



ASHOYA RATAM, SH, MKn.

NOTARIS & P.P.A.T KOTA ADMINISTRASI JAKARTA SELATAN

Jl. Suryo No. 54, Kebayoran Baru, Jakarta 12180, Telp. : 021-29236060, Fax. : 021-29236070 Email: notaris@ashoyaratam.com

No.: 365/VIII/2017 (translation)
Re : **Resume of the Extraordinary
General Meeting of Shareholders of
PT BANK CIMB NIAGA Tbk**

Jakarta, August 24th, 2017

To
PT BANK CIMB NIAGA Tbk
Jakarta

Dear Sir or Madam,

I hereby provide you with the Resume of the Extraordinary General Meeting of Shareholders (hereinafter referred to as "**Meeting**") of "PT BANK CIMB NIAGA Tbk", having domicile in South Jakarta (hereinafter referred to as the "**Company**") that has been convened on:

- A. Day/date : Thursday, August 24th, 2017
Time : 14.15 until 15.25 West Indonesian Time
Place : Sasando Room, Graha CIMB Niaga, M Floor
Jl. Jenderal Sudirman Kaveling 58, South Jakarta

-with the presence of all members of Board of Directors and Board of Commissioners, including Sharia Supervisory Board of the Company (except Fatturahman Djamil as member of Sharia Supervisory Board of the Company (who are unable to attend) and shareholders and/or the proxy/representative of shareholders who entirely own 23,683,336,462 (twenty three trillion six hundred eighty three million three hundred thirty six thousand four hundred sixty two) shares or constitute 94,24% (ninety four point two four percent) of the entire series A and B shares with voting rights that have been issued by the Company, which entirely in the amount of 25.131.606.843 (twenty five billion one hundred thirty one million six hundred and six thousand eight hundred forty three) shares, which consist of:

- Serie A shares in the amount of 71,853,936 (seventy one million eight hundred fifty three thousand nine hundred thirty six) shares; and
- Serie B shares in the amount of 25,059,752,907 (twenty five billion fifty nine million seven hundred fifty two thousand nine hundred and seven) shares;

Therefore for such reason, quorum which is required in the Article 13 paragraph 13.1 Articles of Association of the Company juncto Article 26 Financial Services Authority Regulation No. 32/POJK.04/2014 regarding the Plan and the Convening of the General Meeting of Shareholders of Public Company ("POJK 32/2014") and paragraph 13.6 of the Articles of Association juncto Article 27 POJK 32/2014 of the Company has been met and the Meeting shall be valid and entitled to take valid and binding resolution concerning the matters being discussed related to the Agenda of the Meeting.

B. Agenda of the Meeting are as follows:

1. Approval of Change Member of the Board of Commissioners and Board of Directors of the Company;
2. Approval of the amendment of Articles of Association of the Company; and
3. Revision of Approval of Share Buy Back Plan.

- C. Notification and Invitation of the Meeting have been carried out in accordance with the provision of Article 12 paragraph 12.2 of the Company's Articles of Association and POJK 32/2014, are as follows:
- Announcement** of the meeting has been published in an Indonesian daily newspapers, namely "Investor Daily", Indonesia Stock Exchange website and Company's website on July 11th, 2017 and reannounced together with the notice of change of Information Disclosure in connection with the amendment of the implementation of the share buy back plan by the Company on July 18th, 2017
 - Invitation** and information of the agenda of the Meeting has been published in an Indonesian daily newspapers, namely "Investor Daily" and material of the meeting has been published in Stock Exchange website and Company's website on July 26th, 2017.
- D. In each agenda item of Meeting, shareholders and/or the proxy/representative of shareholders have been given the opportunity to raise question/deliver the response, and there is shareholder who raised question for the third agenda of the Meeting, which is 1 (one) person, while for the first and second agenda there are no question nor response are delivered in the Meeting.
- E. Mechanism of the adopted resolution except for first agenda in the Meeting was conducted by deliberation to reach consensus, but to increase the independency and confidentiality of the shareholders in the process of the voting right in accordance to OJK recommendation related to the implementation Company's Governance Rule, the adoption of resolution will be conducted in ballot votes.
- F. Result of the resolution that adopted by voting, as follows:

