



THE SUMMONING FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 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 Extraordinary General Meeting of Shareholders (the **"Meeting"**), which will be convened on:

Day/Date : Thursday/October 13, 2022
Time : 10.00 Western Indonesia Standard Time - closing
Venue : Menara BTPN, 16th Floor, CBD Mega Kuningan,
Jl. DR. Ide Anak Agung Gde Agung Kav. 5.5-5.6, Jakarta 12950
Mechanism : Electronic Meeting through eASY.KSEI Application

Agenda and Explanation on the Agenda of the Meeting

- Appointment of the Members of the Board of Commissioners of the Company.

Explanation:

In relation to

- Article 9 paragraph 4 letter d of the Articles of Association of the Company (**the "AoA of the Company"**);
- Article 6 paragraph 1 of the Regulation of Bank Indonesia No. 11/33/PBI/2009 regarding the Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units;
- Article 17 paragraph 1 and paragraph 7 of the AoA of the Company in conjunction with Article 111 of Law No. 40 of the year 2007 regarding Limited Liability Company (**the "Company Law"**);
- Article 7 of the Regulation of the Financial Services Authority (**the "POJK"**) No.33/POJK.04/2014 regarding the Board of Directors and the Board of Commissioners of Issuers or Public Companies;
- POJK No. 27/POJK.03/2016 regarding the Fit and Proper Test for the Main Parties of Financial Services Institutions
- Circular Letter of OJK No. 39/SEOJK.03/2016 regarding the Fit and Proper Test for the Candidates for the Controlling Shareholders, the Candidates for the Members of the Board of Directors, and the Candidates for the Members of the Board of Commissioners of Banks;
- The Recommendation of the Nomination and Remuneration Committee of the Company;
The official copy of the Decree of the Members of the Board of Commissioners of OJK No. Kep-129/D.03/2002 regarding the Result of the Firt and Proper Test of Mr. Ongki Wanadjati Dana as the Candidate for the Member of the Board of Commissioners of PT Bank BTPN Syariah Tbk.

Based on the above mentioned matters, the Company will propose to the Meeting to:

1. Approve the appointment of Mr. Ongki Wanadjati Dana as a member of the board of Commissioners of the Company starting as of the closing of the Meeting, whereas 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 Commissioners, which is up to the closing of the Annual GMS of the Company to be convened in the year 2023, without prejudice to the rights of the Meeting or the prevailing laws and regulations to dismiss him at any time before the expiry of his term of office;

Thus therefore, the complete composition of the members of the Board of Directors, the Board of Commissioners, and the Sharia Supervisory Board of the Company starting as of the closing of the Meeting will become as following

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 Stamboel
Independent Commissioner	: Dewie Pelitawati
Commissioner	: Yenny Lim
Commissioner	: Ongki Wanadjati Dana

The Sharia Supervisory Board:

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

- Grant power of attorney to the Board of Directors of the Company with the right of substitution to restate the resolution of the agenda of the Meeting into a Notary deed and to submit it to the Ministry of Law and Human Rights of the Republic of Indonesia as well as to take any and all actions which are required in accordance with the Articles of Association of the Company and the prevailing laws and regulations.

The Shareholders entitled to be present

The Shareholders who are entitled to attend the Meeting or to be represented in the Meeting and to cast votes in the Meeting are the Shareholders whose names are recorded in the Register of Shareholders of the Company and/or the Shareholders whose Securities Accounts are registered in the Collective Depository of PT Kustodian Sentral Efek Indonesia (the "KSEI") on Tuesday, dated **September 20, 2022, at 16:00 Western Indonesia Standard Time**

Attendance Quorum and Resolution of the Meeting

- The Meeting will be convened if it was attended by the Shareholders or their lawful proxies 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 will be adopted based on deliberation to reach a consensus with due observance of Article 28 of POJK Number 15/POJK.04/2020 (the "**POJK-15/2020**"). 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 which are present and/or represented in the Meeting.

