## **ENGLISH TRANSLATION**

## MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT BANK MAYBANK INDONESIA Tbk

Number 43.

On this day, Friday, dated the twenty ninth of March two thousand nineteen (29-3-2019), at 2.10 P.M. (at ten past two P.M. Indonesia Western Time), I, AULIA TAUFANI, Bachelor of Law, a Notary in the South Jakarta Administrative City, in the presence of witnesses whose names will be mentioned at the end of this deed;

- Upon the request of the Board of Directors of:

  "PT BANK MAYBANK INDONESIA Tbk", a public limited liability company established pursuant to and under the Law of the State of the Republic of Indonesia, domiciled in Central Jakarta and having its address at Sentral Senayan 3, Jalan Asia Afrika Number 8, Senayan, Jakarta 10270, which articles of association thereof have been published in the State Gazette of the Republic of Indonesia dated the 6<sup>th</sup> (sixth) of May 1960 (one thousand nine hundred sixty), Number 37, Supplement Number 122;
- the said articles of association have been amended several times and have been amended in their entirety to be adjusted to the Law Number 40 of 2007 (two thousand seven)



regarding Limited Liability Company, as contained in a deed dated the 16 (sixteenth) of July 2008 (two thousand eight) Number 10, drawn up before ENGAWATI GAZALI, Bachelor of Law, a Notary in Jakarta, which has obtained approval from the Minister of Law and Human Rights of the Republic of Indonesia pursuant to the Decision Letter dated the 28<sup>th</sup> (twenty eighth) of August 2008 (two thousand eight) Number AHU-56218.AH.01.02. Year of 2008 and it has been published in the State Gazette of the Republic of Indonesia dated the 6<sup>th</sup> (sixth) of January 2009 (two thousand nine) Number 2, Supplement Number 527;

the said articles of association have been adjusted to the Regulation Number IX.J.1, the Attachment to the Chairman of Capital Market and Financial Institution Supervisory Agency Number KEP-179/BL/2008 regarding the Principles of the Articles of Association of Company Carrying Out Public Offering of Equity Securities and Public Company, as contained in the deed dated the 7<sup>th</sup> (seventh) of April 2009 (two thousand nine) Number 06, drawn up before the said Notary ENGAWATI GAZALI, Bachelor of Law, which notification on the amendment to its articles of association has been duly received and recorded in the Legal Entity Administration System of the Department of Law and Human Rights of the Republic of Indonesia pursuant to

its letter dated the 1<sup>st</sup> (first) of May two thousand nine (2009) Number AHU-AH.01.10-05099, and it has been published in the State Gazette of the Republic of Indonesia dated the 1<sup>st</sup> (first) of December 2009 (two thousand nine) Number 96, Supplement to the State Gazette Number 873;

- the said articles of association have been lastly amended in their entirety to be adjusted to the provisions of the Regulation of the Financial Services Authority, among others the Regulation of the Financial Services Authority Number 32/POJK.04/2014 regarding Organization of General Meeting of Shareholders of Public Company and Number 33/POJK.04/2014 regarding the Board of Directors and the Board of Commissioners of Issuer or Public Company, as contained in the deed dated the  $24^{\rm th}$ (twenty fourth) of August 2015 (two thousand fifteen) Number 60, drawn up before ARYANTI ARTISARI, Bachelor of Law, Master of Notary, which has obtained approval from the Minister of Law and Human Rights of the Republic of Indonesia pursuant to its Decision Letter dated the 26th (twenty sixth) of August 2015 (two thousand fifteen) Number AHU-0941203.AH.01.02.Year of 2015;
- the latest composition of the Board of Directors, the Board of Commissioners and the Sharia Supervisory Board

as contained in my deed, the Notary, dated the  $22^{\rm nd}$  (twenty second) of January 2019 (two thousand nineteen) Number 17;

- (hereinafter shall also be referred to as the "Company").
- Located at the Function Room, Sentral Senayan III Building, 28<sup>th</sup> Floor, Jalan Asia Afrika Number 8, Jakarta;
- for the purpose of drawing up a minutes from those which were discussed at the Annual General Meeting of Shareholders at the time and place as mentioned above (hereinafter shall also be referred to as the "Meeting"); Have been appeared at the Meeting and therefore appeared before me, the Notary, in the presence of witnesses:
- 1. Mister DATUK ABDUL FARID bin ALIAS, born in Johor, on 2<sup>nd</sup> (second) of February 1968 (one thousand nine hundred sixty eight), Private, residing in Nomor 5, at Jalan Wangsamas 1, Bukit Wangsamas, Wangsa Maju, Kuala Lumpur, Malaysia, a holder of Malaysian Passport Number A28225298, Malaysian Citizen, temporarily staying in Jakarta;
  - According to his statement, the said appearer in this matter is acting as the President Commissioner of the Company.
- 2. Mister EDWIN GERUNGAN, born in Jakarta, on the 17<sup>th</sup> (seventeenth) of June 1948 (one thousand nine

hundred forty eight), Private, residing in Jakarta, at Jalan Terusan Hanglekir II/W.40, Rukun Tetangga 006/Rukun Warga 008, the Sub-District of South Grogol, the District of Kebayoran Lama, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174051706480003, a Citizen of Indonesia;

- According to his statement, the said appearer in this matter is acting as the Commissioner of the Company.
- 3. Madam BUDHI DYAH SITAWATI, born in Palembang, on the 4<sup>th</sup> (fourth) of May 1959 (one thousand nine hundred fifty nine), Private, residing in Jakarta, at Jalan Bunga Cempaka Raya Number 101, Rukun Tetangga 006/Rukun Warga 002, the Sub-District of South Cipete, the District of Cilandak, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174034405590001, a Citizen of Indonesia;
  - According to her statement, the said appearer in this matter is acting as the Independent Commissioner of the Company.
- 4. Mister ACHJAR ILJAS, Bachelor of Economics, Master of Arts, born in Maninjau, on the 10<sup>th</sup> (tenth) of

February 1948 (one thousand nine hundred forty eight), Private, residing in Jakarta, at Jalan Gandaria Tengah I/3, Rukun Tetangga 011/Rukun Warga 001, the Sub-District of Kramat Pela, the District of Kebayoran Baru, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174071002480001, a Citizen of Indonesia;

- According to his statement, the said appearer in this matter is acting as the Independent Commissioner of the Company.
- 5. Mister HENDAR, born in Bandung, on the 20<sup>th</sup> (twentieth) of March 1957 (one thousand nine hundred fifty seven), Private, residing in Jakarta, at Jalan Dwijaya III/5, Rukun Tetangga 005/Rukun Warga 015, the Sub-District of North Gandaria, the District of Kebayoran Baru, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174072003570001, a Citizen of Indonesia;
  - According to his statement, the said appearer in this matter is acting as the Independent Commissioner of the Company.
- 6. Mister TASWIN (TASWIN ZAKARIA), born in Medan, on the  $24^{\rm th}$  (twenty fourth) of June 1968 (one thousand



nine hundred sixty eight), Private, residing in Jakarta, at Jalan Jaya Mandala I Number 9, Rukun Tetangga 009/Rukun Warga 001, the Sub-District of Menteng Dalam, the District of Tebet, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3171062406680005, a Citizen of Indonesia;

- According to his statement, the said appearer in this matter is acting as the President Director of the Company.
- 7. Madam THILAGAVATHY NADASON, born in Singapore, on the 24<sup>th</sup> (twenty fourth) of September 1961 (one thousand nine hundred sixty one), Private, residing in Jakarta, at Jalan Cipaku II Number 14, Rukun Tetangga 011/Rukun Warga 004, the Sub-District of Petogogan, the District of Kebayoran Baru, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174076409610003, a Citizen of Malaysia;
  - According to her statement, the said appearer in this matter is acting as the Director of the Company.
- 8. Madam JENNY WIRIYANTO, born in Pontianak, on the  $22^{\rm nd}$  (twenty second) of May 1964 (one thousand nine

hundred sixty four), Private, residing in Jakarta, at Jalan Niaga Hijau Raya Number 83, Rukun Tetangga 001/Rukun Warga 017, the Sub-District of Pondok Pinang, the District of Kebayoran Lama, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174056205640004, a Citizen of Indonesia;

