



ASHOYA RATAM, SH, MKn.

NOTARY AND LAND DEED OFFICIAL OF SOUTH JAKARTA ADMINISTRATIVE CITY

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

Jakarta, 9 April 2021

Number: 50/IV/2021

Subject : Resume of the Annual General Meeting of Shareholders of
PT BANK CIMB NIAGA Tbk

To the Honorable:
PT BANK CIMB NIAGA Tbk
In Jakarta

Dear Sirs/Madam,

I hereby convey the Resume of the Annual General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") of "PT BANK CIMB NIAGA Tbk", having its domicile in South Jakarta (hereinafter referred to as the "**Company**") which has been held on:

- A. Day/date : Friday, 9 April 2021
Time : At 14:20 to 15:30 Western Indonesian Time
Place : Graha CIMB Niaga 15th Floor, 14th Floor, and M Floor
Jalan Jenderal Sudirman Kaveling 58, South Jakarta

The Agenda of Meeting is as follows:

1. Approval on the Annual Report and the Consolidated Financial Statements of the Company for the Financial Year Ended on 31 December 2020.
2. Determination on the Use of Profit of the Company for the Financial Year Ended on 31 December 2020.
3. Appointment of Public Accountant and Public Accounting Firm for the Financial Year 2021 and Determination of the Honorarium and Other Requirements related to the Appointment.
4. Determination on the Salary or Honorarium and Other Allowances for the Board of Commissioners and Sharia Supervisory Board of the Company as well as Salary, Allowances and *Tantiem*/Bonus for the Board of Directors of the Company.
5. Approval on the Amendments of the Articles of Association of the Company.
6. Approval on the Update of the Recovery Plan of the Company.
7. Other:
 - a. Accountability Report on the Utilization of Proceeds from the Public Offering of the Shelf Registration Sukuk Mudharabah I Bank CIMB Niaga Phase III Year 2020.
 - b. Report of the Sustainable Finance Action Plan (RAKB) of the Company.
 - c. Report on Appointment of the New Audit Committee Member of the Company.
 - d. Report on the Shares Buyback Realization for the Management and Employee Stock Option Plan (MESOP) Program and the Share-based Instrument Variable Remuneration Program to the Material Risk Takers (MRT) of the Company.

Members of the Board of Directors ("**BOD**") and the Board of Commissioners ("**BOC**"), including the Sharia Supervisory Board ("**SSB**") of the Company, who were presence at the Meeting, are as follows:

BOARD OF COMMISSIONERS

| | | |
|---|---|-----------------------------------|
| President Commissioner | : | DIDI DIDI SYAFRUDDIN YAHYA |
| Vice President Commissioner (Independent) | : | GLENN MUHAMMAD SURYA YUSUF |
| Independent Commissioner | : | JEFFREY KAIRUPAN |
| Independent Commissioner | : | SRI WIDOWATI |
| Commissioner | : | DATO' ABDUL RAHMAN AHMAD* |
| Commissioner | : | DAVID RICHARD THOMAS |

1

*Effective after obtaining approval from OJK and/or has fulfilled the requirements as determined on the OJK approval.

BOARD OF DIRECTORS

| | | |
|---|---|------------------------------|
| President Director | : | TIGOR M. SIAHAAN |
| Director | : | LEE KAI KWONG |
| Director | : | JOHN SIMON |
| Director | : | VERA HANDAJANI |
| Director | : | LANI DARMAWAN |
| Director | : | PANDJI P. DJAJANEGARA |
| Director, concurrently as Compliance Director | : | FRANSISKA OEI |
| Director | : | TJIOE MEI TJUEN |

SHARIA SUPERVISORY BOARD

| | | |
|----------|---|--|
| Chairman | : | PROF. DR. M. QURAIISH SHIHAB, MA |
| Member | : | PROF. DR. FATHURRAHMAN DJAMIL, MA |
| Member | : | DR. YULIZAR D. SANREGO, M.EC. |

All members of the BOC, BOD and SSB of the Company attended the Meeting, both physically and through video conference, from Meeting Room I at 15th Floor; Meeting Room II at 14th Floor, which occupied by the supporting professions and institutions, namely Notary, Securities Administration Bureau and representative of the Public Accountant Firm; and other rooms in and outside the Company's Office, as well as the Public Accountant who was present through video conference from other room outside the Company's Office.

While the Shareholders of the Company and/or their proxies who were present occupied the Meeting Room III at M Floor of the Company.

