

# PT PANIN FINANCIAL Tbk

(the "Company")

# ANNOUNCEMENT OF SUMMARY OF THE MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS PT PANIN FINANCIAL Tbk

In compliance with Financial Services Authority ("FSA") Regulation Number 10/POJK.04/2017 dated March 14, 2017 regarding the changes of the Regulation Number 32/POJK.04/2014 dated December 08, 2014 regarding the Plan and Convening of the General Meeting of Shareholders of Public Listed Company, the Board of Director of PT Panin Financial Tbk (the "Company") inform that the Company has held Annual General Meeting of Shareholders ("Meeting") on June 28, 2018, with summary as follows:

A. Day, date, time and place:

: Thursday, June 28, 2018 Day, date : 15.45 - 17.14 PM Time : Panin Bank Building 4th Fl. Place

Jl. Jend. Sudirman Kav. 1 - Senayan 10270

### B. Agenda of the Meeting:

- 1. The Approval of Annual Report of the Company regarding Company's activities and ratification of Consolidated Financial Statement of the Company as well as provision full release and discharge (acquit et de charge) to all members of the Board of Directors and the Board of Commissioners for the management and supervision of the Company for the financial year 2017.
- 2. The Approval of the use of net profit of the Company for the financial year ended on 31 December 2017.
- Appointment of members of the Board of Commissioners in connection with the expiration of the term of office.
- 4. Appointment of members of the Board of Directors in connection with the expiration of the term of office.
- 5. Giving authority to the Board of Directors to assign the duties and authorities of the Board of
- 6. Determination of the honorarium of the Board of Commissioners of the Company.
- Delegation of authority to the Board of Commissioners to determine the salary and allowances of the Board of Directors of the Company.
- 8. The appointment of the Public Accountant Firm who will audit the Consolidated Financial Statement of the Company for the financial year ended on 31 December 2018.
- C. Member of the Board of Commissioners who attended the Meeting: None

Member of the Board of Directors who attended the Meeting:

Director : Marwan Noor

- D. The number of shares in the Company with valid voting right presented at the Meeting were 25,359,664,428 shares or 79.19% of the total number of shares with valid voting right.
- E. Giving the opportunity for shareholders to ask some questions and/or gave their opinion related to the Agenda of the Meeting, with details:

For Agenda 1 : 1 (one) opinion For Agenda 2 : 1 (one) opinion For Agenda 3 : there was no question For Agenda 4 : there was no question For Agenda 5 : there was no question For Agenda 6 : there was no question For Agenda 7 : there was no question

For Agenda 8 : there was no question

- F. Mechanism of decision making was as follows:
  - the decisions were taken by deliberation basis;
  - in making decision, the Chairman of the Meeting shall ask the shareholders who were attended the Meeting with legal voting rights whether there were shareholders who disagree or give abstain vote? If there was no shareholder who was disagree and abstain, then the decision is considered to be approved by deliberations. This is done verbally and with hand raised. Those who did not raise their hands shall be considered as agree.
  - If there were shareholders who disagree or give an abstain vote, the decision cannot be decided by deliberation basis, but the decisions shall be made by voting.
  - In voting shall be considered the provisions of article 16 paragraph 16.7 of Article of Association of the Company and article 30 of Financial Services Authority Regulation dated December 8,2014 Number 32/POJK-04/2014, which is abstain (not giving the vote) in the decision making by voting shall be considered to give the same vote as the majority of shareholders who make voting.
- G. The results of decision:

## The results of the voting:

	Agreed		Disagreed		Abstained	
1st Agenda	25.349.115.028	99.96%	3.251.600	0.01%	7.297.800	0.03%
2nd Agenda*	7.095.117.668	27.98%	17.372.468.860	68.50%	892.077.900	3.52%
3rd Agenda	21.808.446.544	86.00%	3.497.630.484	13.79%	53.589.400	0.21%
4th Agenda	22.691.439.950	89.48%	2.614.637.078	10.31%	53.587.400	0.21%
5th Agenda	25.304.927.028	99.78%	1.150.000	0.01%	53.587.400	0.21%
6th Agenda	25.297.759.828	99.76%	8.317.200	0.03%	53.587.400	0.21%
7th Agenda	25.297.759.828	99.76%	8.317.200	0.03%	53.587.400	0.21%
8th Agenda	23.024.920.558	90.79%	2.032.162.206	8.01%	302.581.664	1.20%

Note: \*For 2nd agenda disagreed especially for the distribution of dividend, but the other resolutions for 2nd agenda was agreed by deliberation basis.

