

## **ANNOUNCEMENT** SUMMARY OF THE MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT BANK BTPN SYARIAH TBK

On Thursday, April 21, 2022, at 10.24 Western Indonesia Standard Time up to 11.20 Western Indonesia Standard

Time, at Menara BTPN, 16 Floor, CBD Mega Kuningan, Jalan Doktor Ide Anak Agung Gde Agung Kaveling 5.5 - 5.6 Jakarta 12950, has been convened the Annual General Meeting of Shareholders (the Meeting) of PT Bank BTPN Syariah Tbk (the Company). The following is the Summary of the Minutes of the meeting aforesaid: I. Attendance of the Members of the Board of Commissioners, the Sharia Supervisory Board and the Board

of Directors of the Company The AGMS was attended by the entire members of the Board of Commissioners, the Sharia Supervisory

outside the Office of the Company. II. Attendance Quorum of the Shareholders The total number of the shareholders who were present and/or represented, both physically and

electronically by means of Electronic General Meeting System of KSEI (hereinafter will be referred to as

the "eASY.KSEI") is totaling to 7,339,289,672 shares or constituting 95.2853550% of the total number of the entire shares with voting rights which have been issued by the Company which is entirely totaling to 7,702,432,000 shares, excluding the portfolio (Treasury) shares which is totaling to 1,268,000 shares with due regards to the Register of Shareholders of the Company per March 29, 2022. III. Question and Answer Session In ever agenda of the Meeting, has been given the opportunity to the shareholders and/or the proxies of

the shareholders to raise question/convey opinion, save for the Sixth Agenda of the Meeting since it is a report in nature. However there is not any shareholder and/or proxy of the shareholder raising any question and/or conveying any opinion in every agenda of the Meeting. IV. Independent Vote Counting Party The Company has appointed an independent party namely Notary Ashoya Ratam, S.H., M.kn., and the

Securities Administration Bureau, PT Datindo Entrycom, in carrying out the vote counting and/or

The Company has appointed PT Datindo Entrycom as the Independent Party, to attend the Meeting, without prejudice to the right of the Shareholders to be personally present, to raise question, convey opinion, and/or point of view as well as cast vote in the Meeting, and the vote cast by virtue of their proxy in the Meeting will be taken into account in the voting.

**VI. Other Independent Party** 

Resolution in the First Agenda of the Meeting:

V. Independent Party – Proxy of the Shareholders

The Company has appointed Public Accountant and/or Public Accounting Firm from Sidharta Widjaja dan Rekan (an Indonesian partnership and member firm of KPMG network of independent member affiliated with KPMG International Cooperative) to attend the Meeting and they have been present by means of video teleconference. VII.Resolution of the Meeting

1. Approve the Annual Report which has been reviewed by the Board of Commissioners as well as the report on the supervisory duties of the Board of Commissioners and the Sharia Supervisory Board for

the financial year ended on December 31, 2021, which was contained in the book of Annual Report of 2021

validating.

and the Sustainability Report of 2021. 2. Ratify the Consolidated Financial Statement of the Company for the financial year ended on December 31, 2021, which has been examined or audited by Public Accounting Firm (KAP) of SIDDHARTA WIDJAJA & Rekan (an Indonesian partnership and member firm of KPMG network of independent member affiliated with KPMG International Cooperative), as stated in its report dated February 10, 2022, with

consolidated financial position of the Company and its subsidiary entities on December 31, 2021, as well

as the financial and cash flow performance, reconciliation of revenue and profit sharing, sources and distribution of zakat fund, and sources and utilization of its consolidated benevolence fund for the year ended on such date, in accordance with the Financial Accounting Standard in Indonesia, and which has been contained in the book of the Annual Report of 2021. 3. Give full release and discharge over the liabilities (volledig acquit et decharge) to the members of the Board of Directors of the Company who have occupied the office in the financial year ended on December 31, 2021, with regard to the management actions, and to the Board of Commissioners and the Sharia Supervisory Board, with regard to the supervisory actions which have been performed by them respectively during the financial year ended on December 31, 2021, to the extent that such actions are reflected in the Annual Report, the Sustainability Report and the Consolidated Financial Statement of the Company for the financial year ended on December 31, 2021, save for the act of fraud, embezzlement and other criminal offences.

