



**SUMMARY OF MINUTES OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
And  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT. BANK PAN INDONESIA Tbk  
abbreviated PT. BANK PANIN Tbk**

Summary of Minutes of Annual General Meeting of Shareholders ("AGMS") of PT. BANK PAN INDONESIA Tbk abbreviated PT. BANK PANIN Tbk, domiciled in Central Jakarta (the "Company") convened on Thursday, 19 May 2016, at the location of Panin Bank Building 4th Floor, Jalan Sudirman - Senayan, Jakarta 10270, containing the matters as follow:

Day/Date : 19 May 2016  
Place : Panin Bank Building 4th Floor,  
Jalan Sudirman - Senayan, Jakarta 10270.  
Time : AGM 11.30 - 12.35 WIB

**A. ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGMS)**

Agendas:

1. Approval of the Company's Annual Report on business activities and approval of Annual Financial Statements of the Company as well as granting full release and discharge (acquit et de charge) to the members of the Board of Directors and Board of Commissioners for the management and supervision of the Company for the financial year of 2015.
  2. Approval on the plan to use the profit for the financial year ended on 31 December 2015.
  3. Changes of the members of the Board of Directors and Board of Commissioners.
  4. Determine the amount of allowances of the members of the Board of Commissioners of the Company
  5. Giving power and authority to the Board of Commissioners to determine the amount of salaries and allowances of the members of the Board of Directors of the Company
  6. Granting the authority to the Board of Directors of the Company to appoint a Public Accountant to audit the books of the Company for the fiscal year ended on 31 December 2016.
- I. Board of Directors members present at the AGMS:
    - President Director : Drs. Herwidayatmo
    - Director : Ng Kean Yik
    - Director : Hendrawan Danusaputra
    - Director : Gunawan Santoso
    - Director : Edy Heryanto
    - Director : Iswanto Tjitradi
    - Director : H. Ahmad Hidayat
    - Director of Compliance : Antonius Ketut Dwirianto, SH
  - II. Board of Commissioners members present at the AGMS:
    - President Commissioner : Drs. Johnny
    - Independent Commissioner : Drs. H. Riyanto
    - Commissioner ; Lianna Loren Limanto
  - III. Number of shares with valid voting rights present at AGMS: 23,024,433.769 shares  
Percentage of the total number of shares that have valid voting rights: 95.586%
  - IV. The results of making decision conducted by polling/voting;

Agenda	Agree	Disagree	Abstention
The Agenda 1	23,021,355,269 shares or 99.99%	3,078,500 shares or 0.013%	0 shares or 0% %
The Agenda 2	11,067,866,881 shares or 48.07%	11,956,566,888 shares or 51.93%	0 shares or 0% %
The Agenda 3	21,873,570,354 shares or 95.00%	353,038,015 shares or 1.53%	797,825,400 shares or 3.47%
The Agenda 4	23,021,355,269 shares or 99.99%	3,078,500 shares or 0.01%	0 shares or 0% %
The Agenda 5	23,021,355,269 shares or 99.99%	3,078,500 shares or 0.01%	0 shares or 0% %
The Agenda 6	22,948,890,478 shares or 99.67%	75,543,291 shares or 0.33%	0 shares or 0% %

V. AGMS decision:

Explanation of Agenda 1:

- To approve the Company's Annual Report on the state and course of business activities of the Company, which contain among other the Company's Financial Statements for the fiscal year ended on 31 December 2015 audited by Public Accounting Firm of Osman Bing Satrio & Eny (member of Deloitte Touche Tohmatsu Limited) as evident from the Letter No. GA.116 0077 PIB MLY dated 19 February 2016, with the opinion of Fair Without Exception, in which it include business activities that are derived from primary business activity of the Company ("Financial statements") and the Supervisory Report of the Board of Commissioners and endorsed the Financial Statements.
- With the approval of the Annual Report and Financial Statements, including the ratification of the Balance Sheet and Profit and Loss Account for the financial year ended on 31 December 2015, thus it also provides full release and discharges (acquit et de charge) to all members of the Board of Directors and Board of Commissioners of the Limited Liability Company for the actions of management and supervision which they have run for the fiscal year ended on 31 December 2015 as long as the management and supervision actions are reflected in the Balance Sheet and Profit and Loss Account/Statement and/or in the Annual Report.

