

**INVITATION  
TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT BANK BTPN Tbk**

The Board of Directors of PT Bank BTPN Tbk (the "Company"), having domicile at South Jakarta, hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (the "Meeting") which will be held on:

Day/ Date : Thursday/ 23 April 2020  
Time : 10.00 a.m. Western Indonesian Time – onwards  
Venue : Menara BTPN, 27th Floor, CBD Mega Kuningan,  
Jl. DR. Ide Anak Agung Gde Agung Kav. 5.5-5.6 , Jakarta 12950

**The Meeting's Agenda and Explanation**

**1. Ratification and Approval of Financial Statement and Annual Report for the Year 2019, including without limitation to:**

- a. Ratification of the audited Financial Statement for the Year 2019 including Restatement of certain accounts of Financial Statement for the Year 2018, and;
- b. Supervisory Duties Report of Board of Commissioners for the Year 2019.
- c. Release and Discharge (Volledig Acquit et Decharge) of Board of Directors and Board of Commissioners who served for the year 2019.

In compliance with article 9 paragraph 4 of the Company's Articles of Association in conjunction with Articles 66, 67, 68 and 69 of Law Number 40 of Year 2007 regarding the Limited Liability Companies ("Company Law"). The Company will present the annual performance reports of the Board of Directors and the annual supervisory report of the Board of Commissioners towards the Company, for the year 2019 as stipulated into the Company's Annual Report and Financial Statements for the year 2019, and will ask shareholders to (i) approve the Financial Statements for the year 2019, including the restatement of certain accounts in the Financial Statements for the year 2018, which have been audited by Siddharta Widjaja & Rekan according to report Number 00090/2.1005/AU.1/07/0851-1/1/2020 dated 23 March 2020 with the opinion that it is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole (ii) approve the Annual Report of the Board of Directors of the Year 2019 including the Annual Supervisory Report for the Year 2019 (iii) provide release and discharge (Volledig Acquit et Decharge) for the Board of Directors and Board of Commissioners who served during the Year 2019.

**2. Determination on the appropriation of the Company's Profit and/or Loss for the financial year ended on 31 December 2019.**

In compliance with Article 21 paragraph 1 of the Company's Articles of Association in conjunction with Article 71 of the Company Law, the Company will elaborate the net profit of the Company in the Year 2019 and subsequently requests Shareholder's approval to (i) utilize 0.58% of net profit as a provision for mandatory reserve funds in order to comply with Article 70 Company Law (ii) post the remaining net profit balance which is not utilized as a Retained Earning.

**3. Changes on the composition of the Board of Directors and/or the Board of Commissioners of the Company.**

The Company will elaborate that, with reference to the Decree of the Board of Directors of PT Bursa Efek Indonesia Number Kep-00001/BEI/01-2014 dated 20 January 2014 regarding the changes to Rule No.I-A on the Listing of Shares and Security in form of Equity other than Shares issued by Listed Company, which has been revoked by the Decree of the Board of Directors of PT Bursa Efek Indonesia Number Kep-00183/BEI/12-2018 dated 26 December 2018, it will be declared that the naming of an independent or unaffiliated director is no longer applied.

Furthermore, in compliance with Article 14 paragraph 2 of the Company's Articles of Association in conjunction with Article 94 of the Company Law and Article 17 paragraph 2 of the Company's Articles of Association in conjunction with Article 111 of the Company Law, that in connection with the resignation of Ms. Mari Eka Pangestu through a letter dated 30 January 2020, the Company will seek the approval of shareholders to accept her resignation effective as of 1 March 2020 and states that the position left vacant for a while, until the next Extraordinary General Meeting of Shareholders of the Company related to the appointment of a substitute for President Commissioner, by taking into account the fit and proper test by the Financial Service Authority.