- According to her statement, the said appearer in this matter is acting as the Director of the Company.
- 9. Mister ERI BUDIONO, born in Malang, on the 30<sup>th</sup> (thirtieth) of November 1968 (one thousand nine hundred sixty eight), Private, residing in Jakarta, at Jalan Gedung Pinang Blok PS-24, Rukun Tetangga 014/Rukun Warga 016, the Sub-District of Pondok Pinang, the District of Kebayoran Lama, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174053011680004, a Citizen of Indonesia;
  - According to his statement, the said appearer in this matter is acting as the Director of the Company.
- 10. Mister IRVANDI FERIZAL, born in Padang, on the 20<sup>th</sup> (twentieth) of February 1968 (one thousand nine

hundred sixty eight), Private, residing in Jakarta, at Jalan Balai Pustaka IV/25, Rukun Tetangga 011/Rukun Warga 010, the Sub-District of Rawamangun, the District of Pulogadung, East Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3175022002680009, a Citizen of Indonesia;

- According to his statement, the said appearer in this matter is acting as the Director of the Company.
- 11. Mister EFFENDI, Bachelor of Engineering, born in Singkep, on the 5<sup>th</sup> (fifth) of April 1970 (one thousand nine hundred seventy), Private, residing in Jakarta, at Jalan Mokmer Blok B/11.A, Rukun Tetangga 006/Rukun Warga 007, the Sub-District of North Gunung Sahari, the District of Sawah Besar, Central Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3171020504700002, a Citizen of Indonesia;
  - According to his statement, the said appearer in this matter is acting as the Director of the Company.
- 12. Mister WIDYA PERMANA, Bachelor of Economics, Master of Business Administration, born in Jakarta, on

- 21<sup>st</sup> (twenty first) of October 1969 (one thousand nine hundred sixty nine), Private, residing in Jakarta, at Jalan Karang Asri II C2/53, Rukun Tetangga 005/Rukun Warga 009, the Sub-District of Lebak Bulus, the District of Cilandak, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174062110690003, Indonesian Citizen;
- According to his statement, the said appearer in this matter is acting as the Director of the Company.
- 13. Mister MUHAMADIAN, born in Bandung, on 5<sup>th</sup> (fifth) of September 1968 (one thousand nine hundred sixty eight), Private, residing in Jakarta, at Jalan KAV Polri Blok G.53, Rukun Tetangga 009/Rukun Warga 006, the Sub-District of Jagakarsa, the District of Jagakarsa, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174090509680005, Indonesian Citizen;
  - According to his statement, the said appearer in this matter is acting as the Director of the Company.
- 14. a. Madam ANITA MEIZA, born in Jakarta, on the  $$29^{\rm th}$$  (twenty ninth) of May 1969 (one thousand



nine hundred sixty nine), Private, residing in Jakarta, at Jalan Cempaka Putih Barat XVIII/2, Rukun Tetangga 009/Rukun Warga 007, the Sub-District of Cempaka Putih Barat, the District of Cempaka Putih, Central Jakarta, a holder of the Resident Identity Card Number 3171056905690002, a Citizen of Indonesia;

- Miss PUSPITA INDAH ROMADHONA, Bachelor of b. the born in Jakarta, on Law, (twentieth) of April 1989 (one thousand nine hundred eighty nine), Private, residing in Jakarta, at Jalan H. Kamang Number 45, Rukun 009/Rukun Warga 010, the Tetangga District of Pondok Labu, the District of Cilandak, South Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3174066004890004, a Citizen of Indonesia;
  - According to their statement, the said appearers in this matter are acting by virtue of 2 (two) Power of Attorneys, both dated on the 21<sup>st</sup> (twenty first) of March 2019 (two thousand nineteen), which have been legalized by the Embassy of the

Republic of Indonesia in Kuala Lumpur, on the 26<sup>th</sup> (twenty sixth) of March 2019 (two thousand nineteen) Number 00984/WN.03.04-01/03/2019 and Number 00983/WN.03.04-01/03/2019, made privately, affixed with adequate stamp duty and the original copies thereof are attached to the original copy of this deed, as the proxies of and therefore for and on behalf of:

- a. SORAK FINANCIAL HOLDINGS PTE. LTD., a company established pursuant to and under the laws of Singapore, domiciled and having its headquarter at 2 Battery Road #01-01 Maybank Tower, Singapore 049907;
  - the said company in this matter is represented as the owner of/entitled to 34,312,479,550 (thirty four billion three hundred twelve million four hundred seventy nine thousand five hundred fifty) shares in the Company.
- b. MAYBANK OFFSHORE CORPORATE SERVICES (LABUAN) SDN. BHD., a company established pursuant to and under the laws of Malaysia, domiciled and having its

headquarter at 14<sup>th</sup> Floor, Menara Maybank, 100 Jalan Tuan Perak, 50050 Kuala Lumpur, Malaysia;

- the said company in this matter is represented as the owner of/entitled to 25,882,393,996 (twenty five billion eight hundred eighty two million three hundred ninety three thousand nine hundred ninety six) shares in the Company.
- 15. Other public community as the owners of/entitled to 22,854,134 (twenty two million eight hundred fifty four thousand one hundred thirty four) shares in the Company, whose names, addresses and total of their shareholdings as proven by List of Attendance of the Shareholders attached to the original copy of this deed.
- 16. Mister Doctor MUHAMMAD ANWAR IBRAHIM, Master of Arts, born in Palembang, on 16<sup>th</sup> (sixteenth) of November 1941 (one thousand nine hundred forty one), Private, residing in Tangerang, at Jalan Kenari II B L- 5/13, Rukun Tetangga 002/Rukun Warga 008, the Sub-District of Rengas, the District of East Ciputat, South Tangerang City, Banten, a holder of the Resident Identity Card with

Population Main Number (NIK) 3674051611410001, Indonesian Citizen;

- According to his statement, the said appearer in this matter is acting as the Chairman of Sharia Supervisory Board.
- 17. Mister LIM HONG TAT, born in Selangor, on 23<sup>rd</sup>
  (twenty third) of June 1959 (one thousand nine hundred fifty nine), Entrepreneur, residing at No. 67, of Jalan Cengal Pasir, Sierramas, Sungai Buloh, Selangor, Malaysia, a holder of Malaysian Passport Number A50017981, temporarily staying in Jakarta;

   According to his statement, in this matter is appearing based on invitation from the Board of
  - is appearing based on invitation from the Board of Directors of the Company as the Commissioner of the Company, who has been appointed by virtue of the Extraordinary General Meeting of Shareholders dated the 18<sup>th</sup> (eighteenth) of October 2018 (two thousand eighteen), who will effectively hold a position as the Commissioner after obtaining approval from the Financial Services Authority (OJK).
- 18. Mister SUWANDI, born in Grobogan, on 10<sup>th</sup> (tenth) of August 1975 (one thousand nine hundred seventy five), Private, residing in Jakarta, at Jalan Cemara IV/15, Rukun Tetangga 009/ Rukun Warga 008,

the Sub-District of Duri Kosambi, the District of Cengkareng, West Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3173021008750025, Indonesian Citizen;

- According to his statement, the said appearer in this matter is appearing at the Meeting based on invitation from the Board of Directors of the Company who represents PT SINARTAMA GUNITA as the Securities Administration Bureau of the Company.
- 19. Mister DANIL SETIADI HANDAJA, born in Jakarta, on 11<sup>th</sup> (eleventh) of December 1972 (one thousand nine hundred seventy two), Private, residing in Jakarta, at Jalan Mangga Besar IV R/56, Rukun Tetangga 004/Rukun Warga 004, the Sub-District of Taman Sari, the District of Taman Sari, West Jakarta, a holder of the Resident Identity Card with Population Main Number (NIK) 3173031112720008, Indonesian Citizen;
  - According to his statement, the said appearer in this matter is appearing at the Meeting based on invitation from the Board of Directors of the Company who represents PURWANTONO, SUNGKORO & SURJA PUBLIC ACCOUNTANT OFFICE (a member firm of Ernst & Young Global Limited).

