

# Announcement of The Summary of Minutes of The Annual General Meeting of Shareholders PT Bank QNB Indonesia Tbk

The Board of Directors of PT Bank QNB Indonesia Tbk (the "Company") hereby announces to shareholders that the Company has held the Annual General Meeting of Shareholders (the "Meeting") as follows:

## A. At

Day/Date : Wednesday, 28 February 2018  
Time : 09.00 -10.35 Indonesia Western Time  
Venue : QNB Tower, 3<sup>rd</sup> floor  
18 Parc, SCBD, Jl. Jend. Sudirman Kav. 52-53, Jakarta 12190

## With the Agenda for the Meeting as follows:

1. To approve the Annual Report of the Company, including the Board of Directors' Report, the Board of Commissioners' Supervisory Report and the Financial Statements for the fiscal year ended 31 December 2017.
  2. To appoint the Independent Auditor of the Company for the fiscal year of 2018.
  3. To determine of honorariums/salaries and other allowances for the members of the Board of Commissioners and Board of Directors of the Company.
  4. To approve the Realization Report of the Use of Funds from Rights Issue V.
  5. To approve the changes of the Board of Commissioners and / or Board of Directors.
  6. To increase the issued and paid-up capital with Pre-Emptive Right and the amendment of article 4 of the Articles of Association of the Company.
- B. The members of the Board of Commissioners and the Board of Directors of the Company whom were present in the Meeting  
All members of the Board of Commissioners and the Board of Directors of the Company were present in the Meeting.
- C. Quorum  
The Meeting was attended by 15,712,289,934 shares or equivalent to 92.46 % of the total shares issued by the Company.
- D. In the Meeting, the Company has given opportunities to the shareholders or their proxies to raise questions, opinions, proposals or suggestions related to the Meeting Agenda.  
There was 1 shareholder who raised questions
- E. In the Meeting, resolutions were resolved based on an amicable deliberation to reach a mutual consensus. Resolution of the Meeting was resolved based on an amicable deliberation to reach a mutual consensus.
- F. The resolutions of the Meeting were:

## All shares with voting rights present in the Meeting amounting to 15,712,289,934 or representing 100% vote in favor. The Meeting decided:

### Item 1 on the Agenda

- a. Accepted and approved the Bank's Annual Report for the financial year ended 31 December 2017, including Board of Director's Report and the Board of Commissioner's Supervisory Report.
- b. Accepted and approved the Bank's Annual Financial Statement for the financial year ended 31 December 2017, audited by the Public Accounting Firm Purwanto, Sungkoro & Surja member of Ernst & Young Global Limited pursuant to report No. RPC-5576/PSS/2018 dated 19 January 2018 with unmodified audit opinion, and granted full release and discharge to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervision for the year 2017 to the extent that the management and supervision are reflected in the Company's 2017 Annual Report and are not criminal actions, with the conditions that the release and discharge shall not be applicable for any member of Board of Directors who is or will be proved to have conducted action beyond his/her authority (ultra vires) and violated the prudential banking principles.

For the fiscal year ended 31 December 2017 the Company recorded loss, thus for the fiscal year 2017, the Company does not distribute dividends to shareholders.

### Item 2 on the Agenda

Approved to grant the authority for the Board of Commissioners to appoint an Independent Auditor registered with OJK to audit the Company's Financial Report of Fiscal Year 2018 and authorize the Board of Commissioners to determine the honorarium of the Independent Auditor and other terms of appointments and to appoint a replacement of Independent Auditor in the case of the appointed Independent Auditor may not be able to complete the audit task of the Company's Financial Statements for the fiscal year 2018, subject to the Board of Commissioners shall observe the recommendations from the Audit Committee of the Company.

### Item 3 on the Agenda

Approved to grant the power and authorities to Qatar National Bank (Q.P.S.C.) as the Company's controlling shareholder which owned 90.96% of the Company's shares to determine the amount of salary or honorarium and other allowances for financial year 2018 for each member of the Board of Commissioners and the Board of Directors of the Company.

### Item 4 on the Agenda

Approved the Realization Report of the Use of Funds from Rights Issue V.

### Item 5 on the Agenda

- a. Accepted the resignation of Mr. Ali Ahmed ZA Al Kuwari from his position as President Commissioner. The resignation shall become effective on 9 January 2018.
- b. Accepted the termination of Mr. Azhar bin Abdul Wahab from his position as a Director of the Company. The termination shall become effective on 1 December 2017.
- c. To re-appoint the members of the Board of Commissioners and Board of Directors of the Company with, upon the effective resignation of Mr. Ali Ahmed ZA Al Kuwari as President Commissioner on 9 January 2018 and the effective termination of Mr. Azhar bin Abdul Wahab as Director on 1 December 2017 and the effective appointment of Ms. Heba Ali Ghaith Al Tamimi as President Commissioner, Ms. Fareeda Ali Abulfath as Commissioner, and Ms. Leka Madiadipoera as Director respectively, the composition of the members of the Board of Directors and Board of Commissioners of the Company since the closing of the Meeting and the appointment of Ms. Heba Ali Ghaith Al Tamimi as President Commissioner, Ms. Fareeda Ali Abulfath as Commissioner, and Ms. Leka Madiadipoera as Director respectively have obtained approval of the Indonesian Financial Services Authority (FSA)'s Fit and Proper Test, as follows:

#### Board of Directors

Director : Ms. Junita Wangsadinata  
Independent Director : Mr. Windiartono Tabingin  
Director : Ms. Novi Mayasari  
Director : Mr. R. Andi Kartiko Utomo  
Director : Mr. Adhiputra Tanoyo  
Director : Ms. Leka Madiadipoera\*)

#### Board of Commissioners

President Commissioner : Ms. Heba Ali Ghaith Al-Tamimi \*)  
Commissioner : Mr. Stephen Robert James Holden  
Commissioner : Ms. Fareeda Ali Abulfath\*)  
Independent Commissioner : Mr. Djoko Sarwono  
Independent Commissioner : Mr. Suroto Moehadj  
Independent Commissioner : Mr. Muhammad Anas Malla

- d. The tenure of all members of Board of Directors and Board of Commissioners are up to the closing of the Annual General Meeting of the Shareholders of the Company to be held in 2021, without prejudice to the rights of the General Meeting of Shareholders to dismiss at any time.
- e. Authorized the Board of Directors of the Company to state the change in members of the Board of Directors and the Board of Commissioners in a separate deed drawn up before a Notary (where necessary) and arrange delivery of a notification to that effect to the Ministry of Law and Human Rights of the Republic of Indonesia.

### Item 6 on the Agenda

Approved the increase of the issued and paid-up capital with Pre-emptive Rights (PER) VI and the change on article 4 of the Company's articles of association with explanation as follows:  
With regards to the increase of the issued and paid-up capital with PER VI, the Company has announced Disclosure Information through Investor Daily newspaper, the Indonesian Stock Exchange (IDX)'s website and the Company's website on 22 January 2018.

As for the capital increase by providing PER VI will be done with the terms and conditions as follows:

- A. Shares to be issued at maximum amount of 3,786,010,377 ordinary shares with a nominal value of IDR 250,- per share offered at an offering price of IDR 250, - per share.
- B. Thereby increasing the Company's issued and paid up capital from 16,992,865,249 shares or totaling IDR 4,248,216,312,250,- into the maximum amount of 20,778,875,626 shares or totaling IDR 5,194,718,906,500,-, thus this changes the Article 4 paragraph 2 of the Articles of Association of the Company.
- C. Issuance of the new shares will be done by providing pre-emptive rights to the Company's shareholders which respective holder of 10,000 shares of the Company whose names are registered in the Register of Shareholders of the Company on 5 June 2018 at 16.00 West Indonesia Time, will entitle to 2.228 Right, where every 1 Right has the right to purchase 1 (one) new share at IDR 250,- per share.
- D. Certificate of PER VI will be traded on the Indonesia Stock Exchange and outside the Stock Exchange within a period of not less than five (5) business days starting from 7 June 2018 until the date of 20 June 2018. Listing of the new shares as result of Rights implementation under PER VI will be conducted in the Indonesia Stock Exchange on 7 June 2018.
- E. If the new shares offered by providing PER VI is not entirely exercised by shareholders or holders of Rights, then the remainder will be allocated to other shareholders who book more than entitled rights, as stated in the Certificate of Rights, proportionally based on the rights that have been implemented.
- F. The proceeds from the capital increase by providing PER VI after deducting the costs of emissions are entirely to be used to strengthen the capital structure of the Company, hereinafter according to plan will be used entirely to improve the productive assets of the Company in the form of lending.
- G. Other requirements in connection with the capital increase by providing PER VI to shareholders can be seen in the announcement of the summary of prospectus and disclosure of information through the Indonesia Stock Exchange's website and the Company's website as well as Prospectus that will be published by Company.
- H. The increase of the capital by providing PER VI will apply the provisions of the Capital Market, the legislation of the Republic of Indonesia, the articles of association of the Company and the Indonesia Stock Exchange's regulations.
- I. In connection with the capital increase by providing PER VI, there will be changes to the provisions of Article 4, paragraph 2 and paragraph 3 of the Articles of Association of the Company, and to authorize the Directors to:
  - a. Carry out the capital increase by providing PER VI.
  - b. To authorize the Board of Directors to declare in a separate deed regarding the increase in issued and paid-up capital as result of issuing new shares, after the names of shareholders who acquire shares from the capital increase by providing PER VI is recorded in the register of shareholders of the Company, thus the change of Article 4 paragraph 2 of the Company's articles of association, including to administer the notification to the Ministry of Justice and Human Rights of the Republic of Indonesia as has been decided at this meeting.
  - c. Authorized the Board of Directors to take necessary action to:
    - Registering the Company's shares in collective custody in accordance with the Indonesian Central Securities Depository's regulations.
    - Listing the Company's shares which are issued and fully paid shares on the Stock Exchange by taking into account the applicable legislation and regulations in the capital market.

Jakarta, 2 March 2018  
PT Bank QNB Indonesia Tbk  
Board of Directors

PT Bank QNB Indonesia Tbk is registered and supervised by Financial Services Authority (OJK).