No. M.02

POLICY OF COMMUNICATION WITH THE SHAREHOLDERS or INVESTORS

Version: 01.2018
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I. PREAMBLE

1.1. Objective

a. To ensure effective communication between PT Bank CIMB Niaga Tbk (“Bank”) and the Shareholders or Investors.

b. To ensure the availability of medium for the Shareholders or Investors in enhancing their role and participation through effective and continuous communication with the Bank, to support the achievement of Bank’s vision and mission.

1.2. Background

As part of the commitment of the Bank in implementing Good Corporate Governance principles, particularly transparency principle through have a good communication with the Shareholders or Investors.

1.3. Legal Basis


b. Law No. 40 Year 2017 regarding Limited Liabilities Company.

c. Financial Services Authority Regulation No. 31/POJK.04/2015 dated 16 December 2015 regarding Disclosure of Material Information or Fact by the Issuer or Public Company.


e. Financial Services Authority Regulation No. 21/POJK.04/2015 dated 16 November 2015 regarding the Implementation of Corporate Governance Guideline of Public Company.

f. Financial Services Authority Regulation No. 6/POJK.03/2015 dated 1 April 2015 regarding Transparency and Report Publication of Banks.

g. Financial Services Authority Regulation No. 32/POJK.03/2015 dated 12 August 2016 regarding Amendment of Financial Services Authority
Regulation No. 6/POJK.03/2015 dated 1 April 2015 regarding Transparency and Report Publication of Banks.


k. Bank’s Articles of Association

l. Procedure of the Implementation of General Meeting of the Shareholders and Public Expose No. M.01.P.01 version 01.2018


1.4. Scope

This Policy is a Bank’s internal policy, which applicable to all members of the Board of Commissioners, Board of Directors and all employees of the Bank, in particular working units related to Shareholders or Investors.

1.5. Definition

a. **Analyst Meeting** is a regular exposition to the public on Bank’s performance and business prospect.

b. **Bank** is PT Bank CIMB Niaga Tbk

c. **Stock Exchange** is PT Bursa Efek Indonesia (Indonesia Stock Exchange)
Name of the Policy : Policy of Communication with the Shareholders or Investors
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d. **Public Expose** is an exposition to the public to explain the performance of the Bank with the objective that the information on Bank's performance will be equally distributed.

e. **Public Company** is a Public Company or the Company which performed public offering of its shares or securities that have the quality of equity other than shares, in accordance with the provisions of the regulations in capital markets.

f. **Regulators** are Financial Services Authority, Bank Indonesia and Stock Exchange.

g. **The GMS** is a General Meeting of Shareholders in the form of the Annual General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders. GMS is an organ of a Bank that has authorities which can not be granted to the Board of Directors or Board of Commissioners as stipulated in the Law on Limited Liability Company and/or Articles of Association of the Bank as well as prevailing regulations.
II. GENERAL PROVISIONS

2.1. Communication Strategy

a. Bank recognizes the importance of information disclosure and in order to achieve its objective, vision and mission, the Bank (among other) shall obtain the trust of its Shareholders or Investors by performing communication transparently, honestly, correctly, and on time as well as consistently fulfilling the commitments.

b. In accordance with the transparency principle and in compliance with applicable laws and regulations of the Stock Exchange and capital market related to information disclosure, the Bank always deliver the updated information related to the Bank’s performance and other information as required by the regulators, so as to support the Shareholders or Investors in justifying their investment on Bank’s stocks.

c. Submission or disclosure of information could be done in various ways, including, submitted directly to the Shareholders or Investors, reporting to the Capital Market authorities and the Stock Exchange, media publication, through the Bank's website, through the media, etc. The material of information disclosed by the Bank, should has been received review and approval from Board of Directors.

2.2. Timing of Communication

a. Communication with the Shareholders or Investors shall be carried out continuously and regularly.

b. Communication through information disclosure consists of:
   i. Periodic disclosure, i.e. reports and activities perform in certain period, in compliance with the prevailing regulations, such as monthly, quarterly, half-year and yearly.
   ii. Specific disclosure, i.e. disclosure of information made at any time as needed.
2.3. Communication Programs

a. The Bank through its Company Secretary and appointed working units, as per Bank’s policy, shall maintain good relationship and communication with Shareholders or Investors and able to communicate Bank’s condition, by taking into consideration the prudential principles and confidentiality of Bank’s customers by referring to the Bank’s Policy on Customer Protection & Disclosure of Information to Third Party as well as in accordance with prevailing provisions.

b. Various Communication programs with the Shareholders and Investor held by the Bank, including but not limited to:
   - General Meeting of the Shareholders;
   - Bank’s website;
   - Public Expose;
   - Analyst Meeting;
   - Reports to the Regulators and Regulator's website including Stock Exchange’s website;
   - Financial Reports Publication;
   - Press Release;
   - Annual Report;
   - Dedicated Company’s email.