The Master of Ceremony welcomed all participants of the Meeting who were present and followed by introducing members of the Board of Directors, the Board of Commissioners and Capital Market Supporting Profession who were present at the Meeting.

Further the summary of the Meeting's Rules was read out by the Master of Ceremony. The complete text of the Meeting's Rules has been distributed to the Meeting's participants prior to entering the Meeting room.

Then the Master of Ceremony asked Mister DATUK ABDUL FARID bin ALIAS to open and preside over the Meeting.

Mister DATUK ABDUL FARID bin ALIAS praised and thanked to God Almighty, for His gift who has given health and discretion, so that we all could be present at the today's Meeting.

Further, it was conveyed that today's Meeting was an Annual General Meeting of Shareholders of PT BANK MAYBANK INDONESIA Tbk (hereinafter shall also be referred to as the "Meeting").

Afterwards, on behalf of all members of the Board of Commissioners and the Board of Directors of the Company,
Mister DATUK ABDUL FARID bin ALIAS welcomed and extended his gratitude for the presence of the shareholders, shareholders proxies, and invitees at the Meeting.



That pursuant to Article 11 paragraph 7 of the Articles of Association of the Company, Mister DATUK ABDUL FARID bin ALIAS as the President Commissioner of the Company who was appointed by the Board of Commissioners of the Company at its meeting on  $22^{\rm nd}$  (twenty second) of February 2019 (two thousand nineteen) shall preside over the Meeting (hereinafter shall be referred to as the "Chairperson of the Meeting").

The Chairperson of the Meeting stated that the Meeting was officially opened at 2.10 P.M. (at ten past two P.M. Indonesia Western Time).

That for convening the Meeting, the Company has fulfilled the following legal procedures:

- 1. The Board of Directors of the Company has notified the Financial Services Authority ("OJK") regarding plan of the Meeting through the company's letter number S.2019.48/DIR COMPLIANCE dated the 11<sup>th</sup> (eleventh) of February 2019 (two thousand nineteen) and S.2019.050/DIR COMPLIANCE dated the 12<sup>th</sup> (twelfth) of February 2019 (two thousand nineteen) in order to comply with Regulation of the Financial Services Authority Number 32 of 2014;
- 2. The Board of Directors of the Company has also placed an advertisement of Announcement to the

Shareholders in "Media Indonesia" newspaper published on 19<sup>th</sup> (nineteen) of February 2019 (two thousand nineteen), the said Announcement has also been displayed at the website of the Indonesia Stock Exchange and the website of the Company www.maybank.co.id on the same date; and

- 3. Invitation to the Shareholders has also been advertised in the newspaper i.e. "Media Indonesia", published on the  $6^{th}$  (sixth) of March 2019 (two thousand nineteen). The said invitation has also been displayed at the website of the Indonesia Stock Exchange and the website of the Company www.maybank.co.id on the same date. Likewise the explanation on each agenda of the Meeting to be discussed, and profile of the candidate of members the Board of Commissioners who shall Meeting, have appointed at this also elaborated at the website of the said Company.
- each of the copies of the newspaper containing the abovementioned advertisement is attached to the original copy of this deed.

Before the Meeting commenced, the Chairperson of the Meeting asked me, the Notary, whether the Meeting has met

the quorum requirement for attendance in accordance with the prevailing regulations.

By me, the Notary, I stated that taking into account Article 86 paragraph 1 of Limited Liability Company Law No. 40 of 2007 (two thousand seven), Article 26 paragraph 1.a of the Regulation of the Financial Services Authority Number 32 of 2014 (two thousand fourteen), and Article 12 paragraph 1.a of the Articles of Association of the Company, the General Meeting of Shareholders is valid if it is attended by the Shareholders or their authorized proxies, who represent more than 1/2 (one half) portion of the total number of shares with valid voting right which have been issued by the Company;

After reviewing the Shareholders Attendance List, it could be stated that the number of shares present or represented at the Meeting were 60,217,727,680 (sixty billion two hundred seventeen million seven hundred twenty seven thousand six hundred eighty) shares or equivalent to 79.0101% (seventy nine point zero one zero one percent) of the total number of shares of the Company up to the position on the date of 5<sup>th</sup> (fifth) of March 2019 (two thousand nineteen), i.e. amounting to 76,215,195,821 (seventy six billion two hundred fifteen million one

hundred ninety five thousand eight hundred twenty one) shares;

Accordingly, quorum requirement for attendance for convening the Meeting has been met.

Then, the Chairperson of the Meeting stated that because the legal procedures and quorum requirement for attendance of the Meeting has been met, the Meeting is valid and entitled to take binding resolution on matters to be discussed in accordance with the Agenda of the Meeting.

Prior to entering the Agenda of the Meeting, the Chairperson of the Meeting first asked Mister TASWIN ZAKARIA, as the President Director of the Company to present brief elaboration on the current general condition of the Company, in order to comply with Article 24 paragraph 3 of the Financial Services Authority Regulation No. 32 of 2014.

Further, Mister TASWIN ZAKARIA stated as follows:

On 2018 (two thousand eighteen), the company continued to show performance growth significantly in the midst of the domestic economic situation and macro economy which were full of challenges. The success in the performance achievement of the Company could be seen, among others, through the gain of net profit after tax and non-controlling interest (PATAMI) which reached a record of

IDR2.2 trillion (two point two trillion rupiah) with a significant growth of 21.6% (twenty one point six percent), and the improvement of asset quality which is reflected from the lower Non Performing Loan (NPL) ratio, i.e into the level of 2.59% (two point five nine percent) (gross) and 1.50% (one point five zero percent) (net).

The transformation journey taken by the Company has started to produce positive result. In addition to continuing the transformation which is continuing in Global Banking and recalibration of retail business model, in 2018 (two thousand eighteen), the Company has started transformation journey which focused on technology and digitization optimization for providing customer with a better experience across touchpoints.

Throughout 2018 (two thousand eighteen), the Company was quite selective and implemented a strict risk management policy in distributing credit and only focused on industry which had a healthy growth level and according to the Company's risk appetite. The company also continued to grow Micro, Small and Medium Enterprises (UMKM) segment and corporation by consistently active participating in government priority sector, particularly infrastructure and community based business development.

The company also continued to implement initiative in strategic cost management across all business lines and supporting unit, and implemented the application of pricing in sustainable discipline manner to support the performance improvement.

Sharia First Bank Strategy and Leverage Model were implemented by which Sharia Business Unit had access in resources of the entire Companies to develop and market all products.

Sharia played an important role in improving the performance of the Company's Sharia Banking.

Sharia Banking continued to adopt a different approach (differentiated approaches) in the market through introducing innovative product and partnership. Sharia Banking provided the first Sharia hedging facility in Indonesia to corporate customers in 2018 (two thousand eighteen) and was appointed as Hajj Financial Management Partnership by the Hajj Financial Management Agency (BPKH). With respect to the said appointment, Maybank Syariah has launched the Haji savings product "My Arafah".

In general, the performance improvement of the Company was also supported by solid business achievement from 2 (two) subsidiaries, namely PT WAHANA OTTOMITRA MULTIARTHA Tbk (WOM Finance) and PT MAYBANK INDONESIA FINANCE (Maybank

Finance) which respectively recorded a growth in Profit Before Tax (PBT) of 19.4% (nineteen point four percent) in December 2018 (two thousand eighteen).

On this opportunity, the Company's management also stated that in January 2019 (two thousand nineteen), OJK has given approval for the appointment of 2 (two) Directors i.e. Compliance Director and Operational Director.

A more detail information on the Company's condition per 31 (thirty first) of December 2018 (two thousand eighteen) shall be fully elaborated on the agenda of the Meeting regarding the Annual Report of the Company.

