

**RULES OF CONDUCT
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (“MEETING”)
PT BANK CIMB NIAGA TBK (“COMPANY”)
JAKARTA, FRIDAY, 25 SEPTEMBER 2020**

This Rules of Conduct is prepared by referring to the prevailing laws and regulations and due to special condition by referring to the directions from the Government of the Republic of Indonesia, as well as with regards to the Health Protocols for the Communities in Public Places and Facilities in order to Prevent and Control the Corona Virus Disease 2019 (COVID-19) as stipulated in the Decree of the Ministry of Health of Republic of Indonesia No. HK.01.07/MENKES/382/2020 set out on 19 June 2020.

A. RULES OF CONDUCT IN RELATION TO THE PREVENTION OF COVID 19 SPREADING AND/OR TRANSMISSION

1. The Company shall ensure the Shareholders of the Company (“**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 the platform of Electronic General Meeting System (eASY.KSEI) provided by PT Kustodian Sentral Efek Indonesia (KSEI) which can be accessed through the eASY.KSEI application with the link <https://easy.ksei.co.id/egken> (“**eASY.KSEI Application**”), as an e-Proxy mechanism in the process of organizing the Meeting and available from the date of Meeting Invitation to 1 (one) working day before the Meeting, which is on **Thursday, 24 September 2020**. The procedures of e-Proxy can be accessed through the eASY.KSEI Application; or
 - b. **Authorizing the proxy** (to present and cast a vote on each agenda of the Meeting) **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 <http://investor.cimbniaga.co.id/gcg/egm.html> under the conditions as stated in the **Meeting Invitation** dated 27 August 2020.
2. All parties present at the Meeting, without exception, shall do a body temperature measurement before entering the Meeting venue, and do self-sanitation by utilizing hand sanitizers provided in the area of the Meeting venue.
3. The Shareholders or their proxies who will present physically at the Meeting **shall provide the Health Declaration Letter that has been completed and signed above the sufficient stamp of duty (*meterai*)** to the Meeting’s officers at the registration, as well as **must follow** the Safety and Health Protocol in order to Prevent and Control the COVID-19 prevails at the Meeting venue (“**COVID-19 Protocol**”), as follows:
 - a. Do a body temperature measurement before entering the Meeting venue, which will be conducted 2 times (within a time range of 5 minutes), i.e. at the registration and before entering the Meeting’s room to ensure that the Shareholders or their proxies have a normal body temperature. For the Shareholders or their proxies, who are identified having an above normal body temperature ($\geq 37,3^{\circ}\text{C}$) and/or suspected of having symptoms of disease including flu and/or cough (even though the body temperature is normal or not above $37,3^{\circ}\text{C}$), are not allowed to enter the Meeting venue and the Meeting officers shall entitle to ask and ensure that the said Shareholders or their proxies will leave the Meeting venue;
 - b. Wear a proper mask as the personal protective equipment covering the nose, mouth, and chin before entering, during and when leaving the Meeting venue;

- c. Do self-sanitation using the antiseptic/hand sanitizers provided in the area of the Meeting venue;
 - d. Do not conduct any physical contact whatsoever (physical distancing) with whomsoever, including shake hands or direct skin contact with others;
 - e. Do the social distancing minimal of 1 meter while at the Meeting venue;
 - f. Sit on the seats provided in the Meeting 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. This exception is specifically for the Shareholders or their proxies who choose to exercise their rights by authorizing the proxy as set forth in point 1.b above;
 - g. Not allowed to eat or drink in the Meeting venue and during the Meeting (without exception).
4. The arrangement of the Meeting venue and video conference facility.
- a. The parties present at the Meeting are welcome to enter the Meeting rooms, with the following arrangement:
 - i. Meeting Room I is provided for the Chairman of the Meeting and Management of the Company;
 - ii. Meeting Room II is provided to for the Notary and Securities Administration Bureau (BAE); and
 - iii. Meeting Room III is provided for the Shareholders and/or their proxies present.
(Meeting Room I, Meeting Room II and Meeting Room III altogether shall be referred to as the “**Meeting Rooms**”).
 - b. The Shareholders and/or their proxies present may participate actively in and witness the Meeting implementation through sufficient video conference and technology facilities as available throughout the Meeting Rooms.
 - c. The Shareholders and/or their proxies 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.

B. RULES OF CONDUCT OF THE MEETING

1. This Meeting shall be held in Bahasa Indonesia, however, during the question & answer session, if there is Shareholder who does not understand Bahasa Indonesia, then the respective Shareholder is allowed to raise question in English, which will be translated into Bahasa Indonesia by the Chairman of the Meeting for the interest of the rest of the Shareholders.
2. **Participants of the Meeting** are the Shareholders who are listed in the Company’s Shareholders Register and/or the Shareholders whose Security Accounts are registered in the Collective Custody of KSEI on Wednesday, 26 August 2020 at 16:00 Western Indonesian Time (the “**Registered Shareholders**”) and the authorized proxies of the Registered Shareholders (“hereinafter shall be referred to as the “**Meeting Participants**”).
3. The Meeting shall be chaired by **Sri Widowati** as the Independent Commissioner (“**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 Agenda is only one which is the **Changes of the Composition of Board of Commissioners (BOC) of the Company** (the “**Agenda of the Meeting**”).

