

**INVITATION OF  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT BANK CIMB NIAGA Tbk**

PT Bank CIMB Niaga Tbk, domiciled in South Jakarta ("the Company"), herewith invites the shareholders to attend the Annual General Meeting of Shareholders Meeting ("Meeting"), which will be held on:

Day/date : Tuesday, April 25, 2017  
Time : 02:00 pm onwards  
Venue : The Financial Hall, Graha CIMB Niaga 2<sup>nd</sup> Floor,  
Jl. Jend. Sudirman Kav. 58, South Jakarta

**Agenda and Explanation of the Annual General Meeting of Shareholders ("AGMS"):**

- 1. Approval of the Company's Annual Report and Ratification of the Company's consolidated Financial Statements for the year ended on 31 December 2016;**  
Pursuant to Article 11 paragraph 5 and 6 of the Company's Articles of Association ("AoA"), in conjunction with Article 66, Article 67, Article 68, and Article 69 of the Company Law / Undang-Undang Perseroan Terbatas ("UUPT"), the Company will explain about the main points of the Annual Report of the Company for the year ended 2016, including the course of business of the Company and the achievements during the financial year of 2016. Propose to the AGMS to: (i) approve financial statements for financial year ended 2016 and approve the Company's consolidated Financial Statements, which was audited by the Public Accountant Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global in Indonesia) as stipulated in the report dated February 17, 2017 with opinion "The Consolidated Financial Statement present fairly, in all material respects, the consolidated financial position of PT Bank CIMB Niaga Tbk and its subsidiaries as at December 31, 2016, the consolidated performance, and their cash flows for the year then ended, in accordance with Indonesian Financial Accounting Standards"; (ii) ratify the annual Supervisory Report of the Board of Commissioners and the Sharia Supervisory Board of the Company for the financial year 2016; and (iii) acquit and discharge ("volledig acquit et décharge") the Board of Directors and the Board of Commissioners including the Sharia Supervisory Board of the Company for the management and supervision performed in the financial year 2016, provided that the management and supervision are reflected in the Company's annual report for the year ended 31 December 2016.
- 2. Determination on the use of the Company's profit for financial year ended on 31 December 2016;**  
Pursuant to Article 11 paragraph 5 and Article 22 paragraph 1 of the Company's AoA, Article 70 and 71 UUPT, propose to the AGMS to approve the determination on the appropriation of the Company's net profit for the year ended 31 December 2016 to finance the Company's operational activities.
- 3. Appointment of Public Accountant Firm for financial year of 2017 and the decision on its honorarium and other requirements related to the appointment**  
Pursuant to Article 11 paragraph 5 of the Company's AoA, Article 68 UUPT, to propose to the AGMS to appoint Mr. Drs. M. Jusuf Wibisana, M.Ec., CPA as Public Accountant and Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global in Indonesia) as a Public Accounting Firm that listed in the Indonesia Financial Services Authority to audit the Company's financial statement for financial year 2017 and its honorarium and other requirements related to the appointment.
- 4. Determination on the salary/honorarium and allowances of the members of Directors, Board of Commissioners, and Board of Sharia Supervisory of the Company;**  
Pursuant to Article 20 paragraph 6 of the Company's AoA, Article 96 and 113 UUPT to propose to the AGMS to: (i) approve and determine the remuneration or honorarium and/or other allowances for the Board of Commissioners and the Sharia Supervisory Board of the Company; and to approve the delegation of authority to the President Commissioners to determine the remuneration or honorarium and/or other allowances for each members of the Board of Commissioners and the Sharia Supervisory Board of the Company for financial year 2017; (ii) approve the delegation of authority to the Board of Commissioners of the Company to determine the remuneration or honorarium, bonus/tantieme and other allowances for the Directors and each Director of the Company for financial year 2017 by taking into account the advice or opinion of the Nomination and Remuneration Committee.
- 5. Others:**
  - **The accountability report of the use of the proceeds from the Public Offering of the Shelf Registration Bond II Bank CIMB Niaga Stage I Year 2016;**  
Pursuant to Article 6 POJK No. 30/POJK.04/2015 regarding Report on Realization of the Use of Proceeds from Public Offerings in the Meeting will be reported the accountability of the use of the proceeds from the Public Offering of the Shelf Registration Bond II Bank CIMB Niaga Stage I Year 2016 ("PUB II 2016"). As per the report that was submitted to the OJK Pasar Modal and IDX that until 31 December 2016 all funds obtained from the PUB II 2016 amounted to Rp. 1.000.000.000.000 entirely have been used in accordance with the plan of funds usage as disclosed in the Prospectus PUB II 2016.
  - **Reaffirmation of Independent Director in order to meet the IDX Rules No. I-A concerning Listing of Shares (Stock) and Equity-Type Securities Other Than Stock Issued by the Listed Company**  
Pursuant to IDX Rules No. I-A concerning Listing of Shares (Stock) and Equity-Type Securities Other Than Stock Issued by the Listed Company in the Meeting will be reaffirmed that all of the Company's Directors do not have affiliation with the Controlling Shareholders or other member of the Board of Commissioners and other Directors, do not have another position, and not an insider person in the institution or supporting professionals of the Capital Markets whose services are used by the Company, however a Director whose selected and appointed as Independent Director is the Compliance Director.