Furthermore, it was stated by the Chairperson of the Meeting that as contained in Invitation advertisement dated the  $6^{\rm th}$  (sixth) of March 2019 (two thousand nineteen), the Agenda of the Meeting was as follows:

- 1. Approval on the Annual Report of 2018 (two thousand eighteen) and Ratification on the Balance Sheet and Profit and Loss Statement for Financial Year which ended on 31<sup>st</sup> (thirty first) of December 2018 (two thousand eighteen);
- Determination on the Utilization of the Company's Net Profit for Financial Year which ended on 31<sup>st</sup> (thirty first) of December 2018 (two thousand eighteen);



- 3. The Appointment of Public Accountant and Public Accountant Firm to audit the Company's Financial Statement for Financial Year of 2019 and Determination the Honorarium on and Other Requirements;
- 4. Determination on the Honorarium and/or Other Allowances for the Board of Commissioners for the Financial Year of 2019 (two thousand nineteen);
- 5. Authorization to the Board of Commissioners to determine:
  - and/or Other Allowances The Salary for a. the Board of member of Directors for Year Financial of 2019 (two thousand nineteen), and
  - b. The Honorarium and/or Other Allowances for member of Sharia Supervisory Board for the Financial Year of 2019 (two thousand nineteen);
- 6. The Changes on the Composition of the Board of Commissioners with respect to the expiry of Term of Office;
- 7. The Distribution of Duties and Authorities among
  Member of the Board of Directors;

- 8. Report on the Realization on the Use of Proceeds from 3 (three) Public Offerings during 2018 (two thousand eighteen), i.e:
  - Public Offering of the Shelf Registration
    Bond II Phase II, Year 2018;
  - Public Offering of the Shelf Registration
    Bond II Phase III, Year 2018;
  - Limited Public Offering VIII (PUT VIII/
    Rights Issue VIII).
- 9. Approval on the Update on the Company's Recovery Plan, in order to fulfill Article 31 of POJK Number 14 of 2017.

Further, the Chairperson of the Meeting also informed that the provision regarding the mechanism for taking resolution and the procedures for exercising right to raise any question or opinion from those shareholders present is as contained in the Meeting's Rules which has been distributed to the shareholders prior to entering the Meeting room, and the subject matter thereof was read out by the Master of Ceremony prior to commencing the Meeting.

## FIRST AGENDA OF THE MEETING:

Approval on the Annual Report of 2018 (two thousand eighteen) and Ratification on Balance Sheet and Profit and Loss Statement for Financial Year which



ended on  $31^{\rm st}$  (thirty first) of December 2018 (two thousand eighteen).

For discussing this First Agenda of the Meeting, the Chairperson of the Meeting asked Mister TASWIN ZAKARIA to convey the elaboration regarding subject matter of the Annual Report of the Company, particularly regarding condition, performance and results which have been achieved by the Company during the financial year of 2018 (two thousand eighteen).

Furthermore, Mister TASWIN ZAKARIA conveyed the subject matter of the Annual Report of the Company as follows:

In the financial statement period which ended 31 (thirty first) of December 2018 (two thousand eighteen), the Company booked net profit after tax and non-controlling interest (PATAMI or profit after tax & minority interest) of IDR2.2 trillion (two point two trillion rupiah) or it increased by 21.6% (twenty one point six percent) from the previous year. While PBT also increased significantly, from 20.5% (twenty point five percent) to become IDR3.0 trillion (three point zero trillion rupiah).

The performance improvement of 2018 (two thousand eighteen) was supported by several factors, among other: Higher Net Interest Income (NII), asset quality improvement,

sustainable strategic cost management, and solid growth in the Sharia business and subsidiary.

In the midst of strict interest rate competition, the Company successfully recorded a growth in net interest income of 5.2% (five point two percent) to become IDR8.1 trillion (eight point one trillion rupiah) in December 2018 (two thousand eighteen) compared to IDR7.7 trillion (seven point seven trillion rupiah) last year. The implementation of pricing application which was discipline by the Company was sustainable and it was accompanied by an increased operational efficiency which has been able to improve the Company's net interest margin of 7 (seven) basis point to become 5.2% (five point two percent).

The assets quality of the Company increased significantly as reflected in a lower NPL rate of 2.6% (two point six percent) (gross) and 1.5% (one point five percent) (net) first) of December 2018 (two thousand 31 (thirty eighteen) compared to 2.8% (two point eight percent) (gross) and 1.7% (one point seven percent) (net) in the previous year, this reconfirmed the success of the Company quality through in managing assets selective and responsible growth.

The Company implemented strong risk management and took prudent steps in growing portfolio. Per December 2018 (two



thousand eighteen), the Company recorded credit growth of 6.3% (six point three percent) reaching IDR133.3 trillion (one hundred thirty three point three trillion rupiah) per 31 (thirty first) of December 2018 (two thousand eighteen) from IDR125.4 trillion (one hundred twenty five point four trillion rupiah) last year, in which non-Retail Community Financial Services (CFS) credit grew by 10.9% (ten point nine percent), Retail CFS increased by 3.1% (three point one percent), and global Banking Credit grew by 2.9% (two point nine percent) in relation to the existence of accelerated settlement from several corporate customers in the fourth quarter of 2018 (two thousand eighteen).

While, total deposits/savings fell 3.7% (three point seven percent) to become IDR116.8 trillion (one hundred sixteen point eight trillion rupiah) per December 2018 (two thousand eighteen) in line with the Company's strategy to reduce dependence on high cost deposit/saving. Nevertheless, the Company continued to actively manage assets and liabilities for the purpose of ensuring optimal funding level at all times.

The Company's Sharia Business Unit continued to record very well performance in 2018 (two thousand eighteen) with net profit increased by 27.3% (twenty seven point three percent) reaching IDR803.3 billion (eight hundred three

point three billion rupiah). Total assets increased by 11.2% (eleven point two percent) to become IDR30.2 trillion (thirty point two trillion rupiah) giving a contribution of 17.0% (seventeen point zero percent) of the total assets of the Company. Total Sharia financing grew 14.6% (fourteen point six percent) to become IDR23.7 trillion (twenty three point seven trillion rupiah) per December 2018 (two thousand eighteen), while total deposits/savings grew 39.7% (thirty nine point seven percent) to become trillion (twenty three point three trillion rupiah). The said growth is certainly accompanied by asset quality which was better with a decrease in the rate of Non-Performing Financing (NPF) of 2.8% (two point eight percent) (gross) and 1.9% (one point nine percent) (net) in December 2018 (two thousand eighteen).

The performance improvement of the Company was also supported by the business improvement in two subsidiaries of the Company namely PT WAHANA OTTOMITRA MULTIARTHA Tbk (WOM) and PT MAYBANK INDONESIA FINANCE (Maybank Finance). WOM continued to show an increase in performance with profit before tax increased by 19.4% (nineteen point four percent) to become IDR283.4 billion (two hundred eighty three point four billion rupiah) per December 2018 (two thousand eighteen) and Maybank Finance also continued to

record solid performance with an increase in profit before 19.4% (nineteen point four percent) reaching tax of IDR426.9 billion (four hundred twenty six point nine billion rupiah) in December 2018 (two thousand eighteen). For capital adequacy, Capital Adequacy Ratio or CAR of the Company has reached 19.0% (nineteen point zero percent) with a total capital reaching IDR26.1 trillion (twenty six point one trillion rupiah) in 2018 (two thousand eighteen). Then, the expression of thank and highest appreciation was conveyed to the Board of Commissioners for advice and guidance as well as supervision given to the Board of Directors during 2018 (two thousand eighteen), so that the Company could go through 2018 (two thousand eighteen) very well. The Board of Directors also believes that in 2019 (two thousand nineteen) Maybank Indonesia shall further strengthen its presence in the banking industry by improving performance and capability to provide a fast and effective response to market, economic and political changes in order to maintain reputation, brand and creative activity to be more valuable. The same appreciation was also conveyed to all shareholders, stakeholders, customers, and business partners, for their support, trust, cooperation which have been well-established all this time.

Expression of thank and appreciation to all employees who have worked with extraordinary and full dedicated effort together with the Board of Directors to bring forward the Company was also conveyed.

