

**INVITATION OF
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK CIMB NIAGA Tbk**

PT Bank CIMB Niaga Tbk, domiciled in South Jakarta ("the Company"), herewith invites the shareholders to attend the Extraordinary General Meeting of Shareholders Meeting ("Meeting"), which will be held on:

Day/date : Thursday, August 24, 2017
Time : 02:00 pm onwards
Venue : Sasando Room, Graha CIMB Niaga M Floor, Jl. Jend. Sudirman Kav. 58, South Jakarta

Agenda and Explanation of the ("Meeting"):

1. Approval of Changes of Member of the Board of Commissioners and Board of Directors of the Company;

- a. To inform the resignation of Ahmad Zulqarnain Onn from his position as Commissioner of the Company to be proposed to the Meeting effectively at the end of the Meeting;
- b. To propose the appointment of Tengku Dato' Sri Zafrul Tengku Abdul Aziz as Commissioner of the Company with effective term of office as of the date specified in the Meeting which appoints him and with regard to FSA approval and/or fulfillment of the requirements stipulated in the FSA approval until the end of the fourth Annual General Meeting of Shareholders after the effective date of his appointment, without prejudice the right of the General Meeting of Shareholders to terminate at any time in accordance with the provisions of Article 119 of the Company Law; and
- c. To propose the appointment of Rahardja Alimhamzah as Director of the Company (which has been approved by FSA), with effective term of office since the end of the Meeting until the end of the fourth Annual General Meeting of Shareholders after the effective date of his appointment, without prejudice the right of the General Meeting of Shareholders to terminate at any time in accordance with the provisions of Article 105 of the Company Law.

2. Approval of the amendment of Articles of Association of the Company;

Propose the amendment of a number of articles of the Company's Articles of Association which related to:

- a. Adjustment of number of founders' evidence.
- b. Adjustment of term of office of Sharia Supervisory Board to 4 years (in accordance with the term of office of Board of Directors and Board of Commissioners).
- c. Adjustments of several articles including the procedures for the conduct of the GMS, duties and authorities and meetings of the Board of Directors and Board of Commissioners with FSA Regulations.

Adjustment of several other articles which deemed necessary in accordance with the FSA regulation and the rules of the ASEAN Corporate Governance Scorecard.

3. Revision of Approval of Share Buyback Plan;

The Company will propose revision on the resolutions of the Extraordinary General Meeting of Shareholders on April 25, 2017 related to the Company's Share Buy Back and the implementation of the stock-based loyalty program to management and employees, with the following changes:

- a. Share Buy Back will be conducted in accordance with the prevailing laws and regulations of the Republic of Indonesia, including the Law of the Republic of Indonesia No. 40 of 2007 on Limited Liability Companies and Financial Services Authorities Regulation (formerly Capital Market and Financial Institution Supervisory Board) No. XI.B.2, Appendix to Head of Capital Market and Financial Institution Supervisory Board Decision No. Kep-105/BL/2010 dated April 13, 2010 on Buyback of Shares Issued by Issuers or Public Companies ("**Regulation No. XI.B.2**").
- b. The Share Buy Back from public shareholder of up to a maximum of 2% of Paid-up Capital or a maximum of 503,000,000 (five hundred and three million) shares to be used for stock-based loyalty program to the management and employees in the Employee and Management Ownership Program in the form of Share Grant and Management Employee Stock Option Plan (MESOP).
- c. Share Buy Back will be conducted no later than 12 months since the Meeting's decision.
- d. The estimated cost required for the share buy back is a maximum of IDR500.000.000.000, - (five hundred billion rupiahs) which includes the broker's fee and any other related expenses.
- e. The Employee and Management Ownership Program in the form of Share Grant and Management Employees Stock Option Plan (MESOP) are variable remuneration programs in shares.
- f. The programs planned by the Company are aimed at improving the productivity and performance of the management and employee and to create a sense of belonging to the Company.
- g. The programs will be implemented by following and complying with applicable laws and regulations including regulations on affiliated transactions and conflict of interest of certain transactions.
- h. The Company will buy back the shares in accordance with Regulation No. XI.B.2 as follows:
 - 1) In the event of share buy back through the Stock Exchange, the offer price shall lower or equal to that in the previous transaction; and
 - 2) In the event that the share buy back outside the Stock Exchange and given that the Company's shares are listed and traded in the Stock Exchange, the highest price of share buy back shall be the average price at the close of business in the Stock Exchange for the last 90 (ninety) days prior to the share buy back date.

