



**PaninBank**

**ANNOUNCEMENT OF  
SUMMARY OF THE MINUTES OF MEETING OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT BANK PAN INDONESIA Tbk abbreviated as PT BANK PANIN Tbk**

The Board of Directors of **PT Bank Pan Indonesia Tbk abbreviated as PT Bank Panin Tbk** (hereinafter referred to as the “**Company**”) shall hereby notify the Company Shareholders that the Company has held an Annual General Meeting of Shareholders (hereinafter referred to as the “**Meeting**”), namely on:

Day/Date : Thursday, 26<sup>th</sup> June 2025

Venue : Panin Bank Building, 4<sup>th</sup> Floor,  
Jl. Jend. Sudirman - Senayan, Jakarta 10270

**With following meeting agendas:**

1. The Company’s Annual Report on business activities and Ratification of the Company’s Annual Financial Statements, including the Company’s Board of Commissioners’ Supervisory Report for the 2024 financial year.
  2. Use of profits obtained by the Company for the 2024 financial year.
  3. Determination of honorarium for members of the Company’s Board of Commissioners and Granting authority to the Company’s Board of Commissioners to determine the amount of salary and allowances for members of the Company’s Board of Directors.
  4. Appointment of a Public Accountant to audit the Company’s books for the 2025 financial year.
  5. Changes to the structure of the Management.
  6. Realization of Use of Funds from Issuance of Bonds and Subordinated Bonds.
  7. Update of the Company’s Recovery Plan for 2024
- A. Time : 10:22 WIB (Western Indonesian Time Zone) to 11:58 WIB

- B. Members of the Board of Directors and Board of Commissioners of the Company who attended the Meeting:

Board of Directors:

▪ President Director	:	Herwidayatmo
▪ Deputy President Director	:	Hendrawan Danusaputra
▪ Director	:	Lionto Gunawan
▪ Director	:	Antonius Ketut Dwirianto

Board of Commissioners:

▪ President Commissioner/ ▪ Independent Commissioner	:	Nelson Tampubolon
▪ Commissioner	:	Chandra Rahardja Gunawan

- C. The meeting was attended by 21,691,700,477 shares with valid votes or equivalent to 90.101% of the 24,074,972,798 shares with valid votes issued by the Company.
- D. During the Meeting, shareholders were given an opportunity to ask questions and/or provide responses regarding each Meeting Agenda item.
- E. At the meeting, there were questions, namely:

- I. On the first agenda of the Meeting:

From the shareholder, Mr. Soh Sugito Sulaiman, who asked a question about the potential take-over of the Company by another entity.

In response to the above question, the President Director answered that until now there is no information available from Panin Bank management.

- II. On the second agenda of the Meeting:

- a. From shareholders, Mr. The Hui Po, who asked a question about the Company's plan to carry out a share buyback on the stock exchange.

In response to this question, the President Director answered that up to now the Company has no such plans.

- b. From Mrs. Agnes Alreda Agathia Sitorus, as the proxy of the shareholder of Voitrant No. 1103 PTY, who asked how much dividends were distributed.

In response to this question, the President Director answered that the dividend distributed was Rp. 42 per share.

- c. From the shareholder, Mr. Achmad Hermansjah, who gave his response through the eASY.KSEI system that the dividend distribution should be at least 50% of the profit.

III. On the third agenda of the Meeting:

From Mrs. Agnes Alreda Agathia Sitorus, as the proxy of the shareholder of Voitrant No. 1103 PTY who asked about the amount of Rp. 12,875,000,000.-; whether the amount was intended for the entire Board of Commissioners or for each member of the Board of Commissioners.

In response to this question, the President Director answered that this amount was allocated for the entire Board of Commissioners.

IV. On the fourth agenda of the Meeting, there were no questions nor responses.

V. On the fifth agenda of the Meeting

From the shareholder, Mr. Soh Sugito Sulaiman, who asked a question about the potential change in the position of the Board of Commissioners; whether Mr. Johnny would still serve as the Company's Commissioner.

In response to the above question, the President Director answered that Mr. Johnny still serves as a member of the Company's Board of Commissioners.

VI. On the sixth agenda of the Meeting there were no questions or responses.

VII. On the seventh agenda of the Meeting there were no questions or responses.

F. The mechanism to take decisions in the Meeting is as follows:

- Meeting resolutions were taken by deliberation to reach consensus. If the deliberation to reach consensus was not successful, voting would be held.
- Any decisions taken by voting, total votes and percentage of the Meeting resolutions of all shares with votes present in the Meeting shall be as follows.

