- g. 7<sup>th</sup> Agenda:  
Reappointment of Pandji P. Djajanegara as Director of the Company.
- h. 8<sup>th</sup> Agenda:  
Reappointment of Tjioe Mei Tjuen as Director of the Company.
- i. 9<sup>th</sup> Agenda:  
Approval to Change the Company's Board of Commissioners Composition by appointing Dody Budi Waluyo, as Independent Commissioner of the Company.
- j. 10<sup>th</sup> Agenda:  
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 Director of the Company.
- k. 11<sup>th</sup> Agenda:  
Approval on Update of the Recovery Plan of the Company.
- l. 12<sup>th</sup> Agenda:  
Approval of the Company's Share Buyback and Transfer Plan.
- m. 13<sup>th</sup> Agenda:  
Changes to the Company's Articles of Association.
- n. 14<sup>th</sup> Agenda – Others (this agenda item does not require the approval of the Meeting):
  - 1) Report of the Sustainable Finance Action Plan (RAKB).
  - 2) Report on Changes in the Company's Audit Committee Members.
  - 3) Accountability report on the use of fund proceeds:
    - Sustainable Bonds II Bank CIMB Niaga Phase IV Year 2018 Series C;
    - Subordinated Bond III Bank CIMB Niaga Year 2018 Series A; and
    - Sukuk Mudharabah Sustainable I Bank CIMB Niaga Phase III Year 2020 Series B.
  - 4) Report on the Realization of the Transfer of the Company's Share Buyback.

All Meeting's Agenda and materials of the Meeting are available and can be downloaded in the Company's website and eASY.KSEI Application.

- 6. Only matters included in the Meeting's Agenda as stated in the Meeting Invitation that can be discussed in the Meeting.
- 7. Quorum of attendance for the Meeting is as follows:
  - a. 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. Particularly for Agenda 13, 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 Article 13 paragraph 13.1.a. and 13.6. of the Company's Articles of Association).

- b. Resolutions of the Meeting shall be adopted based on deliberation to reach a consensus. In the event that the resolutions based on deliberation for consensus are not reached, the resolutions shall be valid if approved by more than 1/2 (one-half) of the total number of shares with valid voting rights present and/or represented at the Meeting. Specifically for the 13th agenda item, resolutions are valid if approved by more than 2/3 (two-thirds) of the total number of shares with valid voting rights present and/or represented at the Meeting (in accordance with the provisions of Article 13 paragraph 13.2. and 13.6.a. of the Company's AOA).
  - c. Total of the Shareholders present or be represented at the Meeting shall be counted only 1 (once) time by the Notary, which is before the Chairman of the Meeting opens the Meeting. Number of the Meeting's Participants present at the Meeting declared by the Notary prior to the opening of the Meeting shall be final until the close of the Meeting.
8. The discussion of the Meeting's Agenda shall be conducted with the following mechanisms:
- a. The Chairman of the Meeting shall open/start, lead, and close the Meeting.
  - b. The Chairman of the Meeting may request another member of the Board of Directors to present the explanation of the Meeting Agenda (if necessary).
9. Question and answer shall be conducted with the following mechanisms:
- a. The Chairman of the Meeting shall provide the opportunity to the Meeting's Participants to raise question and/or express opinion with respect to the Meeting's after the discussion of all Meeting's Agenda, prior to the resolutions proposed.
  - b. The Meeting Participants who are physically or electronically present at the Meeting have the right to ask questions and/or express opinions regarding the Meeting's Agenda.
  - c. For the Meeting Participants who attend the Meeting physically, can raise questions and/or opinions (the "**Physical Inquirer**"), with the following procedures:
    - 1) Raised hand when the Chairman of the Meeting gives the opportunity for the Meeting Participants to raise questions and/or express opinions;
    - 2) If there are more than 3 (three) Physical 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;
    - 3) The Physical 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;
    - 4) After the question and/or opinion is expressed, Physical Inquirers are welcome to return to his/her seat.
  - d. For the Meeting Participants who attend electronically, can raise questions and/or opinions electronically (the "**Electronic Inquirer**"), with the following procedures:
    - 1) The questions and/or opinions are submitted in writing through the chat feature in the "Electronic Opinions" column on the E-Meeting Hall screen of the eASY.KSEI application as long as the "General Meeting Flow Text" column is still displaying "Discussion started for agenda item no. [ ]";
    - 2) When asking a question, the Shareholder or their proxy must provide information on the Shareholder's name, the number of shares owned/represented, and the Shareholder's email address;
    - 3) The Company will disable the "raise hand" and "allow to talk" features in the Zoom webinar on the AKSes KSEI facility.

