

**CODE OF CONDUCT  
ANNUAL GENERAL MEETING OF SHAREHOLDERS ("Meeting")  
PT BANK QNB INDONESIA Tbk ("Company")  
Jakarta, 30 May 2023**

The Code of Conduct of the 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, as well as attention to health protocols for the community in public places and facilities related to prevention and control of the Coronavirus Disease ("**Covid-19**").

**I. CODE OF CONDUCT REGARDING PREVENTION AND CONTROL OF THE COVID-19**

1. Regarding the attendance of Shareholders at the Meeting, as follow:
  - a. Shareholders can attend the Meeting only electronically or by giving power of attorney through KSEI's Electronic General Meeting System Facility ("**eASY.KSEI**") with the following procedure:
    - 1) Shareholders must be registered in the KSEI Securities Ownership Reference Facility ("**AKSes KSEI**"). In the event that the Shareholders have not been registered, the Shareholders are requested to register through the website <https://akses.ksei.co.id>;
    - 2) Power of Attorney for registered Shareholders is granted in eASY.KSEI through the website <https://easy.ksei.co.id> ("**e-Proxy**"); and,
    - 3) Shareholders may declare their power of attorney and vote, change the appointment of the Proxy and/or vote for the Agenda of the Meeting, or revoke the power of attorney, as of the date of Invitation to the Meeting until no later than 1 (one) working day prior to the date of the Meeting at 12.00 PM.
  - b. The registration process for the Shareholders who will attend the Meeting electronically to give e-voting through eASY.KSEI to pay attention to the following matters:
    - 1) The Shareholders mentioned below must register their attendance electronically in eASY.KSEI on the date of the Meeting from 12.00 AM until 02.00 PM:
      - a) Local individual Shareholders who have not provided a declaration of presence or power of attorney in eASY.KSEI until the specified time limit and want to attend the Meeting electronically;
      - b) Local individual Shareholders who have provided a declaration of attendance, but have not made a vote in eASY.KSEI until the specified time limit and want to attend the Meeting electronically;
      - c) Proxy from Shareholders who have given power of attorney to Independent Representatives or Individual Representatives, but have not yet made a vote in eASY.KSEI until specified time limit; and,
      - d) Proxy from Shareholders who have given power of attorney to the participant/intermediary (Custodian Bank or Securities Company) and have determined the voting options in eASY.KSEI until the specified time limit.
    - 2) For Shareholders who have given a declaration of presence or power of attorney through an Independent Representative or Individual Representative and have determined the voting options for the Meeting Agenda in eASY.KSEI until the specified time limit, such Shareholders or their Proxies do not need to register electronically in eASY.KSEI.
    - 3) Delay or failure in the electronic registration process for any reason will cause the Shareholders or their Proxies to be unable to attend the Meeting electronically and their share ownership does not count as a quorum of attendance.
    - 4) The guidelines for registration, the registration, the use and further explanation regarding eASY.KSEI and AKSes KSEI can be seen on <https://easy.ksei.co.id> and/ or <https://akses.ksei.co.id>.
  - c. Excluded from the above provisions, the Shareholders who own shares in **script** form may attend the Meeting physically by adhering to the following provisions:
    - 1) Shareholders are recommended to attend represented by their proxies with the following

conditions:

