

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 Thursday, 11 June 2020, the Company has made the announcement in the daily newspaper Investor Daily, website of KSEI, website of IDX and website of Company:

- Announcement of the Meeting on 5 May 2020, except for publication on the newspaper on 6 May 2020.
- Invitation to the Meeting on 20 May 2020.

Furthermore, in compliance with Financial Services Authority Regulation Number 15/POJK.04/2020 dated 20 April 2020 on the Plan and Implementation of the General Meeting of Shareholders of the 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 ratification Financial Statements for the fiscal year ended at 31st December 2019.
2. Determining the allocation of the Company’s net profit for the fiscal year ended 31 December 2019.
3. To appoint the Independent Auditor of the Company for the fiscal year of 2020 and determine the honorarium of Independent Auditor and other requirements.
4. To determine the honorariums/salaries and other allowances for the members of the Board of Commissioners and determine the honorariums/salaries and other allowances for the members of Board of Directors of the Company.
5. Changes of the Board of Commissioners and/or Board of Directors of the Company.
6. Realization Report of the Use of Funds from Continuous Bonds I Bank QNB Indonesia Phase 1 year 2019 & Continuous Bonds I Bank QNB Indonesia Phase 2 year 2019.

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 ratification of Financial Statements for the fiscal year ended at 31 December 2019 which has been audited by the Independent Audit Firm of Amir Abadi Jusuf, Aryanto, Mawar & Partner, affiliated with RSM as specified in No. 00025/2.1030/AU.1/07/1298-1/1/II/2020 dated 7 February 2020 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 2019, 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 2019 provided that the management and supervision are reflected in the Company's Annual Report for the year ended 31 December 2019.

Item 2 on the Agenda:

In accordance with Article 22 paragraph 1 of the Company's Articles of Association and Article 71 of the Company Law, the Company's net profit for the year ended at 31 December 2019, is determined for use by the Meeting.

Item 3 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 Independent Auditor Firm registered in the Indonesia FSA to audit the Company's Financial Statements for the financial year ended at 31 December 2020 and to determine the honorarium for the Independent Auditor and other requirements.

Item 4 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 2020 for each member of the Company's Board of Commissioners and Board of Directors.

Item 5 on the Agenda:

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

1. Article 15 paragraph 9, the members of the Board of Directors are appointed and terminated by the General Meeting of Shareholders;
2. Article 15 paragraph 12 concerning the resignation of member of the Board of Directors; The Company proposes to the Meeting to approve the changes of the Board of Directors of the Company.

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

Item 6 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 Bonds I Phase 1 & 2.

Supported Data/Material

Curriculum Vitae of the candidate of the Director of the Company are as follows:



Bambang Andri Irawan - Director

Indonesian Citizen. Bachelor of Science from Mathematics Faculty of Institut Teknologi Bandung in 2000 and Master in Management from Perbanas Institute in 2013.

Having more than 19 years of experience in Indonesia's banking industry particularly in IT, Operations, and Process Excellence. Prior to joining PT Bank QNB Indonesia Tbk, he held several roles in Bank Commonwealth with last position as EVP-Head of Technology. Prior to that, he worked for Bank Barclays Indonesia as VP-IT e-channels Head, PT Bank Danamon Tbk as SAVP-Customer Touchpoint Group Head, PT Bank Mega Tbk as Manager-IT Retail Banking Support Dept Head as well as in PT Bank Niaga Tbk as AM-IT Development Officer.

The 2019 Company's Annual Report can be accessed on the Company's website qnb.co.id and also available at the Company's Head Office since 20th May 2020 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, 20th May 2020
PT Bank QNB Indonesia Tbk
Board of Directors