- e. The Chairman of the Meeting or the party appointed by the Chairman of the Meeting will first answer or respond to any question or opinion conveyed by the Physical Inquirer, and afterwards will answer or respond to any question or opinion conveyed by the Electronic Inquirer.
  - f. The Company has the right to not answer or respond to any question or opinion from the Physical Inquirer or Electronic Inquirer, which is:
    - 1) not mentioned the Shareholder's name and the number of shares owned/represented.
    - 2) not related to the Meeting's Agenda.
  - g. If several questions are related or about the same thing, the questions will be answered or respond at once.
  - h. After all questions and/or opinions related to the Meeting's Agenda 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 is conducted with the following 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 Shareholders with more than 1 (one) share shall only entitled to cast the same vote for all of their shares.
  - c. The Shareholders has no right to authorize more than 1 (one) proxy for a portion of their shares and cast for a different vote, except for:
    - 1) Custodian Bank or Securities Company as a Custody representing its customers who owned the Company's shares; and
    - 2) Investment Manager who represents the interest of the Mutual Funds under its management.
  - d. Voting for each Meeting's Agenda shall be conducted after the discussion of the Meeting's Agenda and the all proposed resolution conveyed to the Meeting, and after the Chairman of the Meeting invites the Meeting's Participants to conduct the voting process which will be guided by the Notary and Securities Administration Bureau (BAE) as the independent party (at the "voting" session).
  - e. **For the Meeting's Participants who attend physically:**
    - 1) In order to comply with Good Corporate Governance practices, voting will be conducted closely through electronic mechanism and individually by each Meeting Participant by using:
      - a) **Smartphone or other Mobile Devices**; or
      - b) **Touch Screen Monitor** provided by the Company.Therefore, the secrecy in the voting is preserves.  
Electronic Voting as mentioned in this point 10.e.1 shall be referred to as "**e-Voting at the Meeting Venue**".
    - 2) The Meeting's Participants present are advice to conduct e-Voting at the Meeting Venue by using their own smartphone or other mobile device unless they are unable to do it, therefore the Touch Screen Monitor provided by the Company.



- 3) Procedures of e-Voting at the Meeting Venue, as follows:
- a) Meeting Participants will receive a Meeting Participant Ballot Card (the "Ballot") upon attendance registration;
  - b) The Ballot contains of 2 (two) parts, namely:
    - i. **top part**, there is a QR (Quick Response) Code ("**QC Code**") to access and log in to website address of BAE of PT Bima Registra on <https://bimaregistra.co.id/s/vBNGA> ("**BIMA's Website**"); and
    - ii. **bottom part**, there is QR Code for voting purposes.
  - c) For the Meeting's Participants who will vote by using their Smartphone or other Mobile Devices, are welcome to log in to BIMA's Website or scan the QR Code printed on the top part of the Ballot.  
However, Meeting's Participants who will cast a vote using the Touch Screen Monitor provided by the Company, must take turn in an orderly manner to line up towards the Touch Screen Monitor in the voting area, and do not need to scan the QR Code on the top part of the Ballot for access and log in to BIMA's Website, considering that the monitor has automatically accessed to BIMA's Website;
  - d) After the Meeting's Participants log in or scan the QR Code on the top part of the Ballot, further for the voting process, the Meeting's Participants may scan the QR Code on the bottom part of the Ballot.  
For the Meeting's Participants who will vote by using Touch Screen Monitor, may also scan the QR Code on the bottom part of the Ballot with the scanning device provided beside or below the Touch Screen Monitor;
  - e) After the name and address appear on the Smartphone or other Mobile Devices or the Touch Screen Monitor ("Device Screen"), the Meeting's Participants shall validate such name and address.  
If such information has been validated, the Meeting's Participants may vote (AGREE, NOT AGREE, OR ABSTAIN), with the following mechanisms:
    - i. 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/AGAINST, or ABSTAIN) for all Agenda;
    - ii. If the votes to be given over each agendas are "**different**", then:
      - Press "EACH" or "PER-AGENDA";
      - On the Device Screen will appear the 1<sup>st</sup> Agenda, then select one vote (AGREE, or NOT AGREE or ABSTAIN) according to the vote to be given;
      - After the voting finished, 2<sup>nd</sup> Agenda will appear, then select one of the votes (AGREE, or NOT AGREE, or ABSTAIN) according to the vote to be given;
      - And so on until the 13<sup>th</sup> Agenda. Whereas the 14<sup>th</sup> Agenda (Others) is only a report and no voting is required no voting is required.
    - iii. Upon completion the voting, Shareholders or their Proxy shall return the scanned Ballot to the Officer and return to their seats.

