

**RULES OF CONDUCT**  
**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (“MEETING”)**  
**PT BANK CIMB NIAGA Tbk (“COMPANY”)**  
**JAKARTA, FRIDAY, 17 DECEMBER 2021**

This Rules of Conduct (the “**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 SPREADING AND/OR TRANSMISSION OF COVID-19**

1. In order to prevent and/or control the spreading of covid-19, in compliance with the Government’s order and Financial Services Authority Regulation (Peraturan Otoritas Jasa Keuangan or “**POJK**”) No.16/POJK.04/2020 regarding Implementation of Electronic General Meetings of Shareholders of Public Companies (“**POJK No. 16/POJK.04/2020**”), the Company strongly suggests the Shareholder to attend the Meeting electronically and will limit the number of Company’s Shareholders (the “**Shareholders**”) or their proxies who will attend the Meeting physically on a first in first served basis.
2. Any Shareholder or his/her proxy who remain attend the Meeting physically, must follow the protocol in the Meeting’s venue as set out by the Company, as follows:
  - a. Must have the COVID-19 vaccine certificate with a complete dose which proven through PeduliLindungi application and scan the QR code of PeduliLindungi application when entering the Meeting building;
  - b. Must have a Statement Letter of Rapid Antigen Test or PCR Swab Test of COVID-19 with negative result obtained from a hospital doctor, public health center, or medical clinic with the date of the test taken 1 (one) day prior to the Meeting is held;
  - c. Use a face mask according to the standards set by the Government during the Meeting premises;
  - d. i. Do a body temperature measurement before entering the Meeting venue, which will be conducted 2 times, 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;

- ii. 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;
  - e. During the registration process, the Shareholders or proxies must provide a Health Declaration letter signed by the Shareholder or his/her proxy across a duty stamp. The Health Declaration form can be downloaded from the Company's website (<https://investor.cimbniaga.co.id/gcg/egm.html>).
  - f. Do self-sanitation using the antiseptic/hand sanitizers provided in the area of the Meeting venue;
  - g. Do not conduct any physical contact whatsoever with whomsoever, including shake hands or direct skin contact with others;
  - h. Do the physical distancing minimal of 1 meter while at the Meeting venue;
  - i. 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 6.b above;
  - j. Not allowed to eat or drink in the Meeting venue and during the Meeting (without exception).
3. In the event that the Shareholders or their proxies do not fulfill the provision as set out in point 2 above and other provisions as set out in the Rules of Conduct of the Meeting, therefore the Company is entitled to:
- a. prohibit the Shareholder or his/her proxy from attending the Meeting;
  - b. request the Shareholder or his/her proxy to immediately leave the Meeting room and/or Meeting premises; or
  - c. take any other necessary actions in accordance with the health protocol.

4. Shareholder or his/her proxy that has arrived in the Meeting premises but is prohibited from attending and entering the Meeting room for any of the reasons set forth in point 3 above or due to the limitation of the room capacity in relation with physical attendance, may still exercise his/her rights by granting power to an independent party appointed by the Company (the “**Independent Party**”) by completing and signing the power of attorney provided by the Company, so then they may still use their rights to attend and cast vote in the Meeting by represented by the Independent Party.
  
5. Shareholder or his/her proxy who will attend the Meeting physically, must be arrived at the Meeting’s venue at the latest 1 (one) hour before the Meeting started, since the registration desk will be closed at 13:00 Western Indonesian Time. Shareholder or his/her proxy who arrive after the registration desk is closed or late/fail to electronically register with any reason, deemed as absence or will not be accounted in the attendance quorum.
  
6. The Company shall ensure the Shareholders of the Company (the “**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 Electronic General Meeting System (eASY.KSEI) Application provided by PT Kustodian Sentral Efek Indonesia (KSEI) and can be accessed through the eASY.KSEI application with the link <https://easy.ksei.co.id> (“**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, i.e. on **Thursday, 16 December 2021 at 12:00 Western Indonesian Time (“Deadline for Attendance Declaration”)** according to the provisions as have been stated in the Meeting Invitation on **18 November 2021**. The e-Proxy procedures can be accessed through the eASY.KSEI Application and/or KSEI website (<https://www.ksei.co.id/data/download-data-and-user-guide>); or
  - b. **Authorizing the proxy** (to present and cast vote on each Meeting’s Agenda) **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/agm.html> under the conditions as stated in the **Meeting Invitation dated 18 November 2021**.

