

Agenda Materials of

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

PT Bank Syariah Indonesia, Tbk

September, 23th 2022

Disclaimer :

Company may make changes or additions to the agenda of this Extraordinary GMS through the Company's website without the need to provide an explanation.

Approval of the Plan for Capital Increase by Granting Pre-emptive Rights I (“PMHMETD I”) of the Company

Underlying Provisions

1. Law of Republic Indonesia Number 40 Year 2007 concerning Limited Liability Company as amended by law Number 11 Year 2020 concerning Job Creation (“UUPT”), article 41 and article 43.
2. The Financial Services Authority /Otoritas Jasa Keuangan (OJK) Regulation No. 32/POJK.04/2015 concerning Increase of Public Company Capital by Granting Pre-emptive Rights as Amended by OJK Regulation No. 14/POJK.04/2019 concerning Amendment to OJK Regulation No. 32/POJK.04/2015 concerning Increase of Public Company Capital by Granting Pre-emptive Rights, article 8 paragraph (1).
3. Company's Articles of Association (AoA), Article 4 paragraph (3), paragraph (7) and paragraph (10).

Based on the above provisions:

1. The Company's capital increase is carried out based on the approval of the GMS.
2. The GMS may delegate authority to the Board of Commissioners to approve the implementation of the GMS resolutions as referred to in number 1 for a maximum period of 1 (one) year.
3. Each issuance of equity securities (in this case shares) is carried out by the Company by providing Preemptive Rights, namely rights attached to shares that provide the opportunity for the relevant shareholder to purchase shares in an amount proportional to the number of shares registered in the Company's shareholder register specified, before being offered to other parties.
4. Certain terms and prices for shares to be issued by the Company are determined by the Board of Directors with prior written approval from the Board of Commissioners and the price is not below the nominal value, with due observance of the provisions in the Articles of Association, UUPT, laws and regulations in the Capital Market and Stock Exchange regulations. Any shares in the deposit issued further must be fully paid up.
5. Meeting resolutions for this agenda item must be attended by Series A Dwiwarna shareholders and the Meeting resolutions must be approved by Series A Dwiwarna shareholders.

Approval of the Plan for Capital Increase by Granting Pre-emptive Rights I (“PMHMETD I”) of the Company

Explanation

- In relation to the PMHMETD I plan, the Company has carried out Information Disclosure in accordance with the applicable provisions in the Capital Market sector to all shareholders on the same day and date as the announcement of the Company's Extraordinary GMS, namely on Tuesday, August 16, 2022 through the Company's website, the Indonesia Stock Exchange website and the KSEI website.
- In the Extraordinary GMS (“Meeting”), the Shareholders will be presented and asked for approval/ratification on the following matters, among others:
 - 1) The Company's PMHMETD I Plan;
 - 2) Amendment to Article 4 paragraph (2) of the Company's Articles of Association in connection with the implementation of the PMHMETD I;
 - 3) Delegation of authority to the Board of Commissioners and delegation of authority to the Board of Directors, in the implementation of this PMHMETD I.

Approval of the Plan for Capital Increase by Granting Pre-emptive Rights I ("PMHMETD I") of the Company

Summary of PMHMETD I

Background	The Company has a vision to become a top 10 Global Sharia Bank with asset aspirations of Rp500 trillion (five hundred trillion Rupiah) by 2025 with a Return On Equity ("ROE") of >18%. To achieve these aspirations, the Company requires additional capital in order to be able to expand its business with adequate equity with a Capital Adequacy Ratio ("CAR") >20%, where the Company's CAR is currently in the range of 17%. This is also in line with the National Bank's Top 10 CAR average and maintains a level of comfort market.
Maximum Amount of New Shares	The Company intends to issue a maximum of 6,000,000,000 (six billion) Series B shares with a nominal value of Rp 500,- per share.
Implementation Period	Referring to the provisions of Article 8 paragraph (3) POJK HMETD, the period between the date of approval of the EGMS to the effective date of the Registration Statement is not more than 12 (twelve) months. PMHMETD I is expected to be implemented and completed in the fourth quarter of 2022.
Use of Proceeds	The Company plans to use all the funds it received from PMHMETD I (after deducting costs and expenses related to the issuance of new shares), for financing distribution to support the Company's business growth..
Effect of the Capital Increase on the Company's Financial Performance	With the PMHMETD I plan, the Company will have a good capital adequacy with a CAR of >20% to support business growth so that the Company can provide optimal profitability for shareholders with a projected Return On Equity ("ROE") of >20%. In the event that the shareholder does not exercise his Preemptive Rights, his percentage of ownership in the Company will be diluted up to a maximum of 12.73% (twelve point seven three percent).

