

## **Explanation of The Agenda for Annual General Meeting of Shareholders of PT Bank QNB Indonesia Tbk**

In relation to the plan to hold the Annual General Meeting of Shareholders (“Meeting”) of PT Bank QNB Indonesia Tbk (the “Company”) on Wednesday, 26 June 2019, the Company has made the announcement in the daily newspaper Investor Daily:

- Announcement of the Meeting on 16 May 2019.
- Notice of the Meeting on 31 May 2019.

Furthermore, in compliance with Financial Services Authority Regulation Number 32/POJK.04/2014 dated 8 December 2014 regarding the Plan and Implementation of the General Meeting of Shareholders of Publicly-Held Company, the Company hereby provides the explanation of its Agenda, as follows:

### **Agenda**

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 at 31 December 2018.
2. To appoint the Independent Auditor of the Company for the fiscal year of 2019.
3. To determine the honorariums/ salaries and other allowances for the members of the Board of Commissioners and Board of Directors of the Company.
4. Realization Report of the Use of Funds from Rights Issue V & VI.
5. To approve the changes of the Board of Commissioners and/or Board of Directors of the Company.
6. Amendments to the Articles of Association in article 3 regarding aim and propose as well as business activity.

### **Explanation of the Agenda**

#### Item 1 on the Agenda:

In accordance with Article 11 paragraph 7 (a) and Article 21 paragraph 3 of the Company's Articles of Association; Article 69 of Law Number 40 of 2007 on Limited Liability Companies (the “Company Law”), it is proposed to the Meeting 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 at 31 December 2018 which has been audited by the Independent Audit Firm of Sidharta Widjaja & Partner, affiliated with KPMG as specified in No. 00097/2.1005/AU.1/0854-1/I/III/2019 dated 29 March 2019, with “unmodified audit opinion”.

By granting approval for the Company’s Annual Report including the Board of Directors’ Report, the Board of Commissioners’ Supervisory Report and the Financial Report for the fiscal year ended at 31 December 2018, hence, the Meeting shall grant full acquittal and discharge (*acquitt et de charge*) to the Board of Directors and Board of Commissioners of the Company for their



management and supervision in the year ended at 31 December 2018 provided that the management and supervision are reflected in the Company's Annual Report for the year ended 31 December 2018.

Item 2 on the Agenda:

In accordance with Article 11 paragraph 7 (c) of the Company's Articles of Association and Article 68 of the Company Law, it is proposed to the Meeting to grant power and authority to the Board of Commissioners to determine the appointment of one of the Public Accounting Firm registered in the Indonesia FSA to audit the Company's Financial Statements for the financial year ended at 31 December 2019 and to determine the honorarium for the Public Accounting Firm and other requirements.

Item 3 on the Agenda:

In accordance with Article 15 paragraph 16 and Article 18 paragraph 18 of the Company's Articles of Association; and Article 113 and Article 96 of the Company Law, it is proposed to the Meeting to approve the honorariums/ salaries and other allowances for each member of the Company's Board of Directors and Board of Commissioners for year 2019, by providing authority to Qatar National Bank (Q.P.S.C.) as the Company's ultimate shareholders which owned 92.48% of Company's shares to determine salaries, honoraria and other allowances for the fiscal year 2019 for each member of the Company's Board of Commissioners and Board of Directors.

Item 4 on the Agenda:

To comply with the provisions of OJK No. 30/POJK.04/2015 dated 16 December 2015 regarding the Realization Report of the Use of Funds from the Public Offering, the Company submits the Realization Report of the Use of Funds from Rights Issue V & VI.

Item 5 on the Agenda:

In accordance with the provisions of the Company's Articles of Association in:

1. Article 15 paragraph 9 and article 18 paragraph 13, the members of the Board of Commissioners and Board of Directors are appointed and terminated by the General Meeting of Shareholders;
2. Article 15 paragraph 12 and Article 18 paragraph 16 concerning the resignation of member of the Board of Commissioners and Board of Directors;

The Company proposes to the Meeting to approve the changes of the Board of Commissioners and Board of Directors of the Company.

The Curriculum Vitae of the candidate of member of Commissioner and Director of the Company can be found in the last part of this document.

Item 6 on the Agenda:

To adjust to the provisions of prevailing law and regulations, it is proposed to the Meeting to approve amendment to the Articles of Association in article 3 regarding aim and propose as well as business activity.

**Supported Data/Material**

Curriculum Vitae of the candidate of the President Commissioner, Commissioner and Director of the Company are as follows:



**Fareeda Ali Abulfath – President Commissioner**

Qatari Citizen. Earned Bachelor of Business in Accounting, Qatar University in 1990 and earned Master of Business Administration in Financial Management, University of Wales and Manchester Business School, UK.

Her career began from Qatar University in 1980 to 1989 as an Accountant, at Commercial Bank of Qatar from 1989 to 1996 as Credit Manager. She served at Qatar National Bank (Q.P.S.C.) in 1996 up to now with the most recent position of Group Chief Credit Officer. Currently she is also a member and Vice Chairman of the Board of Directors at QNB Financial Services in Doha, Qatar; member of the Board of Directors and member of the Credit Committee at Commercial Bank International, Dubai; member of the Board of Directors at QNB Al Ahli in Cairo, Egypt.



**Khalid Ahmed Al Sada - Commissioner**

Qatari citizen. Earned his Diploma of Banking Operations, Institute of Administrative Development in 2004.

His career began from Qatar Islamic Bank in 1997-2004 as a Deputy Branch Manager – Retail Division. He served at Qatar National Bank (Q.P.S.C.) in 2004 up to now with various positions as Branch Manager – Retail Islamic Banking in 2004-2010, Head of QNB First – Retail Islamic Banking in 2010-2012, Head of Islamic Business - International Business Division in 2012-2014, Assistant General Manager - International Business Division in 2014-2017, Acting General Manager - International Business Division in 2017- May 2019. And last position as General Manager - International Business Division since May 2019. Currently he is also a member of Board at QNB Syria.



**Geoffry Nugraha - Director**

Indonesian Citizen. Bachelor of Science in Business Administration - International Business from Hawaii Pacific University, Honolulu, Hawaii in 1994 and Master in Business Administration - Finance from Hawaii Pacific University, Honolulu, Hawaii in 1995.

Having more than 23 years of experience in Indonesia's banking industry specifically in Wholesale Banking. Prior joining PT Bank QNB Indonesia Tbk, he has been working as Executive Director, Head of Corporate Banking in PT Bank UOB Indonesia, as Director – Head of Corporate & Institutional Banking in PT Bank ANZ Indonesia, as Director – Country Head of Transaction Banking. Also in Bank HSBC Indonesia as VP Commercial Banking, and PT Bank Rabobank International Indonesia as Senior Relationship Manager in Commercial Banking and Credit Analyst.

The 2018 Company's Annual Report can be accessed on the Company's website [qnb.co.id](http://qnb.co.id) and also available at the Company's Head Office since 31<sup>st</sup> May 2019 or the date of the final notice of the Meeting up to the date of the Meeting and can be obtained by filling a written request to the Company's Corporate Secretary.

Jakarta, 31<sup>st</sup> May 2019  
PT Bank QNB Indonesia Tbk  
Board of Directors