Agenda	Total Agreeing Votes	Abstain	Dissenting	Agreeing
Agenda 1	21,691,698,277 shares or 99.999%	113,511,774 shares or 0.523%	2,200 shares or 0.000%	21,578,186,503 shares or 99.477%
Agenda 2	21,691,698,277 shares or 99.999%	109,039,574 shares or 0.503%	2,200 shares or 0.000%	21,582,658,703 shares or 99.497%
Agenda 3	21,691,683,277 shares or 99.999%	109,039,574 shares or 0.503%	17,200 shares or 0.000%	21,582,643,703 shares or 99.497%
Agenda 4	21,636,208,777 share or 99.744 %	109,039,574 shares or 0.503%	55,491,700 shares or 0.256%	21,527,169,203 shares or 9 9.242%
Agenda 5	21,252,021,921 shares or 97.973%	109,039,574 shares or 0.503%	439,678,556 shares or 2.027%	21,142,982,347 shares or 97.47%
Agenda 6	21,691,698,277 shares or 99.999%	109,039,574 shares or 0.503%	2,200 shares or 0.000%	21,582,658,703 shares or 99.497%
Agenda 7	21,691,698,277 shares or 99.999%	109,039,574 shares or 0.503%	2,200 shares or 0.000%	21,582,658,703 shares or 99.497%

Notes:

- Such figure is a calculation from KSEI's e-proxy and the Company's BAE.
- In accordance with POJK (Financial Services Authority Regulation) No. 15/2020, any abstain votes shall join the majority votes. Therefore, total agreeing votes are agreeing votes plus abstain votes.

G. Meeting Resolutions shall principally be as the following.

### **First Meeting Agenda**

1. Approve the Company's Annual Report on the condition and implementation of the Company's business activities, which include, among others, the Company's Financial Report for the 2024 financial year which has been audited by the Liana Ramon Xenia and Partners Public Accounting Firm as stated in Letter Number 00022/2.1460/AU.1/07/1687-4/1/II/2025 dated 25<sup>th</sup> February 2025, with a fair opinion in all material respects, which includes business activities which are derivatives of the Company's main business activities ("Financial Report") as well as the Board of Commissioners' Supervisory Report and ratify the Financial Report.
2. Approve to ratify the Financial Report including the Company's Balance Sheet and Profit and Loss Statement for the 2024 financial year, and grant full release and discharge (*acquit et de charge*) to all members of the Company's Board of Directors and Board of Commissioners for the management and supervision actions they have carried out for the 2024 financial year, provided that the management and supervision actions are reflected in the Company's Balance Sheet and Profit and Loss Statement and/or in the Annual Report.

### **Second Meeting Agenda**

1. Approve the use of the Company's Net Profit for the 2024 financial year in the amount of Rp. 2,577,514,043,528.96 (two trillion five hundred and seventy-seven billion five hundred and fourteen million forty-three thousand five hundred and twenty-eight Rupiah ninety-six cents) as follows:
  - a. An amount of Rp. 1,010,762,470,116,- (one trillion ten billion seven hundred and sixty-two million four hundred and seventy thousand one hundred and sixteen Rupiah) is decided as Cash Dividend or Rp. 42 (forty-two Rupiah) per share;
  - b. The remaining Net Profit of Rp. 1,566,751,573,412.96 (one trillion five hundred and sixty-six billion seven hundred and fifty-one million five hundred and seventy-three thousand four hundred and twelve Rupiah ninety-six cents) will be used to boost the Company's Core Capital in order to support future business growth and recorded as retained earnings.
2. Approve the granting of power and authority with the right of substitution to the Board of Directors to decide the schedule and procedures related to the payment of cash dividends for the 2024 financial year in accordance with applicable provisions and make tax deductions in accordance with the tax laws and regulations and decide other technical matters without prejudice to applicable provisions.

### **Third Meeting Agenda**

Agree to:

1. Decide the amount of Honorarium and Other Allowances and Facilities (if any) for the Company's Board of Commissioners for the 2025 financial year in the amount of Rp. 12,875,000,000.- (twelve billion eight hundred and seventy-five million Rupiah).
2. Grant authority to the Board of Commissioners to stipulate the amount of Salary and Allowances and Other Facilities (if any) for the Company's Board of Directors for the 2025 financial year by taking into account the applicable provisions and regulations.