Amendment to the Company's Articles of Association

Underlying Provisions

1. UUPT, in Article 19 paragraph (1);
2. Articles of Association of the Company, in Article 29 paragraph (1) and paragraph (2).

Based on the above conditions :

1. Amendments to the articles of association are determined by the GMS.
2. Amendments to the articles of association are made by taking into account the provisions in the articles of association and other relevant laws and regulations.

Explanation

- This agenda item was proposed by the Company in order to adjust the provisions in the Company's articles of association with the laws and regulations in the capital market sector. Based on the above provisions, the amendments to the articles of association are determined by the GMS.
- In the Meeting, shareholders will be presented and asked for approval of the 21 (twenty one) provisions contained in 6 (six) articles in the Company's Articles of Association which are proposed to be deleted/adjusted/amended.

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
1	- It is proposed to be removed because the decision of the shareholders outside the GMS is not relevant to be implemented by the Company as a public company. - The implementation of the GMS of the Company as a public company refers to the laws and regulations in the capital market, one of which is POJK No. 15/POJK.04/2020 regarding the Plan and Implementation of the General Meeting of Shareholders of a Public Company ("POJK 15/2020").	14 (18)	As long as the Company has not received an effective statement from the Financial Services Authority, the GMS can be held and make decisions by overriding the provisions for announcements and summons as stipulated in these Articles of Association and the GMS decision remains valid if all shareholders with voting rights are present or represented at the GMS and the decision is approved. unanimously and Shareholders may also take legal decisions without holding a GMS, provided that all Shareholders have been notified in writing and all Shareholders have given their approval regarding the proposal submitted in writing and signed the agreement. the same as the decisions taken legally in the GMS.		Removed

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
2	- It is proposed to be removed because the decision of the shareholders outside the GMS is not relevant to be implemented by the Company as a public company. - The implementation of the GMS of the Company as a public company refers to the laws and regulations in the capital market, one of which is POJK 15/2020.	18 (19.e)	In the event that the decision to dismiss a member of the Board of Directors is made through a decision of the Shareholders outside the GMS, the member of the Board of Directors concerned is notified in advance of the planned dismissal and self-defense as referred to in letter c of this paragraph must be submitted in writing to the Shareholders at the latest within a period of time. 14 (fourteen) days from the date the member of the Board of Directors concerned is notified of the planned dismissal.	Removed	

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
3	It is proposed to be removed, because the provisions of this paragraph still refer to the provisions of Article 18 paragraph (19) letter e regarding the Resolutions of Meetings Outside the GMS which are not relevant to be implemented by the Company as a public company.	18 (19.f)	In the event that the member of the Board of Directors who will be dismissed has defended himself before the period as referred to in letter e or stated that he does not object to his planned dismissal when notified, the time provision as referred to in letter e is deemed to have been fulfilled.	Removed	
4	It is proposed to be removed, because the provisions of this paragraph still refer to the provisions of Article 18 paragraph (19) letter e regarding the Resolutions of Meetings Outside the GMS which are not relevant to be implemented by the Company as a public company.	18 (19.g)	As long as the termination plan as referred to in letter e of this paragraph is still in process, the member of the Board of Directors concerned must carry out his/her duties properly.	Removed	

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
5	Adjustment of provisions with the proposed abolition of provisions concerning Decisions of Shareholders Outside the GMS which are not relevant to be implemented by the Company as a public company.	18 (19.i)	Dismissal of members of the Board of Directors is effective as of: 1) The closing of the GMS as referred to in letter d of this paragraph; 2) The date of the decision as referred to in letter e of this paragraph; 3) Other dates as stipulated in the GMS resolution as referred to in letter d of this paragraph; or 4) Other dates stipulated in the decision as referred to in letter e of this paragraph.	18 (19.f)	Dismissal of members of the Board of Directors is effective as of: 1) The closing of the GMS; or 2) Other dates as determined in the resolution of the GMS.
6	Adjustment of the contents of the provisions by considering: - Article 8 paragraph (3) POJK 33/2014 regarding the obligation of the Issuer to conduct the GMS no later than 90 days from the receipt of the resignation letter of the Board of Directors. - The stages of holding the GMS of PT Tbk are in accordance with POJK 15/2020 which takes ± 47 days.	18 (20.a)	A member of the Board of Directors has the right to resign from his position before his term of office ends by notifying in writing of his intention to the Company no later than 30 (thirty) calendar days before the effective date of his resignation, unless for certain acceptable reasons the resignation can be submitted less than 30 (thirty) days.	18 (20.a)	A member of the Board of Directors may resign from his/her position before the end of his/her term of office, by submitting a written resignation request regarding his/her intention to the Company, no later than 90 (ninety) calendar days prior to the effective date of his/her desired resignation.

