

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 Tuesday, 28 February 2017, the Company has announced in the daily newspaper *Investor Daily* :

- Preliminary Notice of the Meeting on 20 January 2017.
- Formal Notice of the Meeting on 6 February 2017.

Furthermore, in compliance with Regulation of the Financial Services Authority No. 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. Approving of the Company’s Annual Report, including the Board of Directors’ Report, the Board of Commissioners’ Supervisory Report and the Financial Statement for the fiscal year ended 31 December 2016.
2. Appointing Public Accountant for the fiscal year 2017.
3. Determining of honoraria/salaries and other allowances for each member of the Company’s Board of Directors and Board of Commissioners
4. Approving the changes in the composition of the Company’s Board of Directors and/ or Board of Commissioners.
5. Increasing issued and paid up capital with pre-emptive right and amendment of article 4 of the Company’s Articles of Association.

Explanation of the Agenda

The first item 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 No. 40 of 2007 on Limited Liability Companies (the “Company Law”), it is proposed that the Meeting approves the Company’s Annual Report for the year ended 31 December 2016 including the Board of Directors’ Report, the Board of Commissioners’ Supervisory Report and approve the Financial Statements for the fiscal year ended 31 December 2016 which was audited by the Public Accountants Firm of Purwantono, Sungkoro & Surja, affiliate of Ernst & Young Global Limited as specified in No. RPC-2884/PSS/2017 dated 30 January 2017, with “an unqualified 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 31 December 2016, then the Meeting shall grant full acquittal and discharge (*acquitt et de charge*) to the Company’s Board of Directors and the Company’s Board of Commissioners for their management and supervision in the year ended 31 December 2016 provided that the

management and supervision are reflected in the Company's Annual Report for the year ended 31 December 2016.

The second item 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 that the Meeting appoints the Public Accountants Firm of Purwantono, Sungkoro & Surja, affiliate of Ernst & Young Global Limited as the Company's Public Accountant who will audit the Company's Financial Statement for the fiscal year 2017.

The proposal was based on recommendation from the Audit Committee to the Company's Board of Commissioners to be in further proposed to the Meeting.

The third item 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 that the Meeting approves the honoraria/ salaries, and other allowances for each member of the Company's Board of Directors and Board of Commissioners for year 2017, by providing authority to Qatar National Bank, S.A.Q. as the Company's ultimate shareholders which owned 82.59% of Company's shares to determine salaries, honoraria and other allowances for the fiscal year 2017 for each member of the Company's Board of Commissioners and Board of Directors.

The forth item on the Agenda:

In accordance with Article 18 paragraph 16 of the Company's Articles of Association: it is proposed that the Meeting approves the changes in the composition of the Company's Board of Commissioners.

The Company received resignation of :

1. Mr. Andrew McGregor Duff as Company's Commissioner. The resignation shall be effective from 10 January 2017
2. Mr. Lloyd Rolston as Company's Director. The resignation shall be effective from 31 March 2017

The fifth item on the Agenda:

Pursuant to article 8 of Financial Services Authority Regulation No. 32/POJK.04/2015 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 the Shareholders in order to increase issued and paid up capital with pre-emptive right (HMETD). In relation with such capital increase, the Company will also amend article 4 of Company's Articles of Association. The preliminary information on the plan of Rights Issue with pre-emptive rights has been announced in the website of Indonesia Stock Exchange and website of the Company on 20 January 2017.

Supported Data/Material

The 2016 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 6 February 2017 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, 6 February 2017
PT Bank QNB Indonesia Tbk
Board of Directors