- B. The Meeting was attended and/or represented by the Company's Shareholders, all of whom have 23,887,076,726 shares or representing 95,05% of the total shares with valid voting rights issued by the Company (both Class A shares and Class B shares) totaling 24,933,626,961 shares (not including Treasury shares in the total of 197.979.882 shares), therefore, the quorum as required under the Article 13 paragraph 13.1 and 13.6 of the Company's Articles of Association has been fulfilled and this Meeting is valid and entitled to adopt legal and binding resolutions regarding the matters as discussed in accordance with the agenda of the Meeting.
- D. Announcement and Invitation of the Meeting have been published in accordance with the Article 11 and 12 of the Company's Articles of Association and the Financial Services Authority (hereinafter referred to as the "OJK") Regulation ("POJK") No. 15/POJK.04/2020 on the Plan and Implementation of the General Meeting of Shareholders of Publicly Traded Companies, as follows:
- **Notification** concerning the plan to convene the Meeting has been submitted by the BOD to OJK, Indonesia Stock Exchange (hereinafter referred to as *PT Bursa Efek Indonesia* or "BEI") and Indonesia Central Securities Depository (*PT Kustodian Efek Indonesia* – "KSEI") on 16 February 2021.
 - **Announcement** of the Meeting to the Shareholders of the Company has been published on 23 February 2021, both in Bahasa Indonesia and English through 1 (one) daily newspaper with nation-wide circulation, namely Investor Daily, and has been uploaded in the Company's website, BEI's website and KSEI's website;
 - **Invitation** of the Meeting to the Shareholders of the Company has been published on 10 March 2021, both in Bahasa Indonesia and English through 1 (one) daily newspaper with nation-wide circulation, namely Investor Daily, and has been uploaded in the Company's website, BEI's website and KSEI's website.
- E. The Meeting was chaired by **GLENN MUHAMMAD SURYA YUSUF** as Vice President Commissioner (Independent) based on the BOC Circular Resolutions dated 9 March 2021 Number 003/SIR/DEKOM/III/2021.

1

- F. Due to the condition of corona virus pandemic (Covid-19), the Meeting was held with video conference facilities that were interconnected throughout the Meeting rooms, therefore, all Meeting participants could see, hear and follow directly and participate actively in the Meeting. It was also provided the alternative of electric proxy authorization (e-Proxy) through the eASY.KSEI platform and Power of Attorney form downloaded from the Company's website.
- G. In the agenda of the Meeting, it has been provided an opportunity to the Shareholders to raise questions and/or convey opinions for each agenda of the Meeting, however there were no question/opinion raised by the Shareholders in the Meeting.
- H. The mechanism for adopting resolutions in the Meeting was passed by deliberation for a consensus. In term of the consensus could not be reached, the mechanism for adopting the resolutions in the Meeting was passed by way of voting. Voting was conducted on each agenda of the Meeting. The voting was conducted individually and electronically (e-voting) by using smartphone, other mobile devices (tablet and others) or touch screen monitor provided by the Company, so that the shareholders' votes confidentiality can be preserved.
- I. The Meeting has adopted the resolutions as set forth in the deed of "Minutes of the Annual General Meeting of Shareholders of PT BANK CIMB NIAGA Tbk", dated 9 April 2021 number 12 which minutes was drawn up before me, the Notary, which substantially as follows:

In First Agenda of the Meeting:

"The meeting unanimously (with a note that 3,576,500 shares voted to abstain) resolved to:

1. Approved the Annual Report of the Company for the financial year ended on 31 December 2020;
2. Ratified the Consolidated Financial Statements of the Company for the financial year ended on 31 December 2020 which has been audited by the Public Accounting Firm of "Tanudiredja, Wibisana, Rintis & Rekan" (a member firm of PricewaterhouseCoopers Global in Indonesia) as stated in its report dated 17 February 2021, with the opinion "The Consolidated Financial Statements present fairly, in all material respects, the consolidated financial position of PT Bank CIMB Niaga Tbk and its subsidiaries as of 31 December 2020, and their consolidated financial performance and cash flows for the year then ended, in accordance with the Indonesian Financial Accounting Standards";
3. Ratified the Supervisory Reports of the Board of Commissioners ("BOC") and the Sharia Supervisory Board ("SSB") of the Company for the financial year ended on 31 December 2020; and
4. Granted full release and discharge ("volledig acquit et décharge") to the members of BOC, Board of Directors ("BOD") and SSB of the Company (including the BOC and BOD members who had resigned and their term of office has ended in 2020) for the management and supervision performed in the financial year 2020 provided the management and supervision actions are reflected in the Company's Annual Report for the financial year ended on 31 December 2020."

