

Notice of The Annual General Meeting of Shareholders of PT Bank QNB Indonesia Tbk

PT Bank QNB Indonesia Tbk (the “**Company**”) hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (the “**Meeting**”) of the Company, which will be held as follows:

Day/ Date : Wednesday, 28th February 2018
Time : 09.00 a.m. Western Indonesia Time until finish
Venue : QNB Tower, 3rd floor
18 Parc, SCBD
Jl. Jend. Sudirman Kav. 52-53
Jakarta

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 2017.
2. To appoint the Independent Auditor of the Company for the fiscal year of 2018.
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. 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 of the Company.
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.

Explanation of the Agenda and Materials of the Meeting:

Item 1 - 3 on the Agenda:

Item 1-3 on the agenda are the regular agenda of the Company’s Annual General Meeting of the Shareholders, in accordance with the Law No. 40 of 2007 on Limited Liability Companies and the Company’s Articles of Association.

Item 4 on the Agenda:

To comply with the provisions of OJK No. 30/POJK.04/2015 dated 16th 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.

Item 5 on the Agenda:

In accordance with the provisions of the Articles of Association of the Company in Article 15 paragraph 9 & article 18 paragraph 13, members of the Board of Commissioners and Board of Directors are appointed and terminated by the General Meeting of Shareholders, Article 15 paragraph 10 and article 18 paragraph 14 on the re-appointment of members of the Board of Commissioners and Board of Directors after their term ends, Article 15 paragraph 13 on the termination of member of the Board of Directors and Article 18 paragraph 16 concerning the resignation of member of the Board of Commissioners, the Company proposes to the Meeting to approve the changes of the Board of Commissioners and Board of Directors of the Company.

Item 6 on the Agenda:

Pursuant to article 8 of Financial Services Authority Regulation No. 32/POJK.04/2015 dated 16th December 2015 regarding Additional Capital of the Publicly-Held Company through Rights Issue with pre-emptive rights, the Company must obtain prior approval from General Meeting of Shareholders in order to increase issued and paid-up capital with pre-emptive right. In relation with such capital increase, the Company will also amend article 4 paragraph 2 and 3 of the Company’s Articles of Association.

General Provisions:

1. The Company will not send a specific Meeting invitation to each Shareholders and this invitation is the official invitation to the Company’s Shareholders.
2. The Shareholders who are entitled to attend and/or to be represented in the Meeting are those whose names are registered in the Company’s Shareholder Register on 5th February 2018 at 4.00 p.m. (Western Indonesia Time).
3. The Shareholders whose shares are in KSEI collective custody and are going to attend the Meeting shall register his/her self through KSEI Account Holder (Securities/Bank Custody) to get the Written Confirmation to Attend the Meeting (“**KTUR**”).
4. The Shareholders who are going to attend the Meeting must submit the copy of Identity Card (“**ID**”) to the Registration Officer before entering into the Meeting room. The representative of Shareholders in the form of a legal entity are requested to submit copies of the existing and applicable Articles of Association of the company, the deed of the appointment of incumbent members of the Board of Directors and the Board of Commissioners or the existing management composition. The Shareholders who are in the KSEI collective custody shall show the original KTUR.
5. a. The Shareholders who are unable to attend the Meeting may be represented by his/her proxy by submitting legitimate power of attorney with the standard form of power of attorney determined by the Company’s Board of Directors. The members of the Board of Commissioners, the Board of Directors and employee of the Company may act as any Shareholders’ representative in the Meeting, however their votes shall not be included in the total number of votes cast in the Meeting.
b. The power of attorney form is available every day during business hour at Company’s Share Administration Bureau (“**BAE**”), PT Adimitra Jasa Korpora which is domiciled at Rukan Kirana Boutique Office Jl. Kirana Avenue III Blok F3 No. 5, Kelapa Gading, Jakarta Utara
6. The Agenda/Materials of the Meeting can be accessed on the Company’s website (www.qnb.co.id) and also available in the Company’s Head Office at working hours since the date of the Notice of the Meeting up to the date of the Meeting and can be obtained by submitting a written request to the Company’s Corporate Secretary.
7. In order to facilitate the proper arrangement for the Meeting, the Shareholders or their representatives are respectfully requested to be present at the meeting room 30 minutes prior to the Meeting.

Jakarta, 6th February 2018
PT Bank QNB Indonesia Tbk
Board of Directors

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