

INVITATION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT BANK BTPN SYARIAH Tbk

The Board of Directors of PT Bank BTPN Syariah Tbk, domiciled and having head office in South Jakarta (the "Company"), hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (the "Meeting"), which will be convened on:

Day/Date : Wednesday/April 21, 2021  
Time : 10.00 Western Indonesia Standard Time - closing  
Venue : Menara BTPN, 27<sup>th</sup> floor, CBD Mega Kuningan,  
Jl. DR. Ide Anak Agung Gde Agung Kav. 5.5-5.6, Jakarta 12950

Agenda and Explanation on the Agenda of the Meeting

- The Ratification and Approval of the Financial Statement, the Annual Report and the Sustainability Report which have been reviewed by the Board of Commissioners for the financial year of 2020, including but not limited to:**
  - The Ratification of the Financial Statement for the financial year ended on December 31, 2020;**
  - The Report on Supervisory Duty of the Board of Commissioners and the Sharia Supervisory Board for the financial year ended on December 31, 2020; and**
  - The Release and Discharge over the Liabilities (Volledig Acquit et Decharge) for the Board of Directors, the Board of Commissioners and the Sharia Supervisory Board of the Company over the management and supervisory actions which have been performed in and during the financial year ended on December 31, 2020.**

**Explanation:**

In relation to Article 9 paragraph 4 of the Articles of Association of the Company; Articles 66, 67, 68 and Article 69 of Law number 40 of the year 2007 regarding Limited Liability Company ("Company Law-2007").

Based on the matters mentioned above, the Company will propose to the Meeting to: (i) Approve the Annual Report which has been reviewed by the Board of Commissioners, as well as the Report on the Supervisory Duty of the Board of Commissioners and the Sharia Supervisory Board for the financial year ended on December 31, 2020, which is contained in the book of Annual Report of 2020 and the Sustainability Report of 2020, (ii) ratify the Annual Statement of the Company for the financial year ended on December 31, 2020, which has been examined or audited by the Public Accounting Firm (KAP) of Sidharta Widjaja dan Rekan (*an Indonesian partnership and member firm of KPMG network of independent member affiliated with KPMG International Cooperative*), which is contained in the book of Annual Report of 2020 and (iii) give full release and discharge over the liabilities (*volledig acquit et decharge*) to the members of the Board of Directors of the Company serving the offices during the financial year ended on December 31, 2020, regarding the management actions, and to the members of the Board of Commissioners and the members of the Sharia Supervisory Board regarding the supervisory actions which have been performed by them respectively during the financial year ended on December 31, 2020, to the extent that such actions are reflected in the Annual Report, the Sustainability Report and the Financial Statement of the Company for the financial year ended on December 31, 2020, save for the act of fraud, embezzlement and other criminal offenses.

- The stipulation on the utilization of the net profit of the Company for the financial year ended on December 31, 2020;**

**Explanation:**

In relation to Article 24 of the Articles of Association of the Company in conjunction with Article 71 of the Company Law-2007.

Based on the above mentioned matters, the Company will propose to the Meeting to approve the stipulation on the utilization of Net Profit of the Company including the determination on the amount of the setting aside of fund for reserves which are resolved by the General Meeting of Shareholders.

- The change of composition of the members of the Board of Directors of the Company;**

**Explanation:**

In relation to Article 9 paragraph 4 (d) of the Articles of Association of the Company; Article 94 in conjunction with Article 111 of the Company Law-2007; the Regulation of Bank Indonesia Number 11/33/PBI/2009 regarding the Implementation of Good Corporate Governance for Sharia Public Bank and Sharia Business Unit, Article 3 in conjunction with Article 7 of the Regulation of the Financial Services Authority ("POJK") Number 33/POJK.04/2014 regarding the Board of Directors and the Board of Commissioners of the Issuer or Public Company; the Circular Letter of the Financial Services Authority Number 39/SEOJK.03/2016 regarding the Assessment on the Capability and Compliance for the Candidate Controlling Shareholders, Candidate Members of the Board of Directors and the Candidate Members of the Board of Commissioners of Bank; the Recommendation of the Nomination and Remuneration Committee of the Company; and the Official Copy of the Decree of the Board of Commissioners of the Financial Services Authority ("OJK") regarding the Result of the Assessment on the Capability and Compliance of Dwiyono Bayu Winantio as the Candidate Director of the Company;

Based on the matters mentioned above, the Company will propose to the Meeting to (i) reappoint Mr. Dwiyono Bayu Winantio as a member of the Board of Directors provided that the term of office of the relevant individual will be the same as the remaining term of office of the other incumbent members of the Board of Directors, which is up to the closing of the Meeting to be convened in the year 2023, without prejudice to the right of the General Meeting of Shareholders to dismiss him at any time before the expiry of his term of office aforesaid.

