



**ANNOUNCEMENT OF SUMMARY OF  
THE MINUTES OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT BANK BRISYARIAH Tbk**

The Board of Directors of PT Bank BRIsyariah Tbk. (the "Company"), hereby announces that the Company has held the Extraordinary General Meeting of Shareholders ("Meeting") on :

**A. Day/Date, Time, Venue and Agenda**

Day/Date	:	Tuesday / December 15 <sup>th</sup> , 2020
Time	:	At 14.10 up to 15.40 WIB (West Indonesian Local Time)
Venue	:	Hotel Ibis Style Jakarta Tanah Abang, Jl. Fachrudin No.22, Kampung Bali, Tanah Abang, Jakarta Pusat.
Agenda	:	1. Approval on Merger 2. Approval on Merger Plan 3. Approval on the Concept of Merger Deed 4. Approval on amendments to the Company's Articles of Association 5. Approval on the composition of the Board of Directors, Board of Commissioners and Sharia Supervisory Board of the Surviving Bank

**B. Members of the Board of Directors and Board of Commissioners of the Company and Sharia Supervisory Board in attendance**

**Board of Commissioners**

Independent Commissioner	:	Eko Suwardi
Commissioner	:	Sutanto

**Board of Directors**

President Director	:	Ngatari
Commercial Business Director	:	Kokok Alun Akbar
Retail Business Director	:	Fidri Arnaldy
Operational Director	:	Fahmi Subandi
Compliance Director	:	Yana Soeprianan

**Sharia Supervisory Board**

Chairman	:	K.H. Didin Hafidhuddin
Member	:	M. Gunawan Yasni

**C.** The meeting was attended by shareholders or their proxy/ representatives representing 8.495.209.972 shares or equal to 85,90% of total shares with valid voting rights that have been issued by the Company.

**D.** The Shareholders or their proxy/ representatives were given opportunities to raise questions and/ or to express opinions in the agenda of the Meeting

**E. Number of Shareholders Who Asked Questions**

Agenda 1 <sup>st</sup>	:	There are 3 (three) questions from one person
Agenda 2 <sup>nd</sup>	:	
Agenda 3 <sup>rd</sup>	:	
Agenda 4 <sup>th</sup>	:	There is no question
Agenda 5 <sup>th</sup>	:	There is no question

**F. Resolution Mechanism in the Meeting**

Resolutions of the Meeting were resolved based on amicable deliberation to reach a mutual consensus. In the event that the resolutions failed to be reached, the resolutions were resolved by way of voting.

**G. The results of decision making at the Meeting through voting which includes e-proxy votes from the KSEI system (Indonesian Central Securities Depository) and Resolutions of the Meeting**

**Agenda 1<sup>st</sup>:**

Agree	Abstain	Disagree
8.485.704.672 votes or 99,8881099% of total shares with voting rights who attended the Meeting	41.400 votes or 0,0004873% of total shares with voting rights who attended the Meeting	9.463.900 votes or 0,1114028% of total shares with voting rights who attended the Meeting

**Resolution of the Meeting on Agenda 1<sup>st</sup>:**

- Approving the merger of PT BANK SYARIAH MANDIRI ("BSM") and PT BANK BNI SYARIAH ("BNIS") with the Company (where the Company will become the Surviving Bank).
- Approving the granting of power and authority to the Board of Directors of the Company with the right of substitution, to carry out any and all actions related to the Merger by taking into account the articles of association of the Company ("AD") and the prevailing laws and regulations.
- Ratify and approving all and every action that has been and will be carried out by the Board of Directors and / or the Board of Commissioners of the Company without any exception in connection with matters relating to the Merger by taking into account the Company's AD and prevailing laws and regulations.

**Agenda 2<sup>nd</sup> :**

<b>Agree</b>	<b>Abstain</b>	<b>Disagree</b>
8.485.704.672 votes or 99,8881099% of total shares with voting rights who attended the Meeting	41.400 votes or 0,0004873% of total shares with voting rights who attended the Meeting	9.463.900 votes or 0,1114028% of total shares with voting rights who attended the Meeting

**Resolution of the Meeting on Agenda 2<sup>nd</sup> :**

- Approving the Merger Plan along with all changes or additions thereof that have been prepared and published / announced jointly by the Company, BSM and BNIS.
- Ratify and approving all and every action that has been and will be taken by the Board of Directors and / or the Board of Commissioners of the Company without any exception with respect to matters relating to the Merger Plan and all changes or additions with respect to the Company's AD and applicable laws and regulations .