Based on the result of vote counting carried out in the Meeting and also by means of eASY.KSEI is as following: : 7,339,289,672 = 100% 3,094,100 = 0.0421580%460,400 = 0.0062731% : 7,335,735,172 = 99.9515689% Affirmative Votes : 7,336,195,572 = 99.9578420% Total Affirmative Votes

In the amount of Rp20.000.000.000,- (twenty billion Rupiah) will be set aside as "General Reserve" of the Company;

financial year 2021 aforesaid.

year 2007 regarding Limited Liability Company as following:

: 7,339,289,672 =

Rp475.625.176.000,- (four hundred seventy five billion six hundred twenty five million one hundred seventy six thousand Rupiah) will be set aside as Cash Dividend to the Shareholders, provided that: a. Over such dividend, the Board of Directors will withhold tax on dividend pursuant to the tariff according to the prevailing taxation regulations towards the shareholders receiving Dividend payment; The Board of Directors hereby is granted with the power of attorney and authority to determine the matters regarding or in relation to the implementation of the payment of dividend for the

2. Enter into books the remaining net profit of the Company for the financial year ended on December 31,

- 2021, in the amount of Rp969.378.353.173 (nine hundred sixty nine billion three hundred seventy eight million three hundred fifty three thousand one hundred seventy three Rupiah) as retained earnings to finance the business activities of the Company."
- : 49,569,900 = 0.6754046% Dissenting Votes 2,674,100 = 0.0364354% : 7,287,045,672 = 99.2881600%

1. Approve and well accept the resignation of MAHDI SYAHBUDDIN as a member of the Board of

Based on the result of votes counting carried out in the Meeting and also by means of eASY.KSEI is as following:

100%

Commissioners of the Company starting as of the closing of the Meeting by extending gratitude as well as the highest appreciation to MAHDI SYAHBUDDIN for his services and contribution which have been

Resolution in the Third Agenda of the Meeting

**Resolution Adoption Basis** 

Present Votes

following:

Director

Director

Chairman Member

THE BOARD OF DIRECTORS: President Director : HADI WIBOWO : GATOT ADHI PRASETYO Director

provided during his term of office as a member of the Board of Commissioners of the Company; 2. With the occurrence of such resignation, then, the composition of the members of the Board of Directors, the Board of Commissioners, and the Sharia Supervisory Board of the Company is as

THE BOARD OF COMMISSIONERS: : KEMAL AZIS STAMBOEL President Commissioner & Independent Commissioner : DEWIE PELITAWATI Independent Commissioner Commissioner : YENNY LIM THE SHARIA SUPERVISORY BOARD:

3. Grant authority to the Board of Directors with the right of substitution to take any actions which are required in relation to the resolution on the 3rd (third) agenda in accordance with the prevailing

: FACHMY ACHMAD

: DWIYONO BAYU WINANTIO

: Haji IKHWAN ABIDIN, MA

: Haji MUHAMAD FAIZ, MA

provisions, including to state it in a separate Notary Deed and to notify the change of composition of the members of the Board of Commissioners 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. **Resolution Adoption Basis** Based on the result of votes counting carried out in the Meeting and also by means of eASY.KSEI is as following:

Resolution in the Fourth Agenda of the Meeting 1. Grant full authority to the Board of Commissioners of the Company to determine the Remuneration for the members of the Board of Directors and the Sharia Supervisory Board in the year 2022 through the Meeting of the Nomination and Remuneration Committee in the year 2022 as well as determine the distribution among the members of the Board of Directors and the Sharia Supervisory Board, provided that in determining the figures of the total amount as well as the distribution of Remuneration for the members of the Board of Directors and the Sharia Supervisory Board aforesaid, the Board of Commissioners will be obliged to have due regards to the recommendation of the Nomination and

Approve the recommendation of the Nomination and Remuneration Committee contained in the Minutes of Meeting of the Nomination and Remuneration Committee Number M.002/RNC/IV/2022 dated April 8, 2022, approved by the Board of Commissioners as contained in the Minutes of Meeting of the Board of Commissioners Number 004/KOM/CSGC/IV/2022 dated April 8, 2022, which stipulates the total gross amount of Remuneration for the Board of Commissioners for the year 2022, which aggregately should not exceed Rp10,61 billion rupiah (gross), and approve the granting of power of attorney and authority to the Board of Commissioners to determine the distribution of the total amount of Remuneration aforesaid among the members of the Board of Commissioners, provided that in determining the distribution of the total amount of Remuneration aforesaid, the Board of Commissioners will be obliged to have due regards towards the recommendation of the Nomination and

"Thus therefore, the Meeting with the majority votes of 7,312,186,470 shares or 99.6307108%. Resolution in the Fifth Agenda 1. Approve to grant power of attorney and authority to the Board of Commissioners to: a. Appoint Public Accountant (AP) and/or Public Accounting Firm (KAP) who will examine or audit the books and records of the Company for the financial year ended on December 31, 2022, as well as the determination on the amount of honorarium and other requirements regarding the appointment of AP and/or KAP aforesaid with due regards to the recommendation of the Audit Committee and the prevailing regulations. b. Determine the substituting AP and/or KAP in the event that AP and/or KAP who have been appointed in accordance with the resolution of Meeting, due to any reasons whatsoever could not complete/carry out the audit over the financial statement per December 31, 2022, including determining the amount of honorarium and other requirements in relation to the appointment of the