### **Fourth Meeting Agenda**

Approve to delegate authority to the Board of Commissioners by considering the recommendations of the Audit Committee for the appointment of a public accountant and/or Public Accounting Firm that will conduct an audit of the Company's financial statements for the 2025 financial year, including to decide the honorarium and requirements, and decide a substitute Public Accounting Firm that has experience in banking audits and is affiliated with an international Public Accountant that is recognized and registered with the OJK, in accordance with the applicable regulations. In the event that the appointed public accounting firm, due to any reasons, is unable to complete the audit of the company's financial statements for the 2025 financial year.

### **Fifth Meeting Agenda**

Approve changes to the structure of the Company's management under following procedures:

- Accept the resignation of Mr. HARYONO WONGSONEGORO from his position as a Director of the Company effective as of the closing of the Meeting, and appoint Mr. SUGIONO SUTANTO JANIS as the new Director of the Company, effective as of the date when the Company receives the original physical letter of approval for the fit and proper test from the OJK (Financial Services Authority) for Mr. SUGIONO SUTANTO JANIS, until the term of office of the Board of Directors ends at the close of the Annual General Meeting of Shareholders to be held in 2027.
- Accept the resignation of Mr. GREGORY JAMES TERRY from his position as a Commissioner of the Company effective from the date the Company receives the original physical letter of approval for fit and proper test from the OJK for Mr. MUNADI UMAR and appoint Mr. MUNADI UMAR as the Commissioner of the Company effective from the date the Company receives the original physical letter of approval for fit and proper test from the OJK for Mr. MUNADI UMAR, until the term of office of the Board of Commissioners which will end at the close of the Annual General Meeting of Shareholders to be held in 2026.

- Grant power of attorney to the Company's Board of Directors to restate the decisions on the agenda of this Meeting in a Board of Directors Meeting Resolution, especially stating the new structure of the Board of Directors and Board of Commissioners after the Company receives the original physical letter of approval for the fit and proper test from the OJK for the new members of the Board of Directors and Board of Commissioners.

Therefore, the structure of the Company's Board of Directors and Board of Commissioners shall be as follows.

#### BOARD OF DIRECTORS OF THE COMPANY:

- |                             |   |   |
|-----------------------------|---|---|
| - President Director        | : | Mr. HERWIDAYATMO                        |
| - Deputy President Director | : | Mr. HENDRAWAN DANUSAPUTRA               |
| - Director                  | : | Mr. EDY HERYANTO                        |
| - Director                  | : | Mr. JANUAR HARDI                        |
| - Director                  | : | Mr. GUNAWAN SANTOSO                     |
| - Director                  | : | Mr. LIONTO GUNAWAN                      |
| - Director                  | : | Mr. ANTONIUS KETUT DWIRIANTO            |
| - Director                  | : | Mr. SUWITO TJOKRORAHARDJO               |
| - Director                  | : | Mr. SUGIONO SUTANTO JANIS <sup>*)</sup> |

- <sup>\*)</sup> note: it is effective from the time the Company receives the original physical letter of approval for the fit and proper test;

until the closing of the Annual General Meeting of Shareholders which will be held in 2027.

#### BOARD OF COMMISSIONERS OF THE COMPANY:

- |                                |   |                               |
|--------------------------------|---|-------------------------------|
| - President Commissioner/      |   |                               |
| - Independent Commissioner     | : | Mr. NELSON TAMPUBOLON         |
| - Vice President Commissioner/ |   |                               |
| - Independent Commissioner     | : | Mr. LINTANG NUGROHO           |
| - Commissioner                 | : | Mr. CHANDRA RAHARDJA GUNAWAN  |
| - Commissioner                 | : | Mr. JOHNNY                    |
| - Commissioner                 | : | Mr. MUNADI UMAR <sup>*)</sup> |
| - Independent Commissioner     | : | Mr. Drs. H. RIYANTO           |

- <sup>\*)</sup> note: it is effective from the time the Company receives the original physical letter of approval for the fit and proper test;

until the closing of the Annual General Meeting of Shareholders which will be held in 2026.