**Agenda 3<sup>rd</sup> :**

<b>Agree</b>	<b>Abstain</b>	<b>Disagree</b>
8.485.704.672 votes or 99,8881099% of total shares with voting rights who attended the Meeting	41.400 votes or 0,0004873% of total shares with voting rights who attended the Meeting	9.463.900 votes or 0,1114028% of total shares with voting rights who attended the Meeting

**Resolution of the Meeting on Agenda 3<sup>rd</sup> :**

- Approving the concept of the Deed of Merger between the Company and BSM and BNIS, which is made based on the provisions of the applicable laws and regulations and has been jointly prepared by the Company, BSM and BNIS.
- To grant authority and power with substitution rights, either partially or completely to the Board of Directors of the Company to sign the Deed of Merger along with all amendments or additions (if any) as well as other related documents, including determining the time for signing the Merger Deed; as well as to carry out all necessary actions in connection with the concept of the Deed of Merger, including to appear before or appear before a Notary; apply for approval and / or notify the authorized parties / officials to obtain approval from OJK; obtain approval and / or receipt of notification, including from the Minister of Law and Human Rights of the Republic of Indonesia ("Menkumham"); before the ministry, government agency or other parties; give, get and / or receive any information and / or documents; create, cause their creation, initial and / or sign any documents, including amendments, amendments, variations and additions to these documents; and to carry out any other action that may be necessary without exception.

**Agenda 4<sup>th</sup> :**

<b>Agree</b>	<b>Abstain</b>	<b>Disagree</b>
8.485.704.672 votes or 99,8881099% of total shares with voting rights who attended the Meeting	41.400 votes or 0,0004873% of total shares with voting rights who attended the Meeting	9.463.900 votes or 0,1114028% of total shares with voting rights who attended the Meeting

**Resolution of the Meeting on Agenda 4<sup>th</sup> :**

- Approving the changes and adjustments to all articles of the Company's Articles of Association, as well as to restate all of the Company's Articles of Association in accordance with the proposed amendments to the Company's Articles of Association, including but not limited to:
  - Changed the Company's Name to PT BANK SYARIAH INDONESIA Tbk. thus changing the provisions of Article 1 of the Company's Articles of Association;
  - Increase the Authorized Capital of the Company to Rp. 40,000,000,000,000.00 (forty trillion Rupiah) divided into 80,000,000,000 (eighty billion) shares with a nominal value of each share of Rp. 500.00 (five hundred Rupiah), thereby amending the provisions of Article 4 paragraph 1 of the Company's Articles of Association;
  - Increase the Paid-in and Issued Capital of the Company to Rp20,515,604,471,500.00 (twenty trillion five hundred fifteen billion six hundred four million four hundred seventy one thousand five hundred Rupiah) which is divided into 41,031,208,943 (forty one billion thirty one million two hundred eight thousand nine hundred forty three) shares, thereby amending the provisions of Article 4 paragraph 2 of the Company's Articles of Association;
  - Amend and readjust all articles of the articles of association in accordance with the prevailing laws and regulations, as well as to restate the entire Articles of Association of the Company in accordance with the proposed changes to the Articles of Association of the Company.
- Approving the granting of power of attorney to the Board of Directors of the Company with substitution rights to state the resolutions of this Meeting, including to (i) declare one or more decisions decided at the Meeting in one or more Notary deeds, either simultaneously or separately; (ii) compile and restate all provisions of the Company's Articles of Association in a Notary Deed; (iii) making, compiling, correcting, amending and / or modifying (including by adding and / or subtracting) the sentences and / or words used in the Notary deed concerned, and signing the deeds; (iv) submits notification and / or application for approval of the amendments to the Company's Articles of Association to the relevant competent authorities regarding one or more decisions contained in the Meeting; and (v) take other necessary and / or required actions to carry out and resolve the above matters and to achieve the aims and objectives of the decisions taken by the Shareholders based on and as stated in the Meeting, including actions -Action authorized to the power of attorney and resolve everything related to any or all of these matters, including, but not limited to, appearing in front of a Notary or other party; give, get and / or receive any information and / or documents; nor make, cause it to be made, initialize and / or sign any document, without any exception.
- Approving the granting of power to the Board of Commissioners of the Company with substitution rights to declare the results of the implementation of the share option program for Management and Employees (MESOP) as decided in the Decision Statement of the Extraordinary GMS of PT BANK BRISYARIAH dated January 8, 2018 Number 8, drawn up before FATHIAH HELMI, SH, Notary in Jakarta.

