

#### ANNOUNCEMENT OF SUMMARY OF MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2021 FINANCIAL YEAR PT BANK SYARIAH INDONESIA Tbk

The Board of Directors of "**PT BANK SYARIAH INDONESIA Tbk**" (hereinafter referred as the "**Company**") hereby notifies the Shareholders, that the Company has held an Annual General Meeting of Shareholders (hereinafter referred as the "**Meeting**"), on :

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

Day / Date Time	: Friday / May, 27 <sup>th</sup> 2022 : 14.43 WIB - 16.30 WIB (West Indonesian Local Time)
Venue	: Wisma Mandiri 1, 11 <sup>th</sup> Floor, JI M.H. Thamrin Kav. 5 Jakarta 10350.
Meeting Agenda	. Wishia Wahain 1, 11 Thor, of With Thamini Tay. 5 Salana 10000.
	1. Approval of the Annual Report and Report of the Supervisory Duties of the Board of Commissioners and Ratification of the Company's Financi Statements for the financial year ending on 31 December 2021 includin granting full release and discharge of responsibilities ( <i>volledig acquit et c charge</i> ) to all members of the Board of Directors and members of the Company's Board of Commissioners in connection with management an supervision of the Company that has been carried out during the financi year ending on December 31, 2021, as long as these activities are reflected in the Annual Report, including the submission of an Accountability Report of the Realization of the Use of Proceeds from the Company's Initial Public Company's Initial Public
	Offering (IPO) ending on December 31, 2021.
	<ol> <li>Approval for the use of the Company's net profit for the financial year endir December 31, 2021.</li> </ol>
	<ol> <li>Approval of the appointment of a Public Accounting Firm and Publ Accountant to audit the Company's Financial Statements for the financi year of December 31, 2022 and the determination of fees/honorariums.</li> </ol>
	4. Determination of bonuses for members of the Board of Directors and Board of Commissioners of the Company, as well as bonuses for members of the Company's Sharia Supervisory Board for the financial year ending of December 31, 2021, and determination of salaries for members of the Board of Directors and honorarium for members of the Board of Commissione and Sharia Supervisory Board, including the provision of facilities, benefit and/or or other allowances for the financial year 2022.
	<ol> <li>Approval of changes in the composition of the management and/ supervisors of BSI.</li> </ol>
	6. Approval of Amendments to the Articles of Association of the Company.

# B. The Members of the Board of Directors, Board of Commissioners and Sharia Supervisory Board of the Company who attended:

Board of Directors: President Director Vice President Director 1 Vice President Director 2 Compliance & Human Capital Director

- : Hery Gunardi
- : Ngatari
- : Abdullah Firman Wibowo
- : Tribuana Tunggadewi



Finance & Strategy Director	: Ade Cahyo Nugroho
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 Widyastuti
Board of Commissioners President Commissioner/Independent Commissioner President Commissioner/Independent	: Adiwarman Azwar Karim : Muhammad Zainul Majdi
Commissioner	: M. Arief Rosyid Hasan
Independent Commissioner	: Komaruddin Hidayat
Independent Commissioner	: Bangun S. Kusmulyono
Independent Commissioner	: Suyanto
Commissioner	: Masduki Baidlowi*)
Commissioner	: Sutanto
Commissioner <u>Sharia Supervisory Board</u> Chairman Member Member Member	: Imam Budi Sarjito : Dr. K.H. Hasanudin, M.Ag. : Dr.K.H. Mohamad Hidayat, MBA, MH. : Dr. H. Oni Sahroni, MA : Prof. Dr. K.H. Didin Hafidhuddin MS.

\*) attended via teleconference

- **C.** The meeting was attended by 39,106,044,060 shares with valid voting rights or 95.08% of all shares with valid voting rights issued by the Company.
- **D.** In the Meeting, Shareholders and/or their proxies are given the opportunity to ask questions and/or provide opinions regarding the agenda of the Meeting.

