

## JOSE DIMA SATRIA, S.H., M.Kn.

## **NOTARY IN JAKARTA**

Decree of the Minister of Law and Human Rights of the Republic of Indonesia

No. AHU-029.AH.02.02-Tahun 2012 Dated April 20, 2012

Jalan Madrasah, Komplek Taman Gandaria Lot 11 A

Gandaria Selatan Sub-district, Cilandak District, South Jakarta, 12420

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OFFICIAL COPY					
DEED					
Date :	May 31, 2018				
Number :	178				
STATEMENT OF RESOLUTIONS OF SHAREHOLDERS ON					
THE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF					
PT. BANK TABUNGAN PENSIUNAN NASIONAL SYARIAH Tbk					

## [Official Translation]

Z5'18/PKPS-BTPNS M1/AAN

STATEMENT OF RESOLUTIONS OF SHAREHOLDERS ON

THE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF

PT. BANK TABUNGAN PENSIUNAN NASIONAL SYARIAH Tbk

Number 178.

Notary Office of

Jose Dima Satria, S.H., M.Kn.

[Notary's stamp affixed]

1. Mister MULIA SALIM, born in Binjai, on the 6th (sixth) day of November of the year---1971 (one thousand nine hundred seventy--one), Vice President Director of the----limited liability company to be mentionedhereunder, residing at Jalan Keadilan---Number 23 LL, Neighborhood Association--001/Administrative Unit 004, Keagungan---Sub-district, Taman Sari District, West--Jakarta City, the holder of Resident----Identification Card Number-------

3173030611710002, Indonesian Citizen;----

in Bandung, on the 14<sup>th</sup> (fourteenth) day of March of the year 1962 (one thousand nine-hundred sixty two), Director of the-----limited liability company to be mentioned-hereunder, residing at Jalan Pisok III----EA.13/3 BTR 5, Neighborhood Association---003/Administrative Unit 011, Jurangmangu--Timur Sub-district, Pondok Aren District, Tangerang Selatan City, Banten Province, the holder of Resident Identification Card Number 3674031403620005, Indonesian-----

Citizen, temporarily present in Jakarta; -The appearers firstly explain the following---matters:-----

- Whereas, the shareholders of PT BANK TABUNGAN PENSIUNAN NASIONAL SYARIAH Tbk., a limited----- liability company established pursuant to and--based on the laws of the state of the Republic-of Indonesia, domiciled in South Jakarta and---having address at Menara BTPN, Central Business District Mega Kuningan, 12<sup>th</sup> Floor, Jalan Doktor Ide Anak Agung Gde Agung Lot 5.5-5.6, Kuningan-Timur, Setiabudi, South Jakarta, whose articles of association has been amended entirely to be-

adjusted to Law Number 40 of the Year 2007 (two thousand seven) regarding Limited Liability----Company as contained in the deed dated the 27th (twenty seventh) day of August of the year 2007 (two thousand seven) Number 5, drawn up before-WINARTI LUKMAN WIDJAJA, Sarjana Hukum, Notary-in Jakarta, and has obtained approval from the-Minister of Law and Human Rights of the----Republic of Indonesia in accordance with the---Decree dated the 18th (eighteenth) day of-----January of the year 2008 (two thousand eight) --Number AHU-02507.AH.01.02.Tahun 2008;-----Which articles of association has undergone---several amendments as contained in:----deed dated the 27th (twenty seventh) day of August of the year 2013 (two thousand---thirteen) Number 25, drawn up before-----HADIJAH, Sarjana Hukum, Magister-----Kenotariatan, Notary in Central Jakarta, --

deed dated the 31st (thirty first) day of--October of the year 2013 (two thousand---thirteen) Number 15, drawn up before INDAH INDRIANI, Sarjana Hukum, Spesialis-----Notaris, Notary in Semarang City, and hasobtained approval from the Minister of Law and Human Rights of the Republic of-----Indonesia in accordance with the Decree--dated the 21<sup>st</sup> (twenty first) day of-----November of the year 2013 (two thousand--thirteen) Number-----AHU-60408.AH.01.02.Tahun 2013;----deed dated the 30<sup>th</sup> (thirtieth) day of----January of the year 2014 (two thousand---fourteen) Number 27, drawn up before-----Notary HADIJAH, Sarjana Hukum, Magister ---Kenotariatan aforesaid, and has obtained-receipt over the notification on the----amendment to the articles of association-from the Minister of Law and Human Rightsof the Republic of Indonesia in accordance with the letter dated the 12<sup>th</sup> (twelfth) --day of February of the year 2014 (two---thousand fourteen) Number -----AHU-AH.01.10-04338;----deed dated the 23<sup>rd</sup> (twenty third) day of--

