

# NOTARY AND LAND DEED OFFICIAL OF SOUTH JAKARTA ADMINISTRATIVE CITY

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Jakarta, June 26th, 2025

Number: 222B/VI/2025

Subject :Resume of the Extraordinanry 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 Extraordinary 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 : Thursday, June 26th, 2025

Time : At 14.29 WIT – 15.22 WIT

Place: Meeting Room M Floor, Graha CIMB Niaga, Jl Jend. Sudirman Kav 58,

South Jakarta – 12190

# The Agenda of Meeting are as follows:

- 1. Approval on the Spin-Off of the Company's Sharia Business Unit by Establishing a Legal Entity of PT Bank CIMB Niaga Syariah.
- 2. Approval on the Spin-Off Design.
- 3. Approval on the Draft of Spin-Off Deed.
- 4. Approval on the Draft of PT Bank CIMB Niaga Syariah Establishment Deed.
- 5. Approval on the Changes to the Company's Articles of Association that Applicable on the Effectiveness of Spin-Off Date.
- 6. Approval on the Dissolution and Resignation of Members of the Sharia Supervisory Board of the Company that Applicable on the Spin-Off Effective Date.
- 7. Approval on the Changes in the Composition of the Company's Board of Directors and/or Board of Commissioners that Applicable on the Spin-Off Effective Date.
- B. Members of the Board of Commissioners ("BOC"), Board of Directors ("BOD") and Sharia Supervisory Board ("SSB") as well as Audit Committee including the Chairman of the committees under the Board of Commissioners of the Company, who were presence at the Meeting, are as follows:

### BOARD OF COMMISSIONERS

President Commissioner : DIDI SYAFRUDDIN YAHYA

Vice President Commissioner (Independent) : GLENN MUHAMMAD SURYA YUSUF

Independent Commissioner : SRI WIDOWATI

Independent Commissioner : FARINA J. SITUMORANG
Independent Commissioner : DODY BUDI WALUYO
Commissioner : VERA HANDAJANI
Commissioner : NOVAN AMIRUDIN

### **BOARD OF DIRECTORS**

President Director : LANI DARMAWAN
Director : LEE KAI KWONG

Director : JOHN SIMON
Director concurrently as Compliance Director : FRANSISKA OEI

Director : PANDJI P.DJAJANEGARA

Director : HENKY SULISTYO
Director : RUSLY JOHANNES
Director : NOVIADY WAHYUDI
Director : RICO USTHAVIA FRANS(\*)

SHARIA SUPERVISORY BOARD

Chairman : PROF. DR. M. QURAISH SHIHAB, MA

Member : PROF. DR. FATHURRAHMAN DJAMIL, MA

Member : DR.YULIZAR DJAMALUDDIN SANREGO, M.EC.

**AUDIT COMMITTEE** 

Chairman (concurrently as Member) : DODY BUDI WALUYO

Member : GLENN MUHAMMAD SURYA YUSUF

Member : ENDANG KUSSULANJARI S.
Member : ANGELIQUE DEWI DARYANTO

(\*) Effective since the closure of the Annual GMS dated April, 14th 2025 and upon obtaining the OJK approval and/or fulfilled of the requirements as determined in the OJK approval

The members of the BOC, BOD, SSB and the Company's Audit Committee including the Chairman of the committees under the BOC of the Company attended the Meeting, both physically and via video conference, from the Meeting Room, Floor M; likewise, the professionals and supporting institutions, namely the Notary and Securities Administration Bureau, as well as the Company's Shareholders and/or their Representatives present physically occupied the Meeting Room, Floor M.