**With the appointment aforesaid, then, the composition of the members of the Board of Directors, the Board of Commissioners, and the Sharia Supervisory Board of the Company will become as follows:**

**The Board of Directors:**

President Director : Hadi Wibowo  
Director : Gatot Adhi Prasetyo  
Compliance Director : Arief Ismail  
Director : Fachmy Achmad  
Director : Dwiyono Bayu Winantio

**The Board of Commissioners:**

President/Independent Commissioner : Kemal Azis Stambael  
Independent Commissioner : Dewie Pelitawati  
Commissioner : Mahdi Syahbuddin  
Commissioner : Yenny Lim

**The Sharia Supervisory Board:**

Chairman of the Sharia Supervisory Board : H. Ikhwan Abidin, MA  
Member of the Sharia Supervisory Board : H. Muhamad Faiz, MA

Thus therefore, the Meeting confirms the resolution adopted in the AGMS of the year 2020 in relation to the Composition of the Members of the Board of Directors of the Company.

(ii) Give authority to the Board of Directors, with the right of substitution to take any actions which are required in relation to the third agenda in accordance with the prevailing provisions, including to state it in a separate Notary Deed and to notify the changes to the composition of the members of the Board of Directors of the Company to the Ministry of Law and Human Rights of the Republic of Indonesia as well as other related institutions in accordance with the prevailing provisions.

- The stipulation regarding the amount of remuneration for the members of the Board of Directors, the Board of Commissioners, and the Sharia Supervisory Board of the Company for the year 2021;**

**Explanation:**

In relation to Article 9 paragraph 4 letter (e) of the Articles of Association of the Company, Article 14 paragraph 5 of the Articles of Association of the Company; Article 17 paragraph 7 of the Articles of Association of the Company; POJK Number 59/POJK.03/2017 regarding the Implementation of Good Corporate Governance in the Providing of Remuneration of Sharia Public Bank and Sharia Business Unit; POJK Number 30/POJK.04/2017 regarding the Repurchase of shares issued by Public Company; Article 96 and Article 113 of the Company Law-2007.

Based on the matters mentioned above, the Company will propose to the Meeting, with due observance of the recommendation from the Nomination and Remuneration Committee to: (i) grant full power and authority to the Board of Commissioners of the Company to stipulate the Remuneration for the members of the Board of Directors and the members of the Sharia Supervisory Board for the year 2021 through the Meeting of the Nomination and Remuneration Committee, as well as stipulate the distribution among the members of the Board of Directors and the members of the Sharia Supervisory Board, provided that in stipulating the figure of the total amount as well as the distribution of Remuneration for the members of the Board of Directors and the members of the Sharia Supervisory Board aforesaid, the Board of Commissioners will be obliged to take into account the recommendation of the Nomination and Remuneration Committee of the Company, and (ii) approve the recommendation of the Nomination and Remuneration Committee which has been approved by the Board of Commissioners which is stipulating the gross total amount of the Remuneration for the members of the Board of Commissioners for the year 2020 and grant power and authority to the Board of Commissioners to stipulate, in a decree of the Board of Commissioners, the distribution of the total amount of the Remuneration aforesaid among the members of the Board of Commissioners, provided that in stipulating the distribution of the total amount of the Remuneration aforesaid, the Board of Commissioners will be obliged to take into account the recommendation of the Nomination and Remuneration Committee of the Company.

- The Appointment of the Public Accountant ("AP") and/or the Public Accounting Firm ("KAP") to audit the books of the Company for the financial year ended on December 31, 2021, and the stipulation on the amount of honorarium as well as other requirements in relation to such appointment**

**Explanation:**

In relation to Article 9 paragraph 4 letter (f) of the Articles of Association of the Company; Article 68 of the Company Law-2007; Article 13 paragraph 1 of POJK Number 13/POJK.03/2017 regarding the Utilization of the Services of Public Accountant and Public Accounting Firm in the Financial Services Activities; and the Recommendation of the Audit Committee of the Company.