# H. Resolution of the Meeting were as follows:

## First Agenda

- 1. Approved the Annual Report of the Company regarding the condition of the Company and the business activities of the Company, which are contains Financial Statement of the Company for the financial year ended December 31, 2017 which have been audited by Public Accountant of Anwar & Partners as stated in the Letter: AR/L-148/18 dated March 9, 2018, with an Unexceptional Opinion (the "Financial Statement"), and Supervisory Report that have been implemented by the Board of Commissioners and ratified the Financial Statement.
- Grant full release and discharge (acquit et decharge) to all members of the Board of Directors and the Board of Commissioners of the Company for their respective management and supervision actions taken during financial

- year ended December 31, 2017, to the extent those actions are reflected in the Financial Statements of the Company and/or Annual Report.
- 3. Authorize the Board of Directors to undertake all necessary actions related to the implementation of the resolutions mentioned above. Including but not limited to declare this decision in a notarial deed.

### Second Agenda

- 1. The amount of Rp.500.000.000 (five hundred million Rupiah) will be recorded as general reserve fund in accordance with the Articles of Association of the Company
- Disagreed the distribution of dividend
- Agreed the remaining 2017 net income amount of Rp.260.754.331.880 (two hundred and sixty billion seven hundred and fifty four million three hundred and thirty one thousand eight hundred and eighty Rupiah) to be recorded as retained earning of the Company.

1. Reappointed Mr. Mu'min Ali Gunawan as President Commissioner of the Company, Mr. Suwirjo Josowidjojo as Vice President Commissioner of the Company and Mrs. Veronika Lindawati as Independent Commissioner of the Company for the next tenure period, thus the composition of the Board of Commissioners of the Company since the closing of this meeting shall be as follow:

President Commissioner : Mu'min Ali Gunawan Vice President Commissioner : Suwirjo Josowidjojo Independent Commissioner : Veronika Lindawati

- 2. Authorize the Board of Directors to state this Meeting resolution in notarial deed and notify and register the appointment of the Board of Commissioners to the authorized institution according to prevailing law and regulation. Perform any and all others necessary action for such purposes without any exception.
- 3. This authorization is granted with subtitutes rights and this authorization is becoming effective since the closing of this Meeting. The Meeting has agreed to ratify all actions performed by the authorized party of this authorization.

### Fourth Agenda

1. Reappointed Mrs. Lianna Loren Limanto as President Director as well as Independent Director of the Company, Mrs. Bhindawati Gunawan as Vice President Director of the Company and Mr. Marwan Noor as Director of the Company for the next tenure period, thus the composition of the Board of Directors of the Company since the closing of this meeting shall be as follow:

President Director/Independent Director: Lianna Loren Limanto Vice President Director : Bhindawati Gunawan Director : Marwan Noor

- 2. Authorize the Board of Directors to state this Meeting resolution in notarial deed and notify and register the appointment of the Board of Directors to the authorized institution according to prevailing law and regulation. Perform any and all others necessary action for such purposes without any exception.
- 3. This authorization is granted with subtitutes rights and this authorization is becoming effective since the closing of this Meeting. The Meeting has agreed to ratify all actions performed by the authorized party of this authorization.

- 1. Authorize the Board of Directors of the Company to determine the distribution of duties and authorities for each member of Board of Directors.
- 2. Perform any and all others necessary action for such purposes without any exception.

## Sixth Agenda

Determine that the honorarium of the Board of Commissioners for the financial year which end December 31, 2018 is Rp.360,000,000 (three hundred sixty million Rupiah) and authorize to the Board of Commissioners to determine the distribution of such honorarium amount among the members of the Board of Commissioners of the Company, with due observance to the opinion of the Company Nomination and Remuneration Committee.

## Seventh Agenda

- 1. Authorize the Board of Commissioners of the Company to determine the salary and remuneration of the member of Board of Directors.
- Perform any and all others necessary action for such purposes without any exception. This authority is given with criterias as follows:
  - This authorization is becoming effective since the closing of this Meeting; and
  - The Meeting has agreed to ratify all actions performed by the authorized party of this authorization.

## Eighth Agenda

- 1. Agreed the Appointment of Anwar & Rekan Public Accountant Firm to audit the Company's Financial Statements for the fiscal year 2018, and as of this date the Board of Commissioners has not been able to determine the name of the Public Accountant, agree to delegate the authority to the Board of Commissioners to appoint a Public Accountant From Anwar & Rekan Public Accounting Firm that will audit the Company's Financial Report for fiscal year 2018. The appointed Public Accountant must have a registered license in FSA and competent in accordance with the complexity of the Company's business, and also comply with the applicable terms and conditions.
- 2. Agreed to give authorization to the Board of Commissioners of the Company to determine the amount of honorarium and other requirements, in connection with the appointment of a Public Accountant from such Public Accounting Firm.
- 3. Agreed if in case the Public Accountant and the appointed Public Accountant Office for some reason are not able to perform its duties, authorizes the Board of Commissioners to appoint others Public Accountant and Public Accounting Firm that have an experience in the audit in accordance with the complexity of the Company's business.

Jakarta, July 02, 2018 **PT Panin Financial Tbk** The Board of Directors