7. The arrangement of the Meeting venues 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 (“**Meeting Room I**”);
    - ii. Meeting Room II is provided to for the Notary and Securities Administration Bureau (BAE) (“**Meeting Room II**”); and
    - iii. Meeting Room III is provided for the Shareholders and/or their proxies present (“**Meeting Room III**”).(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.
8. GMS Video Streaming.
  - a. Shareholders or their proxies who have been registered on the eASY.KSEI Application at the latest on **Thursday, dated 16 December 2021 at 12:00 Western Indonesian Time** can view the ongoing Meeting through a Zoom webinar (“**GMS Video Streaming**”) by accessing the AKSes KSEI.
  - b. The participants’ ability to access the GMS Video Streaming will be determined on a first come first served basis since the capacity is limited to only 500 participants.
  - c. The shareholders or their proxies that cannot view the ongoing Meeting through the GMS Video Streaming will still be considered as validly attending the electronic Meeting and their share ownership and votes will be taken into account in the Meeting as long as they are registered in the eASY.KSEI Application.
  - d. Any shareholders that view the ongoing Meeting through the GMS Video Streaming but fail to declare their attendance in the eASY.KSEI Application will not be counted in the attendance quorum for the Meeting.
  - e. To get the best experience in using the eASY.KSEI Application and/or the GMS Video Streaming, the Shareholders or their proxies are advised to use the Mozilla Firefox browser.

## **B. RULES OF CONDUCT OF THE MEETING**

1. The 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 Account are registered in the Collective Custody of KSEI on Wednesday, 17 November 2021 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's Participants**").
3. The Meeting will be chaired by **Glenn Muhammad Surya Yusuf** as the Vice President Commissioner (Independent) (the "**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 are as follows:
  - a. Approval to change the Company's management composition by appointing **Vera Handajani**, as Commissioner of the Company;
  - b. Approval to change the Company's management composition by appointing **Lani Darmawan**, as President Director of the Company;
  - c. Approval to change the Company's management composition by appointing **Rusly Johannes, Joni Raini, dan Henky Sulisty**, each as Director of the Company;

Appointment of every candidate of Director of the Company as mentioned in point c above, shall be proposed to receive approval from the Meeting as the third, fourth and fifth agenda of the Meeting, so it will be 5 (five) agenda of the Meeting.

All the appointments as above with the effective term of office from the date specified in the Meeting which appoints him/her and upon obtaining OJK approval and/or fulfilled the requirements as determined in the OJK approval letter ("**Effective Date**") until the closing of the 4<sup>th</sup> (fourth) Annual GMS after the Effective Date of the appointment without prejudicing the rights of GMS to dismiss at any time in accordance with the provision as stated in Article 105 and/or Article 119 of the Company Law.

Simultaneously, to accept the resignation of: a) **David Richard Thomas** from his position as Commissioner of the Company; b) **Vera Handajani** from her position as Director of the Company; and c) **Tigor M. Siahaan** from his position as President Director of the Company.

The detailed explanation regarding the Meeting's agenda and Curriculum Vitae of the proposed candidates are available and can be downloaded in the Company's website and eASY.KSEI Application .