2.4. Communication Guideline

a. General Meeting of the Shareholders (GMS)

Implementation of GMS is one of the communications medium between the Bank and its Shareholders in order to ensure the rights and interests of the Shareholders, among others:

i. The Shareholders have the right to request the implementation of GMS to the Bank, with the conditions and procedure as stipulated in the Articles of Association of the Bank and prevailing regulations.

ii. The Shareholders also have the right to propose agenda of the GMS. The requirements of shareholders who may propose the agenda of the meeting and its procedures are as stipulated in the Bank’s Articles of Association and prevailing regulations.

iii. The Shareholders have the right to obtain information on agenda of the meeting and related materials of the meeting at a time and
procedure that has been set by the Bank. The materials of the meeting, at the minimum consist of:

a) Announcement of GMS;
b) Notice of GMS;
c) Rule of GMS;
d) Form of Power of Attorney to attend GMS;
e) Elucidation of each agenda of GMS;
f) Annual Report (specifically on the implementation of Annual GMS);
g) CV of candidates of member of Board of Commissioners and/or Board of Directors (in the event there is agenda of the changes of the members of Board of Commissioners and/or Board of Directors);
h) Materials of other agenda, if any;
i) Minutes of GMS’s resolutions.

iv. The availability of materials of the meeting shall be in hardcopy and/or copy of electronic documents.

v. The material of the meeting in the form of hardcopy may be requested by the Shareholders to the Bank by submitting a written request to the Bank. While electronic documents can be accessed through Bank’s website.

vi. The Shareholders or their legitimate proxies may raise question or ask for explanation on the matters related to GMS’s agenda to each member of BOC and BOD, during the GMS.

vii. The Shareholders may exercise their voting rights during the decision making session at the GMS by way of voting.

viii. The complete provisions of GMS decision-making as stipulated in the Bank’s Articles of Association.

ix. The Shareholders may obtain information on GMS from Bank’s obligation to disclose information and/or report as stipulated in related Financial Services Authority Regulations, in the form of publication of Announcement of GMS, Notice of GMS and Minutes of GMS on the newspapers, Stock Exchange’s website and Bank’s website.

x. Information disclosure about GMS on Bank’s website shall be a form of Bank’s transparency to the Shareholders.
xi. The implementation of GMS shall refer to Bank’s internal procedure regarding the implementation of GMS.

b. Bank’s website

The Shareholders and Investors may obtain information regarding the Bank from Bank’s website, including but not limited to:

i. General information of the Bank;
ii. Corporate governance of the Bank;
iii. Corporate Social Responsibility of the Bank;
iv. Financial Reports;
v. Annual Reports;
vi. Other information, such as GMS, Bank’s shares, Bank’s products and services, etc.

c. Public Expose

i. Bank will held public expose at least once in a year or at any time as requested by Stock Exchange.

ii. The materials of public expose shall be communicated through Bank’s website and Stock Exchange’s website.

iii. In public expose, the Board of Directors shall explain:
   a) Latest financial performance and operation;
   b) Problems faced by the Bank;
   c) Efforts to improve Bank’s performance;
   d) Financial projections (if any);
   e) Other information that need to be disclosed to the public by the Bank, based on prevailing regulations.

iv. The Shareholders or Investors, analysts, fund managers, representative of members of Stock Exchange and media may attend Public Expose.

v. In the public expose, the participants were given the opportunity to raise questions related to the discussion of the public expose.

d. Analyst Meeting

i. Analyst Meeting shall be held by the Bank regularly.
ii. In the Analyst Meeting, the Board of Directors shall explain Bank’s performance and achievement.

iii. The Shareholders or Investors, analysts and fund managers may attend Analyst Meeting.

iv. In the Analyst Meeting, the participants were given the opportunity to raise questions related to the discussion of the Analyst Meeting.

v. The materials of Analyst Meeting shall be communicated through Bank’s website.

e. Information Disclosure through Media

To implement Good Corporate Governance, the Bank shall perform information disclosure which may useful for Shareholders or Investors and to comply with prevailing regulations, including:

i. Publication of Financial Reports;

ii. The implementation of GMS;

iii. Press Release.

f. Other Information Disclosure

As part of the implementation of good corporate governance, the Bank must disclose material and relevant information or facts on events or facts that may affect the price of shares of the Bank on the Stock Exchange and/or decision of the investors, prospect investors or other parties whom have interest on such information or fact. Such information will be disclosed through Bank’s website and Stock Exchange’s website or 1 (one) Indonesian newspaper with national circulation. Material information or fact consists of information or fact as described in the Regulation of Financial Services Authority regarding disclosure of material information of fact.

g. Company’s Email

The Shareholders and Investors may submit queries, opinions through dedicated emails: corporate.secretary@cimbniaga.co.id and investor.relations@cimbniaga.co.id or any other emails provided by the Bank.
III. CLOSURE

1. Other matters that not yet or not sufficiently regulated in this Policy, shall be regulated subsequently.

2. This policy is valid starting the date of establishment and will be reviewed regularly.

Effective Date: 14 March 2018

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