June of the year 2015 (two thousand----fifteen) Number 98, drawn up before ASHOYA RATAM, Sarjana Hukum, Magister-----Kenotariatan, Notary in South Jakarta----Administration City, and has obtained (i)approval from the Minister of Law and----Human Rights of the Republic of Indonesiain accordance with the Decree dated the---25<sup>th</sup> (twenty fifth) day of June of the year 2015 (two thousand fifteen) Number-----AHU-0938093.AH.01.02.Tahun 2015; and (ii)receipt over the notification on the----amendment to the articles of association-from the Minister of Law and Human Rightsof the Republic of Indonesia in accordance with the letter dated the 25<sup>th</sup> (twenty---fifth) day of June of the year 2015 (two-thousand fifteen) Number-----AHU-AH.01.03-0945709;-----deed dated the 11th (eleventh) day of May-of the year 2016 (two thousand sixteen), --Number 20, drawn up before ASHOYA RATAM, --Sarjana Hukum, Magister Kenotariatan----aforesaid, and has obtained receipt over-the notification from the Minister of Lawand Human Rights of the Republic of-----

Indonesia in accordance with the letter --dated the 13<sup>th</sup> (thirteenth) day of May of-the year 2016 (two thousand sixteen) -----Number AHU-AH.01.03-0048779;----deed dated the 14<sup>th</sup> (fourteenth) day of----March of the year 2017 (two thousand----seventeen) Number 27, drawn up before----Notary ASHOYA RATAM, Sarjana Hukum, -----Magister Kenotariatan aforesaid, and has-obtained receipt over the notification---from the Minister of Law and Human Rightsof the Republic of Indonesia in accordance with the letter dated the 27th (twenty---seventh) day of March of the year 2017----(two thousand seventeen), Number-----AHU-AH.01.03-0121841;----amendment to the entire articles of----association to be adjusted to the-----Regulation of the Capital Market and-----Financial Institutions Supervisory Agency-Number IX.J.1, the Regulations of the----Financial Services Authority Number 32 and Number 33 of the Year 2014 (two thousand-fourteen), the composition of the-----Shareholders, the composition of the Board of Directors and the Board of-----

Commissioners of the Company as containedin the deed dated the 22<sup>nd</sup> (twenty second) day of November of the year 2017 (two---thousand seventeen), Number 57, drawn up-before me, Notary, which has obtained (i) the approval from the Minister of Law and-Human Rights of the Republic of Indonesiain accordance with the Decree dated the---16<sup>th</sup> (sixteenth) day of November of the---year 2017 (two thousand seventeen), Number AHU-0024076.AH.01.02.Tahun 2017; (ii) thereceipt over the notification on the----amendment to the articles of association-from the Minister of Law and Human Rightsof the Republic of Indonesia in accordance with the letter dated the 16th (sixteenth) day of November of the year 2017 (two---thousand seventeen), Number-----AHU-AH.01.03-0191730; and (iii) the----receipt over the notification on the----change of data of company from the-----Minister of Law and Human Rights of the---Republic of Indonesia in accordance with-the letter dated the 16<sup>th</sup> (sixteenth) day-of November of the year 2017 (two thousand seventeen), Number AHU-AH.01.03-0191731;--

the latest amendment to the articles of---association is contained in the deed dated the 5<sup>th</sup> (fifth) day of April of the year---2018 (two thousand eighteen) Number 8,---drawn up before me, Notary, which has---obtained (i) the approval over the----amendment to the articles of association-from the Minister of Law and Human Rightsof the Republic of Indonesia in accordance with the Decree dated the 10th (tenth) dayof April of the year 2018 (two thousand--eighteen), Number-----AHU-0007953.AH.01.02.Tahun 2018; (ii) thereceipt over the notification on the----amendment to the articles of association-from the Minister of Law and Human Rightsof the Republic of Indonesia in accordance with the letter dated the 10th (tenth) dayof April of the year 2018 (two thousand--eighteen), Number AHU-AH.01.03-0140091;---- hereinafter will be referred to as the-----"Company";------ which are consisting of:-----