Based on the matters mentioned above, the Company will propose to the Meeting to grant power and authority to the Board of Commissioners to (i) appoint AP and/or KAP who will examine or audit the books and records of the Company for the financial year ended on December 31, 2021, as well as the stipulation on the amount of honorarium and other requirements regarding the

appointment of AP and/or KAP aforesaid, with due observance of the recommendation of the Audit Committee and the prevailing regulations, and (ii) stipulate the substituting AP and/or KAP in the event that AP and/or KAP who have been appointed in accordance with the resolution of the Meeting due to any reason whatsoever, cannot complete/carry out the audit over the financial statement of December 31, 2021, including the approval over the stipulation on the amount of honorarium and other requirements in relation to the appointment of the Substituting KAP and/or AP aforesaid

- Report on the Implementation of Transfer of a Portion of Treasury Shares of the Company;**

**Explanation:**

In relation to POJK Number 59/POJK.03/2017 dated December 18, 2017, regarding the Implementation of Good Corporate Governance in the Providing of Remuneration for Sharia Public Bank and Sharia Business Unit; and Article 30 of POJK Number 30/POJK.04/2017 dated June 22, 2017, regarding the Repurchase of Shares Issued by Public Company;

Based on the matters mentioned above, the Company inform to the Meeting regarding the Report on the Implementation of payment of variable remuneration through the Transfer of a Portion of the Treasury Shares of the Company which has been implemented on January 25, 2021.

- The Amendment to the Articles of Association of the Company**

**Explanation:**

In relation to Article 19 of the Company Law-2007; POJK Number 14/POJK.04/2019 regarding the Amendment to the Regulation of the Financial Services Authority Number 32/POJK.04/2015 Regarding the Increase of Capital of Public Company by Giving Preemptive Rights; POJK Number 15/POJK.04/2020 regarding the Plan and Convening of the General Meeting of Shareholders of Public Company; and POJK Number 16/POJK.04/2020 regarding the Convening of the General Meeting of Shareholders of Public Company Electronically.

Based on the matters mentioned above, the Company will propose to the Meeting to (i) Approve the amendment to the Articles of Association of the Company in the framework of adjustment to the Regulation of the Financial Services Authority Number 14/POJK.04/2019 regarding the Amendment to the Regulation of the Financial Services Authority Number 32/POJK.04/2015 regarding the Increase of Capital of Public Company by Giving Preemptive Rights, POJK Number 15/POJK.04/2020, and the Regulation of the Financial Services Authority Number 16/POJK.04/2020 regarding the Convening of the General Meeting of Shareholders of Public Company Electronically, (ii) Approve the granting of power of attorney to the Board of Directors with the right of substitution to restate in a notary deed over the resolution mentioned above, including to recompose the entire provisions of the Articles of Association of the Company in the notary deed and, furthermore, to submit application on the notification over the amendment to the Articles of Association of the Company aforesaid to the Minister of Law and Human Rights of the Republic of Indonesia as well as announce it in the State Report of the Republic of Indonesia, and for such purpose to make changes and/or addition in any form whatsoever which are required and/or prescribed by the Minister of Law and Human Rights of the Republic of Indonesia in order to be able to be approved with regard to the relevant amendment to the Articles of Association and to take any and all actions which are required by the prevailing statutory regulations."

Material or Particulars of the Meeting

The material or the supporting particulars for the entire agenda of the Meeting can be accessed and downloaded through the website of the Company, the website of the Indonesian Stock Exchange ("BEI") and the Electronic General Meeting System ("eASY.KSEI") application from the Indonesian Central Securities Depository ("KSEI"), starting as of the date of the Invitation for the Meeting, or can be obtained by submitting written request to the Corporate Secretary of the Company during office hours via the address mentioned hereunder.

The Shareholders entitled to be present

The Shareholders who are entitled to attend the Meeting shall be the Shareholders of the Company whose names are recorded in the Register of Shareholders of the Company on March 26, 2021, at 16.00 Western Indonesia Standard Time and/or the Shareholders who are recorded in the securities sub-account at KSEI on the closing of trade of shares at BEI on March 26, 2021.

The Attendance Quorum and the Resolution of the Meeting

- Agenda 1 up to 5
  - The Meeting may be convened if it was attended by the Shareholders or the valid proxies of the Shareholders representing more than 1/2 (one-half) of the total number of the entire shares with valid voting rights which have been issued by the Company.
  - The Resolution of the Meeting is adopted based on deliberation to reach a consensus with due observance of Article 28 of POJK Number 15/POJK.04/2020. In the event that the resolution based on deliberation to reach a consensus cannot be achieved, the resolution will be valid if it was adopted based on the affirmative votes of more than 1/2 (one-half) of the total number of the entire shares with valid voting rights who are present and/or represented in the Meeting.
- Agenda 6  
Constitute a delivery of report of the Company which does not calculate the attendance quorum and does not require the adoption of resolution.
- Agenda 7
  - The Meeting may be convened if it was attended by the Shareholders or the valid proxies of the Shareholders representing at least 2/3 (two-third) of the total number of the entire shares with valid voting rights which have been issued by the Company.
  - The Resolution of the Meeting will be adopted based on deliberation to reach a consensus with due observance of Article 28 of POJK Number 15/POJK.04/2020. In the event that the resolution based on deliberation to reach a consensus cannot be achieved, the resolution will be valid if it was adopted based on the affirmative votes of more than 2/3 (two-third) of the total number of the entire shares with valid voting rights who are present and/or represented in the Meeting.