Thus the report of the Board of Directors regarding the performance of the Company for the financial year of 2018 (two thousand eighteen). Full explanation on financial statement and other activities of the Company during 2018 (two thousand eighteen), including report on supervisory duty carried out by the Board of Commissioners and the Sharia Supervisory Board, social activities carried out by the Company, as well as various kinds of awards which have been received by the Company during 2018 (two thousand eighteen), could be seen in the Annual Report of 2018 (two thousand eighteen) which could be downloaded through QR-Code which has been distributed to Shareholders prior to entering the Meeting room, and has also been available on the Company's website.

The Chairperson of the Meeting conveyed an additional information which should also be submitted related to the said Board of Directors' report:

1. The Company's Annual Report for the financial year of 2018 (two thousand eighteen) has been signed by all members of the Board of Directors and Board of

- Commissioners of the Company who held a position in the said year.
- 2. The Company's Annual Report which contained therein "the Company's Consolidated Financial Statement dated 31 (thirty first) of December 2018 (two thousand eighteen) and for the year ended on that date", has been audited by the "Purwantono, Sungkoro & Surja" Public Accountant Office (a member firm of Ernst & Young Global Limited) report according to the 00056/2.1032/AU.1/07/1008-1/1/II/2019 dated the 13<sup>th</sup> (thirteenth) of February 2019 (two thousand opinion: "unmodified nineteen) with audit an opinion".
- 3. The result of the audit by the Public Accountant Office has also been reviewed by the Audit Committee of the Company and submitted at the Meeting of the Board of Commissioners dated the 22 (twenty second) of February 2019 (two thousand nineteen).
- 4. This Annual Report has been submitted by the Company to the OJK, Indonesia Stock Exchange and is available on the Company's website since the 6<sup>th</sup> (sixth) of March 2019 (two thousand nineteen).

5. The Company's Consolidated Financial Statement per 31 (thirty first) of December 2018 (two thousand eighteen) has also been announced to the public through Bisnis Indonesia newspaper published on the 15<sup>th</sup> (fifteenth) of February 2019 (two thousand nineteen).

Furthermore, the Chairperson of the Meeting given an opportunity for the Shareholders to raise question or response, if any, by raising their hands and submitting to the Company's Officer the completed inquiry form.

Since no one has raised a question, the Chairperson of the Meeting proposed to the Meeting to:

- 1. Accept and approve the Annual Report of the Company for the financial year ended on the  $31^{\rm st}$  (thirty first) of December 2018 (two thousand eighteen).
- 2. Ratify the Company's Consolidated Financial Statement dated 31 (thirty first) of December 2018 (two thousand eighteen), and for the year ended on that date", which has been audited by the "Purwantono, Sungkoro & Surja" Public Accountant Office (a member firm of Ernst & Young Global Limited) according to the report Number 00056/2.1032/AU.1/07/1008-1/1/II/2019 dated the 13th (thirteenth) of February 2019 (two thousand

- nineteen) with an audit opinion: "unmodified opinion".
- 3. Ratify the report on supervisory duty from the Board of Commissioners and the Sharia Supervisory Board of the Company for the financial year ended on the  $31^{\rm st}$  (thirty first) of December 2018 (two thousand eighteen).
- 4. Give full release and discharge of responsibility ("acquit et de charge") to member of the Board of Directors and the Board of Commissioners of the Company for management and supervision acts which have been carried out during 2018 (two thousand eighteen), to the extent that the said management and supervision acts were reflected in the Company's Annual Report for the financial year ended on the 31<sup>st</sup> (thirty first) of December 2018 (two thousand eighteen), and it was not in violation of prudent banking practices and also it was not included in the criminal act category.

Furthermore, the Chairperson of the Meeting asked a question, did the proposal submitted can be approved by deliberation for reaching a consensus by the shareholders?

If there were the shareholders or their Proxies shall cast negative vote or blank vote, please raise their hands, and

submit their Vote Cards to the Company's officer, to be further submitted to me, the Notary.

Since there were the shareholders or their Proxies who casted blank vote, then the Chairperson of the Meeting requested to me, the Notary to do voting calculation.

By me, the Notary, I delivered the result of the voting calculation as follows:

- a. The shareholders who casted vote blank was 2,897,600 (two million eight hundred ninety seven thousand six hundred) shares or amounting to 0.0048% (zero point zero zero four eight percent) of the total shares validly present at the Meeting;
- b. There were no shareholders who stated that they did not agree;
- The shareholders who stated that they agreed were amounting to 60,214,830,080 (sixty billion two hundred fourteen million eight hundred thirty thousand eighty) shares or 99,9952% (ninety nine point nine nine five two percent) of the total shares validly present at the Meeting;

Because the majority of shareholders casted "Affirmative Vote", then if there was a "Blank Vote" in the voting it shall be added to the Majority Vote as provided for in article 12 paragraph 7 of the Articles of Association of



the Company. Accordingly, after being added with blank vote, then the Affirmative Vote increased by 60,217,727,680 (sixty billion two hundred seventeen million seven hundred twenty seven thousand six hundred eighty) shares or 100% (one hundred percent) of the total votes casted at the Meeting.

From the said result, it could be concluded that the Meeting with the majority votes agreed with the proposal submitted by the Chairperson of the Meeting.

Then the Chairperson of the Meeting conveyed that in accordance with the vote calculation which has submitted by me, the Notary, it could be concluded that the Meeting with the majority votes has resolved to accept and approve the proposal which has been submitted at the First Agenda of the Meeting.

THE SECOND AGENDA OF THE MEETING:

Determination on the Utilization of the Company's Net Profit for Financial Year ended on  $31^{\rm st}$  (thirty first) of December 2018.

The Chairperson of the Meeting asked to Mister TASWIN ZAKARIA to convey the discussion of the Second Agenda of the Meeting.

It was conveyed by Mister TASWIN ZAKARIA that by taking into account the applicable provisions relating to the



allocation of the use of the Company's profit, then it was conveyed that the Board of Directors of the Company at its meeting on the 11<sup>th</sup> (eleventh) of February 2019 (two thousand nineteen) and the Board of Commissioners of the Company at its meeting on the 22<sup>nd</sup> (twenty second) of February 2019 (two thousand nineteen) resolved to propose to the Shareholders to:

- of 2018 (two thousand eighteen) which has been ratified in the First Agenda of the Meeting, i.e. amounting to IDR2,194,575,737,484.00 (two trillion one hundred ninety four billion five hundred seventy five million seven hundred thirty seven thousand four hundred eighty four rupiah), to be allocated as follows:
  - a. Amounting to 5% or IDR109,728,786,874.00

    (one hundred nine billion seven hundred twenty eight million seven hundred eighty six thousand eight hundred seventy four rupiah) to be allocated for "General Reserve Fund", in order to comply with the provision in Article 70 paragraph 1 of the Limited Liability Company Law and Article

- 25 of the Articles of Association of the Company.
- b. Amounting to 25% (twenty five percent) or a maximum of IDR548,643,934,371.00 (five hundred forty eight billion six hundred forty three million nine hundred thirty four thousand three hundred seventy one rupiah) to be distributed as Cash Dividend, or in the amount of IDR7,19862 (seven rupiah point one nine eight six two cents) per share;
- c. The balance of 70% (seventy percent) or IDR1,536,203,016,239.00 (one trillion five hundred thirty six billion two hundred three million sixteen thousand two hundred thirty nine rupiah) to be stipulated as "Retained Profit" of the Company
- 2. Approve the distribution of cash dividend of the financial year of 2018 (two thousand eighteen) was conducted with the following terms:
  - a. The Shareholders who are entitled to receive cash dividends of the financial year of 2018 (two thousand eighteen) are those shareholders whose names are recorded

- in the Register of the Company's Shareholders on the 11<sup>th</sup> (eleventh) of April 2019 (two thousand nineteen);
- b. The cash dividend shall be paid on the 30<sup>th</sup> (thirtieth) of April 2019 (two thousand nineteen);
- c. The Board of Directors is given the power of attorney and authority to determine matters related to the implementation of the said cash dividend payment, including, but not limited to, among others, arranging the procedure of the said cash dividend distribution and announcing it with due regard to the prevailing Exchange regulation.