- C. The Meeting was attended and/or represented by the Company's Shareholders, all of whom have 23.780.066.661shares or representing 94,5823% of the total number of shares with valid voting rights issued by the Company (comprising both Class A and Class B shares), totaling 25,142,205,843 (twenty-five billion one hundred forty-two million two hundred five thousand eight hundred forty-three) shares, were present or represented. Therefore, it fulfilled the required Meeting quorum, for the 1st to 4th agenda items at least 3/4 (three fourths), for the 5th agenda item at least 2/3 (two-thirds) and for the 6th and 7th agenda items at least 1/2 (one-half) of the total shares issued by the Company with voting rights.
- D. Announcement and Invitation of the Meeting have been published in accordance with the Article 11 and 12 of the Company's Articles of Association and the Financial Services Authority Regulation (hereinafter referred to as the "OJK Regulation") No. 15/POJK.04/2020 on the Plan and Implementation of the General Meeting of Shareholders of Publicly-Held Companies, as follows:
  - 1. Notification of the Meeting's plan has been submitted to the Financial Services Authority (*Otoritas Jasa Keuangan* "**OJK**"), Indonesia Stock Exchange ("**IDX**"), and Indonesia Central Securities Depository (*PT Kustodian Sentral Efek Indonesia* "**KSEI**") on May 2<sup>nd</sup> 2025;
  - Announcement to the Shareholders of the Company has been published and uploaded in Bahasa Indonesia and English on the Company's website at <a href="www.cimbniaga.co.id">www.cimbniaga.co.id</a> (the "Company's Website"), IDX's website at <a href="www.idx.co.id">www.idx.co.id</a> (the "IDX's Website") and KSEI's website through the Electronic General Meeting System KSEI ("eASY.KSEI") Application at <a href="https://easy.ksei.co.id">https://easy.ksei.co.id</a> ("eASY.KSEI Application") on May 9th 2025;
  - 3. Invitation to the Shareholders of the Company to attend the Meeting On May 28<sup>th</sup> 2025 (28 days prior to the Meeting) has been published and uploaded in both Bahasa Indonesia and English on the Company's Website, IDX's Website, and eASY.KSEI Application;
  - 4. Explanation of all Agenda and materials of the Meeting have been uploaded on the Company's Website on May 28<sup>th</sup> 2025, including the Spin-Off Design, the Draft of Spin-Off Deed, the Draft of PT Bank CIMB Niaga Syariah Establishment Deed, Matrix Changes of the Company's Articles of Association, Rules of Conduct of the Meeting, Form of the Power of Attorney ("POA"), Video of the Electronic Voting Procedures at the Meeting Venue and eASY.KSEI Guidelines for The Shareholders (including the guideline for Electronic Voting through eASY.KSEI Application or "eASY.KSEI e-Voting").

- E. The Meeting was chaired by **DIDI SYAFRUDDIN YAHYA** as President Commissioner (Independent) based on Article 12 paragraph 12.3 of the Company's Articles of Association and the BOC Circular Resolutions Number 022/DEKOM/KP/V/2025 dated May, 27<sup>th</sup> 2025
- F. The Meeting was held electronically by using eASY.KSEI Application with due observance of OJK Regulation No. 16/POJK.04/2016 regarding Implementation of Electronic General Meetings of Shareholders of Publicly-Held Companies in conjunction with Article 12 paragraph 12.1. of the Company's AOA. All participants present physically or electronically in the Third Meeting were able to actively participate and engage in the proceedings.
- G. In order to maintain the independence and secrecy of the Shareholders in the voting process, voting in the Meeting shall be conducted in private. The Meeting resolutions are adopted in accordance with the Meeting quorum. Voting was conducted on each Agenda of the Meeting. For the Shareholders and/or their proxies who attend the Meeting physically, the voting was conducted individually and electronically ("e-Voting") at the Meeting Venue ("e-Voting at the Meeting Venue") by using smartphone, other mobile devices (tablet and others) or touch screen monitor provided by the Company, so that the shareholders' votes confidentiality can be preserved. For the Shareholders and/or their proxies who attend the Meeting electronically, can do the process of eASY.KSEI e-Voting. While, for the Shareholders who authorize the proxy with e-Proxy mechanism, are considered exercising their rights through eASY.KSEI and not allowed to conduct the e-Voting at the Meeting Venue process.
- H. In the agenda of the Meeting, it has been provided an opportunity to the Shareholders to raise questions and/or convey opinions for each agenda of the Meeting.

The Meeting has adopted the resolutions as set forth in the deed of "Minutes of the Extraordinary General Meeting of Shareholders of PT BANK CIMB NIAGA Tbk", dated June 26<sup>th</sup> 2025 number 98 which minutes was drawn up before me, the Notary, which substantially as follows:

### In First Agenda of the Meeting:

The results of the voting conducted at the Meeting and through eASY.KSEI were as follows:

 Number of votes unagreed
 :
 521.400
 =
 0,0022%

 Abstain
 :
 46.842.200
 =
 0,1970%

 Number of votes agree
 :
 23.732.703.061
 =
 99,8008%

 Affirmative votes
 :
 23.779.545.261
 =
 99,9978%

"Therefore The meeting with majority vote of 23.779.545.261 shares or representing 99,9978% of the total votes issued in the Meeting resolved:

- 1. Approved the separation (spin-off) of the Sharia Business Unit of PT Bank CIMB Niaga Tbk by establishing a legal entity PT Bank CIMB Niaga Syariah, and to authorize any other actions that may be required to implement such separation ("Spin-Off"), including to carry out a capital participation in PT Bank CIMB Niaga Syariah;
- 2. Approved to grant power and authority to the Board of Directors ("BOD") of the Company with the right of substitution, to perform any and all necessary actions in relation to matters pertaining to such Spin-Off with due observance of the Company's Articles of Association and prevailing laws and regulations; and
- 3. Ratified all actions that have been taken by the BOD and/or Board of Commissioners ("BOC") of the Company without any exception in relation to matters pertaining to such Spin-Off with due observance of the Company's Articles of Association and prevailing laws and regulations."