E.	1 <sup>st</sup> Meeting Agenda 2 <sup>nd</sup> Meeting Agenda	:	no question There were 2 questions and they were answered well by the Board of Directors
	3 <sup>rd</sup> Meeting Agenda 4 <sup>th</sup> Meeting Agenda	:	no question There were 1 questions and they were answered well by the Board of Directors
	5 <sup>th</sup> Meeting Agenda 6 <sup>th</sup> Meeting Agenda	:	no question no question

# F. The decision-making mechanism in the Meeting is as follows :

Meeting decisions are made by way of deliberation for consensus. If deliberation to reach consensus is not reached, it is carried out through voting.



G. The results of decisions made by voting :

## 1<sup>st</sup> MEETING AGENDA :

Agree	Abstain	Disagree
99,9994303% of all shares with		5 5

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

- Approved the Company's Annual Report including the Supervisory Report of the Company's Board of Commissioners for the financial year ending on 31 December 2021 and ratifying the Company's Financial Statements for the financial year ending 31 December 2021 which has been audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network), with the opinion "present fairly, in all material respects" as stated in report Number 00014/2.1025/Au.1/07/0222-1/1/I/2022 dated 19 January 2022.
- 2. Receive an Accountability Report on the Realization of the Use of Proceeds from the Company's Initial Public Offering (IPO) ending on December 31, 2021.
- 3. For the approval of the Company's Annual Report including the Supervisory Report of the Company's Board of Commissioners for the financial year ending on December 31, 2021 and the ratification of the Company's Financial Statements for the financial year ending on December 31, 2021, the Meeting granted full release and discharge of responsibilities (*volledig acquit et de charge*) against all members of the Board of Directors, and members of the Board of Commissioners in connection with the management and supervision of the Company that has been carried out, during the financial year ending December 31, 2021, as long as the action is not a criminal act and the action is reflected in the Annual Report and Report Financial for the financial year ended December 31, 2021.
- 4. Full release and discharge of responsibility (volledig acquit et de charge) is also granted to:
  - a. Mr. Mulya Siregar who serves as President Commissioner and Independent Commissioner of the Company from February 1, 2021 until August 24, 2021;
  - b. Mr. Eko Suwardi as Independent Commissioner of the Company from 1 February 2021 to 24 August 2021;
  - c. All Directors and Board of Commissioners of the three legacy banks, namely PT Bank BRIsyariah, Tbk ("BRIS"), PT Bank Syariah Mandiri ("BSM"), and PT Bank BNI Syariah ("BNIS") for a period of service prior to the effective merger, commencing from January 1, 2021 to January 31, 2021.

#### 2<sup>nd</sup> MEETING AGENDA:

Agree	Abstain	Disagree
39,094,560,060 votes or	148,200 votes or 0.0003790%	11,335,800 votes or
99,9706337% of all shares with	of all shares with voting rights	0.0289873% of all shares with
voting rights present at the	present at the Meeting	voting rights present at the
Meeting		Meeting



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

- 1. Approved and determined to use of the Company's net profit for the 2021 financial year amounting to Rp3,028,204,859,899,- (three trillion twenty eight billion two hundred four million eight hundred fifty nine thousand eight hundred ninety nine Rupiah), as follows:
  - a. 20% of the Company's Net Profit or Rp605,640,971,980,- (Six hundred five billion six hundred forty million nine hundred seventy-one thousand nine hundred and eighty Rupiah), set aside as the Company's Mandatory Reserves.
  - b. A total of 25% of the Company's Net Profit or Rp.757,051,214,975,- (Seven hundred fiftyseven billion fifty-one million two hundred fourteen thousand nine hundred and seventy-five Rupiah) is determined as a Dividend.
  - c. A total of 55% of the Company's Net Profit or Rp. 1,665,512,672,944,- (One trillion six hundred sixty five billion five hundred twelve million six hundred seventy two thousand nine hundred and forty four Rupiah), is determined as the Company's Retained Earnings.
- 2. Granting authority and power to the Board of Directors to regulate the procedures for the allocation of the Company's net profit above in accordance with the applicable laws and regulations.