Limited Liability Company established----pursuant to and based on the laws of the---

b.

state of the Republic of Indonesia, ----domiciled in South Jakarta, and having---address at Gedung Menara BTPN, Jalan Dr. ---Ide Anak Agung Gde Agung Lot#5,5-5,6,-----Kawasan Mega Kuningan, Kuningan Timur-----Sub-district, Setiabudi District, South----Jakarta 12950;------ as the owner of/the entitled party over--4,853,330,000 (four billion eight hundred-fifty three million three hundred thirty--thousand) shares in the Company; -----PT TRIPUTRA PERSADA RAHMAT, a Limited-----Liability Company established pursuant to-and based on the laws of the state of the--Republic of Indonesia, domiciled in South--Jakarta, and having address at Gedung-----Menara Kadin Indonesia, 23<sup>rd</sup> Floor, Jalan--HR. Rasuna Said Block X-5 Lot 2-3, Kuningan Timur, Setiabudi, South Jakarta; ------ as the owner of/the entitled party over--2,080,000,000 (two billion eighty million) shares in the Company; ------ whereas the shareholders aforesaid----representing the entire shares which have been-issued and fully paid up by the Company up to--that time, which are totaling to 6,933,330,000--

(three billion nine hundred thirty three million three hundred thirty thousand) shares, each---share has the nominal value in the amount of----Rp. 100,00 (one hundred Rupiah);------ have adopted resolutions without convening the General Meeting of Shareholders of the Company, one and other things as evidenced by the-----Circular Resolution of the Shareholders in Lieuof the Extraordinary General Meeting of-----Shareholders of PT BANK TABUNGAN PENSIUNAN-----NASIONAL SYARIAH (the "Company" or "BTPN-----SYARIAH"), dated the 16<sup>th</sup> (sixteenth) day of----November of the year 2017 (two thousand----seventeen), the certified true copy of which isattached to the minutes of this deed, passed onby the shareholders (the "Resolutions of-----Shareholders");------- thus therefore, in accordance with the----provision in Article 91 of Law Number 40 of the-Year 2007 (two thousand seven) regarding Limited Liability Company, the Resolutions of-----Shareholders aforesaid are valid and binding; ---- whereas in the Resolutions of Shareholders---aforesaid, the Board of Directors has been----granted with power of attorney with the right of substitution by the shareholders to state the---

Resolutions of Shareholders aforesaid into a---Notary deed.---
- whereas in the Resolutions of Shareholders----

others as follows:----
Delegate and grant power of attorney with-

aforesaid have been adopted resolutions, among--

Delegate and grant power of attorney withthe right of substitution, either---partially or entirely, to the Board of--Commissioners of BTPN Syariah, to----implement these Resolutions of----Shareholders, including:-----

- b. Approving the offering price as----proposed by the Board of Directors of-BTPN Syariah.-----
- c. Approving the certainty of total----number of offered shares as proposed--Page 12 of 23

by the Board of Directors of BTPN----Syariah.----

Notary Office of

Jose Dima Satria, S.H., M.Kn.

In relation to the resolutions mentioned above, the members of the Board of Commissioners of the
Company who are consisting of:-----

- 2. Mrs. DEWI PELITAWATI, Sarjana Hukum, born-in Bandung, on the 31<sup>st</sup> (thirty first) dayof October of the year 1959 (one thousandnine hundred fifty nine), Private Person,residing at Taman Meruya Ilir Block----J.7/11, Neighborhood Association----016/Administrative Unit 007, Meruya Utara-