# In Second Agenda of the Meeting:

The results of the voting conducted at the Meeting and through eASY.KSEI were as follows:

 Number of votes unagreed
 :
 521.400
 =
 0,0022%

 Abstain
 :
 46.842.200
 =
 0,1970%

 Number of votes agree
 :
 23.732.703.061
 =
 99,8008%

 Affirmative votes
 :
 23.779.545.261
 =
 99,9978%

"Therefore The meeting with majority vote of 23.779.545.261 shares or representing 99,9978% of the total votes issued in the Meeting resolved:

- . Approved the Spin-Off Design of the Sharia Business Unit of PT Bank CIMB Niaga Tbk prepared by the Company's BOD and approved by the Company's BOC;
- 2. Approved to grant power and authority to the BOD of the Company with the right of substitution, to perform any and all necessary actions in relation to matters pertaining to the Sharia Business Unit of PT Bank CIMB Niaga Tbk Spin-Off Design with due observance of the Company's Articles of Association and prevailing laws and regulations; and
- 3. Ratified all actions that have been taken by the BOD and/or the BOC of the Company without any exception in relation to matters relating to the Spin-Off Design with due observance of the Company's Articles of Association and prevailing laws and regulations."

### In Third Agenda of the Meeting:

The results of the voting conducted at the Meeting and through eASY.KSEI were as follows:

 Number of votes unagreed
 :
 521.400
 =
 0,0022%

 Abstain
 :
 46.842.200
 =
 0,1970%

 Number of votes agree
 :
 23.732.703.061
 =
 99,8008%

 Affirmative votes
 :
 23.779.545.261
 =
 99,9978%

"Therefore The meeting with majority vote of 23.779.545.261 shares or representing 99,9978% of the total votes issued in the Meeting resolved:

- 1. Approved the Draft of Spin-Off Deed.
- 2. Approved to grant of power and authority to the BOD of the Company with the right of substitution, to take any and all actions in relation to matters relating to the Draft of Spin-Off Deed with due observance of the Company's Articles of Association and prevailing laws and regulations, including to make or request to make all necessary deeds, letters and documents, appear before the authorized parties/officials, to apply for approval and/or make notification to the authorized parties/officials to obtain approval from OJK in accordance with the prevailing laws and regulations and to make amendments and/or additions in the form necessary to obtain such approval or receipt of notification, and to carry out other actions that may be required without any exception; and
- 3. Ratified all actions that have been taken by the Company's BOD and/or BOC without any exception in relation to the matters relating to the Spin-Off Deed with due observance of the Company's Articles of Association and prevailing laws and regulations."

# In Fourth Agenda of the Meeting:

The results of the voting conducted at the Meeting and through eASY.KSEI were as follows:

 Number of votes unagreed
 :
 521.400
 =
 0,0022%

 Abstain
 :
 46.842.200
 =
 0,1970%

 Number of votes agree
 :
 23.732.703.061
 =
 99,8008%

 Affirmative votes
 :
 23.779.545.261
 =
 99,9978%

"Therefore The meeting with majority vote of 23.779.545.261 shares or representing 99,9978% of the total votes issued in the Meeting resolved:

- 1. Approved the Draft of Establishment Deed of the Sharia Commercial Bank as the result of Spin-Off, namely the Establishment Deed of PT Bank CIMB Niaga Syariah;
- 2. Approved to grant power and authority to the BOD of the Company with the right of substitution, to perform any and all necessary actions in relation to matters pertaining to the Deed of Establishment of PT Bank CIMB Niaga Syariah, including but not limited to signing the Deed of Establishment of PT Bank CIMB Niaga Syariah, apply for legalization of PT Bank CIMB Niaga Syariah as a legal entity from Ministry of Law of Republic of Indonesia and relevant institutions, and to carry out other actions that may be required without any exception with due observance of the Company's Articles of Association and prevailing laws and regulations; and
- 3. Ratified all actions that have been taken by the Company's BOD and/or BOC without any exception in relation to matters relating to the Deed of Establishment of PT Bank CIMB Niaga Syariah with due observance of the Company's Articles of Association and prevailing laws and regulations."

