



**CODE OF CONDUCT**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS ("Meeting")**  
**PT BANK QNB INDONESIA Tbk ("Company")**  
**Jakarta, 19 August 2021**

The Code of Conduct of this 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 Corona Virus spread (Covid-19).

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

1. The Company ensures that Shareholders who cannot attend or choose not to attend the Meeting can exercise their rights by granting Power of Attorney through:
  - a. Electronic General Meeting System facility (eASY.KSEI) provided by KSEI on the link <https://akses.ksei.co.id/> or;
  - b. Fill in the Power of Attorney form that has been uploaded on the Company's website and can be downloaded on the Company's website ([www.qnb.co.id](http://www.qnb.co.id)).
2. The shareholders or their proxies who will be physically present at the Meeting, must follow the health protocol related to prevention and control Covid-19 , as follows:
  - a. The Company requires every Shareholder or its proxy to have and show the original PCR Swab Test with negative Covid-19 result obtained from a hospital, public health centre, clinic or doctor, issued 1 calendar day prior to the Meeting (issued on 18 August 2021).
  - b. Submit guest health declaration form. Only guests with health declaration form score < 5 are allowed to attend.
  - c. Do a body temperature measurement before entering the Meeting venue to ensure that the Meeting Attendants are not having a body temperature above normal (or higher than 37.3°C).
  - d. Using double masks, a combination of cloth masks over medical masks that cover the nose, mouth and chin throughout the event and to avoid the use of scuba masks.
  - e. Maintain self-sanitation by utilizing hand sanitizers that provided.
  - f. Maintain social distance minimum 2 meter.
  - g. Not making physical contact in any form.
  - h. Sit in the seats provided in the meeting room and forbidden to walk around during the Meeting.
  - i. 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. Not allowed to eat and drink in the building where the Meeting takes place (without exception).
  - j. For Shareholders who are identified as having a body temperature of more than 37,3°C and/or score health declaration ≥5, they can exercise their rights as shareholders by providing a Power of Attorney in accordance with the procedures mentioned above and leave the Meeting venue.
3. Meeting room settings are set, as follows:
  - a. Meeting participants are welcome to occupy the Meeting Room determined for the meeting.
  - b. Shareholders and/or their Proxies can still participate actively during the question and answer process and voting in accordance with the mechanism set out in this Code of Conduct and by complying with applicable laws and regulations.

**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 chairman 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 entitled to attend and vote at the Meeting are Shareholders whose names are registered in the Register of Shareholders of the Company on 27 July 2021 at 04.00 PM Western Indonesia time. Shareholders can authorize other parties to attend and vote at the Meeting.
5. The rights of the Company's Shareholders in connection with the Meeting are as follows:
  - a. Shareholders may submit questions or opinions on each agenda item in the manner set out in this Code of conduct.
  - b. Shareholders have the right to vote Agree, Disagree or Abstain/Blank vote for each agenda item. The procedure for voting in a vote is regulated in this code of conduct.
6. Quorum of Attendance at the Meeting:
  - a. – For 1<sup>st</sup> until 4<sup>th</sup> agenda : This Meeting can make valid decisions if attended by shareholders or their proxies representing more than 1/2 (one half) of the total number of shares has been placed by the Company with valid voting rights.  
– For 5<sup>th</sup> agenda: This Meeting can make valid decisions if attended by shareholders or their proxies representing more than 2/3 (two thirds) of the total number of shares has been placed by the Company with valid voting rights.  
– For 6<sup>th</sup> agenda : Only a report, the meeting approval is not requested for the Meeting.
  - b. The calculation of the number of Shareholders, carried out by a Notary is only done 1 (one) time, that is before the Meeting is opened by the chairman of the Meeting.
  - c. The number of Shareholders' attendance declared by the Notary before the opening of the Meeting is a fixed amount until the meeting is closed. Therefore, the Shareholders or their proxies who enter the Meeting room after the Meeting is opened, the number of shares is not counted in determining the number of quorums and therefore do not have the right to vote at the Meeting; nor do Shareholders or their proxies leave the Meeting room before the Meeting closes, not reducing the calculation of the number of shares represented at the Meeting.
7. The participation of shareholders in the meeting, can be done by the following mechanisms:
  - a. Present themselves in the meeting; or
  - b. Proxy by electronic through eASY.KSEI application; or
  - c. Proxy by non-electronic.
8. Discussion on the Meeting agenda is carried out with the following mechanism:
  - a. The Chairman of the Meeting will open, lead and close the Meeting.
  - b. The Chairman 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 Chairman of the Meeting will provide an opportunity to Shareholders or their proxies to raise questions and/or express opinions in connection with the agenda of the Meeting after the discussion of the entire 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. For Shareholders or their proxies who want to ask questions and/or opinions, are invited to raise their hands when the Chairman of the Meeting gives the opportunity to Shareholders or their proxies to ask questions and/or express opinions.
  - d. The questioners will take turns asking the name, number of shares owned or represented, along with their questions and/or opinions, in front of the available microphone.
  - e. To provide equal opportunity to all Shareholders, the questions and/or opinions that can be submitted by each Shareholder or their attorneys are at most 3 (three) pieces for each meeting agenda item.
  - f. After asking questions and/or opinions, the questioner is welcome to return to his seat.
  - g. The Chairman of the Meeting or the party appointed by the Chairman of the Meeting will answer or respond to questions or opinions raised.
  - h. After all questions and/or opinions for the Meeting agenda have been responded by the Chairman of the Meeting or the party appointed by the Chairman of the Meeting, the Chairman of the Meeting will proceed with the submission of the proposed resolutions of the Meeting.

10. Shareholders who have provided PoA electronically as well as non-electronic can submit questions or opinions on the meeting points by using the inquiry form and the procedure can be downloaded on the Company's website ([www.qnb.co.id](http://www.qnb.co.id)) and send it by email: [Corporate.Secretary@qnb.co.id](mailto:Corporate.Secretary@qnb.co.id) no later than 13 August 2021.
11. Voting procedures:
  - a. Voting is done openly (verbally).
  - b. Only the Company's Shareholders whose names are registered in the Register of Shareholders of the Company on 27 July 2021 at the closing of trading hours of the stock exchange who has the right to vote.
  - c. Each share gives the holder the right to issue 1 (one) vote.
  - d. Shareholders with voting rights who present at the Meeting but not voting (abstained) are consider to issue the same votes as the majority vote of the Shareholders who vote.
12. Meeting Decisions:
  - a. All decisions of the Meeting are taken based on deliberation to reach consensus.
  - 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 (a half) of total shares with voting right which are present in the Meeting.  
– For 5<sup>th</sup> agenda: The Meeting decision shall be valid if approved by 2/3 (two third) of total shares with voting right which are present in the Meeting.  
– For 6<sup>th</sup> agenda: Only a report, the meeting approval is not requested for 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 in and out of the meeting room before the meeting closes.
  - b. Participants in the Meeting are expected not to activate their cellular phones during the Meeting, so as not to disrupt the proceedings of the Meeting.
  - c. The Chairman of the Meeting or an official appointed by the Chairman 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 Chairman of the Meeting by taking into account the Company's Articles of Association and applicable provisions.

Jakarta, 28 July 2021

Board of Director

**PT Bank QNB Indonesia Tbk**