



# PaninFinancial

## SUMMARY OF MINUTES OF GENERAL MEETING OF SHAREHOLDERS PT PANIN FINANCIAL Tbk

We hereby submit the Summary of Minutes of the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders ("Meeting") of PT PANIN FINANCIAL Tbk, domiciled in West Jakarta (the "Company"). The meeting was held on Monday, June 19, 2023, at Panin Bank Building 4th Floor, Jl. Jend. Sudirman Kav. 1, Gelora, Tanah Abang, Central Jakarta – 10270, opened at 13.17 WIB and closed at 14.02 WIB.

### **A. The agenda of the Meeting is as follows:**

#### **I. Annual General Meeting of Shareholders**

- a. Approval of the Company's Annual Report regarding business activities and ratification of the Company's Annual Financial Statements as well as granting full release and settlement (acquit et de charge) to members of the Board of Directors and Board of Commissioners of the Company for the management and supervision of the Company for the fiscal year 2022.
- b. Approval of the use of profits for the financial year ended December 31, 2022.
- c. Changes in the composition of the management are changes in the composition of the Board of Directors
- d. Determination of the honorarium for the members of the Company's Board of Commissioners and the granting of authority to the Company's Board of Commissioners to determine the amount of salary and allowances for the members of the Company's Board of Directors.
- e. Appointment of a Public Accountant who will audit the Company's books for the 2023 financial year.

#### **II. Extraordinary General Meeting of Shareholders**

- a. Approval changes of Company Article of Association

### **B. The meeting was attended by the following members of the Board of Commissioners and Board of Directors:**

1. Bapak Sugeng Purwanto : Independent Commissioner.

### **C. Quorum of Attendance of Shareholders.**

The meeting was attended by shareholders and/or their proxies who were present and/or represented either through eASY.KSEI or physically present at the AGMS as many as 23,721,495,037 shares representing 74.08% of the 32,022,073,293 shares which were all issued shares or placed by the Company. At the EGMS as many as 23,777,328,441 shares representing 74.25% of the 32,022,073,293 shares which were all issued shares or placed by the Company.

### **D. Opportunity for Questions and Answers.**

Shareholders and/or their proxies who are physically present at the Meeting or electronically

through the eASY application. KSEI is given the opportunity to ask questions, opinions, suggestions and/or suggestions related to the agenda of the Meeting being discussed.

With a mechanism for shareholders and/or their proxies who are physically present at the Meeting by raising their hands and submitting a question form, while for shareholders and/or their proxies who are present electronically by writing in the "Electronic Opinions" chat feature. There are no shareholders and/or their proxies, both physically and electronically present at the Meeting who ask questions and/or opinions.

#### **E. Decision Making Mechanism.**

The decision-making mechanism is carried out by means of deliberation for consensus by asking whether the proposal discussed was approved by the shareholders who were present and/or represented at this GMS. If there are no shareholders or their proxies who disagree/abstain, it will be concluded that the proposal was approved by deliberation to reach consensus.

If there are shareholders and/or their proxies who disagree/abstain, the decision will be made through verbal voting by raising their hands and are welcome to submit their voting cards to the officer and the results of the vote count will be announced by a Notary.

#### **F. Decision Making Result.**

##### **AGMS**

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>
1st Agenda	23.578.934.742 shares or $\pm$ 99,39%	85.000 shares or $\pm$ 0,01%	142.475.295 shares or $\pm$ 0,6%
2nd Agenda	23.715.431.541 shares or $\pm$ 99,97%	85.000 shares or $\pm$ 0,01%	5.978.496 shares or $\pm$ 0,02%
3rd Agenda	21.784.980.929 shares or $\pm$ 91,84%	1.921.745.812 shares or $\pm$ 8,10%	14.768.296 shares or $\pm$ 0,06%
4th Agenda	23.706.641.741 shares or $\pm$ 99,93%	85.000 shares or $\pm$ 0,01%	14.768.296 shares or $\pm$ 0,06%
5th Agenda	23.011.086.895 shares or $\pm$ 97,01%	538.540.947 shares or $\pm$ 2,27%	171.867.195 shares or $\pm$ 0,72%

##### **EGMS**

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>
1st Agenda	21.863.475.929 shares or $\pm$ 91,95%	1.913.825.212 shares or $\pm$ 8,04%	27.300 shares or $\pm$ 0,01%

#### **G. Meeting Resolutions.**

The results of decisions made through voting are as follows:

##### **I. Annual General Meeting of Shareholders First Meeting Agenda**

1. Approved the Company's Annual Report regarding the condition and course of the Company's business activities, which among others contain the Company's Annual Financial Statements for the financial year ending on December 31, 2022 which has been audited by the Public Accounting Firm of Anwar & Partners as evident from Letter Number: 00140/2.1035/AU.1/05/1432-1/2/III/2023 dated March 30, 2023, with an unqualified opinion ("Financial Statement"), as well as a report on supervisory duties that have been carried out by the Board of Commissioners and ratified the Financial Statements.