In Second Agenda of the Meeting:

"The meeting unanimously (with a note that 100 shares voted to abstain) resolved to:

Approved the use of the Company's Net Profit for the Financial Year 2020 in the amount of IDR1,830,962,806,468 (the "Company's Net Profit for the Financial Year 2020"), as follows:

1. To be distributed as final cash dividends at a maximum of 60% of the Company's Net Profit for the Financial Year 2020 or a maximum of IDR1,098,577,683,881 (gross) with the following schedules:

| | |
|---|---------------|
| -Cum Dividend in the Regular and Negotiation Market | 19 April 2021 |
| -Ex-Dividend in the Regular and Negotiation Market | 20 April 2021 |
| -Cum Dividend in the Cash Market | 21 April 2021 |
| -Recording date for entitled shareholders | 21 April 2021 |
| -Ex-Dividend in Cash Market | 22 April 2021 |
| - Dividend Payment for the Financial Year 2020 | 7 May 2021 |

and granted the delegation of authority to the BOD for determining the distribution procedures of cash dividends with regard to the prevailing provisions in the capital markets sector;

1

2. Not set aside any reserve, considering the minimum statutory reserve as required in Article 70 of the Law No. 40 of 2007 has been complied;
3. To record the remaining Company's Net Profit for the Financial Year 2020, after deducted with dividend payments, amounted to IDR732,385,122,587 as the retained earnings to finance the Company's business activities."

In Third Agenda of the Meeting:

"The meeting with majority vote of 23,882,512,170 shares or representing 99.9809% of the total votes issued in the Meeting (4,564,556 shares voted against and 100 shares voted abstain) resolved to:

1. Approved the appointment of **Irhoan Tanudiredja** and Public Accounting Firm of "**Tanudiredja, Wibisana, Rintis & Rekan**" (firm member of PricewaterhouseCoopers Global in Indonesia) which are listed in Financial Services Authority (Otoritas Jasa Keuangan – "**OJK**"), as a Public Accountant and the Public Accounting Firm, respectively or the appointment of other Public Accountant from the same Public Accounting Firm, in the event he is permanently unable to audit the Company's Consolidated Financial Statements for the Financial Year 2021;
2. Approved the delegation of authority to the Company's BOC to appoint other Public Accountant and Public Accounting Firm, in the event of the appointed Public Accountant and/or Public Accounting Firm is unable to complete the audit services or is permanently unable to audit the Company's Consolidated Financial Statements for the Financial Year 2021.

For the said delegation of authority, the following terms shall apply:

- a. other Public Accounting Firm, appointed by the Company's BOC must be one of the big four Public Accounting Firms in Indonesia;
 - b. the appointment shall be based on the Company's Audit Committee recommendation;
 - c. the honorarium and other appointment terms for such Public Accounting Firm shall be determined competitively and reasonably;
 - d. no objection from OJK; and
 - e. the appointment shall be in accordance with the applicable laws and regulations;
3. Approved the honorarium for Public Accounting Firm to audit the Company's 2021 Consolidated Financial Statements at a maximum of IDR8,960,000,000 (excluded VAT and Out of Pocket Expense);
 4. Approved the delegation of authority to the Company's BOD to carry out matters deemed necessary in relation to the appointment of the Public Accountant and Public Accounting Firm, including but not limited to organizing meetings and signing the appointment letter for the Public Accountant and Public Accounting Firm."

In Fourth Agenda of the Meeting:

"The Meeting with majority vote of 23,878,705,726 shares or representing 99,9650% of total votes issued in the Meeting (8,371,000 shares voted against and 100 shares voted abstain) resolved to:

1. Approved and determined the salary or honorarium and other allowances for BOC for the financial year 2021 at a maximum of IDR18,854,965,000 (gross), and granted the delegation of authority to the Company's President Commissioner to determine the salary or honorarium and other allowances for each member of the Company's BOC by considering the Nomination and Remuneration Committee ("**NRC**") recommendation;
2. Approved and determined the salary or honorarium and other allowances for SSB for the financial year 2021 at a maximum of IDR1,997,353,600 (gross), and granted the delegation of authority to the Company's President Commissioner to determine the salary or honorarium and other allowances for each member of the Company's SSB by considering the NRC recommendation.

All members of the BOC (including Independent Commissioners) and SSB do not receive any *tantiem*/bonus;

3. Approved the total *tantiem*/bonus for the financial year 2020 which will be paid in 2021 for the Company's BOD at a maximum of IDR45,789,450,000 (gross), including the provision of variable remuneration in the form of share or share-based instrument issued by the Company,

and granted the delegation of authority to the Company's BOC for determining the tantiem/bonus for each member of the Company's BOD, by considering the NRC recommendation.

The provision of variable remuneration in the form of share or share-based instrument is in accordance with OJK Regulation No. 45/POJK.03/2015 and the Company's Policy; and

4. Approved the delegation of authority to the Company's BOC for determining the salary, holiday allowances and other allowances for each member of the Company's BOD for the financial year 2021 by considering the NRC recommendation. Total salary, holiday allowance and other allowances for the Company's BOD for the financial year 2021 will be disclosed in the Company's 2021 Annual Report."