First Agenda item	Votes			Majority votes
	Agree	Disagree	Abstain/ Not vote	
Section A Resignation of Ahmad Zulqarnain Onn as <i>Commissioner</i>	23,567,104,718 shares or 99.51% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	1,769,278 shares or 0.0075% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	114,462,466 shares with voting rights present at the Meeting	23,681,567,184 shares or 99.992% of the total number of shares with voting rights present at the Meeting
Section B Appointment of Tengku Dato' Sri Zafrul Tengku Abdul Aziz as <i>Commissioner</i>	23,669,600,003 shares or 99.94% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	1,769,278 shares or 0.0075% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	11,967,181 shares with voting rights present at the Meeting	23,681,567,184 shares or 99.992% of the total number of shares with voting rights present at the Meeting
Section C Appointment of Rahardja Alimhamzah as <i>Director</i>	23,649,051,303 shares or 99.86% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	1,769,278 shares or 0.0075% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	32,515,881 shares with voting rights present at the Meeting	23,681,567,184 shares or 99.992% of the total number of shares with voting rights present at the Meeting

h

Second Agenda	23,661,379,108 shares or 99.91% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	18,892,478 shares or 0.08% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	3,064,876 shares with voting rights present at the Meeting	23,664,443,984 shares or 99.92% of the total number of shares with voting rights present at the Meeting
Third Agenda	23,682,776,608 shares or 99.9976% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	474,878 shares or 0.0020% of the total number of shares with voting rights present at the Meeting (after being deducted with abstain vote)	84,976 shares with voting rights present at the Meeting	23,682,861,584 shares or 99.998% of the total number of shares with voting rights present at the Meeting

G. The Meeting has adopted resolutions as set forth in the Minutes of the Extraordinary General Meeting of Shareholders of "PT BANK CIMB NIAGA Tbk" dated August 24th, 2017 number 34, which minutes made by me, Notary, which substantially as follows:

In the First Agenda of the Meeting:

-Section A

"The meeting with majority vote 23,681,567,184 or represented 99.992% of the total votes issued in the Meeting (note: there are abstain vote in the amount of 1,769,278), resolved :

- 1. To approve the resignation of Ahmad Zulqarnain Onn from his position as Commissioner of the Company effectively since the end of the Meeting, with the expression of gratitude and highly appreciation for the contribution and dedication during his tenure as Commissioner of the Company.**

A complete acquittal and discharge for the supervisory actions which have been performed during his tenure as of the last liability until the effective date of his resignation will be proposed to be approved at the Annual General Meeting of Shareholders ("AGMS") for the financial year 2017 to be held in 2018.

-Section B

"The meeting with majority vote 23,681,567,184 or represented 99.992% of the total votes issued in the Meeting (note: there are abstain vote in the amount of 11,967,181), resolved :

- 2. To approve the appointment of Tengku Dato' Sri Zafrul Tengku Abdul Aziz as Commissioner of the Company with effective term of office since OJK's approval on the fit and proper test ("Effective Date") until the end of the fourth AGMS after the Effective Date, without prejudice the right of the General Meeting of Shareholders ("GMS") to terminate at any time in accordance with the provisions of Article 119 of the Law No. 40 Year 2007 Concerning the Limited Liability Company (Company Law).**

In the event that OJK does not give its approval, or the requirements determined by the

OJK for the appointment concerned could not been fulfilled, then the appointment shall be considered as null and void without any GMS's approval is required.

