



## **ANNOUNCEMENT OF SUMMARY MINUTES OF 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS PT BANK OCBC NISP TBK**

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

### **A. Meeting**

Day/Date : Monday, 18 March 2024  
Time : 10.00 am - 11.41 am Western Indonesia Time  
Venue : OCBC Tower  
Jl. Prof. Dr. Satrio Kav. 25, Jakarta 12940  
Mechanism : Physically and electronically through the eASY.KSEI application

### **Agenda:**

1. Approval of the Company's Annual Report for the Financial Year of 2023
2. Determination of the Appropriation of the Company's net profit earned in the Financial Year of 2023
3. Approval of the Company' Shares Buyback (Share Buyback) and Transfer of Buyback Shares Proceeds for the Distribution of Variable Remuneration
4. The Amendment to the Articles of Association of the Company
5. Changes in the Company's Board along with the determination of its remuneration
6. Appointment of Public Accountant and Public Accounting Firm for the Financial Year of 2024
7. Approval of the acquisition of shares in PT Bank Commonwealth by the Company.

### **Chairperson of the Meeting**

The meeting was chaired by Pramukti Surjaudaja as the Company's President Commissioner, as authorized by the Board of Commissioners.

### **B. Members of the Board of Commissioners, Board of Directors, Sharia Supervisory Board, and Committee who attended the Meeting**

#### **The Board of Commissioners**

- |                             |                                             |
|-----------------------------|---------------------------------------------|
| 1. President Commissioner   | : Pramukti Surjaudaja                       |
| 2. Commissioner             | : Na Wu Beng *)                             |
| 3. Independent Commissioner | : Jusuf Halim                               |
| 4. Independent Commissioner | : Betti S. Alisjahbana                      |
| 5. Independent Commissioner | : Rama P. Kusumaputra                       |
| 6. Independent Commissioner | : Tan Siak Kwang Nicholas (Nicholas Tan) *) |

#### **The Board of Directors**

- |                       |                        |
|-----------------------|------------------------|
| 1. President Director | : Parwati Surjaudaja   |
| 2. Director           | : Hartati              |
| 3. Director           | : Martin Widjaja       |
| 4. Director           | : Andrae Krishnawan W. |
| 5. Director           | : Johannes Husin       |
| 6. Director           | : The Ka Jit           |
| 7. Director           | : Lili S. Budiana      |

#### **Sharia Supervisory Board**

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

#### **Audit Committee**

- |                            |                      |
|----------------------------|----------------------|
| Member (Independent Party) | : Angeline Nangoi *) |
| Member (Independent Party) | : Antony Kurniawan   |

### Risk Monitoring Committee

Member (Independent Party) : Paulus Agus Tjarman \*)  
 Member (Independent Party) : Antony Kurniawan

\*) attended through the virtual meeting arranged by KSEI.

### C. Independent Party that Counted the Attendance of Shareholders and Ensured the Meeting Process

The Company had appointed independent party, namely Securities Administration Bureau (BAE) PT Raya Saham Registra to count the shareholders' attendance, and appointed Notary Fathiah Helmi, SH to ensure the Meeting process.

### D. Quorum of Attendance of Shareholders

In the Meeting, 21,670,391,417 shares or equal to 94.44% out of the total shares having valid voting rights issued by the Company were present and/or represented. Therefore, the Meeting met the quorum and had the right to make valid and binding resolutions.

### E. Mechanism of Meeting Resolutions

The Meeting's resolutions were resolved amicably. In the event an amicable resolution could not be reached, decision was taken by voting.

