



**ANNOUNCEMENT OF SUMMARY OF MINUTES OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
PT BANK OCBC NISP Tbk**

The Board of Directors of PT BANK OCBC NISP Tbk (Company) hereby announced that the Annual General Meeting of Shareholders (Meeting) convened as follows:

**A. Meeting Convention**

Day/Date : Tuesday, 9 April 2019  
Time : 10.15 am until 11.04 am Western Indonesian Time  
Venue : OCBC NISP Tower, 23rd Floor,  
Jl. Prof. Dr. Satrio Kav. 25, Jakarta 12940

**Meeting Agenda:**

1. Approval of the Company's Annual Report for Financial Year 2018
2. Appropriation of the Company's profit earned in Financial Year 2018
3. Accountability of Realization on the Actual Use of the Proceeds from Public Offering
4. Buyback of the Company' Shares for Variable Remuneration Distribution in accordance with POJK No. 45/POJK.03/2015
5. Approval of Recovery Plan Update in accordance with POJK No. 14/POJK.03/2017
6. Appointment of Public Accountant for 2019 and determination of the relevant honorarium and other qualifications for the appointment
7. Changes in the composition of Company's Management along with the determination of their Remuneration

The meeting was chaired by Pramukti Surjaudaja as the Company's President Commissioner.

**B. Members of the Board of Commissioners, Board of Directors, Sharia Supervisory Board and Committees attending the Meeting**

**The Board of Commissioners**

1. President Commissioner : Pramukti Surjaudaja
2. Independent Commissioner : Jusuf Halim
3. Independent Commissioner : Hardi Juganda
4. Independent Commissioner : Betti S. Alisjahbana

**The Board of Directors**

1. President Director : Parwati Surjaudaja
2. Director : Emilya Tjahjadi
3. Director (Independent) : Hartati
4. Director : Martin Widjaja
5. Director : Andrae Krishnawan W.
6. Director : Johannes Husin
7. Director : Low Seh Kiat
8. Director : Joseph Chan Fook Onn

### **Sharia Supervisory Board**

1. Chairman : Muhammad Anwar Ibrahim
2. Member : Mohammad Bagus Teguh Perwira

### **Committees**

1. Audit Committee Member (Independen Party) : Kurnia Irwansyah
2. Audit Committee Member (Independen Party) : Rufina Tinawati Marianto
3. Risk Monitoring Committee Member (Independen Party) : Willy Prayogo
4. Risk Monitoring Committee Member (Independen Party) : Natalia Budiarto
9. Remuneration and Nomination Committee Member : Julie Anwar

### **C. Independent Party to Count the Attendance**

The Company has appointed independent parties, namely Notary Engawati Gazali, SH and PT Sirca Datapro Perdana to count the shareholders who are present in the Meeting.

### **D. Quorum of Attendance of Shareholders**

In the Meeting, 22,855,021,096 shares or equal to 99.61% out of the entire shares having valid voting rights issued by the Company were present and/or represented, therefore the Meeting was valid and entitled to adopt valid and binding resolutions.

### **E. Mechanism of Adoption of Meeting Resolutions**

The Meeting's resolutions shall be adopted amicably. When an amicable resolution could not be reached, decision shall be adopted by voting.

### **F. The Opportunity to Ask Questions and/or Provide Opinion**

The shareholders were given the opportunity to ask questions and/or provide opinions (responses), and there was 1 (one) question on the First Agenda.

### **G. Meeting Resolutions**

Resolutions for all Meeting Agendas were adopted unanimously through deliberation to reach consensus, as follows:

#### **First Agenda**

1. To approve the Company's Annual Report for the financial year ended on 31 December 2018 including the Report of the Board of Directors and the Supervision Report of the Board of Commissioners;
2. To approve and ratify the Company's Financial Statements for the financial year ended on 31 December 2018 audited by Tanudiredja, Wibisana, Rintis & Rekan Public Accounting Firm, member firm of PricewaterhouseCoopers global network with "Unmodified" opinion as set forth in its report dated 25 January 2019; and
3. To release and discharge all members of the Company's Board of Directors and Board of Commissioners from responsibilities and all liabilities (acquit et de charge) for the management and supervision performed during financial year 2018, insofar as such actions are reflected in the Company's Annual Report and Financial Statements for financial year 2018, except for acts of embezzlement, fraud and other crimes.

Question raised as follows:

Mr. Andry Ansjori, owner and holder of 72,086 (seventy-two thousand eighty-six) public shares of the Company inquired about the financial asset available for sale, there was a loss in 2018 of Rp 340 Billion, and in the cash flow there were derivative bills minus Rp 261 Billion and the loss of other assets of Rp1.482 Trillion.

Answer:

Ms. Hartati as the Company's Director explained that the financial asset available for sale had a loss in 2018 because of the mark-to-market of securities held, including government bonds.