**Agenda 5<sup>th</sup> :**

<b>Agree</b>	<b>Abstain</b>	<b>Disagree</b>
8.485.704.572 votes or 99,8881087% of total shares with voting rights who attended the Meeting	41.500 votes or 0,0004885% of total shares with voting rights who attended the Meeting	9.463.900 votes or 0,1114028% of total shares with voting rights who attended the Meeting

**Resolution of the Meeting on Agenda 5<sup>th</sup> :**

- Approving the dismissal of all members of the Board of Directors, Board of Commissioners, and Sharia Supervisory Board of the Company which is effective on the Effective Date of the Merger, in which the acquit et de charge of the concerned Members of the Board of Directors and Board of Commissioners will be given at the Annual General Meeting of Shareholders which ratifies the Company's Fiscal Year 2020.
- Approving the appointment of members of the Board of Directors, Board of Commissioners and Sharia Supervisory Board of the Company as the Merged Bank, as follows:

**Board of Directors**

President Director	: Hery Gunardi
Vice President Director 1	: Ngatari
Vice President Director 2	: Abdullah Firman Wibowo
Wholesale Transaction Banking Director	: Kusman Yandi
Retail Banking Director	: Kokok Alun Akbar
Sales & Distribution Director	: Anton Sukarna
Information Technology Director	: Achmad Syafii
Risk Management Director	: Tiwul Widayastuti
Compliance & Human Capital Director	: Tribuana Tunggadewi
Finance & Strategy Director	: Ade Cahyo Nugroho

**Board of Commissioners**

President Commissioner/	
Independent Commissioner	: Mulya E. Siregar
Commissioner	: Suyanto
Commissioner	: Masduki Baidlowi
Commissioner	: Imam Budi Sarjito
Commissioner	: Sutanto
Independent Commissioner	: Bangun S. Kusmulyono
Independent Commissioner	: M. Arief Rosyid Hasan
Independent Commissioner	: Komaruddin Hidayat
Independent Commissioner	: Eko Suwardi

in which the appointment of the members of the Board of Directors and the Board of Commissioners will be effective on the Effective Date of the Merger and after obtaining approval / having passed the Fit & Proper test conducted by the OJK, and will end at the close of the Company's Annual GMS held at 2024, without prejudice to the right of the GMS to dismiss at any time.

**Sharia Supervisory Board**

Chairman	: Mohamad Hidayat
Member	: Oni Sahroni
Member	: Hasanudin
Member	: Didin Hafidhuddin

In which the appointment of the Sharia Supervisory Board Member will be effective on the Effective Date of the Merger and after receiving a recommendation from the National Sharia Council of the Indonesian Ulama Council and approval of the results of interviews conducted by OJK and will end at the close of the Company's Annual GMS held in 2024, without prejudice to the right of the GMS to dismiss at any time.

- Approving in the event that the Board of Directors and / or the Board of Commissioners of the Company as the Merged Bank are then declared not approved / declared not to have passed the Fit & Proper test conducted by the OJK, then the appointment of the members of the Board of Directors and / or the Board of Commissioners of the Company as the Bank The results of the Merger are considered to have never been effective, and therefore the Company does not require the approval of the Company's General Meeting of Shareholders to cancel the previous appointments by the Company.
- Approving in the event that the Company's Sharia Supervisory Board as the Merged Bank then does not receive a recommendation from the National Sharia Council of the Indonesian Ulama Council or does not get approval of the results of an interview conducted by the OJK, the appointment of a Member of the Company's Sharia Supervisory Board as the Merger Result Bank is never considered effective , and therefore the Company does not require the approval of the General Meeting of Shareholders of the Company to cancel the previous appointments by the Company.
- Approving the granting of power to the Board of Directors of the Company with the right of substitution to state the decisions of this agenda, including to (i) state one or more decisions decided in the agenda of this Meeting in one or more Notary deeds, either simultaneously or separately; (ii) take other necessary and / or required actions in order to carry out and resolve the above matters and to achieve the aims and objectives of the decisions taken by the Shareholders based on and as stated in the Meeting, including actions- actions empowered to the recipient of the power of attorney and settle everything related to any or all of these matters, including, but not limited to, appearing in front of a Notary or other party; give, get and / or receive any information and / or documents; nor make, cause it to be made, initialize and / or sign any document, without any exception.

Jakarta, December 16<sup>th</sup>, 2020

PT BANK BRISYARIAH Tbk  
BOARD OF DIRECTORS