



**ANNOUNCEMENT  
SUMMARY OF MINUTES  
EXTRAORDINARY 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 Extraordinary General Meeting of Shareholders ("the Meeting"), namely on:

Day / Date : Wednesday/ 17 July 2019

Place : Panin Bank Building 4<sup>th</sup> Floor  
Jalan Jenderal Sudirman – Senayan  
Jakarta 10270

With the Meeting Agenda as follows:

1. Approval of Merger that will be carried out by PT IBJ Verena Finance into the Company, including the Approval of the Merger Plan and the Concept of the Merger Deed.
2. Changes in members of the Company's Board of Directors.

A. Time : 11.13 AM – 12.00 noon (Western Indonesian Time)

B. Member of Board of Directors and Board of Commissioners who attended the Meeting:

Board of Directors :

- President Director : Konosuke Mizuta
- Director : Andi Harjono

Board of Commissioners :

- President Commissioners : Murniaty Santoso
- Commissioners : Gunawan Santoso
- Commissioners : Shunsuke Horiuchi
- Independent Commissioners : Evi Firmansyah
- Independent Commissioners : Mohammad Syahril

C. The Meeting was attended by the shareholders of a number of **5,420,415,224** shares, which have valid voting rights equivalent to **95,306%** of the total shares with valid voting rights issued by the Company.

D. In the Meeting, since the First Meeting Agenda and Second Meeting Agenda are interrelated with each other, for which due to the said Merger, a Fit and Proper Test has been conducted for all of the members of Board of Directors and Board of Commissioner, therefore the discussion, question and answer, and resolution passing for the First Meeting Agenda and Second Meeting Agenda are carried out simultaneously.

E. In the Meeting, the Shareholders were given the opportunity to raise questions and/or give opinions related to the Meeting Agenda.

F. For all of the Meeting Agenda, there is no question and/or opinions submitted by the Shareholders or their proxies related to the Meeting Agenda.

G. The resolution passing mechanism in the Meeting is as follows:

Resolution of the Meeting is made by deliberation and consensus. If deliberation and consensus are not reached, then the voting is held.

H. The resolution passing for all of the Meeting Agenda were made by deliberation and consensus.

I. Resolution of the Meeting were principally as follows:

**First Meeting Agenda and Second Meeting Agenda:**

1. Approved the Merger conducted by PT IBJ Verena Finance into PT Verena Multi Finance Tbk (the Company), including the Approval of the Merger Plan and the Concept of the Merger Deed, as already distributed to shareholders before the Meeting begins and as described, and is included in the merger:
  - Approved the re-appointment of all members of the Company’s Board of Commissioners as of the Legal Merger Effective Date; and
  - Approved the second meeting agenda, which are:
    - a. Approved the resignation of Mr. **IMAN SYAHRIZAL** from his position as a Director as of the closing of this Meeting with gratitude for the contribution of energy and thought given while serving as a member of the Board of Directors;
    - b. Approved to appoint:
      - Mrs. **ADE RAFIDA SAULINA S.** as Director
      - Mr. **SHUNSUKE KOJIMA** as Director
    - c. Approved to re-appoint:
      - Mr. **KONOSUKE MIZUTA** as President Director
      - Mr. **ANDI HARJONO** as Director

The composition of Board of Commissioners and the composition of Board of Directors as of the Legal Merger Effective Date i.e. date 23-07-2019 (twenty-three July two thousand nineteen) until the closing of the Annual General Meeting of Shareholders for the fiscal year of 2021 (two thousand twenty-one) which will be held in the year of 2022 (two thousand twenty-two), are as follows:

**BOARD OF COMMISSIONERS:**

- President Commissioner : Mrs. **MURNIATY SANTOSO**;
- Commissioner : Mr. **GUNAWAN SANTOSO**;
- Independent Commissioner : Mr. **EVI FIRMANSYAH**;
- Commissioner : Mr. **SHUNSUKE HORIUCHI**;
- Independent Commissioner : Mr. **MOHAMMAD SYAHRIAL**;
- Commissioner : Mr. **TAKESHI SASAKI**.

**BOARD OF DIRECTORS:**

- President Director : Mr. **KONOSUKE MIZUTA**;
- Director : Mr. **ANDI HARJONO**;
- Director : Mrs. **ADE RAFIDA SAULINA S.**;
- Director : Mr. **SHUNSUKE KOJIMA**.

2. Approved to give authority to the Board of Directors of the Company with the right of substitution to amend the merger deed if needed with regard to the prevailing regulation including but not limited to sign all documents and / or agreements relating to the said merger, including the signing of the Merger Deed, as well as to give authority to the Board of Directors of the Company to undertake all necessary actions and declare the Meeting resolution in a separate notarial deed, to manage the registration of the Merger Deed to the authorized institution, and to manage the notification as well as registration to the authorized institution regarding the data amendment, and to undertake all necessary actions in connection therewith.

Jakarta, 19 July 2019

**BOARD OF DIRECTORS**  
**PT VERENA MULTI FINANCE Tbk**