- 3. Mister MAHDI SYABUDDIN, born in Aceh, on—the 30<sup>th</sup> (thirtieth) day of October of the—year 1961 (one thousand nine hundred sixty one), Private Person, residing at Taman—Aries Block A2/33, Neighborhood————Association 004/Administrative Unit 009,—Meruya Utara Sub—district, Kembangan———District, West Jakarta City, the holder of Resident Identification Card Number———3173083010610001, Indonesian Citizen;—————in this matter acting in his capacity as the Commissioner of the Company;——————
- 4. Mrs. MAYA KARTIKA, born in Malang, on the
  22<sup>nd</sup> (twenty second) day of June of the--
  year 1966 (one thousand nine hundred sixty

  six), Private Person, residing at Taman--
  Meruya Ilir Block C.2/23, Neighborhood---
  Association 016/Administrative Unit 004,-
  Meruya Utara Sub-district, Kembangan-----

District, West Jakarta City, the holder of Resident Identification Card Number -----3173086206660002, Indonesian Citizen; ------ in this matter acting in his capacity as the Commissioner of the Company; ------ Whereas the members of the Board of-----Commissioners of the Company aforesaid represent the entire incumbent members of the Board of----Commissioners up to that time which are totaling to 4 (four) members;------ have adopted resolutions without convening the Meeting of the Board of Commissioners of the----Company, one and other things, as evidenced by-the Circular Resolutions of the Board of-----Commissioners in Lieu of the Resolutions Adopted in the Meeting of the Commissioners of PT BANK--TABUNGAN PENSIUNAN NASIONAL SYARIAH Tbk dated --the 22<sup>nd</sup> (twenty second) day of May of the year-2018 (two thousand eighteen), Number-----005/CIR/DEKOM/V/2018, privately drawn up, and--the certified true copy of which is attached tothe minutes of this deed; ------ thus therefore, in accordance with the----provision of Article 19 paragraph 14 of the----Articles of Association of the Company, the----Resolutions of the Board of Commissioners-----

aforesaid are valid and binding. ------ whereas in the Resolutions of the Board of----Commissioners aforesaid, the Board of Directorsof the Company has been granted with the power-of attorney with the right of substitution to--state the Resolutions of the Board of-----Commissioners of the Company into a Notary deed. Now therefore, the appearers, acting as----aforesaid and by exercising the force of the---power of attorney aforesaid, state that in----accordance with the provision in Article 91 of--Law Number 40 of the Year 2007 (two thousand---seven) regarding Limited Liability Company, theshareholders of the Company have adopted ----resolutions by means of written approval, as---follows:-----

contained in the Affidavit Number---
DE.V/18-2286 dated the 18<sup>th</sup> (eighteenth)--
day of May of the year 2018 (two thousand-
eighteen) regarding the Composition of---
Shareholders of BTPN Syariah per 11<sup>th</sup> ---
(eleventh) day of May of the year 2018 (two

thousand eighteen), issued by PT DATINDO--
ENTRYCOM as the Securities Administration-
Bureau of BTPN Syariah is as following:----

- a. The authorized capital of BTPN Syariah is consisting of 27,500,000,000----
  (twenty seven billion five hundred--million) shares or with the aggregatenominal value in the amount of----
  Rp. 2.750.000.000.000,00 (two trillion seven hundred fifty billion Rupiah);-and--------
- b. The issued and paid up capital of BTPN

  Syariah is consisting of 7,703,700,000

  (seven billion seven hundred three---
  million seven hundred thousand) shares

  or with the aggregate nominal value in

  the amount of Rp. 770.370.000.000,00-
  (seven hundred seventy billion three--
  hundred seventy million Rupiah);-----
- 3. In relation to the above mentioned-----amendment, the composition of the----Shareholders of the Company will become asmentioned hereunder;------
- Therefore, based on the above mentioned----resolutions, then, the provision of Article 4---

parag:	raph 2	and the	e composition of the	
Sharel	holders	of the	e Company will become as	
follows:				

- II. The composition of the Shareholders of theCompany will become as follows:----
  - a. PT BANK TABUNGAN PENSIUNAN NASIONAL--Tbk., aforesaid, totaling to----Page 18 of 23

