



**EXPLANATION ON THE AGENDA OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“THE MEETING”) 2021
PT BANK OCBC NISP Tbk (“THE COMPANY”)**

Agenda 1

Approval on the Company’s Annual Report for Financial Year 2020

According to the Article 69 of Law No. 40 Year of 2007 on Limited Liability Companies (the "Company Law"), the Company’s Annual Report which includes the ratification of the Financial Statements and the Supervisory Task Report of the Board of Commissioners shall be approved by the Meeting.

The Company will submit the subject matters of the Company’s Annual Report for the financial year 2020 which include Financial Statements, the Board of Directors’ Report and Report on the Board of Commissioners’ Supervision of the Company’s course in 2020 in order to obtain the approval and ratification of the Meeting.

The Consolidated Financial Statements 31 December 2020 has been published in the newspaper Kompas on 10 February 2021 and available at Company’s website www.ocbcnisp.com.

Link of the Consolidated Financial Statement 31 December 2020 and 2020 Annual Report are as follow:

[Consolidated Financial Statements 31 December 2020](#)
[Annual Report 2020](#)

Agenda 2

Appropriation of the Company’s Profit earned in the Financial Year 2020

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 2020 in accordance with the Article 70 and 71 paragraph (1) of the Company Law, namely to strengthen the Company’s capital position instead of being distributed as dividends.

Agenda 3

Approval of the Buyback of the Company’ Shares (Share Buyback)

In accordance with Financial Services Authority Regulations (“POJK”) 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 2020 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 POJK No. 30/POJK.04/2017 regarding Buyback of Shares Issued by Public Company.

Agenda 4

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 5

The Amendment to the Articles of Association of the Company

The company will propose the amendment to the Company's Articles of Association in order to comply with POJK No. 15/POJK.04/2020 concerning Planning and Implementation of General Meeting of Shareholders of Public Companies ("POJK 15/2020"), POJK No. 16/POJK.04/2020 concerning Implementation of Electronic General Meeting of Shareholders of Public Companies, and POJK No. 14/POJK.04/2019 concerning Amendments to POJK No. 32/POJK.04/2015 concerning Increase in Capital for Public Companies by Providing Pre-emptive Rights.

Agenda 6

Changes of the Company's Management along with the determination of their remuneration

In accordance with Company's Article of Association, the appointment members of Board of Commissioners, Board of Directors, Sharia Supervisory Board and determination of their remuneration shall be decided by the Meeting.

In relation to the expiration term of office of members of the Company's Board of Commissioners, Samuel Nag Tsien and members of the Company's Board of Directors, Martin Widjaja, at the closing of the Meeting, pursuant to the recommendations from the Remuneration and Nomination Committee, it is proposed to appoint Helen Wong as Commissioner, effective after obtaining OJK approval until the closing of the Annual General Meeting of Shareholders in 2024, and to reappoint Martin Widjaja as Director effective since the closing of this Meeting until the closing of the Annual General Meeting of Shareholders in 2024.

In relation to the remuneration of the Board of Commissioners, Sharia Supervisory Board, and the Board of Directors, it has been determined at the Annual General Meeting Shareholders on 9 April 2019 for the financial year of 2020 to financial year of 2022, namely regrating 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, and 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.

Agenda 7

Appointment of Public Accountant and Public Accounting Firm for the Financial Year of 2021

In accordance with the Company's Articles of Association, Article 36A of POJK No. 10/POJK.04/2017 regarding Changes of POJK No. 32/POJK.04/2014 regarding the Plan and Implementation of General Meeting of Shareholders of Public Company, and Article 13 paragraph (1) of POJK No. 13/POJK.03/2017 regarding the Use of Public Accountant and Public Accounting Firm in Financial Services Activities, and since the determination of the Public Accountant and Public Accounting Firm for the financial year of 2020 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 and Public Accounting Firm to audit the books and records of the Company for the financial year 2020 in accordance with the criteria of POJK No. 13/POJK.03/2017, and to determine the honorarium and other requirements related to the appointment.

Whereas the curriculum vitae of the proposed members of the Board of Commissioners and Board of Directors are as follows:



CURRICULUM VITAE OF COMMISSIONER CANDIDATE

HELEN WONG

Chinese Citizen, 59 years old
Domicile: Singapore



Education

Bachelor of Social Sciences - University of Hong Kong

Work Experience

She has more than 35 years of banking experience and vast experience in Greater China, covering a wide range of roles in capital markets, syndicated finance and corporate banking.

- 1984: Management Trainee in OCBC Bank. The first China Desk Manager, based at the Hong Kong Branch.
- 1992: starting career in HSBC for 27 years
- 2010 - 2015: President and CEO of HSBC China based in Shanghai
- 2011: HSBC Group General Manager
- 2015 - 2019: HSBC Chief Executive for Greater China
- February 2020 - now: Deputy President and Head of Global Wholesale Banking, OCBC Bank.



CURRICULUM VITAE OF DIRECTOR

MARTIN WIDJAJA

Indonesian citizen, 48 years old.

Domicile: Jakarta, Indonesia.

Director of Bank OCBC NISP since September 10, 2012.



Education

Master of Business Administration (1996) and Bachelor of Science, Cum Laude (1995) from Chapman University, Orange, California, USA.

Work Experience

More than 20 years of experience in the banking industry, as follows:

- 1997-2000: Corporate Banking Account Officer of Deutsche Bank AG.
- 2000-2012: Served in various positions at HSBC with last position as Senior Vice President & Head of International and Large Local Corporation.
- July 2019-present: Commissioner of PT OCBC NISP Ventura.

PT Bank OCBC NISP Tbk

Corporate Secretary

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