

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 Wednesday, 28th February 2018, the Company has made the announcement in the daily newspaper *Investor Daily*:

- Announcement of the Meeting on 22nd January 2018.
- Notice of the Meeting on 6th February 2018.

Furthermore, in compliance with Financial Services Authority Regulation No. 32/POJK.04/2014 dated 8th 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. To approve the Annual Report of the Company, including the Board of Directors’ Report, the Board of Commissioners’ Supervisory Report, and the Financial Statements for the fiscal year ended at 31st December 2017.
2. To appoint the Independent Auditor of the Company for the fiscal year of 2018.
3. To determine the honorariums/ salaries and other allowances for the members of the Board of Commissioners and Board of Directors of the Company.
4. To approve the Realization Report of the Use of Funds from Rights Issue V.
5. To approve the changes of the Board of Commissioners and/or Board of Directors of the Company.
6. To increase the issued and paid-up capital with Pre-Emptive Right and the amendment of article 4 of the Articles of Association of the Company.

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 No. 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 Financial Statements for the fiscal year ended at 31st December 2017 which has been audited by the Independent Audit Firm of Purwantono, Sungkoro & Surja, affiliated with Ernst & Young Global Limited as specified in No. RPC-5576./PSS/2018 dated 19th January 2018, 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 31st December 2017, 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 31st December 2017 provided that the management and supervision are reflected in the Company's Annual Report for the year ended 31st December 2017.

Item 2 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 Directors with approval of the Board of Commissioners to determine the appointment of one of the Public Accounting Firm registered in the Indonesia FSA to audit the Company's Financial Statements for the financial year ended at 31st December 2018 and to determine the honorarium for the Public Accounting Firm and other requirements.

Item 3 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 2018, by providing authority to Qatar National Bank (Q.P.S.C.) as the Company's ultimate shareholders which owned 90.96% of Company's shares to determine salaries, honoraria and other allowances for the fiscal year 2018 for each member of the Company's Board of Commissioners and Board of Directors.

Item 4 on the Agenda:

To comply with the provisions of OJK No. 30/POJK.04/2015 dated 16th 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 Rights Issue V.

Item 5 on the Agenda:

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

1. Article 15 paragraph 9 & article 18 paragraph 13, the members of the Board of Directors and Board of Commissioners are appointed and terminated by the General Meeting of Shareholders;
 2. Article 15 paragraph 10 and article 18 paragraph 14 on the reappointment of members of the Board of Directors and Board of Commissioners after their term ends;
 3. Article 15 paragraph 13 on the termination of member of the Board of Directors; and
 4. Article 18 paragraph 16 concerning the resignation of member of the Board of Commissioners;
- The Company proposes to the Meeting to approve the changes of the Board of Commissioners and Board of Directors of the Company.

The Curriculum Vitae of the candidate of President Commissioner, Commissioner and Director of the Company can be found in the last part of this document.

Item 6 on the Agenda:

Pursuant to article 8 of FSA Regulation No. 32/POJK.04/2015 dated 16th December 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 paragraph 2 & 3 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 22nd January 2018.

Supported Data/Material

Curriculum Vitae of the candidate of the President Commissioner, Commissioner and the Director of the Company are as follows:



Heba Ali Ghaith Al – Tamimi

Qatari Citizen. Earned her Bachelor of Commerce from College of Economics & Administration, Qatar University in 1995.

She started her career at Qatar National Navigation & Transport from 1995 until 1998 as Section Head – Accounts Receivable & Payable, then joined Qatar National Bank (Q.S.P.C.) in 1998 up to now where currently she is a General Manager – Group Retail Banking. She has been a member of the Board of Commissioners of the Company since 2017 until now. She is also member of the Board of Directors and Audit Committee of QNB Al Ahli in Cairo, Egypt; member of Board of Directors and Investment Committee of Growthgate Capital in Dubai, UAE; and member of Board of Directors of QNB Financial Services in Doha, Qatar.



Fareeda Ali Abulfath



Qatari Citizen. Earned Bachelor of Business Administration in Accounting, Qatar University in 1990 and earned Master of Business Administration in Financial Management, Wales University and Manchester Business School, UK.

Her career began at Qatar University in 1980 to 1989 as an Accountant, at Commercial Bank of Qatar from 1989 to 1996 as Credit Manager. She served at Qatar National Bank (Q.P.S.C.) in 1996 up to now with the most recent position of Group Chief Credit Officer. Currently she is also a member of the Board of Directors and Vice Chairman at QNB Financial Services in Doha, Qatar; member of the Board of Directors and Chairman of the Credit Committee at Commercial Bank International, Dubai; Chairman and member of the Credit Committee at QNB Al Ahli in Cairo, Egypt.



Leka Madiadipoera

Indonesian citizen. Earned her bachelor degree of Civil Engineering, Parahyangan University in 1994 and earned Master of Business Administration in Finance, San Francisco State University California in 1997.

Her career began at Franklin Templeton, San Mateo, USA as Financial Analyst in 1997-1999, Arthur Andersen, Jakarta as Tax Consultant in 1999-2000, HSBC in 2000-2011 with various positions and last position as Senior Vice President Asset Liability and Capital Management, then at Permata Bank in 2012 up to now as Executive Vice President and Head of Finance Retail Banking, SME, Client Coverage & Syariah.

The 2017 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 6th February 2018 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, 6th February 2018
PT Bank QNB Indonesia Tbk
Board of Directors