# In Fifth Agenda of the Meeting:

"The results of the voting conducted at the Meeting and through eASY.KSEI were as follows:

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Number of votes unagreed	:	521.400	=	0,0022%
Abstain	:	46.842.200	=	0,1970%
Number of votes agree	:	23.732.703.061	=	99,8008%
Affirmative votes	:	23,779,545,261	=	99.9978%

"Therefore The meeting with majority vote of 23.779.545.261shares or representing 99,9978% of the total votes issued in the Meeting resolved:

- 1. Approved the amendments to the Company's Articles of Association effective on the Spin-Off Effective Date, namely:
  - (i) to delete references to sharia business activities from Article 3 (Purpose, Objectives and Business Activities);
  - (ii) to delete references to the Sharia Supervisory Board from Article 11 (General Meeting of Shareholders); and
  - (iii) to delete Article 20 (Sharia Supervisory Board) and Article 21 (Duties and Authorities of the Sharia Supervisory Board);

while also taking into account the implementation of the 2020 Indonesian Standard Industrial Classification (KBLI), with the full details of the amendments to the Company's Articles of Association will be presented during the Meeting;

- 2. Approved to grant power and authority to the BOD of the Company with the right of substitution, to restate the resolution regarding the amendments of the Company's Articles of Association in a notary deed, to notify/report to the authorities, and with due regard to the foregoing, to perform any necessary actions in accordance with the laws and regulations; and
- 3. Ratified all actions that have been taken by the Company's BOD and/or BOC without any exception in relation to matters relating to the amendment of the Company's Articles of Association with due observance of the Company's Articles of Association and prevailing laws and regulations."

# In Sixth Agenda of the Meeting:

"The results of the voting conducted at the Meeting and through eASY.KSEI were as follows:

Number of votes unagreed	0	520.800	=	0,0022%
Abstain		46.842.200	=	0,1970%
Number of votes agree	;	23.732.703.661	=	99,8008%
Affirmative votes	:	23.779.545.861	=	99,9978%

"Therefore The meeting with majority vote of 23.779.545.861 shares or representing 99,9978% of the total votes issued in the Meeting resolved:

- 1. Approved the dissolution and received the proposal resignation of all members of the Sharia Supervisory Board and provided full release and discharge (acquit de charge) of their responsibilities during their positions as long as the actions are reflected in the Company's books and not conflict or violate the applicable laws and regulations and thanked them for their contributions and services effective on the Spin-Off Effective Date; and
- 2. Approved to grant of power and authority to the BOD of the Company with the right of substitution, to restate the resolution regarding the decision of this Meeting's agenda in the notary deed and to report to the authorities, and with due regard to the foregoing, to perform any acts necessary in accordance with the laws and regulations.
  - With the effective resignation of all members of the Sharia Supervisory Board and the effective Spin-Off on the Spin-Off Effective Date, the Company dissolves the Sharia Supervisory Board organ in the Company."

#### In Seventh Agenda of the Meeting:

"The results of the voting conducted at the Meeting and through eASY.KSEI were as follows:

Number of votes unagreed	0	383.538.145	=	1,6129%
Abstain	0	46.842.200	==	0,1970%
Number of votes agree		23.349.686.316	=	98,1902%
Affirmative votes	0	23.396.528.516	=	98,3871%

"Therefore The meeting with majority vote of 23.396.528.516 shares or representing 98,3871% of the total votes issued in the Meeting resolved:

1. Accepting the proposal resignation of PANDJI P. DJAJANEGARA from his position as Director of the Company and provided full release and discharge (acquit de charge) of his responsibilities during his positions as long as the actions are reflected in the Company's books and not conflict or violate the applicable laws and regulations and thanked him for his contributions and services effective on the Spin-Off Effective Date.

Thus, the composition of the Company's BOD effective on the Spin-Off Effective Date are as follows:\*

BOARD OF DIRECTORS

President Director : LANI DARMAWAN
Director : LEE KAI KWONG
Director : JOHN SIMON
Director concurrently Compliance : FRANSISKA OEI

Director

Director : HENKY SULISTYO

Director : JONI RAINI

Director : RUSLY JOHANNES
Director : NOVIADY WAHYUDI
Director : RICO USTHAVIA FRANS\*\*

\* Effective on the Spin-Off Effective Date

\*\* Effective since the closure of the Annual GMS dated 14 April 2025 and upon obtaining the OJK approval and/or fulfilled of the requirements as determined in the OJK approval.

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2. Approved to grant of power and authority to the BOD of the Company with the right of substitution, to restate the resolution regarding the Change to the Company's BOD Composition in the notary deed and to report to the authorities, and with due regard to the foregoing, to perform any acts necessary in accordance with the laws and regulations."

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.