

# Announcement Minutes Of Annual General Meeting Of Shareholders PT Bank QNB Indonesia Tbk

Board of Directors of PT Bank QNB Indonesia Tbk (hereinafter referred to as "the Company") hereby would like to inform the Company's Shareholders that the Annual General Meeting of Shareholders (hereinafter referred to as "Meeting") has been implemented by the Company, based on OJK Regulation No. 16/POJK.04/2020 dated 20 April 2020 regarding the Implementation of the General Meeting of Shareholders of the Public Companies virtually and OJK Regulation No. 15/POJK.04/2020 dated 20 April 2020 regarding the Plan and Implementation of the General Meeting of Shareholders of the Public Companies, as follow:

A. On:  
Day, Date : Thursday, 21 July 2022  
Time : 02.10 p.m. until 02.55 p.m. Western Indonesia Time  
Venue : Revenue Tower, 8th floor, District 8, SCBD Lot 13  
Jl. Jend. Sudirman Kav. 52 – 53  
Jakarta

#### Agenda of the Meeting:

- To approve the Annual Report of the Company, including the Board of Directors' Report, the Board of Commissioners' Supervisory Report, and the ratification of Financial Statements for the fiscal year ended at 31 December 2021.
- To appoint and the dismissal of the Public Accountant and / or Public Accounting Firm to audit the Company's Financial Statements for the Financial Year of 2022 and determine the honorarium for the Public Accountant and other terms of appointment.
- To determine the honorariums / salaries and other allowances for the members of the Board of Commissioners and the members of Board of Directors of the Company for the fiscal year of 2022.
- Amendment to the Company's Articles of Association.
- Changes to the Management of the Company.

B. Board of Commissioners and Directors of the Company attend physically the Meeting are:

**Board of Commissioners** : - Mr. Djoko Sarwono as Independent Commissioner  
- Mr. Muhammad Anas Malla as Independent Commissioner  
**Board of Directors** : - Mr. Haryanto Suganda as President Director  
- Mr. Windiartono Tabingin as Director  
- Mr. Soemenggie Jongkamto as Director

C. The meeting was attended by 18.918.186.108 shares or equivalent to 92.57% from total shares with voting right that has been released by the Company until this Meeting that is amounting 20,436,685,984 shares.

D. During the meeting, every Shareholders and / or Proxies of the Shareholders has been given the opportunity to ask questions and / or opinions related to the Agenda of the Meeting.

There was no Shareholders and / or their proxies who asked questions and / or opinions related to the all Agenda of the Meeting.

E. The mechanism of Decision Making related to the Agenda of the Meeting are as follow:

The resolutions of the Meeting will be adopted on the bases of deliberation and consensus.

In the case of failure to reach deliberation and consensus, resolutions will be adopted by voting. Voting results are the cumulative of physical and electronic vote count.

Total voting and percentage of the Meeting results are as follow:

| Agenda | Agreed         |            | Disagreed |            | Abstain  |            |
|--------|----------------|------------|-----------|------------|----------|------------|
|        | Physical       | Electronic | Physical  | Electronic | Physical | Electronic |
| 1      | 18.900.786.704 | 17.399.127 | 0         | 0          | 0        | 277        |
| 2      | 18.900.786.704 | 17.399.127 | 0         | 0          | 0        | 277        |
| 3      | 18.900.786.704 | 17.399.127 | 0         | 0          | 0        | 277        |
| 4      | 18.900.786.704 | 17.399.127 | 0         | 0          | 0        | 277        |
| 5      | 18.900.786.704 | 17.399.127 | 0         | 0          | 0        | 277        |

Note: The abstain vote is considered to have cast the same vote as the majority vote of the Shareholders who cast the vote

F. The main decision of the Meeting are as follow:

#### First Agenda:

- Accept and approve the Company's Annual Report for the fiscal year ending December 31, 2021, including the Report of the Board of Directors and the Report on the Supervision of the Board of Commissioners;
- Receive and approve the Company's Financial Statements for the fiscal year ending December 31, 2021 which have been audited by Amir Abadi Jusuf, Aryanto, Mawar & Partners Public Accountants according to their Report Number: 00013/2.1030/AU.1/07/1298-3/1/1/2022 dated 31 January 2022, with an "audit opinion without modification", thereby freeing the members of the Company's Directors and Board of Commissioners from the responsibility and all liabilities (acquitted and discharged) for the management and supervision actions that have been carried out during the 2021 financial year, as long as their actions are listed in the Financial Statements for the 2021 fiscal year and are not criminal, provided that the exemption does not apply to members of the Board of Directors who have been proven or will have acted outside their authority (ultra vires) and has violated the principle of sound banking prudence.