Thus, the proposal of the Board of Directors for the Second Agenda of the Meeting.

Furthermore, the Chairperson of the Meeting given an opportunity to the Shareholders to raise their question or response, if any, by raising their hands and submitting to the Company's Officer the completed inquiry form.

Since no one raised a question, then it was asked a question to the Shareholders, did the proposal submitted

can be approved by deliberation for reaching a consensus by the shareholders?

If there were the shareholders or their Proxies shall cast negative/blank vote, please raise their hands, and submit their Vote Cards to the Company's officer, to be further submitted to me, the Notary.

Because there were no Shareholders or Shareholders' Proxies who submitted their objection, it could be concluded that the Meeting by deliberation for reaching a consensus has resolved to accept and approve the proposal which has been submitted at the Second Agenda of the Meeting.

# THE THIRD AGENDA OF THE MEETING:

The Appointment of Public Accountant and Public Accountant Firm to audit the Company's Financial Statement for Financial Year of 2019 and Determination on the honorarium or Other Requirements".

The Chairperson of the Meeting conveyed that on behalf of the Board of Directors and the Board of Commissioners of the Company, thanked to the "Purwantono, Sungkoro & Surja" Public Accountant Firm (a member firm of Ernst & Young Global Limited) for the result of its audit on the Financial Statement of the Company for the financial year of 2018 (two thousand eighteen).

With due regard to the recommendation from the Audit Committee dated the  $21^{\rm st}$  (twenty first) of February 2019 (two thousand nineteen) and the  $5^{\rm th}$  (fifth) of March 2019 (two thousand nineteen) as well as the approval of the Board of Commissioners in its meeting on the  $22^{\rm nd}$  (twenty second) of February 2019 (two thousand nineteen) and the Circulation resolution of the Board of Commissioners dated the  $5^{\rm th}$  (fifth) of March 2019 (two thousand nineteen) then it was proposed to the Meeting, to:

- and "Purwantono, Appoint "BENYANTO SUHERMAN" 1. Public Accountant Firm (a Sungkoro and Surja" member firm of Ernst & Young Global Limited) " as Public Accountant and Public Accountant Firm to audit a financial statement of the Company for the financial year of 2019 (two thousand nineteen) with audit service fees in the amount IDR3,724,350,000.00 (three billion seven hundred twenty four million three hundred fifty thousand rupiah) under the terms which are deemed good;
- 2. Give power of attorney to the Board of Commissioners and the Board of Directors of the Company to carry out the matters related to the appointment of Public Accountant Firm, including appointing Public Accountant and/or Substitute

Public Accountant Firm, in case of "Purwantono, Sungkoro and Surja" Public Accountant Firm due to any reason whatsoever, could not complete its audit on the Financial Statement of the Company for the financial year of 2019 (two thousand nineteen).

Prior to taking resolution, the Chairperson of the Meeting given an opportunity for the Shareholders to raise question or response, if any, by raising their hands and submitting to the Company's Officer the completed inquiry form.

Since no one raised a question, then the Chairperson of the Meeting asked a question to the Shareholders, did the proposal submitted can be approved by deliberation for reaching a consensus by the shareholders?

If there were the shareholders or their Proxies shall cast negative vote or blank vote, please raise their hands, and submit their Vote Cards to the Company's officer, to be further submitted to me, the Notary.

Because there were no Shareholders or Shareholders' Proxies who submitted their objection, it could be concluded that the Meeting by deliberation for reaching a consensus has resolved to accept and approve the proposal which has been submitted at the Third Agenda of the Meeting.

THE FOURTH AND THE FIFTH AGENDAS OF THE MEETING:



- Determination on the Honorarium and/or Other Allowances for the Board of Commissioners for the Financial Year of 2019 (two thousand nineteen); and
- Authorization to the Board of Commissioners (BOC) to determine:
  - a. The salary and/or other allowances for member of the Board of Directors for the Financial Year of 2019 (two thousand nineteen), and
  - b. The honorarium and/or other allowances for member of Sharia Supervisory Board for the Financial Year of 2019 (two thousand nineteen);

The Chairperson of the Meeting conveyed that taking into account the Fourth and the Fifth Agendas of the Meeting were connected, the discussion, question and answer and for taking resolution thereupon shall be conducted simultaneously. The Chairperson of the Meeting asked TASWIN ZAKARIA again to convey the discussion on the Fourth and the Fifth Agendas of the Meeting.

It was conveyed by Mister TASWIN ZAKARIA that by taking into account Article 15 paragraph 5, Article 18 paragraph 4



and Article 22 paragraph 5 of the Articles of Association of the Company regarding the granting of honorarium and or other benefit for member of the Board of Directors, the Board of Commissioners and the Sharia Supervisory Board and with due regard to recommendation from the Nomination and Remuneration Committee of the Company dated the 11<sup>th</sup> (eleventh) of March 2019 (two thousand nineteen) and Circular resolution of the Board of Commissioners dated the 11<sup>th</sup> (eleventh) of March 2019 (two thousand nineteen), then it was proposed to the Meeting on the following:

- To approve the delegation of authority to the President Commissioner, to determine the Honorarium and/or other Allowances for member of the Board of Commissioners for the financial year of 2019 (two thousand nineteen), by taking into consideration the suggestion and recommendation from the Company's Nomination and Remuneration Committee.

  The amount of the Remuneration for the members of the Board of Commissioners will be included in the Annual Report for the Financial Year of 2019 (two thousand nineteen).
- 2) To determine the amount of the Company's Board of Directors Bonus for the financial year of 2018 (two thousand eighteen) which was in the amount of

IDR28,950,768,143.00 (twenty eight billion hundred fifty million seven hundred sixty eight thousand one hundred forty three rupiah), in which distribution implementation, including the determination of the amount of the bonus for each of the Board of Directors and member of determination the amount variable remuneration shall be conducted by referring to the recommendation from the Nomination and Remuneration Committee of the Company, by taking into account the prevailing provision regarding Granting of the Board of Directors' Remuneration. The amount of the Board of Directors' Bonus shall be included in the Annual Report of the Company for the financial year of 2019 (two thousand nineteen).

3) To approve delegation of authority to the Board of Commissioners to determine the amount of the Salary and/or Allowances for member of the Board of Directors for the financial year of 2019 (two thousand nineteen), by taking into consideration recommendation the suggestion and from the Company's Nomination and Remuneration Committee. The amount of the Salary and/or Allowances for the said member of the Board of Directors shall be

included in the Annual Report of the Company for the financial year of 2019 (two thousand nineteen).

4) To approve delegation of authority to the Board of Commissioners to determine the Honorarium and/or Allowances for the members of the Sharia Supervisory Board for the financial year of 2019 nineteen), (two thousand by taking consideration the suggestion and recommendation from the Company's Nomination and Remuneration of Honorarium Committee. The amount Allowances for the said member of the Sharia Supervisory Board shall be included in the Annual Report of the Company for the financial year of 2019 (two thousand nineteen).

Thus, the report from the Board of Directors, afterwards the course of the Meeting was returned to the Chairperson of the Meeting.

Furthermore, the Chairperson of the Meeting given an opportunity for the Shareholders to raise question or response, if any, with the same procedure as the previous Agenda of the Meeting.

Since no one raised a question, then the Chairperson of the Meeting asked a question to the Shareholders, did the

proposal submitted can be approved by deliberation for reaching a consensus by the shareholders?

If there were the shareholders or their Proxies shall cast negative vote or blank vote, please raise their hands, and submit their Vote Cards to the Company's officer, to be further submitted to the Notary.

Because there were no Shareholders or Shareholders' Proxies who submitted their objection to the submitted proposal, it could be concluded that the Meeting by deliberation for reaching a consensus has resolved to accept and approve the proposal which has been submitted at the Fourth and Fifth Agendas of the Meeting.