Explanation of Agenda 2:

It does not approve the proposal regarding the use of profits for the fiscal year of 2015 in the form of net profit of Rp.1,305,115,886,684.- Where the Board of Directors has proposed amounting to Rp.240,876,459,980.- will be distributed as a dividend or Rp. 10.- per share, and the balance of Rp.1,064,239,426,704.- will be used to strengthen the Core Capital of the Company in the context of future business growth and recorded as Retained Profit.

Since the proposal of the Meeting decision for the second agenda on the distribution of dividends amounting to Rp 10.- per share or totally amounting to Rp.240,876,459,980.- is not approved, then the amount will be returned as the Retained Profit.

Explanation of Agenda 3:

- Re-appoint members of the Board of Commissioners so that the composition of the Board of Commissioners as of the closing of this Meeting until closing Authorized the General Meeting of Shareholders to be held in the year of 2017, are as follows:

The Board of Commissioners:

1. President Commissioner : Drs.Johnny
2. Vice Pres. Commissioner Independent : Lintang Nugroho\*)
3. Vice President Commissioner : Chandra Rahardja Gunawan)\*
4. Independent Commissioner : Drs. H. Bambang Winarno
5. Independent Commissioner : Drs. H. Riyanto
6. Commissioner : Lianna Loren Limanto

\*) Effective after obtaining approval from the Financial Services Authority (OJK)

- to give full authority and power with the substitution rights to each member of the Board of Directors either individually or jointly to perform all necessary actions relating to decisions as taken or decided in this meeting, including but not limited to declare the appointment of

members of the Board of Commissioners in the notary deed, to notify the composition of the members of the Board of Commissioners in the Company as mentioned above in accordance with applicable laws and regulations.

Explanation of Agenda 4:

Agree the amount of allowances of the members of the Board of Commissioners of the Company for the financial year of 2016 shall be maximum of Rp. 7,861,000,000 (seven billion eight hundred sixty one million Rupiah)

Explanation of Agenda 5:

1. Agreed to provide the power and authority to the Board of Commissioners of the Company to determine the salaries and allowances as well as facilities that will be acquired by the Board of Directors of the Company.
2. To perform any and all other actions necessary for such purposes without any exception.
3. The Authorization shall be granted with the following provisions:
  - a. This authorization is valid since the closing of this Meeting; and
  - b. The Meeting has agreed to authorize all actions performed by the authorized party of this power of attorney.

Explanation of Agenda 6:

1. Giving authority to the Board of Directors of the Company to appoint Public Accountant registered in the Financial Services Authority (FSA) to audit the financial statements of the Company for the financial year of 2015 and to determine the honorarium and other requirements relating to the appointment of the Public Accountant with regard to the recommendation of the Audit Committee.
2. Giving the power and authority to the Board of Directors of the Company to perform all necessary actions related to the implementation of the resolutions mentioned above, including but not limited to declare this decision in a notarial deed.

## **B. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**

Agenda:

Approval of amendments of Articles of Association of the Company to coincide with the Regulation of the Financial Services Authority No. 32/POJK.04/2014 on the Planning and Organization of the General Meeting of Shareholders of Public Company and No. 33/POJK.04/2014 of the Board of Directors and Board of Commissioners of an Issuer or Public Company and rearrangement of the Articles of Association of the company.

I. Board of Directors members present at the EGMS:

President Director	: Drs. Herwidayatmo
Director	: Ng Kean Yik
Director	: Hendrawan Danusaputra
Director	: Gunawan Santoso
Director	: Edy Heryanto
Director	: Iswanto Tjitradi
Director	: H. Ahmad Hidayat
Director of Compliance	: Antonius Ketut Dwirianto, SH

II. Board of Commissioners members present at the AGMS:

President Commissioner	: Drs. Johnny
Independent Commissioner	: Drs. H. Riyanto
Commissioner	: Lianna Loren Limanto

III. Number of shares with valid voting rights present at EGMS: 23,024,433.769 shares  
Percentage of the total number of shares that have valid voting rights: 95.586%

IV. The results of making decision conducted by polling/voting;

Agenda	Agree	Disagree	Abstention
Agenda	22,976,441,778 shares or 99.79%	47,991,991 shares or 0.21%	0 shares or 0%

V. EGMS decision:

Approve an amendment regarding adjustments to the Financial Services Authority Regulation No. No.: 32/POJK.04/2014 on the Planning and Organization of the General Meeting of Shareholders of Public Company, and the Financial Services Authority regulation No. 33/POJK.04/2014 of the Board of Directors and Board of Commissioners of an Issuer or Public Company, as well as the realignment of the Articles of Association of the Company.

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