



**ANNOUNCEMENT  
SUMMARY OF MINUTES  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT VERENA MULTI FINANCE Tbk  
(the "Company")**

The Board of Directors of the Company hereby inform to the Shareholders that the Company has conducted the Annual General Meeting of Shareholders ("the Meeting"), namely on:

**A. Day / Date, Time, Venue and Meeting Agenda**

Day / Date : Monday/ 30 August 2021  
Time : 2.04 PM – 2.47 PM (Western Indonesian Time)  
Place : Gedung Bank Panin Lantai 4 - Senayan  
(Panin Bank Building 4th Floor - Senayan)  
Jl. Jend Sudirman No. 1. Jakarta 10270

With the Meeting Agenda as follows:

1. Approval of the Company's Annual Report and the Supervisory Report of the Board of Commissioners of the Company, as well as the ratification of the Company's Financial Statements for the fiscal year of 2020. Changes of the Company's Article of Association.
2. Approval for the use of the Company's profit for the fiscal year of 2020.
3. Appointment of Public Accountant and / or Public Accountant Firm to perform audit of the Company's Financial Statement for the fiscal year of 2021 and other requirements related to the appointment.
4. Determination of honorarium of member of the Company's Board of Commissioners, and granting authority to the Company's Board of Commissioners to determine the remunerations and allowances of members of the Company's Board of Directors.
5. Changes in the Company's Article of Association.
6. Approval to transfer and/or pledge the Company's assets amounting to more than 50% (fifty percent) of the total net assets.

**B. Member of Board of Directors who attended the Meeting:**

- Director : Andi Harjono
- Director : Ade Rafida Saulina Samosir
- Director : Yudi Gustiawan

**C. Shareholders Attendance**

The Meeting was attended by 5,260,829,408 shares, which have valid voting rights equivalent to approximately 92,5% of the total shares with valid voting rights issued by the Company.

**D. Opportunity to Ask Questions and/or Opinions**

In the Meeting was given the opportunity to ask questions and/or provide opinions regarding the entire Agenda of the Meeting.

In the 1<sup>st</sup> (first) to 6<sup>th</sup> (sixth) Meeting Agenda, there are no questions and/or opinions submitted by the shareholders or their proxies.

**E. The Meeting Resolution Passing Mechanism and Voting Result**

Resolution of the Meeting are made by means of deliberation to reach consensus. If deliberation to reach consensus is not reached, then a vote is conducted.

**F. The Resolution Passing Made by Voting**

The resolution passing for the 1<sup>st</sup> (first) until the 6<sup>th</sup> (sixth) Meeting Agenda are decisions taken unanimously by deliberation to reach a consensus.

**G. The Meeting Resolution**

The Meeting Resolution were principally as follows:

**First Meeting Agenda:**

1. Accept and approve the Company's Annual Report for the fiscal year ended 31 December 2020, including the Report of the Board of Directors and the Supervisory Report of the Board of Commissioners of the Company;
2. Approve the ratification of the Financial Report for the fiscal year ended 31 December 2020 which was audited by the Public Accounting Firm Tanubrata Sutanto Fahmi Bambang dan Rekan as stated in its report No.: 00055/2.1068/AU.1/09/0119-1/1/II/2021 dated 24 February 2021 with unqualified opinion, thus releasing members of the Board of Directors and Board of Commissioners of responsibility and any dependents (acquit et de charge) for the actions of management and supervision taken during the fiscal year of 2020, as long as all of their actions were reflected in the Financial Report for the fiscal year of 2020 except for embezzlement, fraud and other criminal acts.

