

**CODE OF CONDUCT
ANNUAL GENERAL MEETING OF SHAREHOLDERS ("Meeting")
PT BANK QNB INDONESIA Tbk ("Company")
Jakarta, June 11, 2020**

The Code of Conduct of this Meeting was made by referring to the applicable laws and regulations and in special conditions adjusting to the appeal of the Government of the Republic of Indonesia, related to the Appeal / Procedure / Guide / Protocol for the Prevention or Reduction of the Corona Virus spread / Covid-19.

I. CODE OF CONDUCT REGARDING PREVENTION OR REDUCTION OF CORONA / Covid-19 VIRUS SPREAD

1. The Company ensures that Shareholders who cannot attend or choose not to attend the Meeting can exercise their rights by granting **Power of Attorney** (to attend and cast their votes on each agenda of the Meeting) to independent Parties through:
 - a. eASY.KSEI application provided by KSEI on the link <https://akses.ksei.co.id/> or;
 - b. Fill in the Power of Attorney form that has been uploaded on the Company's website and can be downloaded on the Company's website (www.qnb.co.id).
2. All parties prior present at the Meeting must:
 - a. Carry out body temperature checks and submit health certificates from competent doctors before entering the area and meeting room without any exception;
 - b. Maintain personal sanitation by using hand sanitizers provided around and in meeting room;
 - c. Wear masks;
 - d. Limitation of elevator usage contains maximum 9 persons;
 - e. For Shareholders who are identified as having a body temperature of more than 37.5° Celsius, they can exercise their rights as shareholders by providing a Power of Attorney in accordance with the procedures mentioned above and leave the Meeting venue.
3. Meeting Participants who present at the meeting venue must follow the prevention or reduction procedures and protocols the spread of the Corona/Covid-19 virus during the Meeting as follows:
 - a. Use masks that are provided by the meeting organizer properly;
 - b. Maintain social distance and sit in the seats provided in the meeting room;
 - c. Not allowed to eat and drink in or around the meeting room (without exception food and drinks provided / distributed by the meeting organizer);
 - d. Maintain self-sanitation by utilizing hand sanitizers that provided both in and around the meeting room and must wear the mask;
 - e. It is recommended not to shake hands with direct skin contact;
 - f. It is forbidden to walk around during the Meeting, except at the time of voting the time will be arranged by the Meeting organizer.
4. Meeting room settings and video conference facilities are set as follows:
 - a. Meeting participants are welcome to occupy the Meeting Room determined for the meeting.
 - b. Shareholders and / or their Proxies can still participate actively during the question and answer process and voting in accordance with the mechanism set out in this Code of Conduct and by complying with applicable laws and regulations.

II. MEETING RULES

1. The meeting will be held in Indonesian language.
2. Based on article 13 paragraph 1 of the Company's Articles of Association, the Meeting is chaired by a member of the Board of Commissioners appointed by the Board of Commissioners.
3. At the Meeting opening, the chairman will explain to the Shareholders at least about the general condition of the Company, the Meeting agenda, the decision-making mechanism related to the



Meeting agenda and the procedure for using Shareholders' rights to raise questions, opinions, proposals or suggestions

