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**NOTARY AND LAND DEED OFFICIAL OF SOUTH JAKARTA ADMINISTRATIVE CITY**

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Jakarta, April 24, 2018

Number: 138/IV/2018

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

Dear Sirs/Madam,

I hereby convey the Resume of the Annual General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") of "PT BANK CIMB NIAGA Tbk", having its domicile in South Jakarta (hereinafter referred to as the "**Company**") which has been held on:

A. Day/date : Tuesday, April 24, 2018  
Time : At 02.17 p.m. to 03.45 p.m. Western Indonesian Time  
Place : The Financial Hall, Graha CIMB Niaga 2<sup>nd</sup> Floor, Jalan Jenderal Sudirman kav. 58, Jakarta – 12190.

-in the presence of the members of the Board of Directors and the Board of Commissioners, including the Sharia Supervisory Board of the Company, as follows:

**BOARD OF DIRECTORS**

President Director	: <b>TIGOR M. SIAHAAN</b>
Director	: <b>WAN RAZLY ABDULLAH</b>
Director	: <b>MEGAWATI SUTANTO</b>
Director	: <b>RITA MAS'OEN</b>
Director	: <b>VERA HANDAJANI</b>
Director	: <b>JOHN SIMON</b>
Director	: <b>LANI DARMAWAN</b>
Director (concurrently serves as Compliance Director)	: <b>FRANSISKA OEI</b>
Director	: <b>HEDY LAPIAN</b>
Director	: <b>PANDJI P. DJAJANEGARA</b>
Director	: <b>RAHARDJA ALIMHAMZAH</b>

**BOARD OF COMMISSIONERS**

President Commissioner	: <b>DATO' SRI NAZIR RAZAK</b>
Vice President Commissioner	: <b>GLENN M. S. YUSUF</b>
Commissioner (concurrently serves as Independent Commissioner)	: <b>ZULKIFLI M. ALI</b>
Commissioner (concurrently serves as Independent Commissioner)	: <b>PRI NOTOWIDIGDO</b>
Commissioner (concurrently serves	: <b>ARMIDA SALSIAH ALISJAHBANA</b>

as Independent Commissioner)

Commissioner (concurrently serves : **JEFFREY KAIRUPAN**

as Independent Commissioner)

Commissioner

: **DAVID RICHARD THOMAS**

Commissioner

: **TENGKU DATO' SRI ZAFRUL TENGKU  
ABDUL AZIZ**

**SHARIA SUPERVISORY BOARD**

Chairman (concurrently serves

: **M. QURAISH SHIHAB**

as Member)

Member

: **FATHURRAHMAN DJAMIL**

However, the other member of the Sharia Supervisory Board, i.e. **YULIZAR D. SANREGO**, was not present at the Meeting

- B. The Meeting was attended and/or represented by shareholders of the Company that entirely own 23,894,514,455 shares or 95.8718% of the entire classes A and B shares with voting rights that have been issued by the Company with the total amount of **24,923,390,451** shares (excluding the Treasury Shares with the total amount of **208,216,392** shares).

Therefore, quorum which is required under Article 13 paragraph 13.1 of the Articles of Association of the Company *juncto* Article 86 paragraph 1 of the Indonesian Law Number 40 of 2007 concerning Limited Liability Company (the “**Company Law**”) has been met and this Meeting shall be valid and entitled to adopt valid and binding resolution concerning the matters being discussed related to the Agendas of Meeting.

- C. Agendas of Meeting are as follows:

1. Approval of the Company's Annual Report and Ratification of the Company's Consolidated Financial Statements for the financial year ended on December 31, 2017;
2. Determination on the use of the Company's profit for the financial year ended on December 31, 2017;
3. Appointment of Public Accountant and Public Accountant Firm for the financial year of 2018 and the determination of the honorarium and other requirements related to the appointment;
4. Reappointment of 1 (one) member of the Board of Directors and 1 (one) member of the Board of Commissioners of the Company;
5. Determination of salary or honorarium, *tantiem*/bonus and other allowances for the Board of Directors, Board of Commissioners, and Sharia Supervisory Board of the Company;
6. Approval of the Recovery Plan of the Company;
7. Other:
  - The accountability report of the use of the proceeds from the Public Offering of the Shelf Registration Bond II Bank CIMB Niaga Phase II and Phase III Year 2017;
  - Report on the realization of the share buyback and the implementation of share-based loyalty program in the Employee and Management Shares Ownership Program.

