

<p style="text-align: center;">PENJELASAN MATA ACARA RAPAT UMUM PEMEGANG SAHAM LUAR BIASA PT BANK CIMB NIAGA TBK</p>	<p style="text-align: center;">EXPLANATION OF AGENDA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT BANK CIMB NIAGA TBK</p>
<p>Berkaitan dengan rencana penyelenggaraan Rapat Umum Pemegang Saham Luar Biasa (“RUPSLB”) PT Bank CIMB Niaga Tbk (“Perseroan”) pada hari Jumat, tanggal 25 September 2020 (“RUPSLB 2020” atau “Rapat”), Perseroan telah menyampaikan:</p> <ul style="list-style-type: none"> • Pengumuman Rapat kepada Pemegang Saham Perseroan pada tanggal 12 Agustus 2020 melalui 1 (satu) surat kabar harian berbahasa Indonesia berperedaran nasional, yaitu Investor Daily dan 1 (satu) surat kabat harian berbahasa Inggris, yaitu The Jakarta Post (“Investor Daily dan the Jakarta Post”), serta situs web Perseroan, situs web PT Bursa Efek Indonesia (“BEI”) dan situs web PT Kustodian Sentral Efek Indonesia (“KSEI”); • Pemanggilan Rapat kepada Pemegang Saham Perseroan pada tanggal 27 Agustus 2020 melalui surat kabar Investor Daily dan the Jakarta Post, serta situs web Perseroan, situs web BEI dan situs web KSEI. 	<p>With regard to the plan to organize the Extraordinary General Meeting of Shareholders (“EGM”) of PT Bank CIMB Niaga Tbk (the “Company”), on Friday, 25 September 2020 (the “2020 EGM” or the “Meeting”), the Company has published the following:</p> <ul style="list-style-type: none"> • Announcement/Preliminary Notice of the Meeting to the Shareholders of the Company on 12 August 2020 through 1 (one) daily newspapers with nationwide circulation in Bahasa Indonesia, namely Investor Daily and 1 (one) daily newspapers in English, namely The Jakarta Post (“Investor Daily and the Jakarta Post”), as well as website of the Company, website of the Indonesia Stock Exchange (“IDX”) and website of Indonesia Central Securities Depository (PT Kustodian Sentral Efek Indonesia or hereinafter referred to “KSEI”); • Invitation/Notice of the Meeting to the Shareholders of the Company on 27 August 2020 through Investor Daily and The Jakarta Post, as well as the website of the Company, IDX and KSEI.
<p>Selanjutnya, dengan memperhatikan:</p> <ul style="list-style-type: none"> • Peraturan Otoritas Jasa Keuangan (“POJK”) Nomor 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham (“RUPS”) Perusahaan Terbuka (“POJK No. 15/2020”); • Anggaran Dasar (“AD”) Perseroan; dan • ASEAN Corporate Governance Scorecard (ACGS); <p>dengan ini Perseroan menyampaikan penjelasan atas mata acara Rapat, sebagai berikut:</p>	<p>Furthermore, with respect to:</p> <ul style="list-style-type: none"> • The Financial Services Authority (Otoritas Jasa Keuangan or “OJK”) Regulation Number 15/POJK.04/2020 regarding the Plan and Implementation of the General Meeting of Shareholders (the “GMS”) of the Publicly-Held Company (“OJK Regulation No. 15/2020”); • The Company’s Articles of Association (“AOA”); and • ASEAN Corporate Governance Scorecard (ACGS); <p>the Company hereby provides the explanation of the agenda of the Meeting, as follows:</p>
<p>Perubahan Susunan Dewan Komisaris Perseroan</p>	<p>Change of the Composition of the Board of Commissioners (BOC) of the Company</p>
<p>Dasar Hukum:</p> <p>a. Pasal 111 Undang-Undang Republik Indonesia No. 40 Tahun 2007 tentang Perseroan Terbatas (“UUPT”);</p>	<p>Legal Basis:</p> <p>a. Article 111 of the Law of the Republic of Indonesia Number 40 of 2007 concerning the Limited Liability Companies (the “Company Law”);</p>