-Section C

"The meeting with majority vote 23,681,567,184 or represented 99.992% of the total votes issued in the Meeting (note: there are abstain vote in the amount of 32,515,881), resolved :

3. To approve the appointment of Rahardja Alimhamzah as Director of the Company with effective term of office since the end of the Meeting ("Effective Date") until the end of the fourth AGMS after the effective date of his appointment, without prejudice the right of the GMS to terminate at any time in accordance with the provisions of Article 105 of the Company Law.

Therefore the complete composition of the member of Board of Commissioners (since the effective appointment of Tengku Dato' Sri Zafrul Tengku Abdul Aziz which is upon OJK's approval), and composition of the member of the Board of Directors (since the effective appointment of Rahardja Alimhamzah) shall be as follows:

BOARD OF COMMISSIONERS

- Dato' Sri Nazir Razak, President Commissioner
- Glenn Muhammad Surya Yusuf, Vice President Commissioner
- Zulkifli M. Ali, Independent Commissioner
- Pri Notowidigdo, Independent Commissioner
- Armida Salsiah Alisjahbana, Independent Commissioner
- Jeffrey Kairupan, Independent Commissioner
- David Richard Thomas, Commissioner
- Tengku Dato' Sri Zafrul Tengku Abdul Aziz, Commissioner

BOARD OF DIRECTORS

- Tigor M. Siahaan, President Director
- Wan Razly Abdullah, Director
- Rita Mas'oen, Director
- Megawati Sutanto, Director
- Vera Handajani, Director
- John Simon, Director
- Lani Darmawan, Director
- Pandji P. Djajanegara, Director
- Hedy Lopian, Director
- Fransiska Oei, Compliance Director (Independent)
- Rahardja Alimhamzah, Director

4. To approve the granting of authorities to the Board of Directors of the Company, with the right of substitution, to restate resolution regarding the change of composition of the Board of Commissioners and the Board of Directors of the Company in notarial deed and to report to the competent authority, and with due regard to the foregoing, to perform any acts as may be required with due regard to the laws and regulations."

In the Second Agenda of the Meeting:

"The meeting with majority vote 23,664,443,984 or represented 99.92% of the total votes issued in the Meeting resolved:

1. To approve the amendment of several provision of the Company's Articles of Association and subsequently to restate the entire Articles of Association of the Company.

4

2. To approve the granting of authorities to the Board of Directors of the Company, with the right of substitution to restate the resolution regarding the amendment and restatement of Articles of Association in notarial deed and to report the same to the competent authority and with due regard to the foregoing to act whatever as may be required including making additions and/or adjustments with due regard to the laws and regulations.

In the Third Agenda of the Meeting:

“The meeting with majority vote 23,682,861,584 or represented 99.998% of the total votes issued in the Meeting resolved:

1. To approve the changes on share buy back plan and the implementation of the stock-based loyalty programme to management and employees (MESOP) which have been approved in the Extraordinary General Meeting of Shareholders on April 25th, 2017.
2. To approve the share buy back from public shareholder of up to a maximum 2% of Paid-up Capital or maximum of 503,000,000 (five hundred and three million) shares, with maximum cost IDR500.000.000.000,- (five hundred billion rupiahs) which includes broker’s fee and any other related expenses, to be used for stock-based loyalty programme to the management and employees in the Employee and Management Ownership Programme in the form of: (i) Share Grant and (ii) Management Employee Stock Option Plan (“MESOP”).
3. To grant authority to the Board of Directors of the Company to conduct the share buy back in accordance to prevailing regulations including Capital Market regulations within no later than 12 months since the close of the Meeting.
4. To grant authority to the Board of Directors of the Company to determine the eligibility criteria along with the terms and conditions of the stock based loyalty programme.
5. In the event that the share buy back cannot be executed by any reason, including not obtaining approval from the authority, this decision shall be void without any approval of the GMS.”

This resume is submitted prior to the issuance of the copy of said minutes above, which will be immediately submitted to the Company after being completely prepared.



Sincerely yours

ASHOYA RATAM, SH., MKn
Notary in Administrative City of South Jakarta