- 4) The Meeting's Participants 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.
  - 5) The blank/abstain vote is considered to be the same vote as the majority votes (Article 13.4. of the Company's Articles of Association).
  - 6) The procedure of e-Voting at the Meeting Venue can be viewed in the form of video illustration through the link <https://investor.cimbniaga.co.id/gcg/egm.html> which is available on the Company's Website.
  - f. **For the Shareholders who authorize the proxy with e-Proxy mechanism through eASY.KSEI Application**, are considered exercising their rights through the eASY.KSEI Application, hence, their proxies are not allowed to conduct the e-Voting at the Meeting Venue process.
  - g. **For the Meeting's Participants who attend electronically through eASY.KSEI Application:**
    - 1) The voting process takes place through the eASY.KSEI Application on the E-Meeting Hall menu, Live Broadcasting submenu (hereinafter referred to "eASY.KSEI e-Voting").
    - 2) eASY.KSEI e-Voting can be conducted in real time during the voting period opened by the Company through the E-Meeting Hall screen in the eASY.KSEI Application.
    - 3) During the electronic voting process, the status 'Voting for agenda item no [ ] has started' will appear in the 'General Meeting Flow Text' column.
    - 4) If the Meeting's Participant will do the eASY.KSEI e-Voting but fails to cast any vote until the Meeting status shown in the 'General Meeting Flow Text' column changes to 'Voting for agenda item no [ ] has ended, then the Meeting's Participant will be deemed as NOT CAST A VOTE, and his/her voted will be counted as ABSTAIN.
    - 5) Procedure of eASY.KSEI e-Voting can be accessed and downloaded through the AKSes KSEI Website (<https://akses.ksei.co.id/>) or through the link <https://investor.cimbniaga.co.id/gcg/egm.html> in the Company's website.
  - h. After voting for the Meeting's Agenda is completed, all votes cast by the Meeting's Participants, either through e-Voting at the Meeting Venue or e-Proxy or eASY.KSEI e-Voting, will be counted by Bima Registra and the voting calculation results will be verified by the Notary (Bima Registra & Notaris are the independent parties).
  - i. Furthermore, the Notary will announce the results of the vote count to the Meeting's Participants.
  - j. The Chairman of the Meeting shall confirm the result of the votes.
11. Resolutions of the Meeting are resolved with the following mechanism:
- 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 resolutions of the Meeting are based on the quorum provisions of the Meeting resolutions in point 7 of this section B.
12. All Meeting's Participants 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. During the Meeting, for the Meeting's Participants who attend physically are expected to:
  - 1) 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;
  - 2) The Meeting's Participants are expected to activate a "SILENT" mode on their mobile phone, in order to not disturbing, unless during the e-Voting which time determined by the Meeting's officer;
  - 3) Do not conduct conversations with other Participants of the Meeting to not distract the Meeting.
  - 4) Not cut in on/interrupt others;
  - 5) Sit down in an orderly manner at the place prepared by the Company; and
  - 6) Immediately leave the Meeting premises after the close of the Meeting.
- b. 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, 5 March 2024

**Board of Directors of the Company**