

## ANNOUNCEMENT SUMMARY OF MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT BANK CIMB NIAGA Tbk

PT Bank CIMB Niaga Tbk ("**Company**") hereby announces to the Shareholders that the Company has convened the Extraordinary General Meeting of Shareholders ("**Meeting**") on Wednesday, December 19<sup>th</sup>, 2018 at 2.00 p.m. onwards (West Indonesia Time) located at Sasando Room, Graha CIMB Niaga M Floor, Jl. Jend. Sudirman Kav. 58, Jakarta Selatan.

In relation to the Meeting, the Board of Directors of the Company has conducted the following disclosures:

1. Notification of Meeting plan to Financial Services Authority ("**OJK**") and Indonesia Stock Exchanges ("**IDX**") on October 25<sup>th</sup>, 2018;
2. Announcement of the Company's plan to convene Meeting in Investor Daily and The Jakarta Post newspapers as well as uploaded such announcement on the Company's website: [www.cimbniaga.com](http://www.cimbniaga.com) ("**Company's Website**") and IDX Website: [www.idx.co.id](http://www.idx.co.id) through IDXNet each made on November 2<sup>nd</sup>, 2018;
3. Invitation to attend the Meeting, explanation of the Meeting agenda, and Meeting materials in Investor Daily and The Jakarta Post newspapers as well as uploaded on the Company's Website and IDX Website through IDXNet each made on November 19<sup>th</sup>, 2018; and
4. Uploaded the Curriculum Vitae of the candidate of Director and Commissioner, the rules of conduct of the Meeting and other Meeting materials on the Company's website on November 19<sup>th</sup>, 2018.

In accordance with Article 12 paragraph 12.3 of the Articles of Association and Circular Resolutions of the Board of Commissioners of the Company, the Meeting was chaired by Mr. Glenn M.S. Yusuf as the Vice President Commissioner of the Company.

Member of Board of Commissioners, member of Board of Directors, member of Audit Committee, and member of Sharia Supervisory Board of the Company who attended the Meeting:

#### Board of Commissioners

1. Glenn M.S. Yusuf, Vice President Commissioner
2. Zulkifli M. Ali, Commissioner (Independent)
3. Pri Notowidigdo, Commissioner (Independent)
4. Jeffrey Kairupan, Commissioner (Independent)
5. David Richard Thomas, Commissioner
6. Tengku Dato' Sri Zafrul Tengku Abdul Aziz, Commissioner

#### Board of Directors

1. Tigor M. Siahaan, President Director
2. Wan Razly Abdullah, Director
3. Rita Mas'Oen, Director
4. Megawati Sutanto, Director
5. Vera Handajani, Director
6. Pandji P. Djajanegara, Director
7. Hedy Lopian, Director
8. Fransiska Oei, Compliance Director (Independent)
9. Rahardja Alimhamzah, Director

#### Audit Committee

1. Zulkifli M. Ali, Chairman (Independent Commissioner)
2. Jeffrey Kairupan, Member (Independent Commissioner)

#### Sharia Supervisory Board

1. Prof. Dr. M. Quraish Shihab, MA, Chairman
2. Prof. Dr. Fathurrahman Djamil, MA, Member

The Company has: (i) appointed Ashoya Ratam, SH, MKn. as Public Notary and PT Bima Registra as the Share Administration Bureau (both as independent party) to calculate the quorum and voting tabulation in the Meeting decision; and (ii) provided an opportunity to the Shareholders or their proxies/representatives to raise questions and/or opinions for the Meeting agenda, whereas there was no Shareholders or their proxies who raised the questions and/or opinion.

In accordance with Company's Shareholders Registry as of November 16<sup>th</sup>, 2018, the total issued and paid up capital of the Company with eligible voting rights are 24,933,211,057 shares (not including the Treasury stock with the total of 198,395,786 shares). The number of shares with valid voting rights to attend or represent in the Meeting (Class A shares and Class B shares both have equal rights) are 23,730,711,762 shares or ± 95.18 % of the total shares issued by the Company with valid voting rights. Therefore has fulfilled the quorum requirements to resolve the Meeting (more than ½ portion of total issued and paid up shares by the Company with valid voting rights). The voting is conducted electronically (e-voting) by using touch screen monitor provided by the Company smartphone or other mobile devices (tablet, ipad, and others) of the Shareholders or their proxies, for each members of the Board of Commissioners and Board of Directors individually whom resigned or appointed by the Meeting. Therefore, the Meeting is eligible to be held and to take the following resolutions:

1. The Meeting has determined and accepted the resignation of:

- a. **Dato' Sri Nazir Razak** from his position as President Commissioner of the Company effective on October 19<sup>th</sup>, 2018;

The results of voting calculation	Total Majority Votes and Agree Votes : 23,722,087,348 shares or 99.96 % (Agree)		
	Agree	Not Agree	Abstain/No Votes ) <sup>1</sup>
	23,721,733,779	8,624,414	353,569

- b. **Mrs. Armida Salsiah Alisjahbana** from her position as Independent Commissioner of the Company effective on January 1<sup>st</sup>, 2019.