6. Only matters included in the Agenda of the Meeting 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 ½ (half) of the total shares issued by the Company with valid voting rights.
 - b. Total of the Shareholders present or be represented at the Meeting shall be counted only 1 (one) time by the Notary, which is before the Chairman of the Meeting opens the Meeting.
 - c. Number of the Meeting 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. Therefore, the Meeting Participants who enter the Meeting room after the Meeting is opened, shall not be counted in quorum calculation, hence, do not have the rights to cast vote in the Meeting. The same applies to the Meeting Participants who left the Meeting room before the Meeting is closed will not reduce the total calculation number of shares represented in the Meeting.
8. The discussion of the Agenda of the Meeting shall be conducted with the following mechanisms:
 - a. The Chairman of the Meeting shall open, lead, and close the Meeting;
 - b. The Chairman of the Meeting may request another member of the BOC or member of the Board of Directors to convey the explanation of the Agenda of the Meeting (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 Participants to raise question and/or express opinion with respect to the Agenda of the Meeting after the discussion of all Meeting agenda, prior to the resolutions proposed;
 - b. The Meeting Participants shall be the only one who are eligible to raise questions and/or express opinions regarding the Agenda of the Meeting;
 - c. For the Meeting Participants who want to raise questions and/or opinions, please do raise hands at the time Chairman of the Meeting gives the opportunity for the Meeting Participants to raise questions and/or express opinions;
 - d. If there are more than 3 (three) 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;
 - e. The 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;
 - f. After the question and/or opinion is expressed, inquirers are welcome to return to his/her seat;
 - g. The Chairman of the Meeting or the party appointed by the Chairman of the Meeting shall answer or respond to any questions or opinions conveyed;
 - h. After all questions and/or opinions related to the Agenda of the Meeting 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 are 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:
 - i. Custodian Bank or Securities Company as a Custody representing its customers who owned the Company's shares, and
 - ii. Investment Manager who represents the interest of the Mutual Funds under its management.
- d. 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:
 - i. **Smartphone or other mobile devices** (tablet, Ipad, and others); or
 - ii. **Touch Screen Monitor** provided by the Company.

Therefore, the secrecy in the voting is preserves.
(Electronic Voting as mentioned in point 10.d above shall be referred to as “e-voting”)
- e. The Meeting Participants present are advice to conduct e-Voting by using their own smartphone or other mobile device (tablet, iPad, and others) unless they are unable therefore the Touch Screen Monitor provided by the Company. Each Meeting Participant who will vote through the Touch Screen Monitor provided by the Company is required to do:
 - i. Hand sterilization by using hand sanitizers provided by the Company in the nearest area of the Touch Screen Monitor, either before or after the voting; and
 - ii. Physical distancing and social distancing during the voting.
- f. Voting for the Agenda of the Meeting shall be conducted after the discussion of the Agenda of the Meeting and the proposed resolution conveyed to the Meeting, and after the Chairman of the Meeting invites the Meeting Participants to conduct the voting process which will be guided by the Notary and Securities Administration Bureau (BAE) as the independent party.
- g. Voting procedures in the Meeting:
 - i. The Meeting Participants will obtain a Ballot during the attendance registration process;
 - ii. The Ballot contains of 2 (two) parts, namely:
 - **Top part**, there is a QR (Quick Response) Code to access and log in to website address of BAE of PT Bima Registra on <http://bit.ly/vBNGA> (“BIMA’s Website”) and
 - **Bottom part**, there is QR Code for voting purposes.
 - iii. After the Notary invites the Meeting Participants to cast a vote (in the “voting” section), for the Meeting 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.
Whereas, for the Meeting Participants who will cast a vote by using Touch Screen Monitor provided by the Company, please do take turn in orderly manner to line up towards the Touch Screen Monitor in the voting area provided and no 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.
 - iv. After the Meeting Participants log in or scan the QR Code on the top part of the Ballot, further for the voting process, the Meeting Participants may scan the QR Code on the bottom part of the Ballot.
For the Meeting 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.
 - v. After the name and address appear on the Smartphone or other Mobile Devices or the Touch Screen Monitor, the Meeting Participants shall validate such name and address.
If such information has been validated, the Meeting Participants may vote (AGREE, NOT AGREE, OR ABSTAIN), with the following mechanisms:

- On the Touch Screen Monitor will appear the name of the proposed candidate of the member of the Company’s BOC (the “**Candidate of the BOC Member**”), then choose one of the votes for the Candidate of the BOC Member (AGREE, or NOT AGREE, or ABSTAIN) in accordance with the votes to be cast;
 - Upon completion of the vote, the Meeting Participants shall return the Ballot to the Officer and return to their seats.
 - h. The Meeting 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.
 - i. The blank/abstain vote is considered to be the same vote as the majority votes.
 - j. The voting procedure can be viewed on the video on <http://investor.cimbniaga.co.id/gcg/egm.html> which is available on the Company’s Website.
 - k. Vote through e-Voting can only be conducted by the Shareholders present physically or their proxies who are authorized representing the Shareholders through the mechanism as mentioned in point 1.b Part A of this Rules of Conduct. For the Shareholders authorize the proxy with e-Proxy mechanism through eASY.KSEI as mentioned in point 1.a Part A of this Rules of Conduct, are considered exercising their rights through eASY.KSEI facility and their proxies are not allowed to conduct e-Voting process as mentioned in point 10.d above.
 - l. The notary will announce the results of the vote count from e-Voting and e-Proxy, upon the completion of voting process for the Agenda of the Meeting.
 - m. 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 votes of more than ½ (half) of the total shares present and/or be represented at the Meeting.
12. All Meeting 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. The Meeting Participants are expected to 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.
 - b. The Meeting Participants are expected to activate a “SILENT” mode on their mobile phone during the Meeting, in order to not disturbing, unless during the e-Voting which time determined by the Meeting’s officer.
 - c. 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, 27 August 2020
Board of Directors of the Company