



ANNOUNCEMENT OF EXTRACT OF MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PT BANK TABUNGAN PENSUNAN NASIONAL TBK

On Friday, 5 October 2018, time 14.24 Western Indonesia Time, at Menara BTPN, 27th Floor, CBD Mega Kuningan, Jalan Doktor Ide Anak Agung Gde Agung Kaveling 5.5 – 5.6, Jakarta 12950, were convened the Extraordinary General Meeting of Shareholders (The Extraordinary GMOS) and the following are the Extract of the Minutes of such meetings:

I. Attending Members of the Board of Commissioners and the Board of Directors of the Company:

In the Extraordinary GMOS were present the incumbent members of the Board of Commissioners and the Board of Directors of the Company except Kharim Indra Gupta Siregar as Director.

II. Quorum of the Attending Shareholders

In the Extraordinary GMOS were present the shareholders and or their proxies representing 5,446,724,479 shares or 94.63% of the total number of shares with voting rights that have been issued by the Company totaling to 5,755,758,957 shares (after deducted of the buy back shares in the amount of 95,198,900 shares), in accordance with the Register of Shareholders of the Company on 4 September 2018 at 16.15 Western Indonesia Time.

III. Opportunity for Question and Answer

Opportunity was granted to the shareholders and representatives of the shareholders to make inquiries or to express their opinions in respect of the subject matter of the entire agenda of the Extraordinary GMOS, however no question was raised nor any opinion expressed.

IV. Manner of Adoption of Resolutions

The resolutions in each agenda of the Extraordinary GMOS shall be adopted by deliberation to reach consensus. If unsuccessful, the resolution shall be adopted by voting.

V. Independent Party for Vote Counting

The Company has appointed independent parties, which are Notary Ashoya Ratam, SH, Mkn. and PT Datindo Entrycom, to count and/or validate the votes.

VI. Resolutions of the Extraordinary GMOS

The first item of the Agenda

- To approve the Merger of PT Bank Sumitomo Indonesia (SMBCI) into PT Bank Tabungan Pensiunan Nasional Tbk (PT BANK BTPN Tbk) as the Merger Recipient Bank, with terms and conditions as stated in the Merger Plan; and therefore the Meeting in this Meeting Agenda also agreed to approve the Merger Plan of SMBCI into PT BANK BTPN Tbk as the Abridged Merger Plan has been announced in Bisnis Indonesia and the Jakarta Post daily newspapers, both dated 2 August 2018 and further announce the Additional Information and/or Amendment to the Abridged Merger Plan published in the same daily newspapers, both dated 5 September 2018 and 3 October 2018 and in the Website of the Company and the Website of the Stock Exchange.
- To give approval to the Board of Directors of the Company to prepare and sign the Merger Deed between SMBCI into PT BANK BTPN Tbk in accordance with the Concept of Merger Deed between SMBCI into PT BANK BTPN Tbk with the terms and conditions as stated in the Merger Plan together with all its changes; before a Notary.

Basis for Adoption of Resolution:

Unanimously Votes : Affirmative – 5,446,724,479 (94.63%); Abstain - 0 (0%); Non Affirmative - 0 (0%)

The second item of the Agenda

- To approve the amendment of the Articles of Association of the Company as specified in the Merger Plan, including but not limited:

- To amend the provision of the Article 1 paragraph 1 of the Articles of Association of the Company regarding the Name of the Company, further the Article 1 Clause 1 of the Articles of Association of the Company become as follows: " The name of this Company is "PT Bank BTPN Tbk" (further in these Articles of Association shall be referred to as the "Company"), having a place of domicile and head office in South Jakarta".
 - To amend the provision of the Article 3 paragraph 2 sub-paragraph b of the Articles of Association of the Company regarding the Purposes and Objectives and Business Activities of the Company, further the Article 3 paragraph 2 sub-paragraph b of the Articles of Association of the Company become as follows: "b. To provide loans, either in form of short, middle or long term loan, or loan in other form of loan commonly provided in banking business".
 - To amend the provision of the Article 4 paragraph 2 of the Articles of Association of the Company regarding the Additional of total Subscribed and Paid-up Capital of the Company, whereby the Company shall issue 2.296.846.112 shares in the total nominal amount of Rp45.936.922.240 as the proceed of the conversion of shares owned by the shareholders of SMBCI before the merger, with the conversion ratio of shares issued in SMBCI with issued in the Company in the amount of 1 : 799,1971 in full decimal; further Article 4 Clause 2 of the Articles of Association of the Company is written and should be read as specified in the matrix of the Articles of Association, therefore each shareholder of SMBCI, namely:
 - SUMITOMO MITSUI BANKING CORPORATION received 2.261.870.050 new shares as proceed of the said conversion;
 - PERUSAHAAN PERSEROAN (PERSERO) PT BANK NEGARA INDONESIA Tbk received 12.007.137 new shares as proceed of the said conversion; and
 - PT BANK CENTRAL ASIA Tbk received 22,968,925 new shares as proceed of the said conversion, as in the KJPP Report.
 - To add provision of the Article 15 paragraph 3 sub-paragraph h of the Articles of Association of the Company regarding the Duties and Authorities of the Board of Directors and therefore paragraph h of the Company's Articles of Association before the amendment becomes paragraph i, further the Article 15 paragraph 3 sub-paragraph h of the Articles of Association of the Company become as follows: "h. To approve the main policy and other policies in compliance with prevailing to laws and regulations".
 - To amend the provision of the Article 16 paragraph 1 of the Articles of Association of the Company regarding the Board of Directors Meetings, further the Article 16 paragraph 1 of the Articles of Association of the Company, is written and should be read as specified in the matrix of the Articles of Association, as follows: "..... Subject to the foregoing provision, the Board of Directors is obliged to convene a meeting of the Board of Directors periodically, at least 1 (one) time every month. The Board of Directors is also obliged, prior to the end of a current book year, to make a schedule on meetings of the Board of Directors that will be convened periodically during the subsequent book year. For convening a meeting of the Board of Directors that has been scheduled in accordance with clause 1 of this Article 16 notice of meeting is not required."
 - To amend the provision of the Article 19 paragraph 1 of the Articles of Association of the Company regarding the Board of Commissioners Meetings, further the Article 19 paragraph 1 of the Articles of Association of the Company is written and should be read as specified in the matrix of the Articles of Association, as follows: "..... Subject to the foregoing provision, the Board of Commissioners is obliged to convene a meeting of the Board of Commissioners periodically, at least 1 (one) time every 2 (two) month. The Board of Commissioners is also obliged, prior to the end of a current book year, to make a schedule on meetings of the Board of Commissioners that will be convened periodically during the subsequent book year. For convening a meeting of the Board of Commissioners that has been scheduled in accordance with Clause 1 of this Article 19 notice of meeting is not required."
- To approve the Board of Directors of the Company to restate the amendments of the Articles of Association that have been approved as referred to in point 1. above and simultaneously rearrange all provisions of the Articles of Association of the Company into one Notary deed, then submitting an application to the competent authority, including to the Financial Services Authority before being submitted to the Minister of Law and Human Rights of the Republic of Indonesia to obtain approval or receipt of notification on the amendment of the Articles of Association, register them in the Company Register and announces them in the State Gazette of the Republic of Indonesia.

Basis for Adoption of Resolution:

Unanimously Votes : Affirmative – 5,446,724,479 (94.63%); Abstain - 0 (0%); Non Affirmative - 0 (0%)

The third item of the Agenda

- To approve the resignation of DJEMI SUHENDA as the Deputy President Director of the Company effective as of October 5th, 2018 with thanks and high appreciation for the services rendered during his respective tenures of office as Deputy President Director of the Company.

- To confirm that effective as of the closing of this Meeting, the composition of the members of the Board of Directors and the Board of Commissioners are as follows:

THE BOARD OF DIRECTORS:

- President Director (Independent) : JERRY NG
- Deputy President Director : ONGKI WANADJATI DANA
- Compliance Director (Independent) : ANIKA FAISAL
- Director : KHARIM INDRA GUPTA SIREGAR
- Director : ARIEF HARRIS TANDJUNG

THE BOARD OF COMMISSIONERS:

- President Commissioner (Independent) : MARI ELKA PANGESTU
- Independent Commissioner : IRWAN MAHJUDIN HABSJAH
- Independent Commissioner : ARIEF TARUNAKARYA SUROWIDJOJO
- Commissioner : CHOW YING HOONG
- Commissioner : SHINICHI NAKAMURA

- The Meeting grant the power and authority to the Board of Directors with substitution rights to take all necessary actions related to the decision of the Third Meeting Agenda in accordance with the applicable laws and regulations, including to state in a Notary deed and notify 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 and other relevant institutions in accordance with the applicable regulations.