- i. The implementation of share buy back shall not affect the Company's business activities and operations. Since the Company has sufficient capital adequacy (CAR) in accordance with prevailing regulations.

Explanation on Quorum of Attendance and Decision:

- a. The Meeting is legitimate and can be conducted and pass binding decision if it is attended by the Shareholders or the valid proxies Shareholders that represents:
 - for the first agenda, more than 1/2 (half) of the total shares issued by the Company with valid voting rights, and
 - for the second and third agenda, at least 2/3 (two third) of the total shares issued by the Company with valid voting rights.
- b. The Meeting decision must be taken based on the deliberation and consensus. In the event that consensus decision fails to be reached, the decision is valid if it is approved: (i) for the first agenda, more than 1/2 (half) of the total shares issued by the Company with valid voting rights present or represented at the Meeting, and (ii) for the second and third agenda, at least 2/3 (two third) of the total shares issued by the Company with valid voting rights present or represented at the Meeting.

General Provisions:

- a. The Company does not issue a separate letter of invitation to the shareholders, and this advertisement is considered as a formal invitation;
- b. Shareholders who are entitled to attend or be represented in the said Meeting are shareholders whose names are recorded in the Company's Shareholders Register or Shareholders at the security account of PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing day of Tuesday, July 25, 2017 at 04:00 pm;
- c. Shareholders whose names are not in KSEI collective custody or his/her legal representative and plan to attend the Meeting, must show the original or submit the copy of Collective Share Certificate and the copy of Identity Card ("ID") to the Registration Officer before entering into the Meeting room. For the Shareholders whose shares are in KSEI collective custody or his/her representative are going to attend the Meeting, must show the original of the Written Confirmation to Attend the Meeting ("KTUR") and copies of ID;
- d. Shareholders who are unable to attend the Meeting may be represented by his/her representative with the following terms:
 - i. The representation must provide a legitimate Power Of Attorney ("POA") in the acceptable form to the Directors of the Company, or in accordance with the standard form of POA that may be obtained at the Head Office of the Company (attn. Corporate Secretary of the Company) during office hours or can be directly downloaded via the Company's website;
 - ii. Members of the Board of Commissioners, Directors, and the employees of the Company may act as any Shareholders' representative in the Meeting, however their votes shall not be included in the total numbers of votes cast in the Meeting;
 - iii. The POA issued from the Shareholders having domicile abroad, shall be legalized by the local Indonesian Consulate;
 - iv. The completed POA with copies of ID of the Shareholders and the representative shall be received by the Company via Share Administration Bureau PT Sirca Datapro Perdana, which having domicile at Wisma Sirca Jl. Johar Nomor 18, Menteng, Central Jakarta ("BAE") phone. (62 21) 3900645, 3905920, 3140032 fax.(62 21) 3140185, 3900652 at the latest of August 22, 2017.
- e. The representative of Shareholders in the form of legal entity ("Corporate Shareholders") is requested to submit:
 - i. Copies of the valid AoA of the Corporate Shareholders;
 - ii. The documents of the appointment of incumbent members of the management;
To the Company via BAE at the address referred to in clause d.(iv) mentioned above, at the latest of August 22, 2017.
- f. The Shareholders of the Company are encouraged to read in advance the Meeting's Rule of Order that can be directly downloaded through the Company's website since the date of this Invitation, and will also be distributed to the Shareholders before they enter the Meeting room.
- g. In order to facilitate the arrangement, the shareholders or their proxies with due respect are requested to be present at the Meeting room the latest at 01:30 pm.

Information and the Meeting materials including explanation of the Meeting are also available at the Company's website (www.cimbniaga.com), or can be obtained by submitting request in written to the Corporate Secretary of the Company.

Jakarta, July 26, 2017

Board of Directors

PT Bank CIMB Niaga Tbk

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