General Provisions

- The Company does not send separate invitation letter to the Shareholders and this Summoning for the Meeting (the "**Summoning**") constitutes the official invitation for the Shareholders to attend the Meeting. In accordance with the provisions of Article 82 paragraph 2 of Company Law-2007, and Article 52 paragraph 1 of POJK-15/2020, this Summoning can also be viewed through the website of the Company (www.btpnsyariah.com), the Indonesian Stock Exchange (www.idx.co.id), and KSEI (www.ksei.co.id).
- The Meeting will be convened **electronically** by using the Electronic General Meeting System Application of KSEI (the "**eASY.KSEI Application**") provided by KSEI with due observance of POJK Number 16/POJK.04/2020 (the "**POJK-16/2020**") in conjunction with Article 10 paragraph 1 letter c of the AoA of the Company;
- In relation to the presence of convening of the Meeting through eASY.KSEI Application as referred to above, then, the participation of the Shareholders in the Meeting, can be carried out with the following mechanism:
 - electronic attendance through eASY.KSEI Application;
 - physical attendance in the Meeting; or
 - attendance by virtue of the granting of power of attorney by using the power of attorney form as referred to in point 7b below.
- In the effort to prevent and/or control the spreading of Corona Virus Disease 2019 (the "COVID-19"), the Company urges the Shareholders to be present in the Meeting electronically as referred to in point 3.a. or by granting electronic power of attorney (the "**e-Proxy**") through eASY.KSEI Application as referred to in point 7.a. below with due regards to the following matters:
 - The Shareholders who are entitled to use the eASY.KSEI Application shall be the local individual Shareholders whose shares are deposited in the collective custody of KSEI;
 - The Shareholders must firstly register in the Securities Ownership Reference facility of KSEI (the "**AKSes KSEI**"). For the Registers who are not yet been registered, please firstly register by accessing the website of AKSes KSEI (<https://akses.ksei.co.id/>);

- c. To use the eASY.KSEI Application, the Shareholders can access the menu of eASY.KSEI, the sub-menu of Login eASY.KSEI which is available on the website of AKSes KSEI.
5. The Shareholders or their proxies who will be present electronically in the Meeting through eASY.KSEI Application, are expected to have due regards toward the following matters:
- a. The Shareholders may declare their attendance electronically up to **October 12, 2022, at 12:00 Western Indonesia Standard Time (the "Attendance Declaration Deadline")**, and elect their choices of votes through eASY.KSEI Application starting as of the date of the Summoning up to the Attendance Declaration Deadline;
 - b. For:
 - i. The Shareholders who are not yet making electronic attendance declaration up to the Attendance Declaration Deadline;
 - ii. The Shareholders who have made electronic attendance declaration, however, they have not yet elected their choices of votes for the agenda of the Meeting up to the Attendance Declaration Deadline;
 - iii. The Individual Representatives and the Independent Parties appointed by the Company who have received power of attorney from the Shareholders, however, the relevant Shareholders have not yet made choices of votes for the agenda of the Meeting up to the Attendance Declaration Deadline;
 - iv. The Participants of KSEI/Intermediary (the Custodian Banks or the Securities Companies) who have received power of attorney from the Shareholders who have determined their choices of votes in the eASY.KSEI Application;

will be obliged to carry out registration through eASY.KSEI Application on **the date of convening of the Meeting at the latest up to 09.00 Western Indonesia Standard Time.**

- c. Delay or failure in electronic registration process by any reasons whatsoever will result in the Shareholders or their proxies cannot attend the Meeting electronically and their share ownership will not be taken into account in determining the attendance quorum.
6. The Shareholders whose shares have been or have not yet been registered in the Collective Depository of KSEI or their lawful proxies who will be attending the Meeting physically will be obliged to present the copies of their identification cards or their evidences of identities along with the valid power of attorney (if they are represented) to the Registration Officer before entering the venue of the Meeting.
7. The Shareholders may be represented by their proxies, by means of:

Granting electronic power of attorney (the "e-Proxy") through eASY.KSEI Application (<https://easy.ksei.co.id>). The Shareholders may deliver their power of attorney and their votes, make changes to the appointment of the proxies and/or the choices of votes for the agenda of the Meeting or revoke the power of attorney, electronically through eASY.KSEI Application **starting as of the date of the Summoning up to the Attendance Declaration Deadline.** The Party who may become the proxies electronically must be legally competence and may not constitute a member of the Board of Directors, the Board of Commissioners, the Sharia Supervisory Board, and the employee of the Company, as well as will be obliged to comply with other provisions as stipulated in POJK-15/2020; or

b. Granting power of attorney by filling in the Power of Attorney form which can be downloaded from the website of the Company (<https://www.btpnsyariah.com/web/guest/rapat-umum-pemegang-saham>), provided that:

- i. The Members of the Board of Directors, the Board of Commissioners, the Sharia Supervisory Board, and the employees of the Company may act as the proxies of the Shareholders in the Meeting, however, the votes which they cast in the Meeting will not be taken into account in the calculation of the total number of votes (including acting as the Shareholders);
- ii. A Shareholder will not be entitled to grant power of attorney to more than one proxy for a portion of the total number of shares which he owned for different votes;
- iii. The Power of Attorney from the Shareholder which is executed abroad must be legalized by the local notary public and the official local representative office of the Government of the Republic of Indonesia;

- iv. **The power of attorney** which has been supplemented by the copy of identification card or valid evidence of identity from the authorizer and **question sheet** must have been received by the Company, **at the latest 3 (three) days** prior to the convening of the Meeting, without prejudice to the policies of the Company, through the Securities Administration Bureau (BAE) PT Datindo Entrycom, having office address at Jl. Hayam Wuruk No. 28 Jakarta 10120; Phone: +62 21 350 8077(Hunting); Facsimile: +62 21 350 8078; e-mail: dm@datindo.com; Website: www.datindo.com;
The Proxy of the Shareholder in the form of **legal entity (Legal Entity Shareholder)** will be obliged
 - v. to deliver:
 - a) The copies of the prevailing Articles of Association;
 - b) The appointment documents of the incumbent members/management;to the Company through BAE with the address as referred to in point 7.b.iv) above, **at the latest 3 (three) days prior to the convening of the Meeting** without prejudice to the policies of the Company.
8. The Shareholders or their proxies may witness the convening of the on-going Meeting through **webinar Zoom** by accessing the menu of eASY.KSEI, the sub-menu of GMS Live Streaming on the website of AKSes KSEI, provided that:
- a. The Shareholders or their proxies have been registered on eASY.KSEI Application **at the latest on October 12, 2022, at 12:00 Western Indonesia Standard Time;**
 - b. The GMS Live Streaming has the capacity of up to 500 participants and the attendance of each participant will be determined based on first come first served basis. The Shareholders or their proxies who do not get the opportunity to witness the convening of the Meeting through GMS Live Streaming, will continue to be considered of being validly present electronically as well as their share ownership and choices of votes will be taken into in the Meeting, to the extent they have already been registered in eASY.KSEI Application;
 - c. The Shareholders or their proxies who are only witnessing the convening of the Meeting through GMS Live Streaming, however, are not registered as electronically present on eASY.KSEI Application, then, the attendance or the Shareholders or their proxies aforesaid will be considered invalid as well as will not be taken into account in the calculation of the attendance quorum of the Meeting;
 - d. To get the best experience in using eASY.KSEI Application and/or GMS Live Streaming, the Shareholders or their proxies are **recommended to use Mozilla Firefox browser.**
9. As an effort for the prevention and/or control of COVID-19 in accordance with the instruction of the Government as well as POJK-16/2020, the Company will limit the total number of the Shareholders or their proxies who may attend the Meeting physically based on the method of first in first served basis. For the Shareholders or their proxies who will present physically in the Meeting, will be obliged to comply with the protocol at the venue of the Meeting which is stipulated by the Company as stated in the Code of Conduct of the Meeting, among others, as following:
- a. **Has COVID-19 vaccine certificate for complete dose and COVID-19 booster vaccine** which are proven through **PeduliLindungi** application and carry out scanning of QRCode of **PeduliLindungi** application at the time entering the building of the Meeting;
 - b. Has **Certificate of Rapid Antigen Test with Negative Result** taken **1 (one) day prior to the date of the Meeting** (this certificate will also be applicable for the Shareholders or their proxies who have only received one dose of COVID-19 vaccine and/or the Shareholders or their Proxies with certain health conditions or with comorbid conditions, therefore, they cannot receive the second-third dose of the vaccine).
 - c. **Wear mask** in accordance with the standard stipulated by the Government while being present in the area and venue of the Meeting;
 - d. The result of detection and monitoring of body temperature does not exceed **37.30 Celsius;**
 - e. As the Evidence of Statement of Health at the time of Registration, then, the Shareholders or their Proxies:
 - i. Will be obliged to carry out the scanning of QRcode through the application provided by the Company and to answer the question until the end in relation to the health declaration on the relevant application and present the result to the Meeting Officer. For such purposes, the Shareholders or their proxies are encouraged to bring smartphone-typed cellular phone; or