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<p>b. Pasal 23 POJK No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik (“POJK No. 33/POJK.04/2014”);</p> <p>c. Pasal 27 POJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola Bagi Umum (“POJK No. 55/2016”);</p> <p>d. Surat Edaran OJK (“SEOJK”) No. 13/SEOJK.03/2016 tentang Penerapan Tata Kelola Bagi Bank Umum;</p> <p>e. SEOJK No. 39/SEOJK.03/2016 tentang Penilaian Kemampuan dan Kepatutan bagi Calon Pemegang Saham Pengendali, Calon Anggota Direksi dan Calon Anggota Dewan Komisaris Bank; dan</p> <p>f. Pasal 17 ayat 17.3 AD Perseroan.</p>	<p>b. Article 23 of OJK Regulation No. 33/POJK.04/2014 regarding BOD and BOC of Issuer or Public Company (“POJK No. 33/POJK.04/2014”);</p> <p>c. Article 27 of OJK Regulation No. 55/POJK.03/2016 regarding Implementation of Governance for Commercial Banks (“OJK Regulation No. 55/2016”);</p> <p>d. OJK Circular Letter No. 13/SEOJK.03/2016 regarding Implementation of Governance for Commercial Banks;</p> <p>e. OJK Circular Letter No. 39/SEOJK.03/2016 regarding Fit and Proper Test for the candidate of Controlling Shareholder, Candidate Member of BOD and Candidate Member of BOC; and</p> <p>f. Article 17 paragraph 17.3 of the Company's AOA.</p>
<p>Penjelasan:</p> <p>Sehubungan dengan hal-hal sebagai berikut:</p> <p>a. Surat dari CIMB Group Sdn. Bhd. selaku Pemegang Saham Pengendali Perseroan sebesar 91,48%, tertanggal 24 Juni 2020, yang menominasikan Dato’ Abdul Rahman Ahmad sebagai calon anggota Dewan Komisaris Perseroan; dan</p> <p>b. Rekomendasi dari Komite Nominasi dan Remunerasi (“NomRem”) Perseroan No. 014/NOMREM/KP/VI/2020 tanggal 25 Juni 2020 yang telah disetujui oleh Dewan Komisaris Perseroan berdasarkan Keputusan Sirkuler Dewan Komisaris Perseroan No. 014/SIR/DEKOM/VII/2020 tanggal 24 Juli 2020.</p> <p>Perseroan akan menyampaikan usulan kepada Rapat untuk menyetujui Perubahan Susunan Dewan Komisaris Perseroan, dengan mengangkat:</p> <ul style="list-style-type: none"> • Dato’ Abdul Rahman Ahmad, selaku Komisaris Perseroan; <p>dengan masa jabatan efektif terhitung sejak tanggal yang ditentukan dalam Rapat yang mengangkatnya dan setelah mendapat persetujuan dari OJK dan/atau terpenuhinya persyaratan yang ditetapkan dalam surat persetujuan dari OJK (“Tanggal Efektif”) sampai dengan penutupan RUPS</p>	<p>Explanation:</p> <p>With regard to the matters:</p> <p>a. The letter from CIMB Group Sdn. Bhd. as the Company’s Controlling Shareholder of 91.48% dated 24 June 2020 which nominated Dato’ Abdul Rahman Ahmad as the candidate for the BOC member of the Company; and</p> <p>b. Recommendation from Nomination and Remuneration Committee (“NRC”) of the Company No. 014/NOMREM/KP/VI/2020 dated 25 June 2020 which has been approved by the Company’s BOC based on the Circular Resolution of the BOC of the Company No. 014/SIR/DEKOM/VII/2020 dated 24 July 2020.</p> <p>The Company will convey the proposals to the Meeting to approve the Change of the Composition of the BOC of the Company, by appointing:</p> <ul style="list-style-type: none"> • Dato’ Abdul Rahman Ahmad, as the Commissioner of the Company; <p>with effective term of office since the date specified in the Meeting which appoints him and upon obtaining OJK approval and/or fulfilled the requirements as determined in OJK approval letter (the “Effective Date”) until the closing of the 4th (fourth) Annual GMS after the</p>

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<p>Tahunan yang ke-4 (keempat) setelah Tanggal Efektif pengangkatannya dengan tidak mengurangi hak RUPS untuk memberhentikan sewaktu-waktu sesuai dengan ketentuan Pasal 119 UUPT.</p> <p>Daftar Riwayat Hidup Dato' Abdul Rahman Ahmad telah diunggah pada situs web Perseroan.</p>	<p>Effective Date of the appointment without prejudicing the right of GMS to dismiss at any time according to the provision as stated in Article 119 of the Company Law.</p> <p>Curriculum Vitae of Dato' Abdul Rahman Ahmad has been uploaded in the Company's website.</p>