

**INVITATION TO
THE ANNUAL 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 Annual General Meeting of Shareholders (the "Meeting"), which will be held on:

Day/date : Tuesday, April 24, 2018
Time : 02:00 pm onwards
Venue : The Financial Hall, 2nd Floor Graha CIMB Niaga, Jl. Jend. Sudirman Kav. 58, South Jakarta

Agenda and Explanation of the Meeting:

- 1. Approval of the Company's Annual Report and Ratification of the Company's Consolidated Financial Statements for the financial year ended on December 31, 2017;**
Pursuant to Article 12 paragraph 2 and 2.a of the Company's Articles of Association ("AoA"), in conjunction with Article 66, Article 67, Article 68, and Article 69 of the Company Law/Undang-Undang Perseroan Terbatas ("UUPT"), the Company will explain about the main points of the Company's Annual Report for the year 2017, including the course of business of the Company and the achievements during the financial year of 2017. Propose to the Meeting to: (i) approve the financial statements for the financial year ended on December 31, 2017; (ii) ratify the Company's Consolidated Financial Statement for the financial year ended on December 31, 2017, which has been audited by the Public Accountant Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global in Indonesia) as stipulated in the report dated February 26, 2018 with opinion "The accompanying Consolidated Financial Statements present fairly, in all material respects, the consolidated financial position of PT Bank CIMB Niaga Tbk and its subsidiary as of 31 December 2017, and their consolidated financial performance and cash flows for the year then ended, in accordance with Indonesian Financial Accounting Standards"; (iii) ratify the annual Supervisory Report of the Board of Commissioners and the Sharia Supervisory Board of the Company for the financial year ended on December 31, 2017; and (iv) acquit and discharge ("volledig acquit et décharge") Member of the Board of Directors and the Board of Commissioners including the Sharia Supervisory Board of the Company for the management and supervision performed in the financial year of 2017, provided that the management and supervision are reflected in the Company's annual report for the financial year ended on December 31, 2017.
- 2. Determination on the use of the Company's profit for the financial year ended on December 31, 2017;**
Pursuant to Article 11 paragraph 13 and Article 22 paragraph 1 of the Company's AoA, Article 70 and 71 UUPT, propose to the Meeting to approve the determination on the use of the Company's profit for the financial year of 2017 to: (i) Payable as cash dividend; (ii) the Company is not set aside as reserve fund, considering the mandatory reserves of the Company has met with the minimum requirement stipulated in the UUPT; and (iii) Booked the remaining 2017 net profit as retained earnings.
- 3. Appointment of Public Accountant and Public Accountant Firm for the financial year of 2018 and the determination of the honorarium and other requirements related to the appointment;**
Pursuant to Article 11 paragraph 13 of the Company's AoA and Article 68 UUPT, to propose to the Meeting to appoint Mrs Angelique Dewi Daryanto, S.E., CPA as Public Accountant and Public Accountant Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global in Indonesia) as a Public Accounting Firm that listed in the Indonesia Financial Services Authority to audit the Company's financial statement for the financial year of 2018 and the honorarium and other requirements related to the appointment.
- 4. Re-appointment of 1 (one) member of the Board of Directors and 1 (one) member of the Board of Commissioners of the Company;**
Pursuant to Article 3 and Article 23 POJK No. 33/POJK.04/2014, Article 11 paragraph 3, Article 14 paragraph 2 of the Company's AoA, and Article 94 and Article 111 UUPT, to propose to the Meeting for the re-appointment of David Richard Thomas as Commissioner of the Company, and John Simon as Director of the Company, whose positions will be ended at the closing of this Meeting. The re-appointment is effective after the closing of the Meeting until the closing of the fourth Annual General Meeting of Shareholders.
- 5. Determination of salary or honorarium, tantiem/bonus and other allowances for the Board of Directors, the Board of Commissioners, and Sharia Supervisory Board of the Company;**
Pursuant to Article 11 paragraph 13, Article 20 paragraph 6 of the Company's AoA, Article 96 and 113 UUPT to propose to the Meeting to: (i) approve and determine the remuneration or honorarium and/or other allowances for the Board of Commissioners and Sharia Supervisory Board of the Company; and to approve the delegation of authority to the President Commissioners to determine the remuneration or honorarium and/or other allowances for each member of the Board of Commissioners and Sharia Supervisory Board of the Company for financial year 2018; (ii) approve the tantiem/bonus for the Board of Directors for the financial year of 2017; (iii) approve the delegation of authority to the Board of Commissioners of the Company to determine the remuneration or honorarium, holiday allowance, and other allowances for the Board of Directors and each Director of the Company for the financial year of 2018 and the tantiem/bonus for each Director for the financial year of 2017 by taking into account the recommendation of the Nomination and Remuneration Committee.
- 6. Approval of the Recovery Plan of the Company;**
Pursuant to Article 3 POJK No. 14/POJK.03/2017 regarding Recovery Plan for Systemic Bank, and related to the stipulation of the Company as a systemic bank by OJK, the Company has drawn up an Action Plan to anticipate possible future financial problems. Pursuant to abovementioned Article 3 of the POJK, the Action Plan shall be approved by the shareholders at the General Meeting of Shareholders.
- 7. Other:**
 - **The accountability report of the use of the proceeds from the Public Offering of the Shelf Registration Bond II Bank CIMB Niaga Phase II and Phase III Year 2017;**
Pursuant to Article 6 POJK No. 30/POJK.04/2015 regarding Report on Realization of the Use of Proceeds from Public Offerings in the Meeting will be reported the accountability of the use of the proceeds from the Public Offering of the Shelf Registration Bond II Bank CIMB Niaga Phase II ("PUB Phase II") and Phase III ("PUB Phase III") Year 2017. As per the report that has been submitted to OJK Pasar Modal No.003/DIR/2018 dated January 10, 2018 with copies to the Indonesia Stock Exchange and OJK Supervision that stated until 31 December 2017 all funds obtained from the PUB Phase II amounted to Rp1,994,238,165,872 and PUB Phase III amounted to Rp1,994,571,571,109 (both after deduction of emission costs), entirely have been used in accordance with the plan of funds usage as disclosed in the Prospectus.
 - **Report on the realization of the share buyback and the implementation of share-based loyalty program in the Employee and Management Shares Ownership Program.**
Pursuant to the EGMS resolutions dated August 24, 2017, POJK No.30/POJK.04/2017 and POJK No.31/POJK.04/2015 in the Meeting will be reported the realization of share buyback of the Company and implementation of share-based loyalty program in the Employee and Management Shares Ownership Program, in the form of: (i) The Employee Share Grant and (ii) Grant of Option Rights to Purchase the Company's Shares for the Employee and Management Shares ("MESOP").