- a) Shareholders give power of attorney to Independent Representative.
  - b) The Power of Attorney form can be downloaded on the Company's website. Power of attorney that has been completely filled out submitted to the Company's Securities Administration Bureau ("**BAE**"), namely PT Adimitra Jasa Korpora, Rukan Kirana Boutique Office, Jl. Kirana Avenue III Blok F3 Number 5, Kelapa Gading, North Jakarta, Tel (021) 29745222, no later than 25 May 2023.
- 2) Shareholders (or their proxies) who will be attending are requested to bring and submit a photocopy of their valid identification card/document to the registration officer before entering the Meeting room.
  - 3) Shareholders in the form of legal entities are requested to bring a complete photocopy of their Articles of Association, as well as the latest deed of composition members of the Board of Directors and the Board of Commissioners.
2. Shareholders who have shares in **script** form who attend the Meeting physically or their proxies must follow the health protocols in the context of preventing and controlling of Covid-19, as follows:
    - a. Ensure that you are in good health, not confirmed for Covid-19, not in close contact with a person with Covid-19 and without any symptoms (such as fever, cough, runny nose, etc.)
    - b. Wear mask (type N95/KN95/KF94), that covers the nose, mouth and chin throughout the event.
    - c. Do self-sanitation using antiseptic/hand sanitizers provided in the area of the Meeting venue.
    - d. Do the social distancing minimal of 1 meter.
    - e. Follow the direction of the Meeting in implementing the physical distancing policy, both before, during, and after the Meeting is over. For this reason, in the context of physical distancing, the Meeting limits the capacity of the Meeting room.
    - f. For health reasons and in the context of controlling and preventing the spread of the Covid-19, the Company does not provide food and drinks, goody bags/souvenirs. The Shareholders and/ or their proxies are not allowed to eat and drink in the building where the Meeting takes place (without exception).
    - g. Follow the procedure and protocols for preventing the spread and transmission of Covid-19 set by the Company.

## **II. MEETING RULES**

1. The Meeting will be held in Indonesian language.
2. The Meeting is chaired by a member of the Board of Commissioners appointed by the Board of Commissioners.
3. At the Meeting opening, the Chairperson 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 are entitled to attend or to be represented in the Meeting are those whose names are registered in the Company's Shareholder Register or Shareholders in the securities account at KSEI on 5 May 2023 at 16.00 Western Indonesia Time.
5. The invitees are other parties who are not Shareholders. The invitees are also present at the invitation of the Board of Directors, and do not have the right to issue opinions and/or questions or to note in the Meeting. However, without prejudice to the rights of the Shareholders, the chairperson of the Meeting may request information and/or explanations from the invitees regarding the Meeting Agenda being discussed at the Meeting.

6. Materials of the Meeting are available since the date of the invitation to the Meeting until the Meeting is held and the Company does not provide materials of meeting in hard copy at the Meeting. In accordance with the provisions of the article 18 paragraph 1 of POJK 15/2020, materials of the Meeting Agenda in the form of copies of electronic documents can be accessed and downloaded through the Company's website [www.qnb.co.id](http://www.qnb.co.id) since the date of the invitation to the Meeting until the Meeting is held.
7. Quorum of Attendance at the Meeting:  
For 1<sup>st</sup> until 4<sup>th</sup> agenda: This Meeting can make valid decisions if attended by shareholders or their proxies that represents more than 1/2 (half) of the total number of shares, which have been placed by the Company with valid voting rights.
8. Discussion on the Meeting agenda is carried out with the following mechanism:
  - a. The Chairperson of the Meeting will open, lead, and close the Meeting.
  - b. The Chairperson 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).
9. Question and Answer Mechanism:
  - a. The Chairperson of the Meeting will provide an opportunity to Shareholders or their proxies to raise questions and/or opinions in connection with the agenda of the Meeting after the discussion of the 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. The process of submitting questions and/ or opinions by the Shareholders in the form of script that are physically present at the Meeting is as follows:
    - 1) The Chairperson of the Meeting confirms whether there are Shareholders who will ask questions and/ or opinions by raising their hands, filling out the distributed form, and stating their names and number of shares.
    - 2) If any, the Chairperson of the Meeting or the appoint party to provide an explanation.
  - d. The process of submitting questions and/or opinions electronically:
    - 1) Shareholders or their proxies have 2 (two) opportunities to submit questions and/or opinions of the agenda.
    - 2) Questions and/ or opinions can be submitted by using the chat feature in the eASY.KSEI
  - e. The determination of the mechanism for implementing questions and/or opinion is the authority of the Company, including the duration of this session, which is maximum of 3 minutes. The questions that will be answered by the Company are those related to the agenda of the Meeting.
10. Voting procedures:
  - a. Voting is done openly (verbally). In the Meeting, each share gives the owner the right to cast 1 (one) vote.
  - b. Accordingly, the votes cast by the Shareholders shall apply to all the shares they owned. For this reason, Shareholders are not entitled to give power of attorney to more than one proxy for a portion of their shares and cast different votes. This provision does not apply to Custodian Banks or Securities Companies that represent Shareholders in a mutual fund.
  - c. The voting process for Shareholders who attend the Meeting electronically through eASY.KSEI (e-Voting) is carried out with the following procedure:
    - 1) The voting process takes place at eASY.KSEI on the E-Meeting Hall, Live Broadcasting sub menu.
    - 2) Shareholders who attend or provide power of attorney electronically at the Meeting through eASY.KSEI, but they not yet made their vote, have the opportunity to submit their vote during the voting period through the E-Meeting Hall screen at eASY.KSEI.
    - 3) During the voting process, the "General Meeting Flow Text" column will show the status of "voting for agenda item no. [ ] has started".
    - 4) If the Shareholders do not vote for the Meeting Agenda until the status of the Meeting as shown in the "General Meeting Flow Test" column change to "voting for agenda item no. [ ] has ended", then the Shareholders are considered abstained.
    - 5) Direct voting electronically through eASY.KSEI is allocated for  $\pm$  1 (one) minute.