#### Second Agenda:

Approved the delegation of authority to the Board of Commissioners of the Company to appoint and determine the honorarium of the Independent Public Accountant in carrying out an audit of the Company's Financial Statements for the fiscal year ending December 31, 2022 with criteria as follow:

- The accountant public must be authorized and listed Otoritas Jasa Keuangan (OJK);
- The accountant public has the competence to meet the deadline assigned by the Company;
- The appointment must align with the recommendation from the Company's Audit Committee;
- The honorarium and other appointment's criteria for Accountant Public must be fair; and
- The appointment should not against the prevailing laws and regulation.

And authorize the Board of Commissioners to determine the honorarium and other requirements for the Public Accountant, and determine a replacement Public Accountant from another Public Accountant Office and the dismissal in the case of a Public Accountant, the appointed Public Accountant Office due to any reason unable to complete an audit of the Company's Financial Statements for financial year ending December 31, 2022.

#### Third Agenda:

- Approved the delegation of authority to Qatar National Bank (Q.P.S.C.) as the Controlling Shareholder of the Company to determine the amount of salary, fees and allowances, and / or other income of members of the Board of Directors of the Company for the 2022 financial year.
- Approved the total salary or honorarium and other allowances of members of the Board of Commissioners of the Company for fiscal year 2022 is at least the same as that received by members of the Board of Commissioners in the financial year 2021, unless otherwise stipulated by Qatar National Bank (Q.P.S.C.) as the Controlling Shareholder of the Company.

#### Fourth Agenda:

- To approve the amendment to the Company's Articles of Association, namely the amendment to Article 4 paragraph 1 of the Articles of Association of the Company especially regarding the Authorized Capital which previously stated "The Authorized capital of the Company is 32,000,000,000 (thirty-two billion) shares, each share has a nominal value of Rp250,- (two hundred and fifty Rupiah) per share or with a total nominal value of Rp8,000,000,000,- (eight trillion Rupiah)" changed to "The Authorized capital of the Company is 40,000,000,000 (forty billion) shares, each share has a nominal value of Rp250,- (two hundred and fifty Rupiah) per share or with a total nominal value of Rp10,000,000,000,- (ten trillion Rupiah)" as stated in the Attachment to the Minutes of the Meeting.
- Granting power and authority to the Board of Directors of the Company with substitution rights to take all necessary actions related to the resolutions of the Meeting agenda including but not limited to perfecting or making amends to the Articles of Association and restating to the article 4 paragraph 1 of the Company's Articles of Association in a separate Notary Deed including requesting approval and / or notifying the amendments to the Company's Articles of Association to the Minister of Law and Human Rights of the Republic of Indonesia and taking all necessary actions in connection to this in accordance with the provisions of the applicable laws and regulations.

#### Fifth Agenda:

To approve the changes of the Management of the Company:

- To approve the resignation of Mr. Bambang Andri Irawan from his position as Director. The resignation is effective on 30 June 2022;
- After the effective resignation of Mr. Bambang Andri Irawan as Director on 30 June 2022, with the composition of the Board of Directors and Board of Commissioners of the Company since the closing of the Meeting as follows:

Board of Directors  
o President Director : Mr. Haryanto Suganda  
o Director : Mr. Geoffry Nugraha  
o Director : Mr. Windiartono Tabingin  
o Director : Mr. Nicolas Alix Groene (Nick Groene)  
o Director : Mr. Soemenggie Jongkamto

Board of Commissioners  
o President Commissioner : Ms. Fatma Abdulla SS Al-Suwaidi  
o Commissioner : Mr. Khalid Ahmed Al-Sada  
o Independent Commissioner : Mr. Djoko Sarwono  
o Independent Commissioner : Mr. Muhammad Anas Malla

The terms of office of all the Board of Directors and Board of Commissioners of the Company above is for the terms of office which will expire at the close of the Annual General Meeting of Shareholders of the Company which will be held in 2024, without prejudice to the right of the General Meeting of Shareholders to dismiss at any time.

- Give the power and authority to the Directors of the Company, with the right of substitution, to give the decisions regarding the composition of the Management mentioned above in the deed made before a Notary, and subsequently deliver notification to the authorities, and take all and every action needed in connection with the decision in accordance with applicable laws and regulations.

Jakarta, 25 July 2022  
PT Bank QNB Indonesia Tbk  
Board of Directors

PT Bank QNB Indonesia Tbk listed and supervised by Otoritas Jasa Keuangan