- D. Procedures of the Meeting have been conducted in accordance with provision of the Financial Services Authority (hereinafter referred to as the “**OJK**”) Regulation No. 32/POJK.04/2014 concerning Planning and Implementation of General Meeting of Shareholders of Public Company and its amendment as stated in OJK Regulation No. 10/POJK.04/2017, as follows:

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**Notice** concerning the plan to convene the Meeting has been submitted by the Board of Directors to OJK and PT Bursa Efek Indonesia (hereinafter referred to as “BEI”) on March 2, 2018.

**Announcement** of Meeting has been announced in “Bisnis Indonesia” and “The Jakarta Post” newspapers, as well as in the websites of BEI and Company, on March 9, 2018.

**Invitation** and explanation regarding the agendas of Meeting has been announced in “Bisnis Indonesia” and “The Jakarta Post” newspapers, while materials of the Meeting, including Annual Report of 2017 financial year have been uploaded on the websites of BEI and Company all on March 26, 2018.

- E. In each agenda of the Meeting, shareholders and proxy/representative of shareholders are given the opportunity to raise questions/deliver comments, and there were shareholders and proxy/representative of shareholders that raised questions/deliver responses as follows:
- In the first agenda, there is no shareholder nor the proxy/representative of shareholders raising questions/delivering comments;
  - In the second agenda there is no shareholder nor the proxy/representative of shareholders raising questions/delivering comments;
  - In the third agenda there is no shareholder nor the proxy/representative of shareholders raising questions/delivering comments;
  - In the fourth agenda there is no shareholder nor the proxy/representative of shareholders raising questions/delivering comments;
  - In the fifth agenda there is no shareholder nor the proxy/representative of shareholders raising questions/delivering comments;
  - In the sixth agenda there is no shareholder nor the proxy/representative of shareholders raising questions/delivering comments;
  - In the seventh agenda there is 1 (one) proxy/representative of shareholders that raised a question.
- F. Mechanism on the adoption of resolution of the Meeting is done by deliberation for consensus. However, in case if such deliberation for consensus is failed to be reached then the adoption of resolution of the Meeting shall be conducted by voting; the closed voting is conducted at all agenda of the Meeting, and carried out electronically.
- G. The meeting has adopted resolution as set forth in deed of “Minutes of the Annual General Meeting of Shareholders of PT BANK CIMB NIAGA Tbk”, dated April 24, 2018 number 48 which minutes is drawn up before me, the Notary, which substantially as follows:

**In the First Agenda of the Meeting:**

Shareholders that vote for:

Agree: 23,891,727,369 or 99.9883%

Against: 0 or 0.0000%

Abstain: 2,787,086 or 0.0117%

Total number of Agree Votes: 23,894,514,445 or 100%

**“The Meeting unanimously resolved:**

1. To approve the Annual Report of the Company for the financial year ended on December 31, 2017 and ratify the Company's Consolidated Financial Statements for the financial year ended on December 31, 2017, which was audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global in Indonesia) as stipulated in the report dated February 26, 2018 with opinion “The accompanying Consolidated Financial Statements presented fairly, in all material respects, the consolidated financial position of PT BANK CIMB NIAGA Tbk and its subsidiary as of

- December 31, 2017, and their consolidated financial performance and cash flows for the year then ended, in accordance with Indonesian Financial Accounting Standards;
2. Ratify the annual Supervisory Report of the Board of Commissioners and the Sharia Supervisory Board of the Company for the financial year ended on December 31, 2017; and
  3. 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 2017, provided that the management and supervision are reflected in the Company's Annual Report for the financial year ended on December 31, 2017."