- ii. Can download the **Health Declaration Letter** from the website of the Company (<https://www.btpnsyariah.com/web/guest/rapat-umum-pemegang-saham>) which has been filled-in and signed by the Shareholders or their proxies. The Health Declaration Letter aforesaid is delivered to the Meeting Officer at the time of registration.
- f. In the event that the Shareholders or their proxies did not fulfill the provisions in point 9.a. up to point 9.e. above and other provisions stipulated in the Code of Conduct of the Meeting, then, the Company will be entitled to:
 - i. forbid the Shareholders or their proxies from attending the Meeting;
 - ii. request the Shareholders or their proxies to immediately leave the venue of the Meeting and/or the building in which the Meeting is convened; or
 - iii. itake other actions which are required in accordance with the health protocol.

- The Shareholders or their proxies who have already come to the location of the Meeting, however, they are
- g. forbidden from attending and entering the venue of the Meeting due to the reasons as referred to in point 9.f. above or due to the limitation of room capacity in relation to the restriction of physical attendance, they can still exercise their rights by means of granting power of attorney to the Independent Party appointed by the Company (the **"Independent Party"**) by using the Power of Attorney form which has been made available by the Company, therefore, they can still exercise their rights to be present and to cast votes in the Meeting by being represented by the Independent Party aforesaid;

- For efficiency and effectiveness of the Meeting, the Meeting will be started on time. **The attendance**
- h. **registration** of the shareholders or their proxies will be carried out **at 08:30 – 09:30 Western Indonesia Standard Time**. The Shareholders or their proxies are respectfully requested to be present at the venue of the Meeting **at the latest 30 (thirty) minutes prior to the starting of the Meeting**, and **the registration desk will be closed precisely at 09:30 Western Indonesian Standard Time**. The Shareholders or their proxies who are present after the registration desk is closed or who are late/failed in electronic registration due to any reason whatsoever, will be considered of not being present or will not be taken into account in calculating the attendance quorum
10. The Company provides materials of the Meeting, Code of Conduct, Power of Attorney, and other supporting documents, in the form of electronic documents which are available on the website of the Company (www.btpnsyariah.com) and eASY.KSEI Application (<https://easy.ksei.co.id>) starting as of the Summoning for the Meeting up to the convening of the Meeting. The Company does not provide materials of the Meeting in the form of printed Copies to the shareholders at the time of convening of the Meeting.
 11. The Shareholders are expected to firstly read the Code of Conduct of the Meeting which is available on the website of the Company (on the link <https://www.btpnsyariah.com/web/guest/rapat-umum-pemegang-saham>) starting as of the date of the Summoning.
 12. If there is any change of and/or additional information related to the procedure for the implementation of the Meeting in relation to the presence of the latest condition and development which has not yet been delivered through the Summoning, then, it will be published on the website of the Company (on the link <https://www.btpnsyariah.com/web/guest/rapat-umum-pemegang-saham>).
 13. If there is any situation resulting in the Company is forced to not being able to convene the Meeting physically, then, the Company will convene the Meeting electronically without the attendance of the Shareholders, by delivering prior notification to the Shareholders.

In the framework of fulfilling the Good Corporate Governance principles, the Company has well considered the mechanism, the venue, and the time for the convening of the Meeting, therefore, the Shareholders may participate in the Meeting. The Board of Directors urges the entire Shareholders to exercise their rights to the best of their ability and to cast votes in the voting for the entire agenda of the Meeting.

Jakarta, September 21, 2022

The Board of Directors
PT Bank BTPN Syariah Tbk

