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NOTARY AND LAND DEED OFFICIAL OF SOUTH JAKARTA ADMINISTRATIVE CITY

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Jakarta, April 25<sup>th</sup>, 2017

Number: 258/IV/2017

Subject : Resume of the Annual General  
Meeting of Shareholders of  
PT BANK CIMB NIAGA Tbk

To the Honorable:  
PT BANK CIMB NIAGA Tbk  
In Jakarta

With Respect,

Hereby, I submit the Resume of the the Annual General Meeting of Shareholders (hereinafter abbreviated as "**Meeting**") of "PT BANK CIMB NIAGA Tbk", having domicile in South Jakarta (hereinafter abbreviated as "**Company**") which has been held, that is on:

- A. Day/date : Tuesday, April 25<sup>th</sup>, 2017  
Time : At 14.18 WIB to 15.30 WIB  
Place : The Financial Hall, Graha CIMB Niaga 2nd Floor, Jalan Jenderal Sudirman Kaveling 58, South Jakarta

-with the presence of all members of Board of Directors and Board of Commissioners, including Sharia Supervisory Board of the Company (except Mister AHMAD ZULQARNAIN CHE ONN as Commissioner of the Company, Mister Profesor Doktor MUHAMMAD QURAISH SHIHAB, Master of Art as Chairman concurrently member of Sharia Supervisory Board of the Company and Mister Doktor YULIZAR DJAMALUDDIN SANREGO NAZAR, Master of Economics as member of Sharia Supervisory Board of the Company (who are unable to attend) and shareholder and/or the proxy/representative of shareholder who entirely own 23.802.538.103 shares or 94,92% of the entire class A and B shares with voting rights that have been issued by the Company which entirely in the amount of 25.131.606.843 (twenty five billion one hundred thirty one million six hundred six thousand eight hundred forty three) shares which consist of:

- class A share in the amount of 71.853.936 (seventy one million eight hundred fifty three thousand nine hundred thirty six) shares; and
- class B share in the amount of 25.059.752.907 (twenty five billion fifty nine million seven hundred fifty two thousand nine hundred seven) shares;

Therefore for such reason, quorum which is required in Article 13 paragraph 13.1 of the Articles of Association of the Company has been met and the Meeting shall be valid and entitled to take valid resolution and binding concerning the matters being discussed related to the Agendas of Meeting.

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B. Agendas of Meeting, are:

1. Approval of Annual Report of the Company and Ratification of Financial Statement of the Company for financial year which ends the 31<sup>st</sup> of December 2016;
2. Determination of appropriation of net profit the Company for financial year which ends dated the 31<sup>st</sup> of December 2016;
3. Appointment of Public Accountant of the Company for financial year 2017 and determination of honorarium and other requirements related to such appointment;
4. Determination of the amount of salary/honorarium and other allowances for Board of Commissioners, Board of Directors and Sharia Supervisory Board of the Company;
5. Others:
  - Responsibility report of the use of proceed for Sustainable Public Bond Offering II of CIMB Niaga Bank Stage I year of 2016;
  - Reaffirmation of Independent Director in order to comply to IDX Regulation No. I-A concerning Registration of Shares and Equity In addition of Shares Issued by the Listed Company, which issued by listed Company.

C. Announcement and Invitation for the Meeting have been conducted in accordance with provision of Article 12 paragraph 12.2 of the Articles of Association of the Company and Financial Services Authority Regulation No. 32/POJK. 04/2014 concerning Plan and Holding of General Meeting of Shareholders of Public Listed Company, that are as follows:

**Announcement** to shareholders concerning Invitation of Meeting to convene the Meeting has been advertised in Indonesian daily newspapers, "Bisnis Indonesia" and English daily newspaper "The Jakarta Post", IDX's website and Company's website on 10<sup>th</sup> March 2017.

**Invitation** to shareholders concerning the holding of this Meeting has been advertised in 1 (one) Indonesian daily newspaper, which is "Bisnis Indonesia" daily newspaper and English daily newspaper, "The Jakarta Post", dated 27<sup>th</sup> March 2017.

The Company has also uploaded advertisement of the invitation of Meeting, explanation of Agendas of Meeting, and materials of Meeting, including Annual Report of 2016 financial year, either in Bahasa Indonesia or English, via IDX's website and Company's website on 27<sup>th</sup> March 2017.

D. In each Agenda of the Meeting, it has been given opportunity to shareholders and proxy/representative of shareholders to raised question/deliver response, and there were shareholders and proxy/representative of shareholder who raised question/deliver response as follows:

- second Agenda 1 (one) shareholder
- fourth Agenda 1 (one) shareholder

While for the first and third agenda of the Meeting there were neither question nor response raised in the meeting.

E. Mechanism of decision making in the Meeting shall be done by deliberation for a consensus. However, in case deliberation for a consensus is nor reached, then decision making in the Meeting shall be done by voting, in which for the entire Agendas of Meeting are conducted by ballot papers.