Resolution in the Sixth Agenda In the Meeting, the Board of Directors of the Company presents: 1. The Company has followed up the Resolution of the Extraordinary General Meeting of Shareholders of the Company which has been convened on September 2, 2019, the Second Agenda regarding the Repurchase of Shares of the Company in the framework of providing variable remuneration in accordance with POJK Number 59/POJK.03/2017, and has implemented the payment of the relevant variable remuneration through the transfer of portion of Treasury shares of the Company on January 25, 2. Whereas the implementation of the subsequent payment of variable remuneration will continue

2. Whereas the implementation of the subsequent payment of variable remuneration will continue referring to the Resolution of the Extraordinary GMS dated September 2, 2019. SCHEDULE AND PROCEDURE FOR THE DISTRIBUTION OF CASH DIVIDEND OF PT BANK TABUNGAN PENSIUNAN NASIONAL SYARIAH Tbk Furthermore, in accordance with the resolution on the 2nd (second) Agenda of the Annual General Meeting of Shareholders (the Meeting) as mentioned above, in which the Meeting has resolved to carry out the payment of cash dividend and net profit of the Company for the Financial Year of 2021 in the amount of Rp

distribution of cash dividend of the financial year of 2021, as following:

Schedule of the distribution of Cash Dividend

Date of Payment of Cash Dividend

closing of trading on May 11, 2022.

Cash Market

3

oleh Otoritas Jasa Keuangan

Procedure for the Distribution of Cash Dividend 1. Cash Dividend will be distributed to the shareholders of the Company whose names are recorded in the Register of Shareholders (the "DPS") or the recording date on May 11, 2022, and/or the Owner of shares

of the company in securities sub-account at PT Kustodian Sentral Efek Indonesia (the "KSEI") on the

2. For the shareholders of the Company whose shares are deposited in the collective custody of KSEI, the payment of cash dividend will be carried out through KSEI and will be distributed on May 20, 2022, into the Customer Fund Account (RDN) at the Securities Company and/or Custodian Bank in which the Shareholders open the securities sub-account. Whereas for the shareholders of the Company whose

Date of Register of Shareholders Entitled to Dividend (Recording Date)

the Company will not carry out the withholding of Income Tax over the cash dividend paid to WP Badan DN aforesaid. Cash dividend received by domestic individual taxpayer shareholder (the "WPOP DN") will be exempted from tax object to the extent that such dividend is invested within the territory of the Unitary State of the Republic of Indonesia. For WPOP DN who did not fulfill the investment provision as mentioned above, then, the dividend received by the relevant individual will be imposed with income tax (the "PPh") in accordance with the provisions of the prevailing legislations, and such PPh must be paid

4. Based on the prevailing taxation laws and regulations, the cash dividend aforesaid will be exempted from tax object if it was received by domestic corporate taxpayer shareholder (the "WP Badan DN") and

the tax reporting in the relevant fiscal year. 6. For shareholder who constitutes Foreign Taxpayer whose tax withholding will be using the tariff based on the Double Taxation Avoidance Agreement (the "P3B"), will be obliged to fulfill the requirements of Regulation of the Director General of Tax No. PER-25/PJ/2018 regarding the Procedure for the Application of Double Taxation Avoidance Agreement as well as will be obliged to submit documents of evidence of record or receipt of DGT/SKD which has been uploaded onto the website of the Directorate General of Tax to KSEI or BAE in accordance with the regulations and provisions of KSEI, without the presence of the relevant document, the cash dividend to be paid will be imposed with PPh Article 26 totaling to 20%.

Board and the Board of Directors of the Company both physically and by means of video teleconference

- the opinion on the consolidated Financial Statement fairly presents in all material respects the
  - **Resolution Adoption Basis** Present Votes Dissenting Votes Abstain Votes
  - Thus therefore, the Meeting with the majority votes of 7,336,195,572 or constituting 99.9578420%. Resolution in the Second Agenda of the Meeting 1. Approve the utilization of Net Profit of the Company for the financial year ended on December 31, 2021,

in the amount of Rp1.465.003.529.173 (one trillion four hundred sixty five billion three million five hundred twenty nine thousand one hundred seventy three Rupiah), in accordance with the Law Number 40 of the

ii. In the amount of Rp61,75 (sixty one point seventy five rupiah) per share or in the amount of

- Abstain Votes Affirmative Votes Total Affirmative Votes : 7,289,719,772 = 99.3245954% Thus therefore, the Meeting with the majority votes of 7,289,719,772 or constituting 99.3245954%.