In the cash flow there was an increase in derivative bill which was mark to market movement on all derivative bills. Other assets which were minus in cash flow were not losses but movements in 2018. The increase in other assets in 2018 was partly due to an increase in foreclosed collateral and an increase in the Letter of Credit transaction bill.

### **Second Agenda**

To approve the determination of the appropriation of the profit earned in financial year 2018, in the amount of Rp2,638,064,002,068,- after deducting the general reserves in the amount of Rp100,000,000,- in accordance with Law No. 40 of 2007 concerning Limited Liability Company, entirely to strengthen the Company's capital position instead of being distributed as dividends to shareholders.

### **Fourth Agenda**

To approve the buyback of the Company's shares with the maximum number of the Company's Shares to be buybacked being 364,000 (three hundred sixty-four thousand) shares or 0.002% (zero point zero zero two percent) of the entire shares issued and fully paid-up. The buyback of shares for variable remuneration distribution to the management and employees pursuant to POJK No. 30/POJK.04/2017 shall be performed with due observance of and subject to the applicable provisions, and the authority of the buyback of shares for variable remuneration was given to the Company's Board of Directors.

### **Fifth Agenda**

To approve the Recovery Plan Update, and subsequently if there is a condition where the Company must implement one or several options in the Recovery Plan that requires the approval of the GMS, and considering that these conditions require immediate action so that it is impossible to hold a GMS in advance, to grant the power and authority to the Company's Board of Directors for the implementation with prior approval from the Board of Commissioners.

### **Sixth Agenda**

To approve and to grant authority to the Board of Commissioners upon recommendation from the Audit Committee to appoint a Public Accountant to examine or audit the books and records of the Company for the financial year 2019 in accordance with the criteria of POJK No.13/POJK.03/2017 and to determine the honorarium and other relevant qualifications for such Public Accountant.

### **Seventh Agenda**

1. To approve the reappointment of Andrae Krishnawan W, Johannes Husin, and Low Seh Kiat as Directors for the term of office effective from the closing of this Meeting until the closing of the Company's Annual General Meeting of Shareholders in 2022.
2. To approve the change of position title from Independent Director to Director for Hartati, in relation to the provisions concerning the Independent Director has been revoked in the Decree of the Board of Directors of Indonesia Stock Exchange Number Kep-00183 / BEI / 12-2018 dated 26 December 2018.

3. To approve the confirmation of the appointment of Rama P. Kusumaputra as Independent Commissioner to be effective from the closing of this Meeting until the closing of the Company's Annual General Meeting of Shareholders in 2022.

Therefore, the Composition of the Board of Commissioners and Board of Directors shall be as follows:

#### THE BOARD OF COMMISSIONERS

- President Commissioner : Pramukti Surjaudaja
- Vice President Commissioner (Independent) : Peter Eko Sutioso
- Commissioner : Samuel Nag Tsien
- Commissioner : Lai Teck Poh
- Independent Commissioner : Jusuf Halim
- Independent Commissioner : Kwan Chiew Choi
- Independent Commissioner : Hardi Juganda
- Independent Commissioner : Betti S. Alisjahbana
- Independent Commissioner : Rama P. Kusumaputra

#### THE BOARD OF DIRECTORS

- President Director : Parwati Surjaudaja
- Director : Emilya Tjahjadi
- Director : Hartati
- Director : Martin Widjaja
- Director : Andrae Krishnawan W.
- Director : Johannes Husin
- Director : Low Seh Kiat
- Director : Joseph Chan Fook Onn
- Director : Mirah Wiryoatmodjo

4. To approve the determination of the remuneration of the Company's Board of Commissioners, Sharia Supervisory Board, and Board of Directors:

- (i) To again grant 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.
- (ii) To again grant the authority to the Board of Commissioners upon the recommendation of the Remuneration and Nomination Committee to determine the remuneration of the Board of Directors.

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

5. To approve the granting of the power and authority to the Company's Board of Directors to set out the aforementioned Meeting resolutions in a separate Notary Deed, and to grant the power and authority to the Company's Board of Directors with the right of substitution to the Notary to notify the authorized agency, to register, and as well as to take all necessary actions in accordance with the provisions of the articles of association and the prevailing laws and regulations in connection with said resolutions.

H. In the Meeting, the followings have been reported to shareholders:

**Third Agenda:**

The Accountability of the Actual Use of the Proceeds from Public Offering of Bank OCBC NISP's Continuous Bonds II Phase III of 2017 and Phase IV of 2018, and Public Offering of Bank OCBC NISP's Continuous Bonds III Phase I of 2018 with Fixed Interest Rate, net of issuance costs has been in accordance with the plan set forth in the prospectus and has been reported to the Financial Services Authority.

**Jakarta, 10 April 2019  
PT Bank OCBC NISP Tbk  
Board of Directors**