- F. In such meeting, it has been taken resolution as stated in deed of "The Minutes of Extraordinary General Meeting of Shareholders of "PT BANK CIMB NIAGA Tbk" dated 25<sup>th</sup> April 2017 number 30, which minutes passed by me, the Notary, substantially as follows:

**In the First Agenda of Meeting:**

**"The meeting with the majority vote 23.802.534.125 or represented 99,999% of the total votes issued in the Meeting resolved:**

- a. To approve the Annual Report of 2016 and to ratify the Company's consolidated Financial Statements for financial year 2016, which was audited by the Public Accountant Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of Pricewaterhouse Coopers 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";
- b. To approve the annual Supervisory Report of the Board of Commissioners and the Sharia Supervisory Board of the Company for the financial year 2016; and
- c. To give acquit and discharge ("volledig acquit et décharge") to the members of 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 supervisory actions are reflected in the Company's annual report for the year ended 31 December 2016.

**In the Second Agenda of Meeting:**

**"The meeting with the majority vote 23.799.477.818 or represented 99,987% of the total votes issued in the Meeting resolved:**

To approve the appropriation of Net Profit of the Company for financial year 2016 in the total amount of Rp 2,081,687,000,000,- with the following details:

- a. No distribution of dividend for the financial year 2016;
- b. Company does not set aside any amount of its net profit for the financial year 2016 as statutory reserved fund, since the amount of statutory reserves fund of the Company have complied with the minimum required amount of statutory reserved fund in accordance with Article 70 of Law Number 40 Year 2007 concerning Limited Liability Company.

Therefore the total Company's net profit for financial year 2016 will be used to finance business activities of the Company."

**In the Third Agenda of Meeting:**

**"The meeting with the majority vote 23.603.335.290 or represented 99,163% of the total votes issued in the Meeting resolved:**

1. To approve the appointment of Angelique Dewi Daryanto, SE.,CPA, as public accountant and Public Accountant Firm "Tanudiredja, Wibisana, Rintis & Rekan" (a member firm of PricewaterhouseCoopers Global in Indonesia) as a Public Accounting Firm that listed in the Financial Services Authority or other public accountant from the same accounting firm in the absence of the respective person to conduct the audit of the Company's financial statement for financial year 2017;
2. Delegation by the Meeting to the Board of Commissioners to appoint another Public Accounting Firm, if there is any objection from the OJK to the appointment of Public Accounting Firm "Tanudiredja, Wibisana, Rintis & Rekan" or the Public Accountant Firm conduct the partnership restructuring and become the different Public Accounting Firm;

3. To approve the determination of Public Accountant Firm's honorarium for the financial year 2017 as follows:
  - a. Annual audit fee of the Company is Rp7.220.000.000,-
  - b. Audit fee for subsidiary (PT CIMB Niaga Auto Finance) is Rp1.080.000.000;
4. Delegation of authority to the Board of Directors of the Company to carry out any necessary acts in regard to the appointment of a Public Accountant including but not limited to the implementation process of the Meeting and the signing of the letter of appointment of the Public Accountant and Public Accountant Firm."

**In the Fourth Agenda of Meeting:**

"The meeting with the majority vote 23.786.974.204 or represented 99,934% of the total votes issued in the Meeting resolved:

1. To approve and determine the amount of remuneration or honorarium and/or other allowances for the Board of Commissioners and the Sharia Supervisory Board of the Company for financial year 2017:
  - a. for all members of the Board of Commissioners maximum Rp19.300.000.000 (gross) per year;
  - b. for all members of the Sharia Supervisory Board maximum Rp1.800.000.000 (gross) per year;
  - c. to delegate the authority to the President Commissioners to determine the amount of remuneration or honorarium and other allowances for each members of the Board of Commissioners and the Sharia Supervisory Board of the Company for financial year 2017.
2. To approve the amount of the tantieme/bonus including holiday allowance to all members of the Board of Directors for financial year 2016 maximum Rp 67,386,431,863 (gross) per year.
3. To approve the delegation of authority to the Board of Commissioners of the Company to determine the amount of remuneration or honorarium, bonus/tantieme and other allowances for the Board of Directors and each Director of the Company for financial year 2017 provided that the Board of Commissioners shall consider the advice/opinion given by the Nomination and Remuneration Committee."

**In the Fifth Agenda of Meeting:**

**No Resolution resolved since it is merely a report, as follow:**

1. According to Financial Services Authority Regulation Number 30/POJK.04/2015, the Meeting reported the accountability of the use of the proceeds from the Sustainable Public Offering Bond II Bank CIMB Niaga Stage I Year 2016 ("PUB II 2016"). As per the report that was submitted to the OJK Capital Market and IDX that until 31 December 2016 all funds obtained from the PUB II 2016 amounted to Rp1.000.000.000.000 entirely have been used for loan expansion in accordance with the plan of the use of processed as disclosed in the Prospectus of PUB II 2016.
2. The Company reaffirmed that all of the Board of Directors of the Company do not have affiliation with the Controlling Shareholders or other member of the Board of Commissioners and other Directors, do not have concurrent position other than subsidiaries controlled, and not an insider person in the institution or supporting professionals of the Capital Markets whose services are used by the Company, but in order to comply with IDX regulation No. I-A concerning Registration of Shares and Equity In addition of Shares Issued by the Listed Company, it is informed that Director whose selected and appointed as Independent Director is Fransiska Oei, Compliance Director."

In witness whereof this resume is delivered to precede counterpart of the aforementioned deed, which soon I shall deliver to the Company after it is completely done.

Best Regards,



**ASHOYA RATAM, SH., MKn.**  
Notary in South Jakarta Administrative City