**In the Second Agenda of the Meeting:**

Shareholders that vote for:

Agree: 23,894,383,702 or 99.9995%

Against: 0 or 0.0000%

Abstain: 130,753 or 0.0005%

Total number of Agree Votes: 23,894,514,455 or 100%

**"The Meeting unanimously resolved:**

To approve the appropriation of Net Profit of the Company for financial year 2017 in the total amount of Rp2,977,738,301,607 (consolidated) with the following descriptions:

1. Distribution of cash dividend maximum 20% of net income of the Company or amounted maximum to Rp595,547,660,321 (gross) with the following schedule:
 

- Cum Dividend in Regular and Negotiation Markets	2 May 2018
- Ex Dividend in Regular and Negotiation Markets	3 May 2018
- Cum Dividend in Cash Market	7 May 2018
- Recording date of the eligible shareholders	7 May 2018
- Ex Dividend in Cash Market	8 May 2018
- Dividend Payment for financial year 2017	24 May 2018

and granting the authority to the Board of Directors to determine the rules of the distribution of cash dividends by taking into account the prevailing provisions in the capital markets regulations;
2. The Company does not set aside any amount of its net profit of 2017 financial year as statutory reserves fund, since that the amount of statutory reserves fund of the Company have complied with the minimum required amount of statutory reserve fund in accordance with Article 70 of Company Law;
3. To book the remaining 2017 net profit as retained earnings to finance the business activities of the Company."

**In the Third Agenda of Meeting:**

Shareholders that vote for:

Agree: 23,894,383,702 or 99.9995%

Against: 0 or 0.0000%

Abstain: 130,753 or 0.0005%

Total number of Agree Votes: 23,894,514,455 or 100%

**"The Meeting unanimously resolved:**

1. To approve the appointment of Angelique Dewi Daryanto, SE.,CPA, and Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global in Indonesia) as a Public Accountant and a Public Accounting Firm, respectively, that listed in OJK or other Public Accountant from the same Public Accounting Firm in the absence of the respective person to conduct audit of the Company's financial statements for financial year 2018;



2. Delegation of authority to the Board of Commissioners to appoint another Public Accounting Firm, if there is an objection from the OJK to the appointment of Public Accounting Firm **Tanudiredja, Wibisana, Rintis & Rekan** or the said Public Accounting Firm conducts partnership restructuring to become a different Public Accounting Firm;  
For the said delegation of authority the following terms shall apply:
  - a. Other Public Accounting Firm who is appointed by Board of Commissioners must be one of the big four Public Accounting Firms in Indonesia;
  - b. The appointment has received recommendation from Audit Committee of the Company;
  - c. The honorarium and the other terms of appointment for other Public Accounting Firm shall be determined competitively and reasonably; and
  - d. The appointment of other Public Accounting Firm should not contradict with the applicable laws and regulations.
3. To approve the proposed honorarium for the Public Accounting Firm for the financial year 2018, as follows:
  - a. Annual audit fee of the Company is Rp7,432,000,000 (gross);
  - b. Audit fee for subsidiary (PT CIMB NIAGA AUTO FINANCE) is Rp648,000,000 (gross).
4. Delegation of authority to the Board of Directors of the Company to carry out the matters that are necessary in connection with 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 to the Public Accountant and Public Accounting Firm.”

**In the Fourth Agenda of Meeting, Part A and Part B:**

Shareholders that vote for:

Agree: 23,857,322,302 or 99.8443%

Against: 1,295,100 or 0.0054%

Abstain: 35,897,053 or 0.1502%

Total number of Agree Votes: 23,893,219,355 or 99.9946%

**“The meeting with the majority vote of 23,893,219,355 or 99.9946% of the total votes issued in the Meeting has resolved:**

1. To approve for the reappointment of JOHN SIMON as Director of the Company and DAVID RICHARD THOMAS as Commissioner of the Company, which will be effective from the close of the Meeting until the close of the fourth Annual General Meeting of Shareholders. So that the composition of the Board of Commissioners and Board of Directors are remained the same.
2. To approve the granting of authority to the Board of Directors of the Company, with the right of substitution, to restate resolution regarding the change of composition of the Board of Commissioners and the Board of Directors of the Company in notarial deed and to report to the competent authority, and with due regard to the foregoing, to perform any acts as may be required with due regard to the laws and regulations.”