Compliance Director : ARIEF ISMAIL

Present Votes : 7,339,289,672 = 100% 0 % 0 Dissenting Votes : Abstain Votes 3,600 = 0.0000491% : 7,339,286,072 = 99.9999509% Affirmative Votes Total Affirmative Votes : 7,339,289,672 100%

Thus therefore, the Meeting unanimously (with a note that 3,600 shares cast abstain votes).

Remuneration Committee of the Company;

Remuneration Committee of the Company.

Affirmative Votes : 7,311,880,370 = 99.6265401% Total Affirmative Votes : 7,312,186,470 = 99.6307108%

b. The appointed KAP must be affiliated to an international KAP.

: 323,994,863 = 4.4145262% : 4.280 279

Thus therefore, the Meeting with the majority votes of 7,015,294,809 shares or 95.5854738%

: 7,339,289,672 =

Affirmative Votes : 7,011,014,531 = 95.5271538% Total Affirmative Votes : 7,015,294,809 = 95.5854738%

**Resolution Adoption Basis** 

January 25, 2022.

Present Votes Dissenting Votes Abstain Votes

**Resolution Adoption Basis** Based on the result of votes counting carried out in the Meeting and also by means of eASY.KSEI is as following: Present Votes : 7,339,289,672 = 100%
Dissenting Votes : 27,103,202 = 0.3692892%
Abstain Votes : 306,100 = 0.0041707%

Substituting Public Accounting Firm and/or Public Accountant aforesaid. 2. Whereas in the designation and appointment of AP and/or KAP aforesaid, the Company will be obliged to comply with the provisions: a. The appointed AP and/or KAP must be registered as the Capital Market Supporting Professions at the Financial Services Authority as well as have been experienced in auditing banking Companies;

Based on the result of votes counting carried out in the Meeting and also by means of eASY.KSEI is as following:

observing the Resolution of the relevant Extraordinary GMS of the Company dated September 2, 2019 **Resolution Adoption Basis** Since the sixth agenda of the meeting constitutes a report regarding the transfer of a portion of the treasury shares, then, there is not any adoption of resolution, i.e.: Referring to the Letter of Information Disclosure of the Company Number S.030/DIR/CSGC/I/2022 dated January 26, 2022, regarding the Report on the Ownership or the Change of Ownership of Shares of the Members of the Board of Directors of PT Bank BTPN Syariah Tbk, and Letter Number S.031/DIR/CSGC/I/2022 dated January 26, 2022, regarding Information Disclosure for Public Cognizance -

Implementation of Transfer of a Portion of Treasury Shares, it is conveyed to the Shareholders as following: 1. The Company has followed up the Resolution of the Extraordinary General Meeting of Shareholders of the Company which has been convened on September 2, 2019, the Second Agenda regarding the Repurchase of Shares of the Company in the framework of providing variable remuneration in accordance with POJK Number 59/POJK.03/2017, and has carried out the payment of the referenced variable remuneration by means of the transfer of a portion of the Treasury Shares of the Company on

NO. **INFORMATION** DATED 1 End of Trading Period of Shares with Right to Dividend (Cum Dividend) May 9, 2022 Regular and Negotiation Market Cash Market May 11, 2022 2 Trading Initial Period of Shares Without Right to Dividend (Ex Dividend) Regular and Negotiation Market May 10, 2022

May 12, 2022

May 11, 2022

May 20, 2022

475.625.176.000,- (four hundred seventy five billion, six hundred twenty five million, one hundred seventy six thousand rupiah Rupiah) or in the amount of Rp 61.75 (sixty one point seventy five Rupiah) per share which will be distributed to 7,702,432,000 shares of the Company, after taking into account the shares which have been repurchased by the Company, therefore, hereby it is conveyed the schedule and procedure for the

- shares are not deposited in the collective custody of KSEI, then, the payment of cash dividend will be transferred to the account of the shareholders of the Company. 3. The Cash Dividend aforesaid will be imposed with tax in accordance with the prevailing taxation laws and regulations.
- personally by the relevant  $\mathbf{WPOP}\ \mathbf{DN}$  in accordance with the provisions of the Government Regulation No. 9 of the Year 2021 regarding Taxation Treatment to Support the Ease Doing Business. 5. The shareholder can obtain confirmation on the payment of dividend through the securities company or

the custodian bank in which the relevant shareholder opens securities account, afterward, the shareholder will be obliged to be responsible for the reporting on the receipt of the relevant dividend in

- Jakarta, April 25, 2022
- PT Bank BTPN Syariah Tbk The Board of Directors PT Bank BTPN Syariah Tbk terdaftar dan diawasi