The results of voting calculation	Total Majority Votes and Agree Votes : 23,722,087,348 shares or 99.96 % (Agree)		
	Agree	Not Agree	Abstain/No Votes ) <sup>1</sup>
	23,721,733,779	8,624,414	353,569

- c. **Mr. Wan Razly Abdullah** from his position as Director of the Company on January 1<sup>st</sup>, 2019

The results of voting calculation	Total Majority Votes and Agree Votes : 23,722,087,348 shares or 99.96 % (Agree)		
	Agree	Not Agree	Abstain/No Votes ) <sup>1</sup>
	23,721,733,779	8,624,414	353,569

with the utmost gratitude and appreciation for the service and dedication while serving as President Commissioner, Commissioner, and Director of the Company.

In accordance with Article 14 paragraph 14.6 and Article 17 paragraph 17.6 of Article of Association of the Company, discharge and release of responsibility (*volledig acquit et decharge*) on such supervisory action which has been conducted during the tenure since the last responsibility until the effective date of the resignation, will be requested such approval from the Annual General Meeting of Shareholders ("**AGMS**") of the Company for 2018 which will be held on 2019.

2. Approve the honorable discharge of **Tengku Dato' Sri Zafrul Tengku Abdul Aziz** from his position as the Commissioner of the Company and simultaneously appoint him as President Commissioner of the Company, with the tenure since the closing of the Meeting, and will be effective since the obtainment of OJK approval and/or the fulfillment of requirements as determined in the OJK letter in question ("**Effective Date**") until the closing of the fourth AGMS of the Company after the Effective Date, without prejudicing the rights of General Meeting of Shareholders ("**GMS**") to discharge at any time as stipulated on Article 119 Law No. 40 of 2007 regarding Limited Liability Company ("**UUPT**").

In terms of OJK does not give such approval, or such requirements as determined by OJK regarding the appointment of the person in question are not fulfilled, therefore such appointment will be null and void without any approval from the GMS, and therefore the position of the person in question remains the same, namely as the Commissioner of the Company.

The results of voting calculation	Total Majority Votes and Agree Votes : 23,722,087,348 shares or 99.96 % (Agree)		
	Agree	Not Agree	Abstain/No Votes ) <sup>1</sup>
	23,721,733,779	8,624,414	353,569

3. Approve the appointment of **Mr. Lee Kai Kwong** as Director of the Company, with the tenure effective since January 1<sup>st</sup>, 2019 and will be effective with regard of the OJK Approval and/or fulfillment of requirements as determined on the OJK letter in question (Effective Date) until the closing of the fourth AGMS of the Company after the Effective Date, without prejudicing the rights of GMS to discharge at any time as stipulated on Article 105 UUPT.

In terms of OJK does not give such approval, or such requirements as determined by OJK regarding the appointment of the person in question is not fulfilled, therefore such appointment will be null and void without any approval from the GMS.

The results of voting calculation	Total Majority Votes and Agree Votes : 23,722,087,348 shares or 99.96 % (Agree)		
	Agree	Not Agree	Abstain/No Votes ) <sup>1</sup>
	23,721,733,779	8,624,414	353,569

4. With the decision and acceptance also effectiveness of the resignation of member of Board of Commissioners and Board of Directors as mentioned above, and with the appointment of Tengku Dato' Sri Zafrul Tengku Abdul Aziz as President Commissioner and Mr. Lee Kai Kwong as Director become effective, the Management composition of the Company is as follow:

#### Board of Commissioners

1. Tengku Dato' Sri Zafrul Tengku Abdul Aziz, President Commissioner )\*
2. Glenn M.S. Yusuf, Vice President Commissioner
3. Zulkifli M. Ali, Commissioner (Independent)
4. Pri Notowidigdo, Commissioner (Independent)
5. Jeffrey Kairupan, Commissioner (Independent)
6. David Richard Thomas, Commissioner

#### Board of Directors

1. Tigor M. Siahaan, President Director
2. Rita Mas'Oen, Director
3. Megawati Sutanto, Director
4. Vera Handajani, Director
5. John Simon, Director
6. Lani Darmawan, Director
7. Pandji P. Djajanegara, Director
8. Hedy Lopian, Director
9. Fransiska Oei, Compliance Director (Independent Director)
10. Rahardja Alimhamzah, Director
11. Lee Kai Kwong, Director )\*

)\* effective after obtaining approval from OJK and/or has fulfilled the requirements as determined on the OJK letter.

5. Granting the power of attorney to the Board of Directors of the Company with substitution rights, to restate the decision regarding the change of composition of member of Board of Commissioners and Board of Directors of the Company in the notarial deed, inform to the authorized agencies, register, and also in conduct such necessary actions in accordance with the prevailing laws and regulations of the Republic of Indonesia.

Notes:

)<sup>1</sup> In accordance with the provisions of article 13, paragraph 13.4 Articles of Association of the Company: "Shareholders of the shares with valid voting rights attending the GMS who are abstain (not voting) shall be deemed to cast the same vote as the majority of the vote, with condition that the voting shareholders are required to comply with and respect the decisions taken for the relevant agenda of the GMS.

Jakarta, December 20<sup>th</sup>, 2018

**Board of Directors**

**PT Bank CIMB Niaga Tbk**

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