**In the Fifth Agenda of Meeting:**

Shareholders that vote for:

Agree: 23,893,878,602 or 99.9973%

Against: 20,100 or 0.0001%

Abstain: 615,753 or 0.0026%

Total number of Agree Votes: 23,894,494,355 or 99.9999%

**“The meeting with the majority vote of 23,894,494,355 or 99.9999% of the total votes issued in the Meeting has resolved:**

1. To approve and determine the salary or honorarium and other allowances for the Board of Commissioners and the Sharia Supervisory Board of the Company for the financial year of 2018; and to approve the delegation of authority to the President Commissioners to determine the salary or honorarium and other allowances for each members of the Board of Commissioners and the Sharia Supervisory Board of the Company for the financial year of 2018;  
To approve the proposed salary or honorarium and other allowances for the Board of Commissioners and Sharia Supervisory Board for the year of 2018, as follows:
  - a. Total amount for the Board of Commissioners is Rp19,741,791,391 (gross) per annum;
  - b. Total amount for the Sharia Supervisory Board is Rp1,763,668,280 (gross) per annum;
2. To approve the amount of the tantiem/bonus for the Board of Directors for the year of 2017 amounted to Rp81,374,275,500 (gross) per annum.  
Accordingly, the Board of Commissioners (including the Independent Commissioners) will not receive any bonus/tantiem;
3. To approve the delegation of authority to the Board of Commissioners of the Company to determine the remuneration, holiday allowance and other allowances for the Board of Directors and each Director of the Company for the financial year of 2018 and the tantiem/bonus for the financial year of 2017 for each Director, by taking into account the recommendation from the Nomination and Remuneration Committee of the Company.”

**In the Sixth Agenda of Meeting:**

Shareholders that vote for:

Agree: 23,894,383,702 or 99.9995%

Against: 0 or 0.0000%

Abstain: 130,753 or 0.0005%

Total number of Agree Votes: 23.894,514 or 100%

**“The Meeting unanimously resolved:**

1. To approve on Recovery Plan which has been prepared and submitted by the Company to OJK on December 19, 2017;
2. To approve the plan to issue debt and/or investment instrument with capital characteristic, namely:
  - a. Issuance of financial instrument (among other in the form of subordinated bonds) with capital characteristic with write-down feature; through public offering; and/or;
  - b. Issuance of debt or investment instrument with capital characteristic and conversion feature through public offering;In the amount and tenure that will be defined by the Company and approved by OJK, and will be implemented in accordance with the capital market laws and regulations and other related regulations;
3. To approve the power of authority to the Board of Commissioners and Board of Directors of the Company to perform each and all actions to achieve the aforementioned purpose, including when required to appoint a Public Accounting Firm under the same provisions applicable to the Public Accounting Firm that audits the Company's Financial Statements for the year 2018.”

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**In the Seventh Agenda of Meeting:**

No Resolution is since it is merely a report, with description as follow:

1. According to OJK Regulation Number 30/POJK.04/2015, the Meeting reports the accountability of the use of the proceeds from the Public Offering of the Shelf Registration Bond II Bank CIMB Niaga Phase II ("**PUB Phase II**") and Phase III ("**PUB Phase III**") Year 2017. As per report that has been submitted to the OJK – Capital Market (*Pasar Modal*) No.003/DIR/2018 dated January 10, 2018, with copies to the BEI and OJK Supervision that stated that up to December 31, 2017, all proceeds obtained from the PUB Phase II amounted to Rp1,994,238,165,872 and PUB Phase III amounted to Rp1,994,571,571,109 (both after deduction of emission costs) entirely have been used in accordance with the plan of funds usage as disclosed in the Prospectus, to finance the credit expansion;
2. Implementation of share buyback of the Company (share buyback) that the Company has repurchased (bought backed) 208,216,392 shares from public shareholders with price range per share between Rp1,191.00 up to Rp1,398.00 (or average of Rp1,253.00 per share) with total cost amounted to Rp261,874,305,672.  
Thus, the period of share buyback of the Company's shares has ended on February 22, 2018.

Implementation of share-based loyalty program in the Employee and Management Ownership Program, that the proceed of the share buyback of the Company is used for:

- a. The Employee Share Grant of approximately 12 million shares (5.7%) that will be fully realized to the Employee in 2018;
- b. Provide Option Rights to Purchase Shares for Management and Employees Share Option Program (the "MESOP") of approximately 196.2 million shares (94.3%) that will be realized gradually by 40% in 2018, 30% in 2019 and 30% in 2020.

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

Sincerely yours,



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