# THE SIXTH AGENDA OF THE MEETING:

The Changes on the Composition of Member of the Board of Commissioners with respect to the expiry of Term of Office;

The Chairperson of the Meeting first conveyed that pursuant to Article 12 paragraph 6 of the Articles of Association of the Company, it is stipulated that voting regarding individual shall be conducted by an unsigned folded ballot letter, and regarding other matters shall be conducted verbally, unless if the Chairperson of the Meeting determines otherwise without any objection from one or more shareholders which are jointly holding at least 10% of the

total number of shares with valid voting right". For that purpose, considering the time efficiency, it was proposed that voting in this Meeting was conducted verbally.

Further, the Chairperson of the Meeting asked a question whether there was any objection from the shareholders to the said proposal.

Since there was no objection from the shareholders, it was then resolved that the voting in this Meeting shall be conducted verbally.

Further, the Chairperson of the Meeting asked the President Director again to convey the discussion of the Sixth Agenda of the Meeting.

The President Director conveyed that by taking into account the term office of one of member of the Board of Commissioners which shall end as of the closing of the Meeting, then by considering recommendation from the Nomination and Remuneration Committee of the Company dated the 22<sup>nd</sup> (twenty second) of February 2019 (two thousand nineteen) and Circulation Resolution of the Board of Commissioners of the Company dated the 22<sup>nd</sup> (twenty second) of February 2019 (two thousand nineteen), it was hereby proposed to the Meeting as follows:

- 1. To approve the expiry of term of office of Mister ACHJAR ILJAS as the Independent Commissioner of the Company as from the closing of this Meeting.
- 2. To approve to re-appoint Mister ACHJAR ILJAS as the Independent Commissioner of the Company, with term of office as from the closing of this Meeting up to the closing of the Annual General Meeting of Shareholders of the Company which shall be held on 2022 (two thousand twenty two).

Upon the proposal of re-appointment of himself as the Independent Commissioner of the Company, Mister ACHJAR ILJAS has given statement to the Company that Mister ACHJAR ILJAS shall be an independent party, in order to comply with requirement as meant in Article 25 of the Financial Services Authority Regulation Number 33 of 2014 regarding the Board of Directors and the Board of Commissioners of the Issuer of the Public Company;

To determine as from the closing of this Meeting, the composition of the Board of Commissioners of the Company shall be as follows:

The Board of Commissioners:

 Mister DATUK ABDUL FARID Bin ALIAS as the President Commissioner;



- 2. Mister EDWIN GERUNGAN as the Commissioner;
- 3. Mister DATUK LIM HONG TAT as the Commissioner;
- 4. Madam BUDHI DYAH SITAWATI as the Independent Commissioner;
- 5. Mister ACHJAR ILJAS as the Independent Commissioner;
- 6. Mister HENDAR as the Independent Commissioner;

Provided that Mister DATUK LIM HONG TAT, who was appointed by virtue of the Extraordinary General Meeting of Shareholders dated the 18<sup>th</sup> (eighteenth) of October 2018 (two thousand eighteen), shall effectively hold a position as Commissioner after having obtained approval from OJK. Accordingly, the appointment which shall be effective for him is in accordance with the decision from OJK.

4. To approve to delegate the authority and power of attorney to the Board of Directors of the Company for the purpose of re-stating and/or re-confirming in an Notarial deed (including to make an amendment and/or addition thereto) in relation to the change of member of the Board of Commissioners, and to

give authority and power of attorney to the Board of Directors with substitution right to the Notary, to file registration, to obtain receipt notification or to file for approval from the authorities, briefly to do any other acts required in accordance with the provisions of the articles prevailing of association and the laws regulations.

Thus, things may be conveyed by the President Director of the Company.

Furthermore, the Chairperson of the Meeting given an opportunity to the Shareholders to raise their question or response, if any, with the same procedures as the previous Agenda of the Meeting.

Since no one raised a question, then the Chairperson of the Meeting asked a question to the Shareholders, did the proposal submitted can be approved by deliberation for reaching a consensus by the shareholders?

If there were the shareholders or their Proxies who had an objection and shall cast negative/blank vote, please raise their hands, and further, submit their Vote Cards to the Company's officer, to be further submitted to me, the Notary.

Because there were no Shareholders or Shareholders' Proxies who submitted their objection to the submitted proposal, it could be concluded that the Meeting by deliberation for reaching a consensus has resolved to accept and approve the proposal which has been submitted at the Sixth Agenda of the Meeting.

### THE SEVENTH AGENDA OF THE MEETING:

Distribution of Duties and Authorities among Member of the Board of Directors;

The Chairperson of the Meeting conveyed that by taking into account Article 92 paragraph 5 of Limited Liability Company Law, in which it is provided for that "In the event that the Board of Directors consist of two members of the Board of Directors or more, then the distribution of duties and authority for the management among member of the Board of Directors shall be stipulated based on a resolution of GMS".

Referring to the said provision and considering that the Board of Directors is the Company's organ which conducts management, so that it was more clearly understood the necessity of the Company, therefore to give discretion to the Board of Directors, particularly in giving a quick response to the organization necessity of the Company, it was hereby proposed to the Meeting that:



The distribution of duty and authority among member of the Board of Directors for the financial year of 2019 (two thousand nineteen), shall be given to the Board of Directors to be stipulated through the Resolution of the Board of Directors.

Prior to taking a resolution, the Chairperson of the Meeting asked whether there were Shareholders who were willing to raise question or response?

Since no one raised a question, then the Chairperson of the Meeting asked a question to the Shareholders, did the proposal submitted can be approved by deliberation for reaching a consensus by the shareholders?

If there were the shareholders or their Proxies who shall cast negative/blank vote, please raise their hands, and further, submit their Vote Cards to the Company's officer, to be further submitted to me, the Notary.

Because there were no Shareholders or Shareholders' Proxies who submitted his/her objection to the submitted proposal, it could be concluded that the Meeting by deliberation for reaching a consensus has resolved to accept and approve the proposal which has been submitted at the Seventh Agenda of the Meeting.

THE EIGHTH AGENDA OF THE MEETING:



Report on the Realization of the Use of Proceeds from 3 (three) Public Offerings during 2018 (two thousand eighteen), i.e:

- a. Public Offering of the Shelf Registration Bond II

  Phase II, Year 2018;
- b. Public Offering of the Shelf Registration Bond II Phase III, Year 2018;

The Chairperson of the Meeting asked Mister TASWIN ZAKARIA to convey the discussion on the Eight Agenda of the Meeting.

It was conveyed by Mister TASWIN ZAKARIA that on the financial year of 2018 (two thousand eighteen), the Company has conducted 3 (three) times public offerings, i.e. Sustainable Public Offering, Sustainable Bond II Stage II Year of 2018, Sustainable Public Offering, Sustainable Bond II Stage III Year of 2018, and Limited Public Offering VIII (PUT VIII/Rights Issue VIII). As of December 2018 (two thousand eighteen), the result of the fund raising from the said Corporate Action has been used up entirely according to the plan of use of fund in the Prospectus, i.e. to increase productive assets for the purpose of developing the Company's business, especially for credit distribution.

With respect to the said matter and in order to comply with the Financial Services Authority Regulation Number 30 of 2015 regarding Report on the Realization of Proceeds Fund Use from Public Offering, then it is conveyed that Report on the Realization of Proceeds Fund Use from Public Offering conducted by the Company in the year of 2018 (two thousand eighteen), as follows:

- 1. Proceeds Fund from Public Offering of the Shelf Registration Bond II Phase II, Year 2018 which was amounting to IDR643,325,804,175.00 (six hundred forty three billion three hundred twenty five million eight hundred four thousand one hundred seventy five rupiah) after being deducted by the public offering cost, it has been used up entirely by the Company according to the plan of fund use in the Additional Information, as reported in the Company Report to OJK through Letter number \$.2018.487/DIR FIN dated 6 July 2018.
- 2. Proceeds Fund from Public Offering of the Shelf Registration Bond II Phase III, Year 2018 which was amounting to IDR377,436,580,961.00 (three hundred seventy seven billion four hundred thirty six million five hundred eighty thousand nine hundred sixty one rupiah) after being deducted by the

public offering cost, it has also been used up entirely by the Company according to the plan of fund use in the Additional Information, as reported in the Company Report to OJK through Letter number S.2019.001/DIR FIN dated the 8<sup>th</sup> (eighth) of January 2019 (two thousand nineteen).