General Provisions

- The Company does not send individual invitation letter to each Shareholder and this Invitation for the Meeting constitutes the official invitation for the shareholders to attend the Meeting. This Invitation can also be viewed on the website of the Company ([www.btpnsyariah.com](http://www.btpnsyariah.com)), the website of BEI ([www.idx.co.id](http://www.idx.co.id)) and the eASY.KSEI application (<https://easy.ksei.co.id/egken>) from KSEI.
- The Shareholders may also participate in the Meeting by means of personally attending or by granting power of attorney to other parties or through eASY.KSEI application.
- For the Shareholder or the proxy of the shareholder who will be attending personally**, please bring the personal identification card and the identity of the shareholder in the event that he is acting as the proxy of the shareholder, as well as entirely taking into account the security and health protocol as stated hereunder. **Only the Shareholder or the Proxy of the Shareholder fulfilling the security and health protocol may enter the Meeting Room.**
- For the Shareholders who will be granting power of attorney by using the eASY.KSEI application**, may contact their respective intermediary agent/investment manager or contact PT Datindo Entrycom, the Securities Administration Bureau of the Company. The explanation on the utilization of eASY.KSEI application can be obtained through the website of the Company and the website of KSEI, or by contacting: [smnhuda@datindo.com](mailto:smnhuda@datindo.com) and [dm@datindo.com](mailto:dm@datindo.com).  
For the shareholder who has granted power of attorney, however, is still interested to follow the proceedings of the Meeting, the Company will provide the virtual meeting room. The request for the link on the virtual meeting may be requested through the electronic mail to the e-mail address [dm@datindo.com](mailto:dm@datindo.com) with copy sent to [Corsec.RUPS@btpnsyariah.com](mailto:Corsec.RUPS@btpnsyariah.com) and access towards the link will only be provided to the shareholders who are recorded on the Recording Date for the Meeting. The virtual meeting room aforesaid constitutes a one-way communication; the Company will not provide answer to the questions raised by the Shareholders through the virtual meeting room aforesaid.
- For the Institutional Shareholders, in order to be able to give instruction to their respective Custodian Bank to register on the eASY.KSEI Application;
- The Shareholders may grant power of attorney by virtue of eASY.KSEI until 1 (one) working day prior to the convening of the Meeting, or on **Tuesday, dated April 20, 2021, at 12.00 Western Indonesia Standard Time**. The Shareholders who have granted power of attorney other than by virtue of eASY.KSEI application may carry out annulment of the power of attorney which must be submitted to the Company at the latest 3 (three) days prior to the Meeting, or on **Friday, dated April 16, 2021, at 16.00 Western Indonesia Standard Time**.
- For efficiency and effectiveness of the Meeting, the Meeting will be started on time. The registration for the attendance of the shareholders or the proxies of the shareholders will take place starting as of **09.00 Western Indonesia Standard Time and will be closed on 09.50 Western Indonesia Standard Time. The Shareholders or the Proxies of the Shareholders who are late to be present will not be permitted to attend the Meeting.**
- The Company will provide the Code of Conduct, the Power of Attorney and other supporting documents which can be downloaded from the website of the Company ([www.btpnsyariah.com](http://www.btpnsyariah.com)) starting as of the date of this Invitation.

Provision Related to the Prevention on the Dissemination of COVID-19 Virus

**By entirely taking into account the instruction of the Government and the provisions of OJK regarding the Prevention on the Dissemination of COVID-19 Virus, the Company hereby appeals to the Shareholders in order not to physically attend the meeting, instead to grant power of attorney to their intermediary agent/investment manager by using eASY.KSEI application or to the Independent Party appointed by the Company.**

For the Shareholders or the Proxies of the Shareholders who decide to continue physically attending the Meeting, then, **they will be obliged to adhere to the prevailing security and health protocol at the building on which the Meeting is taking place**, which is by wearing mask and face shield as well as present the **negative result of the rapid antigen maximum** taken 3 (three) days prior to the convening Meeting. Only the Shareholders fulfilling the security and health protocol aforesaid will be permitted to enter the Meeting room.

Jakarta, March 29, 2021  
PT Bank BTPN Syariah Tbk  
The Board of Directors