6. Only matters included in the Meeting Agenda 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 1/2 (half) of the total shares issued by the Company with valid voting rights (in accordance with Article 13 paragraph 13.1.a of the Company's Articles of Association).
  - b. Total of the Shareholders present or be represented at the Meeting shall be counted only 1 (once) time by the Notary, which is before the Chairman of the Meeting opens the Meeting. Number of the Meeting's 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.
8. The discussion of the Meeting's Agenda 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 Board of Commissioners or member of the Board of Directors to convey the explanation of the Meeting's Agenda (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's Participants to raise question and/or express opinion with respect to the Meeting's after the discussion of all Meeting Agenda, prior to the resolutions proposed;
  - b. The Meeting's Participants who are physically or electronically present at the Meeting shall be the only one who are eligible to raise questions and/or express opinions regarding the Meeting's Agenda;
  - c. For the Meeting's Participants who attend the Meeting physically, can raise questions and/or opinions (the "**Physical Inquirer**"), with the following procedures:

- 1) Please do raise hands at the time Chairman of the Meeting gives the opportunity for the Meeting's Participants to raise questions and/or express opinions;
  - 2) 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;
  - 3) The Physical 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;
  - 4) After the question and/or opinion is expressed, Inquirers are welcome to return to his/her seat;
- d. For the Meeting's Participants who attend electronically, can raise questions and/or opinions electronically (the "**Electronic Inquirer**"), with the following procedures:
- 1) The questions and/or opinions are submitted in writing through the chat feature in the "Electronic Opinions" column on the E-Meeting Hall screen of the eASY.KSEI application as long as the "General Meeting Flow Text" column is still displaying "Discussion started for agenda item no. [ ]";
  - 2) When asking a question, the shareholder or the shareholder's proxy must provide information on the shareholder's name, the number of shares owned/represented, and the shareholder's email address;
  - 3) The Company will disable the "raise hand" and "allow to talk" features in the Zoom webinar on the AKSes KSEI facility;
- e. The Chairman of the Meeting or the party appointed by the Chairman of the Meeting will first answer or respond to any question or opinion conveyed by the Physical Inquirer, and afterwards will answer or respond to any question or opinion conveyed by the Electronic Inquirer;
- f. The Company has the right to not answer or respond to any question or opinion from the Physical Inquirer or Electronic Inquirer, which:
- 1) is not mentioned the Shareholder's name and the number of shares owned/represented.
  - 2) is not related to the Meeting's Agenda.
- g. If several questions are related or about the same thing, the questions will be answered together;
- h. After all questions and/or opinions related to the Meeting's Agenda 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. Votings 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. Voting for each Meeting's Agenda shall be conducted after the discussion of the Meeting's Agenda and the all proposed resolution conveyed to the Meeting, and after the Chairman of the Meeting invites the Meeting's Participants to conduct the voting process which will be guided by the Notary and Securities Administration Bureau (BAE) as the independent party (at the "voting" session).
  - e. **For the Meeting's Participants who attend physically:**
    - 1) 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:
      - a) **Smartphone or other mobile devices** (tablet, iPad, and others); or
      - b) **Touch Screen Monitor** provided by the Company.Therefore, the secrecy in the voting is preserves.  
(Electronic Voting as mentioned in this point 10.e.1 shall be referred to as "**e-Voting at the Meeting Venue**")
    - 2) The Meeting's Participants present are advice to conduct e-Voting at the Meeting Venue by using their own smartphone or other mobile device (tablet, iPad, and others) unless they are unable to do it, 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:
      - a) 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
      - b) Physical distancing during the voting.



3) Procedures of e-Voting at the Meeting Venue, as follows:

- a) The Meeting's Participants will obtain a Ballot during the attendance registration process;
- b) The Ballot contains of 2 (two) parts, namely:
  - i. **Top part**, there is a QR (Quick Response) Code to access and log in to website address of BAE of PT Bima Registra on <https://bimaregistra.co.id/s/vBNGA> BIMA's Website") and
  - ii. **Bottom part**, there is QR Code for voting purposes.
- c) For the Meeting's 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.

However, Meeting's Participants who will cast a vote using the Touch Screen Monitor provided by the Company, must take turn in an orderly manner to line up towards the Touch Screen Monitor in the voting area, and do not 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;

- d) After the Meeting's Participants log in or scan the QR Code on the top part of the Ballot, further for the voting process, the Meeting's Participants may scan the QR Code on the bottom part of the Ballot.