4. Shareholders who entitled to attend and vote at the Meeting are Shareholders whose names are registered in the Register of Shareholders of the Company on May 19, 2020 at the closing hours of the stock exchange trading. Shareholders can authorize other parties to attend and vote at the Meeting.
5. The rights of the Company's Shareholders in connection with the Meeting are as follows:
 - a. Shareholders may submit questions or opinions on each agenda item in the manner set out in this Code of conduct.
 - b. Shareholders have the right to vote Agree, Disagree or Abstain / Blank vote for each agenda item. The procedure for voting in a vote is regulated in this code of conduct.
6. Quorum of Attendance at the Meeting:
 - a. Based on Article 14 paragraph 2 (1.a) of the Company's Articles of Association, this Meeting can make valid decisions if attended by shareholders or their proxies representing more than 1/2 (one half) of the total number of shares has been placed by the Company with valid voting rights.
 - b. The calculation of the number of Shareholders, carried out by a Notary is only done 1 (one) time, that is before the Meeting is opened by the chairman of the Meeting.
 - c. The number of Shareholders' attendance declared by the Notary before the opening of the Meeting is a fixed amount until the meeting is closed. Therefore, the Shareholders or their proxies who enter the Meeting room after the Meeting is opened, the number of shares is not counted in determining the number of quorums and therefore do not have the right to vote at the Meeting; nor do Shareholders or their proxies leave the Meeting room before the Meeting closes, not reducing the calculation of the number of shares represented at the Meeting.
7. Discussion on the Meeting agenda is carried out with the following mechanism:
 - a. The Chairman of the Meeting will open, lead and close the Meeting;
 - b. The Chairman of the Meeting may ask other members of the Board of Commissioners or members of the Board of Directors to provide an explanation of each agenda item (if necessary).
8. Question and Answer Mechanism:
 - a. The chairman of the Meeting will provide an opportunity to Shareholders or their proxies to raise questions and / or express opinions in connection with the agenda of the Meeting after the discussion of the entire agenda, prior to the submission of the proposed decision;
 - b. Only Shareholders or their proxies are entitled to raise questions and / or express opinions about the agenda of the Meeting;
 - c. For Shareholders or their proxies who want to ask questions and / or opinions, are invited to raise their hands when the chairman of the Meeting gives the opportunity to Shareholders or their proxies to ask questions and / or express opinions;
 - d. The questioners will take turns asking the name, number of shares owned or represented, along with their questions and / or opinions, in front of the available microphone;
 - e. To provide equal opportunity to all Shareholders, the questions and / or opinions that can be submitted by each Shareholder or their attorneys are at most 3 (three) pieces for each meeting agenda item
 - f. After asking questions and / or opinions, the questioner is welcome to return to his seat;
 - g. The chairman of the Meeting or the party appointed by the chairman of the Meeting will answer or respond to questions or opinions raised.
 - h. After all questions and / or opinions for the Meeting agenda have been responded by the chairman of the Meeting or the party appointed by the chairman of the Meeting, the chairman of the Meeting will proceed with the submission of the proposed resolutions of the Meeting.
9. Voting procedures:
 - a. Voting is done openly (verbally).
 - b. Based on Article 14 paragraph 2 (1.c) of the Company's Articles of Association, a Meeting may make valid decisions if approved by the Shareholders or their proxies representing at least more than 1/2 (one half) of all shares with voting rights lawfully present at the Meeting.



- c. Only the Company's Shareholders whose names are registered in the Register of Shareholders of the Company on May 19, 2020 at the closing of trading hours of the stock exchange who has the right to vote.
 - d. Each share gives the holder the right to issue 1 (one) vote.
 - e. In accordance with Article 14 paragraph 2 (6) of the Company's Articles of Association, Shareholders with voting rights who present at the Meeting but not voting (abstained) are considered to issue the same votes as the majority vote of the Shareholders who vote.
10. Meeting Decisions:
- a. All decisions of the Meeting are taken based on deliberation to reach consensus;
 - b. All Shareholders or their proxies must comply with and respect the decisions that have been taken by the Meeting.
11. Other:
- a. Meeting participants are expected to be orderly in following the Meeting until the meeting is closed and not in and out of the meeting room before the meeting closes.
 - b. Participants in the Meeting are expected not to activate their cellular phones during the Meeting, so as not to disrupt the proceedings of the Meeting, except at the time of voting whose time will be arranged by the Meeting committee.
 - c. The Chairman of the Meeting or an official appointed by the Chairman of the Meeting has the right to take the necessary actions to maintain orderliness in the implementation of the Meeting.

Jakarta, 20 May 2020
Board of Director
PT Bank QNB Indonesia Tbk