# 3<sup>rd</sup> MEETING AGENDA :

Agree	Abstain	Disagree
99,9532334% of all shares with	113,800 votes or 0.0002910% of all shares with voting rights present at the Meeting	

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

- Appointed the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network) and Public Accountant M. Jusuf Wibisana to audit the Company's Financial Statements for the financial year ending 31 December 2022.
- 2. Granting authority and power to the Board of Commissioners to determine the honorarium and other requirements for the said Public Accounting Firm and Public Accountant, as well as appointing a substitute Public Accounting Firm and/or Public Accountant in the case of the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network) and/or Public Accountant M. Jusuf Wibisana, for whatever reason could not complete the audit process of the Company's Financial Statements for the financial year ending on December 31, 2022. If there is a change in the Public Accountant, the Board of Commissioners provide reports to shareholders.

## 4<sup>th</sup> MEETING AGENDA :

Agree	Abstain	Disagree
99.9739253% of all shares with	209,100 votes or 0.0005347% of all shares with voting rights present at the Meeting	

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



Granting authority and power to the Board of Commissioners with prior approval from the Majority Controlling Shareholder and known by the other Controlling Shareholders to determine :

- 1. Tantiem for the performance of the members of the Board of Directors and the Board of Commissioners, as well as bonuses for the performance of the members of the Sharia Supervisory Board for the financial year ending 31 December 2021.
- 2. Salaries of members of the Board of Directors and honorarium for the Board of Commissioners and the provision of facilities, benefits and/or other allowances for the financial year 2022.
- 3. Honorarium and/or allowances for members of the Sharia Supervisory Board for the financial year 2022.

# 5<sup>th</sup> MEETING AGENDA:

Agree	Abstain	Disagree
38,926,690,610 votes or 99,5413664% of all shares with voting rights present at the Meeting		

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

- 1. Dismiss with respect:
  - a. Mr. Abdullah Firman Wibowo as Vice President Director 2 of the Company
  - b. Mr. Kusman Yandi as Wholesale Transaction Banking Director of the Company, and
  - c. Mr. Kokok Alun Akbar as Retail Banking Director of the Company

- Starting from the closing date of the 2021 Fiscal Year Annual GMS with gratitude for the contribution of energy & thoughts given while serving as a member of the Company's Board of Directors.

- 2. Respectfully dismiss Mr Bangun S. Kusmuljono as the Company's Independent Commissioner starting from the closing date of the 2021 Fiscal Year Annual GMS with gratitude for the contribution of energy and thoughts given during his tenure as a member of the Company's Board of Commissioners.
- 3. Changed the position nomenclature of members of the Company's Board of Directors as follows:
  - a. Initially Deputy President Director 1 and Deputy President Director 2 became Deputy President Director.
  - b. Added 1 nomenclature of positions for members of the Board of Directors, namely Director of Treasury & International Banking.
- 4. Transferring the original assignment of Mr. Ngatari as Deputy President Director 1, who was appointed based on the resolution of the 2020 Extraordinary GMS, to the Director of Retail Banking with a term of office continuing the remaining term of office in accordance with the decision of the GMS for the appointment in question.
- 5. Appoint :
  - a. Mr. Bob Tyasika Ananta as Vice President Director of the Company.
  - b. Mr. Zaidan Novari as Wholesale Transaction Banking Director of the Company, and
  - c. Mr. Moh Adib as Treasury & International Banking Director of the Company.



- Starting from the closing date of the 2021 Fiscal Year Annual GMS and will end at the closing of the third Annual GMS since its appointment, which will be held in 2025, but without prejudice to the right of the GMS to dismiss at any time in accordance with the Company's Articles of Association.

The appointment stipulation above is effective after obtaining approval from the Financial Services Authority for the fit and proper test.