- d. Voting for Shareholders in the form of script who are physically present at the Meeting shall be conducted in the following manners:
    - 1) Shareholders who abstain (do not cast a vote) or vote against will be asked to raise their hands and submit their voting cards.
    - 2) Shareholders who do not raise their hands are deemed to have voted in favor of the proposal being discussed. This provision also applies to Shareholders who leave the Meeting room at the time of voting.
    - 3) The proxies who are authorized by the Shareholders to abstain or cast a disapproving vote who at the time of decision making by the Chairperson of the Meeting do not raise their hands will be deemed to have voted in favor of all the proposals submitted.
  - e. In accordance with article 47 of the POJK 15/2020 and article 14 paragraph 2(8) of the Company's Articles of Association, Shareholders of with valid rights who attend the Meeting, but abstain, are deemed to have expressed the same vote as the Majority of Shareholders who cast votes.
  - f. The Chairperson of the Meeting will ask the Notary to announce the results of the voting.
  - g. The provisions are referred to in this point mutatis mutandis apply to Shareholders who grant power of attorney through e-Proxy.
11. Live Broadcasting of the Meeting
- a. Shareholders who have been registered with eASY.KSEI no later than the specified time limit can watch the Meeting through Zoom Webinar by accessing the eASY.KSEI menu, the GMS broadcast submenu located at the AKSes facility (<https://access.ksei.co.id/>).
  - b. The GMS broadcast has a capacity of up to 500 (five hundred) participants with attendance determined on a first come first serve basis.
  - c. Shareholders who do not have the opportunity to watch the Meeting through the GMS broadcast are considered valid to attend electronically, and their share ownership and voting choices are taken into account at the Meeting, as long as they have declared their presence in eASY.KSEI.
  - d. Shareholders who only watch the Meeting through the GMS broadcast, but do not declare their presence on the eASY.KSEI application, then the person concerned will not be counted in the quorum of attendance of the Meeting.
12. Meeting Decisions:
- a. All decisions of the Meeting are taken based on deliberation to reach consensus, in the event that decisions based on the deliberation for consensus are not reached, decisions are taken by voting.
  - b. For 1<sup>st</sup> until 4<sup>th</sup> agenda: The Meeting decision shall be valid if approved by more than 1/2 (one half) of total shares with voting right, which are present in the Meeting.
  - c. All Shareholders or their proxies must comply with and respect the decisions that have been taken by the Meeting.
13. Others:
- a. Meeting participants are expected to be orderly in following the Meeting until the meeting is closed and not go in and out of the meeting room before the meeting closes.
  - b. Participants in the Meeting are expected to deactivate their cellular phones during the Meeting, so as not to disrupt the proceedings of the Meeting.
  - c. The Chairperson of the Meeting or an official appointed by the Chairperson of the Meeting has the right to take the necessary actions to maintain orderliness in the implementation of the Meeting.
  - d. This code of conduct was made by taking into account the Company's Articles of Association and the provisions of applicable regulations. What happens during the Meeting, which has not been regulated in this code of conduct, will be determined by the Chairperson of the Meeting by taking into account the Company's Articles of Association and applicable provisions.