For the Meeting's 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;

- e) After the name and address appear on the Smartphone or other Mobile Devices or the Touch Screen Monitor ("Device Screen"), the Meeting's Participants shall validate such name and address.

If such information has been validated, the Meeting's Participants may vote (AGREE, NOT AGREE, OR ABSTAIN), with the following mechanisms:

- i. If the votes to be given for the whole agenda are "**the same**" (AGREE, or NOT AGREE or ABSTAIN), then:
  - Tap "ALL AGENDA";
  - Choose one of the votes (AGREE, or NOT AGREE, or ABSTAIN) for all Agenda;

- ii. If the votes to be given over each agendas are "**different**", then:
    - Press "EACH" or "PER-AGENDA";
    - On the Device Screen will appear the 1<sup>st</sup> Agenda, then select one vote (AGREE, or NOT AGREE or ABSTAIN) according to the vote to be given;
    - After the voting finished, 2<sup>nd</sup> Agenda will appear, then select one of the votes (AGREE, or NOT AGREE, or ABSTAIN) according to the vote to be given;
    - And so on until the 5<sup>th</sup> Agenda. While for the proposal to the Meeting to accept the resignations of the Company's management, no voting is required.
  - iii. Upon completion the voting, Shareholders or their Proxies shall return the scanned Ballot to the Officer and return to their seats.
- 4) The Meeting's Participants who do not vote or leave the Meeting Room III during the voting period, is regarded as NOT DETERMINING THE CHOICE, and the voting rights will be counted as ABSTAIN votes.
  - 5) The blank/abstain vote is considered to be the same vote as the majority votes.
  - 6) The procedure of e-Voting at the Meeting Venue can be viewed in the form of video illustration through the link <http://investor.cimbniaga.co.id/gcg/agm.html> which is available on the Company's Website.
- f. **For the Shareholders who authorize the proxy with e-Proxy mechanism through eASY.KSEI Application**, are considered exercising their rights through the eASY.KSEI Application, hence, their proxies are not allowed to conduct the e-Voting at the Meeting Venue process.
- g. **For the Meeting's Participants who attend electronically through eASY.KSEI Application:**
- 1) The voting process takes place through the eASY.KSEI Application on the E-Meeting Hall menu, Live Broadcasting submenu (hereinafter referred to "**eASY.KSEI e-Voting**").
  - 2) eASY.KSEI e-Voting can be conducted during the voting period opened by the Company through the E-Meeting Hall screen in the eASY.KSEI Application.
  - 3) During the electronic voting process, the status 'Voting for agenda item no [ ] has started' will appear in the 'General Meeting Flow Text' column.

- 4) If the Meeting's Participant will do the eASY.KSEI e-Voting but fails to cast any vote until the Meeting status shown in the 'General Meeting Flow Text' column changes to 'Voting for agenda item no [ ] has ended, then the Meeting's Participant will be deemed as NOT CAST A VOTE, and his/her voted will be counted as ABSTAIN.
  - 5) Procedure of eASY.KSEI e-Voting can be accessed and downloaded through the link <https://easy.ksei.co.id/egken/>.
  - h. After voting for the Meeting's Agenda is completed, all votes cast by the Meeting's Participants, either through e-Voting at the Meeting Venue or e-Proxy or eASY.KSEI e-Voting, will be counted by Bima Registra and the voting calculation results will be verified by the Notary (Bima Registra & Notaris are the independent parties).
  - i. Further, the Notary will announce the results of the vote count to the Meeting's Participants.
  - j. 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 (Article 13 paragraph 13.2. of the Company's Article of Association).
12. All Meeting's 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. During the Meeting, for the Meeting's Participants who attend physically are expected to:
    - 1) 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.
    - 2) the Meeting's 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.
    - 3) not cut in on/interrupt others.

- 4) sit down by keeping physical distancing with the other Meeting participants in the manner as directed by the Company.
  - 5) immediately leave the Meeting premises after the close of the Meeting by keeping physical distancing with the other Meeting's Participants.
- b. 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, 18 November 2021

**Board of Directors of the Company**