- 6. Appoint :
  - a. Mr. Mohamad Nasir as Independent Commissioner of the Company, and
  - b. Mr. Nizar Ali sebagai Independent Commissioner,

starting from the closing date of the 2021 Fiscal Year Annual GMS and will end at the closing of the third Annual GMS since its appointment, which will be held in 2025, but without prejudice to the right of the GMS to dismiss at any time in accordance with the Company's Articles of Association.

The appointment stipulation above is effective after obtaining approval from the Financial Services Authority for the fit and proper test.

7. Give authority and power to the Board of Directors of the Company to follow up on the decisions of the Meeting regarding reporting to regulators and other relevant agencies.

Starting from the closing date of the 2021 Fiscal Year Annual GMS, the composition of the Company's management will be as follows:

#### **BOARD OF COMMISIONERS**

Adiwarman Azwar Karim	: President Commissioner concurrently Independent Commissioner
Muhammad Zainul Majdi	:Vice President Commissioner concurrently Independent Commissioner
Suyanto	: Commissioner
Masduki Baidlowi	: Commissioner
Imam Budi Sarjito	: Commissioner
Sutanto	: Commissioner
M. Arief Rosyid Hasan	: Independent Commissioner
Komaruddin Hidayat	: Independent Commissioner
Mohamad Nasir*	: Independent Commissioner
Nizar Ali*	: Commissioner

#### BOARD OF DIRECTORS

Hery Gunardi	: President Director
Bob Tyasika Ananta*	: Vice President Director
Ngatari	: Retail Banking Director
Achmad Syafii	: Information Technology Director
Ade Cahyo Nugroho	: Finance & Strategy Director
Anton Sukarna	: Sales & Distribution Director
Tribuana Tunggadewi	: Compliance & Human Capital Director
Tiwul Widyastuti	: Risk Management Director
Zaidan Novari*	: Wholesale Transaction Banking Director
Moh Adib*	: Treasury & International Banking Director



\*The appointment stipulation above is effective after obtaining approval from the Financial Services Authority for the fit and proper test.

# 6<sup>th</sup> MEETING AGENDA :

Agree	Abstain	Disagree
38,928,377,924 votes or 99.5456811% of all shares with voting rights present at the Meeting		

#### Resolution of the Meeting on Agenda 6<sup>th</sup> :

- 1. Approved the amendments to the Company's Articles of Association in connection with:
  - 1) the implementation of the classification of shares in the Company into Series A Dwiwarna Shares which are shares with special rights and Series B Shares which are ordinary shares on behalf of.
  - reclassification of 1 (one) share owned by the Republic of Indonesia in the Company into 1 (one) Series A Dwiwarna Share and all shares owned by other shareholders into Series B Shares;

with details as shown in the Meeting.

(Article 4 paragraph 1, Article 4 paragraph 2, Article 4 paragraph (7) letter i, Article 4 paragraph (10), Article 5 paragraph (1), Article 5 paragraph (2), Article 5 paragraph (3), Article 5 paragraph (4) point (a) (b) (c) (d) (e), Article 5 paragraph (4) becomes paragraph (5), Article 10 paragraph (8), Article 11 paragraph (4) item (a) (b), Article 14 paragraph (8) point (b), Article 16 paragraph (2) item (b) (c) (e) (f), Article 22, paragraph (2) item (b)).

- 2. Approved to amend the articles of the Company's Articles of Association related to the decision point 1 above, and therefore rearrange all provisions in the Company's Articles of Association.
- 3. Granting power and authority to the Board of Directors with substitution rights to take all necessary actions related to the resolutions of the agenda of the 6th Annual GMS of the Company, including compiling and restating the entire Articles of Association of the Company in a Notary Deed and submitting it to the competent authority for approval and/or approval, receiving notification of changes to the Company's Articles of Association, doing everything that is deemed necessary and useful for that purpose with nothing being excluded, including making additions and/or changes to the amendments to the Company's Articles of Association if this is required by the competent authority.