**4. Determination on the remuneration, allowances, tantiem and/or bonus to the Board of Directors and determination on the honorarium, allowances, tantiem and/or bonus to the Board of Commissioners of the Company.**

In compliance with Article 14 paragraph 5 of the Company's Articles of Association jo Article 96 of the Company Law and Article 17 paragraph 4 of the Company's Articles of Association jo Article 113 of the Company Law, and by taking into account the recommendations of the Remuneration and Nomination Committee, the Company will propose to shareholders to; (i) approve and determine the salary or honorarium and other allowance of the Board of Commissioners for the Year 2020 and authorize the Vice President Commissioner in determining the amount of the salary or honorarium and other allowance for each member of the Board of Commissioners; (ii) authorize the Board of Commissioners to approve the tantieme/bonus of the Board of Directors for the Year 2019 and determine tantieme/bonus for each member of the Board of Directors for the Year 2019 to be paid in 2020; (iii) authorize the Board of Commissioners to approve and determine the salary and other allowance for the Year 2020 and determine the salary, and other allowance of the Board of Directors and each member of the Board of Directors for the Year 2020.

**5. Appointment of Public Accountant and/or Public Accountant Firm for the financial year 2020.**

In compliance with Article 9 paragraph 4 of the Company's Articles of Association in conjunction with Article 68 of the Company Law, taking into account the recommendations of the Audit Committee No.M.001/AC/III/2020 dated 16 March 2020, the Company proposes to Shareholders to approve the appointment of **Liana Lim and Siddharta Widjaja & Rekan** as Public Accountants and Public Accountant Firm registered with the Financial Services Authority to conduct audits of the Company's Financial Statements for the Year 2020, including the service fees and other requirements relating to the appointment.

**6. To re-confirm the resolution on the Employee Stock Option Program to the Employee of the Company (ESOP Program).**

With reference to the resolution of Extraordinary General Meeting of Shareholders dated 29 April 2016 (EGMS) on the Employee Stock Option Program (ESOP Program) and its affirmation by the shareholders by the Annual General Meeting of Shareholders (AGMS) dated 24 March 2017, 29 March 2018 and 15 February 2019, the Company will propose the shareholders to reaffirm those AGMS and EGMS resolutions regarding ESOP Program.

**7. Approval on Recovery Plan of the Company.**

In compliance with OJK Regulation Number 14/POJK.03/2017 dated 4 April 2017 concerning Recovery Plan for Systemic Banks, the Company has prepared and submitted a Recovery Plan to OJK by letter No.S.711/DIR/RMMP/X/2019 dated 21 October 2019, which has been evaluated by OJK in letter No.SR-149/PB.32/2019 dated 27 December 2019 and accordingly the Company will seek approval from the Shareholders on the Recovery Plan.

**8. Report on the realization of bond utilization.**

In compliance with Article 6 of the OJK Regulation Number 30/POJK.04/2015 the Company will report the Realization on the Use of Proceeds from Public Offering of Shelf Registered IV Bank BTPN Stage 1 year 2019 as submitted to OJK by letter No.S.025/DIR/CCS/I/2020 date 14 January 2020.

**9. Changes to the Company's Articles of Association**

By taking into account to OJK letter No.S-92/D.04/2020 dated 18 March 2020 regarding Relaxation of Report Submission and Implementation of Annual General Meeting of Shareholders and the Articles 76-77 of Company Law, the Company will propose to shareholders to amend and add articles in the Company's Articles of Association regarding the implementation of electronic power of attorney (e-proxy) and the implementation of GMS using video conferencing media or other information technology.

**Material of the Meeting**

All supporting materials for all agenda of the Meeting can be accessed and downloaded through the website of the Company as of the date of the Invitation of the Meeting, or can be obtained by submitting a written request to Corporate Secretary of the Company during office hours to the address below stated.

**Eligible Shareholders**

The Shareholders who are entitled to attend the Meeting are those whose names are registered in the Shareholders Register of the Company on 31 March 2020 16.00 p.m. Western Indonesian Time and/or the Shareholders whom registered at the security sub account with PT Kustodian Sentral Efek Indonesia ("KSEI") on the closing of share trading at the Indonesian Stock Exchange on 31 March 2020.

**Attendance Quorum and Voting Tabulation**

1. Agenda 1 to 7  
The Meeting can be held if it is attended by the shareholders or their authorized attorney's representing more than 1/2 (half) of the total issued shares of the Company with valid voting rights.  
The Meeting decision must be taken based on the deliberation for consensus. In the event that the deliberation for consensus fails to be reached, the decision is valid if it is approved by more than 1/2 (half) of the total issued shares of the Company with valid voting rights present or represented at the Meeting.
2. Agenda 8  
This agenda will not calculate attendance quorum and voting tabulation is not required.
3. Agenda 9  
The Meeting can be held if it is attended by the shareholders or their authorized attorney's representing more than 2/3 (two-third) of the total issued shares of the Company with valid voting rights.  
The Meeting decision must be taken based on the deliberation for consensus. In the event that the deliberation for consensus fails to be reached, the decision is valid if it is approved by more than 2/3 (two-third) of the total issued shares of the Company with valid voting rights present or represented at the Meeting.