In Fifth Agenda of the Meeting:

"The Meeting with majority vote of 23,872,496,678 shares or representing 99.9390% of total votes issued in the Meeting (14,580,048 shares voted against and 7,600 shares voted abstain) resolved to:

1. Approved the amendment of the Company's Articles of Association, namely several provisions in the Article 11 on the General Meeting of Shareholders ("GMS"), Article 12 on Venue, Notice and Chairperson of the GMS, and Article 13 on Quorum, Voting Rights and Resolutions of the GMS, in order to fulfill POJK No. 15/POJK.04/2020 and POJK No. 16/POJK.04/2020;
2. Approved the delegation of authority to the Company's BOD with substitution right, to restate the resolution regarding the amendments of the Company's AOA in a notary deed, to notify/report to the authorities, and with due regard to the foregoing, to perform any necessary actions in accordance with the laws and regulations.

In Sixth Agenda of the Meeting:

"The meeting unanimously (with a note that 100 shares voted to abstain) resolved to:

1. Approved the update of Recovery Plan which has been prepared and submitted by the Company to OJK on 23th November 2020, among other includes the changes to the trigger level in order to comply with the current regulations;
2. Approved the delegation of authority to the BOC and BOD of the Company to perform each and any actions required in relation to the updated Recovery Plan of the Company with regard to the POJK No. 14/POJK.03/2017 and other related regulations."

In Seventh Agenda of the Meeting:

No resolutions adopted since the following matters only reporting, namely:

1. In accordance with the report submitted to the OJK Capital Market through the Company's letter No. 058/DIR/VII/2020 dated 17th July 2020 (with copies to BEI & OJK Bank Supervisor) and based on Article 6 of POJK No. 30/POJK.04/2015 regarding Realization Report on the Use of Proceeds from the Public Offering, the Company reported to the Meeting that as of 30 June 2020, the funds obtained from the Public Offering of the Shelf Registration Sukuk Mudharabah I Bank CIMB Niaga Phase III Year 2020 ("Sukuk") of IDR996,672,536,300 (net), has been fully utilized in accordance with the plan for the use of funds as disclosed in the Sukuk prospectus.
2. a. Realization of 2020 Sustainable Finance Action Plan (RAKB) and 2021 RAKB have been submitted to OJK Banking Supervision on 26 November 2020;
b. 2021 RAKB is part of 2019-2023 RAKB has been submitted to OJK in 2018 and reported to the Annual GMS (AGM) held in 2019;
c. 2021 RAKB consists of realization of 2020 action plan and 2021 action plan, covers:
 - (i) development of sustainable finance products and/or portfolio;
 - (ii) capacity building programs;
 - (iii) internal adjustments, and
 - (iv) sustainable Corporate Social Responsibility programs.

3. a. With regard to the Audit Committee Charter of the Company, and NRC recommendation No. 006/NOMREM/KP/IV/2020 dated 17 April 2020 that has been approved based on BOC Circular Resolution No. 009/DEKOM/KP/IV/2020 and BOD Circular Resolution No. 004/SIR/DIR/IV/2020, both dated 20 April 2020, the Company reported to the Meeting regarding the appointment of:
- **Ronald T. A. Kasim**, as an Audit Committee Member of the Company; with the tenure effective since 20 April 2020 until the closing of the 4th (fourth) AGM after the appointment of the new member without prejudicing the rights of the Company's BOC to dismiss at any time.
- b. With such appointment, the composition of Audit Committee of the Company are as follows:
- 1) JEFFREY KAIRUPAN (Independent Commissioner), as Chairman concurrently as Member;
 - 2) ENDANG KUSSULANJARI S. (Independent Party), as Member; and
 - 3) RONALD T. A. KASIM (Independent Party), as Member.
4. The Company reported to the Meeting that the Employee and Management Stock Ownership Program in the form of:
- 1) The Employee Share Grant; and
 - 2) Management and Employees Stock Options Program (“MESOP”);
- is ended on 22 February 2021, after has been exercised for 3 (three) years.

The realization of the Company's shares buyback in the amount of 208,216,392 shares with a total cost of IDR261,874,305,672 for the purpose of Employee Share Grant and MESOP programs has been reported at the Annual GMS of the Company on 24 April 2018.

In relation to the aforementioned, the Company is intended to transfer the remaining Treasury Stocks of 197,979,882 shares, for the purpose of the BOD and/or employee share ownership program, through:

- (i) Extension of the Employee and Management Stock Ownership Program of the Company; and
 - (ii) Share-based Instrument Variable Remuneration Program to the Material Risk Takers (MRT) of the Company;
- in accordance with the applicable laws and regulations as well as with terms and conditions approved by the Company's BOD.

The shares transfer is in accordance with POJK No. 30/POJK.04/2017 regarding the Buyback of Shares Issued by the Publicly-Held Companies.

In witness whereof, this resume is delivered preceding the produce of official copy of the aforementioned deed, which soon I shall deliver to the Company after it is completely done.

Sincerely yours,



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