



**EXPLANATION ON THE AGENDA OF  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“THE MEETING”) 2019  
PT BANK OCBC NISP Tbk. (“THE COMPANY”)**

**Agenda 1**

**Approval on the Company’s Annual Report for Financial Year 2018**

The Company will submit the subject matters of the Company’s Annual Report for the financial year 2018 which include Financial Statements, the Board of Directors’ Report and Report on the Board of Commissioners’ Supervision of the Company’s course during 2018 in order to obtain the approval and ratification of the Meeting.

**Agenda 2**

**Appropriation of the Company’s Profit earned in the Financial Year 2018**

The Company will propose to the Meeting to approve the appropriation of the Company’s net profit earned in the financial year ended on 31 December 2018, namely to strengthen the Company’s capital position instead of being distributed as dividends.

**Agenda 3**

**Accountability of Realization on the Actual Use of the Proceeds from Public Offering**

The Company will report to the Meeting that the funds obtained from Public Offering of Continuous Bonds II Phase III of 2017 at a Fixed Rate after deducted by the issuance cost, in the amount of Rp 1,754,238 million was entirely used for business growth in the form of credit extension in accordance with the plan set forth in the prospectus.

This report has also been submitted to the Financial Services Authority (FSA) via mail on 11 July 2018.

The Company will report to the Meeting that the funds obtained from Public Offering of Continuous Bonds II Phase IV of 2018 at a Fixed Rate after deducted by the issuance cost, in the amount of Rp 1,056,921 million was entirely used for business growth in the form of credit extension in accordance with the plan set forth in the prospectus.

This report has also been submitted to the FSA via mail on 11 July 2018.

The Company will also report to the Meeting that the funds obtained from Public Offering of Continuous Bonds (PUB) III Phase I of 2018 at a Fixed Rate after deducted by the issuance cost, in the amount of Rp 995,114 million was entirely used for business growth in the form of credit extension in accordance with the plan set forth in the prospectus.

This report has also been submitted to the FSA via mail on 4 January 2019.

**Agenda 4****Buyback of the Company' Shares for Variable Remuneration Distribution in accordance with Financial Services Authority (FSA) Regulation No. 45/POJK.03/2015**

In accordance with FSA Regulation No. 45/POJK.03/2015 regarding the Implementation of Corporate Governance in the Distribution of Remuneration for Commercial Bank, the Company will propose to the Meeting to buyback the Company' shares which will be used for the distribution of variable remuneration based on 2018 performance to the Company's management and employees.

The plan of buyback of the Company' Shares will be conducted in accordance with the prevailing laws and regulations of the Republic of Indonesia, including the Law of the Republic of Indonesia no. 40 year 2007 regarding Limited Company and FSA Regulation No. 30/POJK.04/2017 regarding Buyback of Shares Issued by Public Company.

**Agenda 5****Approval of Recovery Plan Update in accordance with FSA Regulation No. 14/POJK.03/2017**

In Accordance with FSA Regulation No. 14/POJK.03/2017 regarding Recovery Plan for Systemic Bank, the Recovery Plan update that covers:

- a. Trigger level,
- b. Recovery Options, and/or
- c. Fulfilment of adequacy and feasibility of Bank's debt or investment instrument with capital characteristics.

is required to obtain an approval from its shareholders through the General Meeting of Shareholders.

Company will propose to the Meeting to approve the Company's Recovery Plan update.

**Agenda 6****Appointment of the Public Accountant for 2019 and Determination of the Honorarium and other relevant Qualifications with regard to the Appointment**

Since the determination of the Public Accountant for 2019 still requires more time, the Company will propose to the Meeting to grant the power and authority to the Board of Commissioners based on the recommendation of Audit Committee, to appoint a Public Accountant to audit the books and records of the Company for the financial year 2019 in accordance with the criteria of FSA Regulation No. 13/POJK.03/2017, and to determine the honorarium and other relevant qualifications for such appointment.

**Agenda 7****Changes in the composition of the Company's Management along with the determination of their remuneration**

In relation to the expiring term of office of several members of the Board of Directors upon the closing of the Meeting, namely:

1. Andrae Krishnawan W.
2. Johannes Husin
3. Low Seh Kiat

pursuant to the recommendation from the Remuneration and Nomination Committee, it is proposed to reappoint the aforementioned 3 (three) members of the Board of Directors for a term of office since the closing of this Meeting to the closing of the Annual General Meeting of Shareholders of 2022.

In relation to the approval of the Financial Services Authority for the appointment of Rama Pranata Kusumaputra as the Company's Independent Commissioner, it is proposed that his appointment and term of office as the Independent Commissioner to be effective since the closing of this Meeting until the closing of the Annual General Meeting of Shareholders of 2022.

In relation to the authority related to the determination of the remuneration of the Board of Commissioners, Sharia Supervisory Board, and the Board of Directors will be expired by the end of the financial year 2019, the Company will propose to:

1. Grant again the authority to OCBC Overseas Investment Pte. Ltd. as the majority shareholder upon the recommendation of the Remuneration and Nomination Committee to determine the remuneration of the Board of Commissioners.
2. Grant again the authority to the Board of Commissioners upon the recommendation of the Remuneration and Nomination Committee to determine the remuneration of the Sharia Supervisory Board, and Board of Directors.

shall be valid for 3 (three) financial years, namely from the financial year 2020 up to and including the financial year 2022.

**PT Bank OCBC NISP Tbk.**

Corporate Secretary

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