**Agenda and Explanation of the Extraordinary General Meeting of Shareholders ("EGMS"):**

**Approval of repurchase of the Company's shares (share buy back) at a maximum of 2% of the Paid up Capital;**

The Company will propose to the Meeting to repurchase the public shares of the Company (share buy back) maximum of 2% of the Paid up Capital. The share buy back will be carried out in accordance with OJK Rules (former Bapepam LK) No. XI.B.2 concerning Share Buyback by an Issuer or a Public Company, and Article 37, 38, and 40 UUPT, and then to be used as stock-based loyalty program to management and employee with the goal amongst others to improve the productivity and performance of management and employees, and to foster a sense of belonging to the Company, and also to increase the liquidity of the Company's shares on the Exchange.

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

- a. The meeting is legitimate and can be conducted and pass binding decision if it is attended by the Shareholders or the valid proxies Shareholders that represents:
  - for the agenda of AGMS, more than 1/2 (half) of the total shares issued by the Company with valid voting rights, and
  - for the agenda of EGMS, at least 2/3 (two third) of the total shares issued by the Company with valid voting rights.
- b. The Meeting decision must be taken based on the deliberation and consensus. In the event that consensus decision fails to be reached, the decision is valid if it is approved: (i) for the agenda of AGMS, more than 1/2 (half) of the total shares issued by the Company with valid voting rights present or represented at the AGMS, and (ii) for the agenda of EGMS, at least 2/3 (two third) of the total shares issued by the Company with valid voting rights present or represented at the EGMS.

**General Provisions:**

- a. The Company does not issue a separate letter of invitation to the shareholders, and this advertisement is considered as a formal invitation;
- b. Shareholders who are entitled to attend or be represented in the said Meeting are shareholders whose names are recorded in the Company's Shareholders Register or Shareholders at the security account of PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing day of Friday, March 24, 2017 at 04:00 pm;
- c. Shareholders whose names are not in KSEI collective custody or his/her legal representative and plan to attend the Meeting, must show the original or submit the copy of Collective Share Certificate and the copy of Identity Card ("ID") to the Registration Officer before entering into the Meeting room. For the Shareholders whose shares are in KSEI collective custody or his/her representative are going to attend the Meeting, must show the original of the Written Confirmation to Attend the AGMS ("KTUR") and copies of ID;
- d. Shareholders who are unable to attend the Meeting may be represented by his/her representative with the following terms:
  - i. The representation must provide a legitimate Power Of Attorney ("POA") in the acceptable form to the Directors of the Company, or in accordance with the standard form of POA that may be obtained at the Head Office of the Company (attn. Corporate Secretary of the Company) during office hours or can be directly downloaded via the Company's website;
  - ii. Members of the Board of Commissioners, Directors, and the employees of the Company may act as any Shareholders' representative in the Meeting, however their votes shall not be included in the total numbers of votes cast in the Meeting;
  - iii. The POA issued from the Shareholders having domicile abroad, shall be legalized by the local Indonesian Consulate;
  - iv. The completed POA with copies of ID of the Shareholders and the representative shall be received by the Company via Share Administration Bureau PT Sirca Datapros Perdana, which having domicile at Wisma Sirca Jl. Johar Nomor 18, Menteng, Central Jakarta ("BAE") phone. (62 21) 3900645, 3905920, 3140032 fax.(62 21) 3140185, 3900652 at the latest of Thursday, April 20, 2017.
- e. The representative of Shareholders in the form of legal entity ("Corporate Shareholders") is requested to submit:
  - i. Copies of the valid AoA of the Corporate Shareholders;
  - ii. The documents of the appointment of incumbent members of the management;to the Company via BAE at the address referred to in clause d.(iv) mentioned above, at the latest of Thursday, April 20, 2017.
- f. The Shareholders of the Company are encouraged to read in advance the Meeting's Rule of Order that can be directly downloaded through the Company's website since the date of this Invitation, and will also be distributed to the Shareholders before they enter the Meeting room.
- g. In order to facilitate the arrangement, the shareholders or their proxies with due respect are requested to be present at the Meeting room the latest at 01:30 pm.

Information and the Meeting materials including explanation of the Meeting are also available at the Company's website ([www.cimbniaga.com](http://www.cimbniaga.com)), or can be obtained by submitting request in written to the Corporate Secretary of the Company.

Jakarta, March 27, 2017

**Directors**

PT Bank CIMB Niaga Tbk

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