2. To give full discharge and discharge (acquit et de charge) to all members of the Board of Directors and Board of Commissioners for the management and supervisory actions they have carried out for the financial year ended December 31, 2022 as long as these actions are reflected in the Financial Statements Company and/or in the Annual Report.
3. Granting power and authority to the Board of Directors of the Company to take all necessary actions related to the implementation of the decisions mentioned above, including but not limited to stating this decision in a notarial deed.

### **Second Meeting Agenda**

Approved to determine the use of the Company's parent company's net profit for the financial year ended December 31, 2022 amounting to Rp. 1,795,775,000,000 as follows:

1. An amount of Rp. 500,000,000 will be recorded as a reserve fund in accordance with the Company's Articles of Association.
2. From the net profit obtained by the Company for the fiscal year 2022 (two thousand and twenty), the Company does not distribute dividends.
3. The remaining Rp. 1,795,275,000,000 is recorded as the Company's retained earnings.
4. Granting power and authority to the Board of Directors of the Company to take all necessary actions related to the implementation of the decisions mentioned above.

### **Third Meeting Agenda**

1. Re-appointed Mr. Marwan Noor as President Director and Mrs. Bhindawati Gunawan as Vice President Director and appointed Ms. Priskila Gabrielia Ciahaya as Director for a term of office commencing from the closing of this GMS until the expiration of the period as stipulated in the Articles of Association of the Company.

Thus, the composition of the members of the Company's Board of Directors has changed to the following:

President Director	: Marwan Noor
Vice President Director	: Bhindawati Gunawan
Director	: Priskila Gabrielia Ciahaya

2. To authorize the Board of Directors of the Company to declare the decision of this GMS in a notarial deed and to notify changes to the Company's Data to the Ministry of Law and Human Rights of the Republic of Indonesia and to report and register the appointment of members of the Board of Directors of the Company to the competent authority in accordance with the provisions of the applicable laws and regulations. apply, and perform any and all other actions necessary for the above purposes without exception.
3. This power of attorney is granted with the right to transfer this power of attorney to another person effective as of the closing of this GMS, and the GMS agrees to ratify all actions taken by the recipient of the power of attorney based on this power of attorney.

### **Fourth Meeting Agenda**

1. Determine the amount of honorarium for members of the Company's Board of Commissioners for the fiscal year 2023 in total of Rp.360,000,000.- (three hundred and sixty million Rupiah), and authorize the Board of Commissioners to determine the distribution of the amount of honorarium among members of the Board of Commissioners Company.
2. Give authority to the Board of Commissioners of the Company to determine the amount of salary and allowances for members of the Board of Directors.

3. Perform any and all other necessary actions for the above purposes without any exceptions.

### **Fifth Meeting Agenda**

1. Approved the appointment of the Public Accountant Firm Anwar & Partners who will audit the Company's Financial Statements for the 2023 financial year, and because until now the Board of Commissioners has not been able to determine the name of the Public Accountant, then agreed to delegate authority to the Board of Commissioners to appoint a Public Accountant from the Public Accounting Firm Anwar & Partners who will audit the Company's Financial Statements for the fiscal year 2023. The Public Accountant to be appointed must have a license registered with the OJK and have competence in accordance with the complexity of the Company's business, and meet the applicable terms and conditions.
2. Approved to give power and authority to the Board of Commissioners of the Company to determine the amount of honorarium and other requirements, in connection with the appointment of a Public Accountant from the Public Accounting Firm.
3. Approve in the event that the appointed Public Accountant and Public Accounting Firm for some reason cannot carry out their duties, authorize the Board of Commissioners to appoint Public Accountants and other Public Accounting Firms that have experience in auditing according to the complexity of the Company's business.

## II. Extraordinary General Meeting of Shareholders

### **First Meeting Agenda**

1. Approval of the Amendment of Article of Association:  
To comply with the Financial Service Authority (OJK) Regulation Number: 14/POJK.04/2022 concerning Submission of Periodic Financial Statements of Issuers or Public Companies:
  - Adjust and Amend Article 78.5 as follows:  
The company will submit Periodic Financial Reports in accordance with the provisions of the Financial Services Authority No.14/POJK.04/2022 concerning Submission of Periodic Financial Reports of Issuers or Public Companies.
2. Approval in accordance to the change / adjustment of the provisions of the Articles of Association referred to point 1 above, authorizing the Board of Directors of the Company to rearrange all the provisions of the Company's Articles of Association in a notarial deed.
3. Approval to authorize the Company's Board of Directors to state the content of the decisions taken on the agenda of this EGMS in a Notarial Deed, requesting approval and notification on changes of the Articles of Association of the Company to the competent authority in accordance with the provisions applicable laws and regulations and taking any and all other actions required and / or are required for the above purpose without exception.

Jakarta, June 21<sup>st</sup>, 2023

**PT Panin Financial Tbk**  
**Board of Director**