



**THE SUMMONING FOR
THE ANNUAL 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 Annual General Meeting of Shareholders (the "**Meeting**"), which will be convened on

Day / Date : Wednesday / March 20, 2024
Time : 10.00 WIB - finish
Venue : Menara BTPN, 16th Floor, CBD Mega Kuningan,
Jl. DR. Ide Anak Agung Gde Agung Kav. 5.5-5.6, Jakarta 12950
Mechanism : Meeting with physical attendance and/or electronically by means of eASY.KSEI Application

Agenda dan Explanation on the Agenda of the Meeting

- 1. The Consolidated Financial Statement, the Annual Report, and the Sustainability Report which have been reviewed by the Board of Commissioners for the financial year ended on December 31, 2023, including but not limited to:**
- Ratification on the Consolidated Financial Statement for the financial year ended on December 31, 2023;**
 - Approval over the Supervisory Duty Report of the Board of Commissioners and the Sharia Supervisory Board for the financial year ended on December 31, 2023; and**
 - 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 for the management and supervisory actions which have been performed in and during the financial year ended on December 31, 2023;**

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 (the "**Company law-2007**") as has been amended by means of Law No. 6 of the Year 2023 regarding the Stipulation of the Government Regulation in Lieu of Law of the Republic of Indonesia No. 2 of the year 2022 regarding Work Creation to become Law.

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

- Approve the Annual Report which has been reviewed by the Board of Commissioners, as well as the Supervisory Duty Report of the Board of Commissioners, and the Sharia Supervisory Board for the financial year ended on December 31, 2023, which are contained in the book of the 2023 Annual Report and 2023 Annual Sustainability Report;
- Ratify the Consolidated Financial Statement of the Company for the financial year ended on December 31, 2023, which has been examined or audited by Public Accounting Firm (KAP) of Siddharta Widjaja dan 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 7, 2024, with the opinion:

"The consolidated financial statement fairly presents in all material respects, the consolidated financial position of the Group on December 31, 2023, as well as the consolidated financial performance, the cash flow, the revenue and profit sharing reconciliation report, the zakat funds sources and distribution report, and its consolidated benevolent fund sources and utilization report for the year ended on such date, in accordance with the Financial Accounting Standards in Indonesia"

- Grant full release and discharge over the liabilities (*volledig acquit et decharge*) to the incumbent members of the Board of Directors of the Company in the financial year ended on December 31, 2023, with regard to the management actions, and to the Board of Commissioners and the Sharia Supervisory Board with regard to the supervisory actions which they have respectively performed during the financial year ended on December 31, 2023, 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, 2023, save for the act of fraud, embezzlement, and other criminal offenses.

- 2. Stipulation on the utilization of net profit of the Company for the financial year ended on December 31, 2023;**

Explanation:

In relation to Article 24 of the Articles of Association of the Company in conjunction with Articles 70 and 71 of the Company Law-2007.

Based on the abovementioned matters, the Company will propose to the Meeting to:

Approve the utilization of the Net Profit of the Company for the financial year ended on December 31, 2023, including the stipulation on the set aside amount for reserves will be resolved by the Meeting.

- 3. 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 in the year 2024;**

Explanation:

In relation to Article 9 paragraph 4 letter (e), Article 14 paragraph 5 of the Articles of Association of the Company; Article 96 and Article 113 of the Company Law-2007; POJK Number 59/POJK.03/2017 regarding the Application of Governance in the Providing of Remuneration of Sharia Commercial Bank and Sharia Business Unit (hereinafter will be referred to as the "**POJK-59/2017**"); POJK Number 29 of the year 2023 dated December 29, 2023, regarding the Buyback of Shares Issued by Public Company (hereinafter will be referred to as the "**POJK-29/2023**").