**General Provisions**

1. The Company will not issue separated Invitation letter to each Shareholder and this Invitation of the Meeting is considered as the official invitation to the Shareholders to attend the Meeting.
2. By taking into account the safety and healthy protocol as well as registration process for shareholders or shareholders attorney, the process will take place from **09.00 WIB and will close at 09.50 WIB**
3. To ensure the proceedings of the Meeting are simple, concise and not long-winded, the Meeting will be started on time, **Shareholders or Shareholders' Attorneys who attend after 10.00 WIB are not permitted to attend the Meeting.**
4. The Company provides Meeting Agenda's Materials and Explanation, Rules of Meeting Conduct, Power of Attorney and other supporting documents which can be downloaded from the Company's website [www.btpn.com](http://www.btpn.com) from the date of this invitation.
5. Shareholders or Shareholders' attorneys are required to read the Rules of Order of the Meeting before the Meeting is held.

**Specific Provision on Preventive Action towards COVID19 Outbreak**

By fully observing the Government's Call and the OJK's Provision on the Prevention of the COVID19 Outbreak, **the Company hereby highly advise the Shareholders not to be physically present but by granting power of attorney to the Independent Parties appointed by the Company**, who represent the principal to vote and forward the questions to the Meeting, with the following procedure:

1. Shareholders download the Power of Attorney and Inquiry forms from Company's website [www.btpn.com](http://www.btpn.com).
2. a. Power of Attorney and Inquiry forms which have been filled out, need to be scanned and sent by email to:
  - punia@hwmalaw.com;
  - anas@hwmalaw.com;
  - dm@datindo.com;
  - corporate.secretary@btpn.com.
 If there are differences in the number of Power of Attorney and Inquiry Form received by each of the above mailboxes, the total highest number and validated ones are counted.
- b. The original power of attorney must be directly submitted or sent by registered letter to the Company's Securities Administration Bureau, namely PT Datindo Entrycom, Jl. Hayam Wuruk No. 28 Jakarta 10120 up. DATA MANAGEMENT DEPARTMENT no later than 3 (three) days before the date of the Meeting, which is April 20, 2020.
3. Only Power of Attorney that is validated as a shareholder is entitled to attend the Meeting which will be counted to the quorum and the taken decision. Questions raised from Inquiry Form will be read at the Meeting. The discussion of the Meeting agenda including the questions and its answers will be recorded by the Public Notary and announced on the Company's website and the Indonesia Stock Exchange.

For the individual shareholder or Shareholder's attorney other than Independent Parties appointed by the Company, who will still attend the Meeting, **must follow the security and health protocols applicable to the building where the Meeting takes place**, if they pass, then before entering the Meeting room, they will subject to the following procedure:

1. Individual Shareholders submit a photocopy of Identity Card ("KTP") or other proof of identity.
2. Proxy of Individual Shareholders must submit (i) Power of Attorney in the form as determined by the Company, (ii) photocopy of KTP or other proof of identity.
3. Legal Entity Shareholders or Attorney of Legal Entity Shareholders must submit: (i) Power of Attorney in the form as determined by the Company, (ii) photocopy of the latest Articles of Association of the company, (iii) photocopy of deed of appointment for the latest composition of the management of the company, and (iii) special power of attorney (if required by the Articles of Association of the Legal Entity).
4. Shareholders whose shares are in KSEI's collective custody are required to show Written Confirmation for Meetings ("KTUR") which can be obtained at a securities company or custodian bank where the Shareholders open their securities accounts.

**Jakarta, 1 April 2020  
The Board of Directors of PT Bank BTPN Tbk**

**PT Bank BTPN Tbk**  
Menara BTPN, 29th Floor, CBD Mega Kuningan  
Jl. DR. Ide Anak Agung Gde Agung Kav. 5.5-5.6, Jakarta 12950  
email: [corporate.secretary@btpn.com](mailto:corporate.secretary@btpn.com); website: [www.btpn.com](http://www.btpn.com)