### F. The Opportunity to ask Question/Opinions and Voting Results

The shareholders were given the opportunity to ask questions and/or give opinions in the Meeting with respect to Agenda of the Meeting. The voting results from all shareholders who attended the meeting with valid voting rights which includes e-Proxy and e-Voting votes from the KSEI system were as follows:

Agenda	Affirmative	Non-affirmative	Abstain *)	Total Affirmative **)	Question/Opinion
First	21,663,388,963 shares or 99.96768654%		7,002,454 shares or 0.03231346%	21,670,391,417 shares or 100%	1 (one)
Second	21,669,479,877 shares or 99.99579362%	13,000 shares or 0.00005999%	898,540 shares or 0.00414639 %	21,670,378,417 shares or 99.99994001%	-
Third	21,561,173,053 shares or 99.49600189%	106,752,824 shares or 0.49262065 %	2,465,540 shares or 0.01137746 %	21,563,638,593 shares or 99.50737935%	-
Fourth	21,669,171,477 shares or 99.99437048%	100,000 shares or 0.00046146%	1,119,940 shares or 0.00516807%	21,670,291,417 shares or 99.99953854%	-
Fifth	21,640,371,991 shares or 99.86147262%	27,557,386 shares or 0.12716607%	2,462,040 shares or 0.01136131%	21,642,834,031 shares or 99.87283393%	2 (two)
Sixth	21,642,485,846 shares or 99.87122719%	27,007,131 shares or 0.12462687%	898,440 shares or 0.00414593%	21,643,384,286 shares or 99.87537313%	-
Seventh	21,560,722,153 shares or 99.49392117%	108,770,824 shares or 0.5019329%	898,440 shares or 0.00414593%	21,561,620,593 shares or 99.4980671%	2 (two)

\*) In accordance with POJK No. 15/POJK.04/2020, any abstain votes is considered to cast the same vote as the majority votes of shareholders who cast votes.

\*\*) These voting numbers were calculated through the e-Voting of KSEI and BAE.

## **G. Meeting Resolutions**

Meeting resolutions were as follows:

### **First Agenda**

1. Approved the Company's Annual Report including the Report of the Board of Directors and the Supervision Report of the Board of Commissioners for the financial year 2023.
2. Approved the Company's Financial Consolidated Statements for the financial year 2023 audited by Tanudiredja, Wibisana, Rintis & Rekan Public Accounting Firm, member of PricewaterhouseCoopers global network as set forth in its report dated 26 January 2024 with unmodified opinion.

Therefore, the Company's Board of Directors and Board of Commissioners, hereby were released and discharged (acquitted et de charge) from the responsibilities of their management and supervision performed during financial year ended 31 December 2023, insofar as such actions were reflected in the Company's Annual Report and Financial Consolidated Statements for financial year 2023, provided that it is not a criminal act and has been disclosed in the abovementioned report.

### **Second Agenda**

1. Approved the determination of the appropriation of the Company's net profit of financial year 2023, in the amount of IDR 4,091,028,038,113 as follows:
  - a. IDR 72 per share or total IDR 1,652,061,381,984 was determined as Cash Dividend or 40.4% of the Net Income attributable to shareholders of the parent company
  - b. IDR 100,000,000 was set aside for general reserves; and
  - c. The remaining Net Profit was determined as retained earnings.
2. Approved the delegation of power and authority with substitution rights to the Board of Directors to determine the schedule and procedures relating to the payment of cash dividends for the 2023 financial year in accordance with applicable regulations and carry out tax deductions in accordance with the provisions of tax laws and determine other technical matters without prejudice to the applicable provisions.

### **Third Agenda**

1. Approved the buyback of the Company's shares from the public shareholders maximum 402,000 shares or 0.002% of the total shares issued and fully paid-up for variable remuneration distribution to the Board of Directors and employees pursuant to POJK No. 29/2023 and prevailing law and regulation.
2. Approved the delegation of authority to the Board of Directors to perform the buyback of the Company's shares and its transfer pursuant to POJK No. 29/2023, POJK No. 45/POJK.03/2015, and prevailing law and regulation with the estimated cost shall not exceed the maximum IDR 800,000,000, including the intermediary commission for the securities traders and other related costs.

### **Fourth Agenda**

1. Approved the amendment to the Company's Articles of Association, including to comply with laws and regulations, namely Law No. 4/2023, POJK No. 12/2023, POJK No. 17/2023, and POJK No. 14/POJK.04/2022, and re-arrangement of the Company's Articles of Association.
2. Authorized the Company's Board of Directors:
  - To state the resolutions of the Meeting's Agenda in the form of separate Notarial Deed and to perform all necessary actions in connection with the Meeting resolutions.
  - To notify the Minister of Law and Human Rights of the Republic of Indonesia, to register and to announce the amendments to the Articles of Association, so that the amendments to the Articles of Association are valid according to law, including to make amendments or additions to the amendments to the provisions of this articles of association if required by the authority and to perform everything which is needed and required by the prevailing laws and regulations.