**Second Meeting Agenda:**

To approve the use of net profit of the Company amounted to Rp2,995,118,189,- (two billion nine hundred ninety-five million one hundred eighteen thousand one hundred eighty-nine Rupiah) which will be used for:

1. The amount of Rp100,000,000,- (one hundred million Rupiah) will be recorded as a reserve, in accordance with the provisions of Article 70 of the Company Law and Article 23 paragraph 2 of the Articles of Association of the Company;
2. The remaining amount of Rp2,895,118,189,- (two billion eight hundred ninety-five million one hundred eighteen thousand one hundred eighty-nine Rupiah) to be recorded as retained earnings.

Thus, the Company does not distribute dividend for the fiscal year of 2020.

**Third Meeting Agenda:**

1. Approve to appoint Public Accountant Santanu Chandra and Public Accountant Firm Tanubrata Sutanto Fahmi Bambang & Rekan (member of BDO International Limited), respectively as the Public Accountant and Public Accountant Firm to audit the Financial Report of the Company for the financial year that will end on 31 December 2021.
2. Approve to provide proxy and authorize the Board of Commissioners to determine the honorarium and other requirements, with respect to the appointment of the Public Accountant and Public Accountant Firm.
3. Approve to authorize the Board of Commissioners to appoint other Public Accountant and Public Accountant Firm in the event of the appointed Public Accountant and Public Accountant Firm for any reason unable to perform their duties, with limitations: (a) Registered as Public Accountant in OJK (b) there are recommendation from the Company's Audit Committee (c) has an experience in auditing multifinance company and is affiliated with a recognized International Public Accounting Firm.

**Fourth Meeting Agenda:**

1. Approve to authorize the Controlling Shareholders of the Company, namely Mizuho Leasing Company Limited with a stake of 67.44% of shares issued by the Company, to determine the amount of honorarium, bonuses and allowances in 2021 for all members of the Company's Board of Commissioners with regard to the recommendation of the Company's Nomination & Remuneration Committee.
2. Approve to authorize the Board of Commissioners of the Company to determine the amount of salary, bonuses and allowances in 2021 for all members of the Company's Board of Directors with regard to the recommendation of the Company's Nomination & Remuneration Committee.

**Fifth Meeting Agenda:**

1. Approve the changes to the Company's Articles of Association among others as follows:
  - Amending Article 4 paragraph 4 until paragraph 8 of the Company's Article of Association so that it becomes Article 4 paragraph 4 to paragraph 6;
  - Amending Article 10 paragraph 8 of the Company's Article of Association;
  - Amending Article 11 of the Company's Article of Association;
  - Amending Article 12 of the Company's Article of Association;
  - Amending Article 14 of the Company's Article of Association;
  - Amending Article 16 of the Company's Article of Association.
2. Approve to adjust the paragraph reference and the rearrange all provisions in the Company's Article of Association in connection with the amendments of the said Article 4, Article 10, Article 11, Article 12, Article 14 and Article 16.

3. Approve to authorize the Board of Directors of the Company with the right of substitution to state and make adjustments and / or amendments to the Company's Articles of Association to the prevailing rules and regulations in a separate deed in front of the Notary and to administer the notification as well as registration to the competent authority, and to undertake all necessary actions in connection with the said amendment to the articles of association.

**Sixth Meeting Agenda:**

1. Approve to pledge more than 50% (fifty percent) or all of the net assets of the Company in order to obtain a loan facility that will be received by the Company from a bank, a venture capital company, a finance company, or an infrastructure financing company or Public through the issuance of securities other than equity-type securities through a public offering, that is one and the other with the Capital Market terms and conditions and prevailing laws and regulations, especially the Capital Market Regulations, and this Approval is valid until the implementation of the Annual General Meeting of Shareholders in 2022.
2. To authorize the Board of Directors to carry out any and all actions needed in connection with the said action in point 1 above, with regard to the approval of the Company's Board of Commissioners, with due observance of the terms and conditions of the Capital Market Provisions and the prevailing laws and regulations, especially the Capital Market Regulations.

Jakarta, 1 September 2021  
**BOARD OF DIRECTORS**  
**PT VERENA MULTI FINANCE Tbk**