Based on the above mentioned matters, the Company will propose to the Meeting, with due regards to the recommendations from the Nomination and Remuneration Committee to:

- 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 Sharia Supervisory Board for the year 2024 through the Meeting of the Nomination and Remuneration Committee, as well as determine its distribution among the members of the Board of Directors and Sharia Supervisory Board, provided that in stipulating 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 regard of the recommendation of the Nomination and Remuneration Committee of the Company;
- Approve the recommendation of the Nomination and Remuneration Committee approved by the Board of Commissioners in the stipulation of the total gross amount of Remuneration for the Board of Commissioners for the year 2024, and to grant power and authority to the Board of Commissioners to stipulate, in a resolution of the Board of Commissioners, the distribution of total amount of Remuneration aforesaid among the members of the Board of Commissioners, provided that in determining the distribution of total amount of Remuneration aforesaid the Board of Commissioners will be obliged have regard to the recommendation of the Nomination and Remuneration Committee of the Company.

4. Appointment of the Public Accountant and/or the Public Accounting Firm to audit the books of the Company for the financial year ended on December 31, 2024, and the stipulation on the amount of honorarium as well as other requirements in relation to the appointment aforesaid;

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 3 of POJK No. 9 of the Year 2023 regarding the Utilization of Services of Public Accountant and Public Accounting Firm in Financial Service Activities; and the Recommendation of the Audit Committee of the Company.

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

- 1) Approve the appointment of **KAP Siddharta Widjaja & Rekan** (hereinafter will be referred to as the "**KAP**") which constitutes a KAP registered at OJK, to carry out audit over the Financial Statement of the Company for the financial year of 2024, with Mrs. **Novie, S.E., CPA**, as the **Public Accountant** (hereinafter will be referred to as the "**AP**") as the person-in-charge for such audit, as well as the stipulation on the amount of honorarium and other requirements regarding the appointment of KAP and/or AP aforesaid with due regards to the recommendation of the Audit Committee and the prevailing regulations. The year 2024 constitutes the second year for Mrs. **Novie, S.E., CPA**, to carry out audit over the financial statement of the Company.
- 2) Approve the delegation of authority to the Board of Commissioners to stipulate the substituting KAP and/or AP in the event that the KAP and/or AP who have been appointed in accordance with the resolution of Meeting, due to any reason whatsoever, could not complete/carry out the audit over the financial statement for the financial year ended on December 31, 2024, including to determine the amount of honorarium and other requirements in relation to the appointment of the substituting KAP and/or AP aforesaid.
- 3) Whereas in the designation and appointment of KAP and/or AP aforesaid, the Company will be obliged to fulfill the provisions:
 - i. The appointed KAP and/or AP must be registered at the Capital Market Supporting Profession at OJK as well as have been experienced in auditing banking Companies
 - ii. The appointed KAP must be affiliated to an international KAP.
- 4) Approve the granting of power of attorney to the Board of Directors of the Company to carry out the matters considered necessary in relation to the appointment of KAP and/or AP, including but not limited to the process for the convening of meeting and the execution of the appointment letter for the relevant KAP and/or AP.

5. The Amendment to the Articles of Association of the Company

Explanation

In relation to Article 12 of the Articles of Association of the Company in conjunction to Articles 19, 21, and 22 of the Company Law-2007; PBI No. 11/33/2009 regarding Implementation Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units and POJK No. 17 of the Year 2023 regarding the Application of Governance of Commercial Banks;

Based on the above mentioned matters, the Company proposes to the Meeting to:

- 1) Approve the Amendment to the Articles of Association of the Company in the framework of adjustment to PBI No. 11/33/2009 regarding Implementation Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units and POJK No. 17 of the Year 2023 regarding the Application of Governance of Commercial Banks;
- 2) 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 a notary deed and furthermore to submit application for 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 publish it in the State Report of the Republic of Indonesia, and for such purposes to make amendments and/or additions 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 approved with regard to the relevant amendment to the Articles of Association and to take any and all actions prescribed by the prevailing laws and regulations.

6. Report of the Company in the form of Implementation of Transfer of a Portion of Treasury Shares of the Company in the year;

Explanation:

In relation to POJK - 59/2017 and POJK - 29/2023 which stipulate the provisions on the transfer for Public Company which has obtained approval of the General Meeting of Shareholders with regard to the buyback of shares and/or within the period for the implementation of transfer of shares as the result of buyback before the effective date of POJK 29/2023, then, will continue adhering to the provisions stipulated in POJK Number 30/POJK.04/2017 regarding the Buyback of Shares Issued by Public Company;

Based on the abovementioned matters, the Company inform to the Meeting over the Report on the Implementation of Payment of variable Remuneration through the Transfer of a portion of Treasury Shares of the Company has been carried out on January 25, 2024.