5,392,590,000 (five billion three---hundred ninety two million five----hundred ninety thousand) shares with-the aggregate nominal value in the---amount of Rp. 539.259.000.000,00 (five hundred thirty nine billion two----hundred fifty nine million Rupiah); --b. PT TRIPUTRA PERSADA RAHMAT, aforesaid, totaling to 1,540,740,000 (one billion five hundred forty million seven----hundred forty thousand) shares with--the aggregate nominal value in the---amount of Rp. 154.074.000.000,00 (onehundred fifty four billion seventy---four million Rupiah);-----Public, a number of shares with the---C. nominal value totaling to 770,370,000-(seven hundred seventy million three-hundred seventy thousand) shares withthe aggregate nominal value in the---amount of Rp. 77.037.000.000,00-----(seventy seven billion thirty seven--million Rupiah);------ therefore, entirely totaling to-----7,703,700,000 (seven billion seven hundred three million seven hundred thousand) -----

shares or with the aggregate nominal value in the amount of Rp. 770.370.000.000,00--- (seven hundred seventy billion three------ hundred seventy million Rupiah).-----

- Furthermore, the appearers, acting in the ---capacities as aforesaid, explain of, in relation to the resolutions aforesaid, granting power ofattorney to me, Notary, acting either----collectively or individually, with the right ofsubstitution, to apply for the approval----regarding the amendment aforesaid to the----authorities, including but not limited to the---Minister of Law and human Rights of the Republic of Indonesia, in accordance with the prevailingstatutory regulations, and, for such purposes, -to appear whenever necessary, to make, cause tobe made and execute application letters, deeds,and other letters, furthermore, to take any andall actions which are beneficial or necessary in order to achieve the purposes aforesaid, nothing is excluded, therefore, the appearers explain--hereby of granting power of attorney, with the-right of substitution, to me, Notary, to submitapplication to the Minister of Law and Human----Rights of the Republic of Indonesia, for such--purposes, hereby states that:-----

1. The appearers hereby warrant that the----entire signatures affixed on the-----Notary Office of Jose Dima Satria, S.H., M.Kn. Resolutions of Shareholders aforesaid have been affixed by the authorized parties and of taking full responsibility over the---validity of the execution of the documentaforesaid.-----They are willing to incur any form of-----2. sanctions, including, but not limited to-penal, civil and/or administrative----sanctions in accordance with the ----provisions of the prevailing statutory---regulations; -----3. By consenting to the statements mentioned-above, it means that they are prepared totake full responsibility and hereby stateof being considered of also executing thestatements drawn up by me, Notary, and---hereby state that this Statement----constitutes a valid statement. -----The appearers, I, Notary, have known. ----------IN WITNESS WHEREOF THIS DEED-----Is drawn up as the minutes and conducted in----South Jakarta, on the day and date as mentionedin the preamble of this deed, in the presence---

of:-----

1. Mister ANDRI NOVERIN PERDANA, born in-----Jakarta, on the 26<sup>th</sup> (twenty sixth) day of-Notary Office of Jose Dima Satria, S.H., M.Kn. November of the year 1987 (one thousand--nine hundred eighty seven), Employee, ---residing in West Java, Komplek BDN Block--C2 Number 1, Neighborhood Association----003/Administrative Unit 007, Rangkapan----Jaya Baru Sub-district, Pancoran Mas-----District, Depok City, the holder of-----Resident Identification Card Number -----3276012611870004, Indonesian Citizen, ----temporarily present in Jakarta; -----2. Mrs. FARIDA ARIANI, born in Jakarta, on the 3<sup>rd</sup> (third) day of August of the year 1976-(one thousand nine hundred seventy six), --Employee, residing in Jakarta, Komplek DDN II A-13, Neighborhood Association-----002/Administrative Unit 005, Pondok Labu--Sub-district, Cilandak District, South----Jakarta City, the holder of Resident-----Identification Card Number-----3174064308760003, Indonesian Citizen; ------ both of whom, I, Notary, have known, as the--witnesses.-----After this deed, I, Notary, read out to the----

appearers and the witnesses, this deed is-----

## [Official Translation]

executed by the appearers, the witnesses, and--me, Notary.---
Done without any alteration.----
The minutes of this deed has been perfectly
executed.---
Given as the official copy corresponding to--the original.--
Notary in South Jakarta City,

Notary's stamp, stamp duty
and signature affixed

(JOSE DIMA SATRIA, S.H., M.Kn.)

I, Isma Afifah Romani, S.H., M.Kn., Sworn Translator (pursuant to the Decree of the Governor of DKI Jakarta No. 2238/2004), hereby affirm that today, Saturday, dated April 20, 2019, has translated this document into English language corresponding to the original document in Indonesian language.