## H. Schedule and Procedures for Distribution of Cash Dividends for the 2021 Financial Year

Furthermore, in accordance with the decision on the second agenda of the Annual GMS (AGM) as mentioned above, which has decided to pay cash dividends of Rp.757,051,214,975 or Rp.18,406613 per share to distribution for Shareholders, then hereby notify the schedule and the procedures for distributing cash dividends for the 2021 financial year are as follows:



#### **Cash Dividend Distribution Schedule**

No.	Information	Date
1.	End of Stock Trading Period With Cum Dividend	
	- Regular Market and Negotiation	June 7, 2022
	- Cash Market	June 9, 2022
2.	Beginning of Stock Trading Period Without Dividend Rights	
	(Ex Dividend)	June 8, 2022
	- Regular Market and Negotiation	June 10, 2022
	- Cash Market	
3.	Date of List of Shareholders Entitled to Dividend (Recording	June 9, 2022
	Date)	50116 5, 2022
4.	Cash Dividend Payment Date	June 30, 2022

#### **Cash Dividend Distribution Procedure**

- Cash Dividend will be distributed to the shareholders of the Company whose names are recorded in the Register of Shareholders ("DPS") or recording date on June 9, 2022 and/or Owners of company shares in the securities account at PT Kustodian Sentral Efek Indonesia ("KSEI") at closing Indonesia Stock Exchange trading on 9 June 2022.
- 2. For shareholders whose shares are registered in the Collective Custody of PT Kustodian Sentral Efek Indonesia ("KSEI"), dividend payments according to the above schedule will be made by way of book-entry through KSEI, and then KSEI will distribute it to the Customer Fund Account (RDN) with the Company. Securities or Custodian Bank where shareholders open securities accounts. Meanwhile, for the shareholders of the Company whose shares are not registered in the collective custody of KSEI, the payment of cash dividends will be transferred to the account of the shareholders of the Company.
- 3. The Cash Dividend will be taxed in accordance with the applicable tax laws and regulations.
- 4. Based on the applicable tax laws and regulations, the cash dividend will be excluded from the tax object if it is received by the shareholders of the domestic corporate taxpayer ("DN Entity Taxpayer") and the Company does not deduct Income Tax on cash dividends paid to the DN Entity WP. the. Cash dividends received by shareholders of domestic individual taxpayers ("WPOP DN") will be excluded from the tax object as long as the dividends are invested in the territory of the Unitary State of the Republic of Indonesia. For WPOP DN that does not meet the investment provisions as mentioned above, the dividends received by the person concerned will be subject to income tax ("PPh") in accordance with the applicable laws and regulations, and the PPh must be paid by the WPOP DN concerned in accordance with the provisions of Government Regulation no. 9 of 2021 concerning Tax Treatment to Support the Ease of Doing Business.
- 5. Shareholders of the Company can obtain confirmation of dividend payments through securities companies and or custodian banks where shareholders of the Company open a securities account, then the shareholders of the Company must be responsible for reporting the dividend receipts referred to in tax reporting for the tax year concerned in accordance with the applicable tax laws and regulations apply.

Shareholders of the Company who are Foreign Taxpayers whose tax withholding will use the rate based on the Double Taxation Avoidance Agreement ("P3B") must comply with the requirements of the Director General of Taxes Regulation No. PER-25/PJ/2018 concerning Procedures for the Application of Double Taxation Avoidance Agreement and submitting the document of record



evidence or receipt of DGT/Certificate of Domicile that has been uploaded to the Directorate General of Taxes website to KSEI or BAE PT Datindo Entrycom with the deadline for submission according to KSEI regulations , without the said documents, cash dividends paid will be subject to Article 26 Income Tax of 20%.

Jakarta, May 27<sup>th</sup> 2022

PT BANK SYARIAH INDONESIA Tbk Board of Director