Therefore, the structure of the Company's Board of Directors and Board of Commissioners until the Company receives the original physical letter of approval for the fit and proper test on the names of Mr. SUGIONO SUTANTO JANIS and Mr. MUNADI UMAR, is as follows:

BOARD OF DIRECTORS OF THE COMPANY:

- President Director : Mr. HERWIDAYATMO
- Deputy President Director : Mr. HENDRAWAN DANUSAPUTRA
- Director : Mr. EDY HERYANTO
- Director : Mr. JANUAR HARDI
- Director : Mr. GUNAWAN SANTOSO
- Director : Mr. LIONTO GUNAWAN
- Director : Mr. ANTONIUS KETUT DWIRIANTO
- Director : Mr. SUWITO TJOKRORAHARDJO

BOARD OF COMMISSIONERS OF THE COMPANY:

- President Commissioner/  
Independent Commissioner : Mr. NELSON TAMPUBOLON
  - Vice President Commissioner/  
Independent Commissioner : Mr. LINTANG NUGROHO
  - Commissioner : Mr. CHANDRA RAHARDJA GUNAWAN
  - Commissioner : Mr. JOHNNY
  - Commissioner : Mr. GREGORY JAMES TERRY
  - Independent Commissioner : Mr. Drs. H. RIYANTO
- Agree to grant full authority and power with the right of substitution to each member of the Company's Board of Directors, either individually or jointly, to take all necessary actions related to the decisions as taken and/or decided in the Agenda of this Meeting, including but not limited to stating changes in the structure of the Company's Management in a notarial deed, and arrangement of the receipt of notification to The Minister of Law and Human Rights of The Republic of Indonesia, and taking all necessary actions in connection with the above decisions. This power of attorney is effective as of the closing of this Meeting, and the Meeting agrees to ratify all actions taken by the proxy(s) based on this power of attorney.

**Sixth Meeting Agenda**

Approve the report and accountability for the realization of the use of funds from the Public Offering of Bonds and Subordinated Bonds issued in 2024 (two thousand and twenty-four), with following details:

- Bank Panin Continuous Bonds IV Phase I Year 2024 (two thousand and twenty-four), with the total Public Offering proceeds of Rp. 50,000,000,000.- (fifty billion Rupiah), Public Offering costs of Rp. 1,885,000,000.- (one billion eight hundred and eighty-five million Rupiah), net proceeds of Rp. 48,115,000,000.- (forty-eight billion one hundred and fifteen million Rupiah), use of funds (loan granted) of Rp. 48,115,000,000.- (forty-eight billion one hundred and fifteen million Rupiah), remaining funds from the Public Offering of Rp. 0,- (zero Rupiah).

- Bank Panin Continuous Subordinated Bonds IV Phase I Year 2024 (two thousand and twenty-four), with the total proceeds of the Public Offering of Rp. 50,000,000,000.- (fifty billion Rupiah), Public Offering costs of Rp. 1,935,000,000.- (one billion nine hundred and thirty-five million Rupiah), net proceeds of Rp. 48,065,000,000.- (forty-eight billion sixty-five million Rupiah), use of funds (loans granted) of Rp. 48,065,000,000.- (forty-eight billion sixty-five million Rupiah), remaining funds from the Public Offering of Rp. 0,- (zero Rupiah).
- Bank Panin Continuous Bond IV Phase II Year 2024 (two thousand and twenty-four), with the total Public Offering proceeds of Rp. 3,910,000,000,000.- (three trillion nine hundred and ten billion Rupiah), Public Offering costs of Rp. 22,610,000,000.- (twenty-two billion six hundred and ten million Rupiah), net proceeds of Rp. 3,887,390,000,000.- (three trillion eight hundred and eighty-seven billion three hundred and ninety million Rupiah), use of funds (loans granted) of Rp. 3,887,390,000,000.- (three trillion eight hundred and eighty-seven billion three hundred and ninety million Rupiah), remaining funds from the Public Offering of Rp. 0,- (zero Rupiah).

#### **Seventh Meeting Agenda**

Approve the Update of the Company's Recovery Plan for 2024 (two thousand and twenty-four) which has been prepared and submitted by the Company to the OJK on 29<sup>th</sup> November 2024, and has been recorded in the OJK's supervisory administration based on a letter from the OJK Number SR-3/PB.3/2025 dated 10<sup>th</sup> March 2025 regarding the Update of the PT Bank Panin Tbk's Recovery Plan of 2024.

Jakarta, 1<sup>st</sup> July 2025

**PT Bank Pan Indonesia Tbk abbreviated as**

**PT Bank Panin Tbk**

**Board of Directors**