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
7	It is proposed to be removed, because this provision is not in line with the provisions of Article 8 paragraph (3) of POJK 33/2014, which requires BSI as a public company to hold a GMS to decide on the resignation of a member of the Board of Directors no later than 90 days after the receipt of the resignation letter.	18 (20.b)	If up to the date requested by the member of the Board of Directors concerned or within 30 (thirty) calendar days after receipt of the resignation letter there is no decision from the GMS, then the member of the Board of Directors resigns from the date requested above or with the lapse of 30 (thirty) calendar days from the date the resignation letter is received by the Company.	Removed	

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
8	It is proposed to make adjustments to the provisions regarding the obligation to submit the Annual Report to the GMS to be 6 months after the end of the financial year, in accordance with: - Article 66 paragraph (1) UUPT and - Article 12 paragraph (1) AD BSI, that the AGMS is held no later than 6 months after the end of the financial year.	19 (2.b)	10) Submit an annual report including financial statements after being reviewed by the Board of Commissioners within a period of no later than 5 (five) months after the Company's financial year ends to the GMS for approval and approval.	19 (2.b)	10) Submit an annual report including financial statements after being reviewed by the Board of Commissioners within a period of no later than 6 (six) months after the Company's financial year ends to the GMS for approval and approval.

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
9	It is proposed to adjust the Buyback rules for public companies that do not always require the approval of the GMS. Referring to Article 38 paragraph (1) of the Company Law, that the implementation of the Buyback of shares or their transfer by the Company is carried out based on the approval of the GMS, unless otherwise stipulated by the laws and regulations in the Capital Market sector. With the existence of POJK No.2/2013 which regulates Buyback in market conditions that fluctuate significantly in conjunction with SEOJK No. 3/2020 regarding Other Conditions as Market Conditions Fluctuate significantly in the implementation of the Buyback of the Issuer, therefore the implementation of the Buyback for the Issuer does not always have to obtain the approval of the GMS.	19 (18)	The following actions can only be carried out by the Board of Directors after receiving a written response from the Board of Commissioners and approval from the GMS for: e) Conducting rights issue, buyback and/or delisting of the Company's shares.	19 (18)	The following actions can only be carried out by the Board of Directors after receiving a written response from the Board of Commissioners and approval from the GMS for: e) Conducting rights issue, and/or delisting the Company's shares, f) Conduct a buyback of the Company's shares, unless otherwise stipulated by laws and regulations,

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
10	It is proposed to be removed, due to the decision of the Meeting Outside the GMS which is not relevant to be implemented by the Company as a public company.	21 (23)	In the event that the dismissal is made in a decision outside the GMS, the member of the Board of Commissioners concerned is notified in advance of the planned dismissal and self-defense as referred to in paragraph (21) of this Article is submitted in writing to the Shareholders within a period of 14 (fourteen) days as of since the member of the Board of Commissioners concerned is notified of the planned dismissal.	Removed	
11	It is proposed to be removed, because it still refers to the provisions of paragraph (23) regarding Decisions of Meetings Outside the GMS which are not relevant to be implemented by the Company as a public company.	21 (24)	In the event that the member of the Board of Commissioners who will be dismissed has defended himself or expressed no objection to his planned dismissal at the time of notification, the time provision as referred to in paragraph 23 of this Article is deemed to have been fulfilled.	Removed	

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
12	It is proposed to be removed, because the provisions of this paragraph still refer to the provisions of Article 21 paragraph (23) regarding the Resolutions of Meetings Outside the GMS which are not relevant to be implemented by the Company as a public company.	21 (25)	In the event that the dismissal is carried out at the GMS, then the self-defense as referred to in paragraph (21) of this Article is carried out in the GMS by ignoring the time provisions as referred to in paragraph (23) of this Article.	Removed	
13	It is proposed to make changes to the contents of the paragraph to clarify the provisions regarding the dismissal of the Board of Commissioners.	21 (26)	As long as the termination plan as referred to in paragraph (21) of this Article is still in process, the member of the Board of Commissioners concerned must carry out his duties properly.	21 (23)	As long as the dismissal as referred to in paragraph (21) of this Article is still in process and has not been decided by the GMS in accordance with the provisions in the Articles of Association, the member of the Board of Commissioners concerned must carry out his duties properly.