3. Proceeds Fund from a Limited Public Offering VIII (PUT VIII/ Rights Issue VIII) which was amounting to IDR1,992,326,495,220.00 (one trillion nine hundred ninety two billion three hundred twenty six million four hundred ninety five thousand two hundred twenty rupiah) after being deducted by the public offering cost, it has also been used up entirely by the Company according to the plan of fund use in the Prospectus, as reported in the Company Report to OJK through Letter number S.2018.496/DIR FIN dated the 12<sup>th</sup> (twelfth) of July 2018 (two thousand eighteen).

With respect to the said matter, it was hereby proposed to the Meeting to:

Accept and ratify the Report of the Board of Directors of the Company on the Realization Report of proceeds fund use from the Public Offering i.e Public Offering of the Shelf Registration Bond II

Phase II Year 2018, Public Offering of the Shelf Registration Bond II Phase III Year 2018, and Rights Issue VIII, as stated in the Report of the Company's Board of Directors to OJK respectively namely through a letter number: S.2018.487/DIR FIN dated the 6<sup>th</sup> (sixth) of July 2018 (two thousand eighteen), S.2019.001/DIR FIN dated the 8<sup>th</sup> (eighth) of January 2019 (two thousand nineteen) and letter number S.2018.496/DIR FIN dated the 12<sup>th</sup> (twelfth) of July 2018 (two thousand eighteen).

Thus, things which could be conveyed by the President Director of the Company.

Furthermore, the Chairperson of the Meeting given an opportunity for the Shareholders to raise question or response, if any, by raising their hands and submitting to the Company's Officer the completed inquiry form.

Since no one raised a question, then the Chairperson of the Meeting asked a question to the Shareholders, did the proposal submitted can be approved by deliberation for reaching a consensus by the shareholders?

If there were the shareholders or their Proxies shall cast negative/blank vote, please raise their hands, and submit their Vote Cards to the Company's officer, to be further submitted further to me, the Notary.



Because there were no Shareholders or Shareholders' Proxies who submitted their objection to the submitted proposal, it could be concluded that the Meeting by deliberation for reaching a consensus has resolved to accept and approve the proposal which has been submitted at the Eighth Agenda of the Meeting.

### THE NINTH AGENDA OF THE MEETING:

Approval on the Update on the Company's Recovery Plan, in order to fulfill Article 31 of POJK Number 14 of 2017.

The Chairperson of the Meeting asked Mister TASWIN ZAKARIA to convey the discussion on the Agenda of this Meeting.

It was conveyed by Mister TASWIN ZAKARIA that in order to comply with the Financial Services Authority Regulation Number 14 of 2017 regarding the Recovery Plan for Systemic Bank, then each Systemic Bank is required to do an update of Recovery Plan periodically at least 1 (one) time within 1 (one) year. The update of the said Recovery Plan must obtain approval from the shareholders at the General Meeting of Shareholders. The Company as one of the Systemic Bank which has conducted an update upon the Recovery Plan; and has submitted document regarding update of the Recovery Plan to the Department of Bank Supervision 2 (two) of OJK through the Company's Letter Number S.2018.095/DIR RISK

MGMT dated the 30<sup>th</sup> (thirtieth) of November 2018 (two thousand eighteen) and Letter Number S.2019.009/DIR RISK MGMT dated the 25<sup>th</sup> (twenty fifth) of January 2019 (two thousand nineteen). In relation with this matter, the Company has received the Letter from OJK number: S-29/PB.32/2019 dated the 17<sup>th</sup> (seventeenth) of March 2019 (two thousand nineteen) in which OJK has agreed the completeness documentation on the Recovery Plan Update of Bank Maybank Indonesia and has recorded it in the OJK supervision administration.

One important component in Recovery Plan is Recovery Options which shall be conducted by a Systemic Bank in the event that there is a financial pressure experienced by a Systemic Bank in preventing, recovering or improving financial condition and business continuity.

In addition to that, the Company currently also has had debt or investment instruments which has capital characteristic, as the compliance of Article 37 of POJK 14 of 2017.

With respect to the said matters, it was hereby proposed to the Meeting to:

1. Approve the update of Recovery Plan of the Company as included in the update of Recovery Plan which has been submitted by the Board of Directors of the

Company to OJK through the Company's Letter Number S.2018.095/DIR RISK MGMT dated the 30<sup>th</sup> (thirtieth) of November 2018 (two thousand eighteen) and the Company's Letter Number S.2019.009/DIR RISK MGMT dated the 25<sup>th</sup> (twenty fifth) of January 2019 (two thousand nineteen) together with further adjustments which are in line with OJK evaluation;

2. Give authority to the Board of Commissioners and/or the Board of Directors to do all acts required in implementing the Recovery Plan in accordance with prevailing provisions.

Thus, things which could be conveyed by the President Director of the Company.

Furthermore, the Chairperson of the Meeting given an opportunity for the Shareholders to raise question or response, if any, by raising their hands and submitting to the Company's Officer the completed inquiry form.

Since no one raised a question, then it was asked a question to the Shareholders, did the proposal submitted can be approved by deliberation for reaching a consensus by the shareholders?

If there were the shareholders or their Proxies shall cast negative/blank vote, please raise their hands, and submit

their Vote Cards to the Company's officer, to be further submitted to me, the Notary.

Because there were no Shareholders or Shareholders' Proxies who submitted their objection to the submitted proposal, it could be concluded that the Meeting by deliberation for reaching a consensus has resolved to accept and approve the proposal which has been submitted at the Ninth Agenda of the Meeting.

Since there was no any other matter to be discussed in the Meeting, then the Chairperson of the Meeting said that the Annual General Meeting of Shareholders has ended and has resolved the valid resolutions on the matters as discussed at the Meeting.

Accordingly, the Annual General Meeting of Shareholders of PT BANK MAYBANK INDONESIA Tbk was closed by the Chairperson of the Meeting at 3:10 P.M. (at ten past three P.M. Indonesia Western Time).

Then I, the Notary, drawn up the Minutes of this Meeting, to be used as appropriate.

The appearers are known to me, the Notary.

# THUS THIS DEED

was made as an original copy and officiated in Central Jakarta, on the day and date as mentioned at the beginning of this deed, and attended by:



- 1. Mister BOY SETIAWAN WELYUS, Bachelor of Law, born in Padang, on the 13<sup>th</sup> (thirteenth) of July 1992 (one thousand nine hundred ninety two), Notary's Assistant, residing in Padang, at Taruko I Blok PP Number 12, Rukun Tetangga 004/Rukun Warga 010, the Sub-District of Korong Gadang, the District of Kuranji, City of Padang, a holder of the Resident Identity Card with Population Main Number (NIK) 1371091307920006, temporarily residing in Jakarta;
- 2. Miss ALFANISA, Bachelor of Law, born in Jakarta, on the 25<sup>th</sup> (twenty fifth) of March 1992 (one thousand nine hundred ninety two), Notary's Assistant, residing in Depok, at Bukit Cengkeh II Blok D8-11, Rukun Tetangga 004/Rukun Warga 016, the Sub-District of Tugu, the District of Cimanggis, the City of Depok, a holder of the Resident Identity Card with Population Main Number (NIK) 3276026503920006, temporarily residing in Jakarta;
- both of them are known to me, the Notary, as the witnesses.

After this deed was being read out by me, the Notary, to the witnesses, this deed was duly signed by the witnesses and me, the Notary, while the appearers have resigned at the time this deed was drawn up.

This document is made from re-typing the Notary Deed for providing-information purpose. Therefore, this document is not a legal document and not legally binding and cannot be used as evidence in the trial. If you need the copy of this Notarial Deed, please contact Company's Corporate Secretary through email: <a href="mailto:DIVISI CORSEC@maybank.co.id">DIVISI CORSEC@maybank.co.id</a>.

Was made without any changes.

- The original copy of this deed has been signed properly.
- Given as copy with the same contents.

Notary in the City of South Jakarta,

[signed over its official seal and stamp duty of IDR6,000]

(AULIA TAUFANI, S.H.)