Over the relevant remaining shares, the Company will further issue up to the holding period deadline, in accordance with the prevailing regulations.

Shareholders who are entitled to be present

The Shareholders who are entitled to attend the Meeting or represented in the Meeting and cast votes in the Meeting shall be the Shareholders whose names are recorded in the Register of Shareholders (DPS) of the Company and/or the Shareholders whose Securities Accounts are registered in the Collective Depository of PT Kustodian Sentral Efek Indonesia ("**KSEI**") on Monday, dated **February 26, 2024, at 16:00 Western Indonesia Standard Time**.

Attendance Quorum and Resolution of the Meeting

1. Agenda 1 up to 4
 - i. The Meeting can be convened if it were attended by the Shareholders or their valid 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.
 - ii. 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 (hereinafter will be referred to as the "**POJK-15/2020**"). In the event that the resolution based on deliberation to reach a consensus could not be achieved, the resolution will be valid if it were 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.
2. Agenda 5
 - i. The Meeting can be convened if it were attended by the Shareholders or their valid Proxies 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.
 - ii. The resolution of the Meeting will be adopted based on deliberation to reach a consensus with due observance of Article 28 of POJK-15/2020. In the event that a resolution based on deliberation to reach a consensus could not be achieved, the resolution will be valid if it were 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 which are present and/or represented in the Meeting.

3. Agenda 6
Constitute the presentation of reports of the Company which does not count the attendance quorum and does not require the adoption of resolution.

General Provisions

1. The Company does not send a separate invitation letter to each Shareholder and this Summoning for the Meeting (the "**Summoning**") constitutes an official invitation for the Shareholders to attend the Meeting. In accordance with the provisions of Article 82 paragraph 2 of the Company Law-2007, and Article 52 paragraph 1 of POJK-15/2020, this Summoning can also be viewed through the website of KSEI (www.ksei.co.id), the website of the Indonesian Stock Exchange (www.idx.co.id), and the website of the Company (www.btpnsyariah.com).
2. The Meeting will be convened with **physical and/or electronic attendance** by using the Electronic General Meeting System KSEI Application (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 Articles of Association of the Company.
3. In relation to the occurrence of the convening of 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:
 - a. Attendance in the Meeting electronically through eASY.KSEI Application;
 - b. Present in the Meeting physically; or
 - c. Present by virtue of power of attorney by using the power of attorney form as referred to in point 7b below.
4. To provide convenience by continue observing the application of good corporate governance principles, the Company urges the Shareholders:
 - To be present in the Meeting electronically as referred to in **point 3.a**; or
 - Carry out the granting of electronic power of attorney (e-Proxy) through eASY.KSEI Application as referred to in **point 7.a** below.

The requirements for utilization of eASY.KSEI Application are as following:

- a. Constitute a local individual Shareholder whose shares are deposited in the collective depository of KSEI;
 - b. Must be firstly registered in the Securities Ownership Reference of KSEI (the "**AKSes KSEI**") facility. For Shareholders who have not yet been registered, they are expected to firstly carry out registration by accessing the website of AKSes KSEI (<https://akses.ksei.co.id/>);
 - c. Access the eASY.KSEI menu, Login eASY.KSEI sub-menu on the website of AKSes KSEI.
5. The Shareholders or their proxies who will attend the Meeting electronically through eASY.KSEI Application, is expected to notice the following matters:
- a. The Shareholders may declare their attendance electronically up to **March 19, 2024, at 12:00 WIB** (the "**Attendance Declaration Deadline**"), and give their choice 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 have not yet make electronic attendance declaration up to the Attendance Declaration Deadline;
 - ii. The Shareholders who have made electronic attendance declaration, but have not yet given their choice of votes at the minimum for 1 (one) agenda of the Meeting up to the Attendance Declaration Deadline;
 - iii. The Individual Representative, and the Independent Party who have been appointed by the Company who have received power of attorney from the Shareholders, but the relevant Shareholders have not yet given their choice of votes at the minimum for 1 (one) agenda of the Meeting up to the Attendance Declaration Deadline;
 - iv. The Participants of KSEI/Intermediary (the Custodian Bank or the Securities Company) who has received power of attorney from the Shareholders who have determined their choice 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 the electronic registration process due to any reason whatsoever will result in the Shareholders or their proxies could not attend the Meeting electronically and their share ownership will not be taken into account in the attendance quorum.
6. The Shareholders whose shares have been or have not yet been registered in the Collective Depository of KSEI or their valid proxies who will attend the Meeting physically will be obliged to present the copy of their valid identification cards or proof of identity along with the power of attorney (if being represented by virtue of power of attorney) to the Registration Officer before entering the venue of the Meeting.
7. The Shareholders may be represented by their proxies by means of:
- a. **Granting electronic power of attorney (e-Proxy)** through eASY.KSEI Application (<https://easy.ksei.co.id>). The Shareholders can present the power of attorney and their votes, make changes on the appointment of proxy and/or choice of votes for the agenda of the Meeting and carry out the revocation of power of attorney, electronically through eASY.KSEI Application **starting as of the date of the Summoning up to the Attendance Declaration Deadline**. Eligible to be the proxy electronically shall be an individual who is legally competence, and who is not a member of the Board of Directors, the Board of Commissioners, the Sharia Supervisory Board, and the employees of the Company, as well as adhering to other provisions as stipulated in POJK-15/2020; or
 - b. **Grant 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 counting 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 the entire shares which he owned for different votes;
 - iii. The power of attorney from a Shareholder which is executed abroad must be legalized by the local public notary and the local official representative office of the Republic of Indonesia;
 - iv. **The power of attorney** which has been supplemented by the copy of valid identification card or proof of evidence of the authorizer and the **list of questions** must be received by the Company, **at the latest 3 (three)** working days prior to the convening of the Meeting, without prejudice to the policy of the Company, through the Securities Administration Bureau (BAE) PT Datindo Entrycom, having 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;

- v. The proxy of a Shareholder in the form of legal entity (**Legal Entity Shareholder**) will be obliged to deliver:
- The valid copy of the Articles of Association;
 - The documents for the appointment 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 policy of the Company.

- For the sake of providing convenience for the Shareholders or their proxies who will be physically attend the Meeting, then, the Company stipulates the protocol for the proceedings of the meeting, as stated in the Code of Conduct of the Meeting.
- The Company urges the Shareholders not to attend the Meeting physically, instead, they can exercise their rights by granting power of attorney to an independent party designated by the Company (the "**Independent Party**") by using the Power of Attorney form which has been made available by the Company, therefore, they can continue exercising their rights and casting votes in the Meeting by being represented by such Independent Party.
- In order to facilitate the arrangement of administration and the orderly conduct of the Meeting, the Shareholders or their proxies are respectfully requested to be present at the Meeting **at the latest 30 (thirty) minutes before the start of the Meeting**, since **the registration desk will be closed promptly at 09:30 Western Indonesia 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 as absent and will not be taken into account in the attendance quorum.
- The Company provides the materials of the Meeting, the Code of Conduct, the Power of Attorney, and other supporting documents in the form of electronic documents which have been made 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.
- The Shareholders are expected to firstly read the Code of Conduct of the Meeting which will be made 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 Summoning.
- If there were any changes and/or additions of information related to the procedure for the implementation of the Meeting in relation to the occurrence of the latest conditions and developments which have not yet been presented through the Summoning, furthermore, they will be published on the website of the Company (on the link <https://www.btpnsyariah.com/web/guest/rapat-umum-pemegang-saham>).
- If there were any situations forcing the Company to be unable to convene the Meeting physically, then, the Company will convene the Meeting electronically without the presence of the Shareholders, by delivering prior notification to the Shareholders.

In the framework of fulfillment of Good Corporate Governance principles, the Company has deeply considered the mechanism, venue, and time for the convening of the Meeting, therefore, the Shareholders can 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 adoption of resolution with regard to the entire agenda of the Meeting.

Jakarta, February 27, 2024
The Board of Directors of
PT Bank BTPN Syariah Tbk