Basis for Adoption of Resolution:

Unanimously Votes : Affirmative – 5,446,724,479 (94.63%); Abstain - 0 (0%); Non Affirmative - 0 (0%)

The fourth Agenda of the Meeting

- To approve changes in the composition of the members of the Board of Directors and the Board of Commissioners of the Company as follows:

- To approve the resignation of:
 - The members of the Board of Directors of the Company namely JERRY NG, ANIKA FAISAL, KHARIM INDRA GUPTA SIREGAR and ARIEF HARRIS TANDJUNG from their respective positions consecutively as President Director (Independent), Compliance Director (Independent), and respectively as Director of the Company effective as of the Effective Date of the Merger.
 - The members of the Board of Commissioners of the Company namely IRWAN MAHJUDIN HABSJAH, ARIEF TARUNAKARYA SUROWIDJOJO, and SHINICHI NAKAMURA from their respective positions as Independent Commissioner and Commissioner of the Company effective as of the Effective Date of the Merger.

- To appoint the names below as the new members of the Board of Directors of the Company:
 - ONGKI WANADJATI DANA as the President Director of the Company which previously served as Deputy President Director of the Company;
 - KAZUHISA MIYAGAWA as Deputy President Director of the Company;
 - DINI HERDINI as Compliance Director (Independent) of the Company;
 - YASUHIRO DAIKOKU as Director of the Company;
 - HENOCH MUNANDAR as Director of the Company;
 - ADRIANUS DANI PRABAWA as Director of the Company;
 - MERISA DARWIS as Director of the Company;
 - HIROMICHI KUBO as Director of the Company;

as of the Effective Date of the Merger and after each candidate member of the Board of Directors has obtained the letter of approval from the Financial Services Authority related with Fit and Proper Test and with the same term of office as the remaining tenure of the other serving member of the Board of Director until the closing of the Annual General Meeting of Shareholders of the Company that will be held in 2019, subject to the changes that may occur before the end of said term of office.

- To appoint the names below as the new members of the Board of Commissioners of the Company:
 - CHOW YING HOONG as Deputy President Commissioner of the Company which previously served as Commissioner of the Company;
 - TAKESHI KIMOTO as Commissioner of the Company;
 - NINIK HERLANI MASLI RIDHWAN as Commissioner (Independent) of the Company;
 - TONY PRASETIANTONO as Commissioner (Independent) of the Company

as of the Effective Date of the Merger and after each candidate members of the Board of Commissioners has obtained the letter of approval from the Financial Services Authority related with Fit and Proper Test and with the same term of office as the remaining tenure of the other serving member of the Board of Commissioners until the closing of the Annual General Meeting of Shareholders that will be held in 2019, subject to the changes that may occur before the end of said term of office. Therefore the complete composition of the members of the Board of Directors and Board of Commissioners of the Company, effective as of obtaining the approval of Fit and Proper Test from Financial Services Authority for the appointment of the members of the Board of Directors and the Board of Commissioners of the Company as mentioned below becomes as follows:

THE BOARD OF DIRECTORS

- President Director : ONGKI WANADJATI DANA
- Deputy President Director : KAZUHISA MIYAGAWA
- Compliance Director (Independent) : DINI HERDINI
- Director : YASUHIRO DAIKOKU
- Director : HENOCH MUNANDAR
- Director : ADRIANUS DANI PRABAWA
- Director : MERISA DARWIS
- Director : HIROMICHI KUBO

THE BOARD OF COMMISSIONERS

- President Commissioner (Independent) : MARI ELKA PANGESTU
- Deputy President Commissioner : CHOW YING HOONG
- Commissioner : TAKESHI KIMOTO
- Commissioner (Independent) : NINIK HERLANI MASLI RIDHWAN
- Commissioner (Independent) : TONY PRASETIANTONO

- To approve the Board of Directors of the Company to state the changes in the composition of the members of the Board of Directors and the Board of Commissioners of the Company that have been approved as referred to in point 1 above into a Notary deed, then submitting an application to the competent authority, including to the Financial Services Authority before being submitted to the Minister of Law and Human Rights of the Republic of Indonesia to obtain receipts for notification of the changes in the Company's Data and register them in the Company Register.

Basis for Adoption of Resolution:

Unanimously Votes : Affirmative – 5,446,724,479 (94.63%); Abstain - 0 (0%); Non Affirmative - 0 (0%)

Jakarta, 8 October 2018
PT Bank Tabungan Pensiunan Nasional Tbk
The Board of Directors