Explanation on Quorum of Attendance and Decision:

- a. The Meeting can be legally convened and therefore could take a valid and binding decision if attended by Shareholders or their authorized proxies representing more than 1/2 (half) of the total shares with lawful voting rights issued by the Company.
- b. The Meeting decisions are resolved based on the deliberation and consensus. In the event that consensus decision fails to be reached, the decision is valid if it is approved by more than 1/2 (half) of the total shares issued by the Company with lawful 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 of the collective custody of the security account of PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing day of Friday, March 23, 2018 at 04:00 pm;
- c. Shareholders whose names are not listed in KSEI collective custody or his/her legal representative/proxy and plan to attend the Meeting, must show the original or submit the copy of the collective and the copy of Identity Card ("ID") to the Registration Officer before entering the Meeting room. 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 or proxy must provide a legitimate Power Of Attorney ("POA") in the acceptable form to the Board of 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 employees of the Company may act as 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 or proxy shall be received by the Company via Share Administration Bureau PT Bima Registra, Graha Mir, lantai 6 2A Jl. Pemuda Raya Nomor 9, Jakarta Timur ("BAE") telp. (62 21) 29569871 fax. (62 21) 29569872 at the latest of Thursday, April 19, 2018.
- e. The representative or proxy of the 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 clause d.(iv) mentioned above, at the latest of Thursday, April 19, 2018.
- f. All Meeting materials including explanation of the agenda is also available on the Company's website at www.cimbniaga.com, or may be obtained by submitting a written application to the Corporate Secretary of the Company during working hours at the address stated below.
- g. The Shareholders of the Company are encouraged to read in advance the Meeting's Rules of Conduct that can be directly downloaded through the Company's website since the date of this Invitation, and will also be distributed to the Shareholders prior to enter the Meeting room.
- h. 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 01:00 pm.

In accordance with Good Corporate Governance practices, the Board of Directors has carefully considered the place and time of the Meeting, so that shareholders may be present and given the opportunity to participate in the Meeting. Therefore, the Board of Directors advise to all shareholders of the Company to attend and exercise their voting rights for all agenda of the Meeting.

Jakarta, March 26, 2018

**The Board of Directors
PT Bank CIMB Niaga Tbk**

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