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
14	It is proposed to make changes to the contents of the paragraph in accordance with the time required for the implementation of the GMS of PT Tbk. (POJK 15/2020).	21 (31)	If for any reason all positions of the members of the Board of Commissioners are vacant, then within 30 (thirty) days after the occurrence of the vacancy, a GMS must be held to fill the vacancy for the position of the Board of Commissioners.	21 (28)	If for any reason all positions of the members of the Board of Commissioners are vacant, then within 90 (ninety) calendar days after the vacancy occurs, a GMS must be held to fill the vacancy for the position of the Board of Commissioners.
15	This provision needs to be changed with consideration to adjust to the implementation period of the GMS. This is necessary because based on Article 27 in conjunction with Article 8 paragraph (3) of POJK 33/2014, BSI as PT Tbk is obliged to hold a GMS to decide on the resignation of members of the Board of Commissioners.	21 (32.a)	A member of the Board of Commissioners has the right to resign from his position before his term of office ends by notifying in writing of his intention to the Company no later than 30 (thirty) calendar days before the effective date of his resignation, unless for certain acceptable reasons the resignation can be submitted less than 30 (thirty) days.	21 (29.a)	A member of the Board of Commissioners may resign from his/her position before the end of his/her term of office, by submitting a written resignation request regarding his/her intention to the Company, no later than 90 (ninety) calendar days prior to the effective date of his/her desired resignation.

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
16	It is proposed to be removed, because it is not relevant to the Company as a public company. This refers to: - Article 23 of POJK 33/2014 that the provisions for the appointment, dismissal and term of office of the Board of Directors apply mutatis mutandis to the Board of Commissioners - Provisions for Dismissal of Directors in Art. 18 paragraph 19.i, namely the dismissal of the Board of Directors is effective as of the closing of the GMS or other date determined by the GMS. - This is not in line with the provisions of Article 27 in conjunction with Article 8 paragraph (3) of POJK 33/2014, which requires BSI as PT Tbk to hold a GMS to decide on the resignation of members of the Board of Commissioners.	21 (32.b)	If up to the date requested by the member of the Board of Commissioners concerned or within 30 (thirty) calendar days after receipt of the resignation letter there is no decision from the GMS, then the member of the Board of Commissioners resigns from the date requested above or with the lapse of the period. 30 (thirty) calendar days from the date the resignation letter is received by the Company.	Removed	

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
17	It is proposed to abolish the provision for concurrent positions of Members of the Board of Commissioners Article 21 paragraph (39) letter b, because based on the applicable provisions there is no prohibition for someone who has a Structural and/or functional position in the central or regional government to become a Member of the Board of Commissioners in a bank or company. open. (Article 26 paragraph (1) PBI BUS junctis Article 24 POJK 33/2014 and Attachment XIX.B Compliance Checklist Fit and Proper Test Members of the Board of Commissioners of BUS).	21 (39)	Members of the Board of Commissioners are prohibited from holding concurrent positions as: a. Members of the Board of Directors in State-Owned Enterprises, Regional-Owned Enterprises, Private-Owned Enterprises;; b. Other structural and functional positions in Central and/or Regional Government agencies/agencies; c. Political party administrators, members of the legislature and/or regional heads/deputy regional heads; d. Etc	21 (36)	Members of the Board of Commissioners are prohibited from holding concurrent positions as: a. Members of the Board of Directors in State-Owned Enterprises, Regional-Owned Enterprises, Private-Owned Enterprises;; b. Political party administrators, members of the legislature and/or regional heads/deputy regional heads; c. Etc

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
18	To adjust to the time required for holding the GMS.	24 (16)	A member of the Sharia Supervisory Board has the right to resign from his position by notifying in writing of his intention to the Company no later than 30 (thirty) calendar days before the effective date of his resignation, unless for certain acceptable reasons the resignation can be submitted less than 30 (thirty) calendar days. thirty) days, with the following conditions:	24 (16)	A member of the Sharia Supervisory Board may resign from his position before his term of office ends by being obliged to submit a written resignation request regarding his intention to the Company no later than 90 (ninety) calendar days prior to the effective date of his desired resignation, with the following conditions:
19	To adjust to the time required for holding the GMS as specified above.	24 (16.a)	If up to the date requested by the member of the Sharia Supervisory Board concerned or within 30 (thirty) calendar days after receipt of the resignation letter there is no decision from the GMS, then the member of the Sharia Supervisory Board resigns from the date requested above or by the lapse of 30 (thirty) calendar days from the date the resignation letter is received by the Company.	Removed	