### **Fifth Agenda**

1. Approved the re-appointment of Wong Pik Kuen Helen as Commissioner, effective since the closing of the Meeting until the closing of the Company's AGMS in 2027.
2. Approved the reappointment of Martin Widjaja as Director, effective since the closing of the Meeting until the closing of the Company's AGMS in 2027.
3. Approved the resignation of Emilya Tjahjadi as Director, effective since the closing of the Meeting.

The Company expressed its deepest gratitude and appreciation to Ms. Emilya Tjahjadi for her contribution and dedication to the Company for 13 years, especially in the Commercial and Enterprise Banking activities.

Therefore, the Composition of members of the Board of Commissioners and Board of Directors are as follows:

#### **THE BOARD OF COMMISSIONERS**

- President Commissioner : Pramukti Surjaudaja
- Commissioner : Wong Pik Kuen Helen (Helen Wong)
- Commissioner : Lai Teck Poh
- Commissioner : Na Wu Beng
- Independent Commissioner : Jusuf Halim
- Independent Commissioner : Betti S. Alisjahbana
- Independent Commissioner : Rama P. Kusumaputra
- Independent Commissioner : Tan Siak Kwang Nicholas (Nicholas Tan)

#### **THE BOARD OF DIRECTORS**

- President Director : Parwati Surjaudaja
- Director : Hartati
- Director : Martin Widjaja
- Director : Andrae Krishnawan W.
- Director : Johannes Husin
- Director : Joseph Chan Fook Onn
- Director : The Ka Jit
- Director : Lili S. Budiana

4. Approved the delegation of the authority to the Company's Board of Directors to set out the Meeting resolutions in a separate Notarial Deed, to notify Ministry of Law and Human Rights Republic of Indonesia/the authorized agency, and as well as to take all necessary actions in accordance with the provisions of the prevailing laws and regulations in the Republic of Indonesia.

### **Sixth Agenda**

Approved the delegation of authority and power of attorney to the Board of Commissioners based on the recommendation from the Audit Committee to appoint a Public Accountant and Public Accounting Firm to audit the Company's Consolidated Financial Statements for the financial year 2024 in accordance with the prevailing provisions and to determine the audit service fee and other relevant qualifications, with criteria or limit according to the applicable regulations.

### **Seventh Agenda**

1. Approved the Company's action to acquire PT Bank Commonwealth' shares by purchasing 4,276,469 shares representing 99% of PT Bank Commonwealth shares from Commonwealth Bank of Australia and purchasing 43,198 shares representing 1% of PT Bank Commonwealth' shares from minority shareholders ("Acquisition").
2. Approved the PT Bank Commonwealth abridged acquisition plan document, which the summary of abridged was announced in the newspapers Kontan and Media Indonesia, as well as through the Indonesian Stock Exchange website and the Company's website on 24 January 2024.



3. Approved the concept of the Acquisition Deed, taking into account the applicable laws and regulations.
4. Approved and grant the power and authority to each member of the Company's Board of Directors, with the right of substitution, to carry out all and any action required, or deemed necessary for the implementation of the Acquisition, in accordance with the GMS decision, including but not limited to:
  - Determine the terms and conditions, as well as carry out the necessary actions based on the agreement for the implementation of the Acquisition;
  - Prepare, compile, make, request to make, and sign the necessary deeds and letters or documents including but not limited to the Deed of Acquisition, and take all necessary actions in order to implement the decisions of this GMS;
  - Submit the application, approval, and/or submit the notification of the GMS decisions to the Minister of Law and Human Rights of the Republic of Indonesia and other authorized institutions;
  - Prepare and restate the decisions on this Agenda in a separate Notarial Deed; in accordance with applicable laws and regulations.

**Jakarta, 19 March 2024**  
**PT Bank OCBC NISP Tbk**  
**Board of Directors**