Amendment to the Company's Articles of Association

Proposed Amendment to Articles of Association

No.	Proposal Consideration	Company's Articles of Association		Company Proposal	
		Article (Paragraph)	Clause	Article (Paragraph)	Clause
20	Adjusting to Article 66 paragraph (1) of the Company Law which regulates the deadline for submitting the annual report by the Board of Directors to the GMS, which is 6 months after the end of the financial year. This has also been regulated in Article 12 paragraph (1) of AD BSI, which states that the Annual GMS will be held no later than 6 months after the end of the financial year.	26 (5)	The Annual Report as referred to in paragraph (2) of this Article which has been signed by all members of the Board of Directors and all members of the Board of Commissioners shall be submitted by the Board of Directors to the Annual GMS no later than 5 (five) months after the end of the Financial Year with due observance of the applicable provisions.	26 (5)	The Annual Report as referred to in paragraph (2) of this Article which has been signed by all members of the Board of Directors and all members of the Board of Commissioners shall be submitted by the Board of Directors to the Annual GMS no later than 6 (months) after the financial year ends with due observance of the applicable provisions.
21	Adjusting to Article 66 paragraph (1) of the Company Law which regulates the deadline for submitting the annual report by the Board of Directors to the GMS, which is 6 months after the end of the financial year. This has also been regulated in Article 12 paragraph (1) of AD BSI, which states that the Annual GMS will be held no later than 6 months after the end of the financial year.	26 (8)	Approval of the Annual Report including the ratification of the annual financial report as well as the report on the supervisory duties of the Board of Commissioners and the decision on the use of profits shall be determined by the Annual GMS, no later than the end of the 5th (fifth) month after the end of the financial year.	26 (8)	Approval of the Annual Report including the ratification of the annual financial report as well as the report on the supervisory duties of the Board of Commissioners and the decision on the use of profits shall be determined by the Annual GMS, no later than the end of the 6th (sixth) month after the end of the financial year.

Changes in the Composition of the Company's Management

Underlying Provisions

1. The Financial Services Authority /Otoritas Jasa Keuangan (OJK) Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies ("**POJK 33/2014**"), in Article 8 and 9.
2. Company's Articles of Association (AoA), in Article 21 ayat (32) letters c, d and e.

Based on the above conditions :

1. Members of the Board of Commissioners may resign from their positions before their term of office ends. Members of the Board of Commissioners who resign must submit their application to the Company.
2. The Company is obligated to convene a GMS for the resignation application no later than 90 (ninety) days after the Company receives the relevant resignation letter. Before the resignation in question becomes effective, the member of the Board of Commissioners is still obliged to complete his duties and responsibilities in accordance with the Company's articles of association and the prevailing laws and regulations.
3. The Company is required to disclose information to the public and submit it to the OJK no later than 2 working days after the receipt of the resignation letter for members of the Board of Commissioners and the results of the GMS.

Explanation

In the Meeting, the Board of Directors will present and request the approval of the GMS for the resignation letter of Mr. Muhammad Zainul Majdi as Deputy President Commissioner concurrently Independent Commissioner of the Company which was received by the Company's Board of Directors on August 5, 2022 and a Disclosure of Information has been published on the resignation of Mr. Muhammad Zainul Majdi. in accordance with the provisions in force on August 9, 2022. Based on the above provisions, the Company is obliged to hold a GMS to decide on the resignation application in question no later than 90 (ninety) days after the receipt of the said resignation application, and no later than 2 working days afterward. will publish the Disclosure of Information on the results of the GMS.

Information

Materials for this Meeting Agenda are to comply with the provisions of POJK No.15/POJK.04/2020 concerning the Planning and Organizing of the General Meeting of Shareholders of a Public Company which in essence regulates the obligation of the Public Company to provide Material for the Meeting Agenda from the date of the Invitation to the Meeting until the date of the Meeting. With the exception of the Meeting Agenda regarding Changes in the Composition of the Management and/or Supervisory Board of the Company, in the event that there are members of the Board of Directors and/or Board of Commissioners to be appointed, the curriculum vitae of the candidates for the Board of Directors and/or members of the Board of Commissioners who will be appointed must be available at another time, but no later than the time of holding the GMS, as long as it is regulated in the laws and regulations.

THANKYOU