



**NOTICE FOR  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT BANK TABUNGAN PENSIUNAN NASIONAL Tbk**

The Board of Directors of PT Bank Tabungan Pensiunan Nasional Tbk (the "**Company**"), having its place of domicile in South Jakarta, hereby invites the shareholders of the Company to attend the Extraordinary General Meeting of Shareholders (the "**Meeting**") which will be convened as follows:

Day / Date : **Friday, 5 October 2018**  
Time : **14.00 PM - end**  
Venue : **Menara BTPN, 27<sup>th</sup> Floor  
CBD Mega Kuningan  
Jl. DR. Ide Anak Agung Gde Agung Kav. 5.5-5.6  
Jakarta Selatan 12950**

With agenda as follows:

**1. The planned merger between the Company and PT Bank Sumitomo Mitsui Indonesia ("SMBCI") together with the required transactional documents, including the Merger Plan and the concept of the Merger Deed between the Company and SMBCI.**

Explanation:

This agenda item is in compliance with Article 89 of the Law number 40 Year 2007 regarding Limited Liability Companies ("**Law No.40/2007**") and Article 17 clause 1 Financial Services Authority Regulation Number 74/POJK.04/2016 regarding Merger or Consolidation of Public Company, where the merger plan must obtain approval from the General Meeting of Shareholders. The Board of Directors of the Company and SMBCI have prepared the Merger Plan, which has been approved by each of the Board of Commissioners of the Company and SMBCI on 1 August 2018. The Company and SMBCI have announced the Abridged Merger Plan of PT Bank Tabungan Pensiunan Nasional Tbk and PT Bank Sumitomo Mitsui Indonesia in 2 (two) daily national newspapers namely Bisnis Indonesia and The Jakarta Post on 2 August 2018 ("**Abridged Merger Plan**"). Details related to the first agenda refers to abridged merger plan as above mentioned.

**2. The amendments of the Article of Association of the Company**

Explanation:

This agenda item is in compliance with Article 41 (1) Law No.40/2007. In connection with the merger, the Company wants to change several provisions in the Article of Association of the Company's, including but not limited to:

- Article 1 regarding Name of the Company's;
- Article 3 regarding Purpose and Objective and Business Activities;
- Article 4 regarding Capital;
- Article 15 regarding Duties and Powers of the Board of Directors;
- Article 16 regarding Meeting of the Board of Directors; and
- Article 19 regarding Meeting of the Board of Commissioners;

and arrange the entire provisions of the Articles of Association in a Notarial Deed.

**3. To approve the resignation of the member of the Board of Directors of the Company**

Explanation:

This agenda item is in compliance with Article 14 Clause (10) and Article 8 Clause (3) of the Regulation of the Financial Services Authority ("the FSA Regulation") number 33/POJK/04/2014 regarding the Board of Directors and the Board of Commissioners of Issuers or Public Company.

**4. Change to the members of the Board of Directors and Board of Commissioners of the Surviving Bank**

Explanation:

This agenda item is in compliance with the Article 94 clause (1) and 111 clause (1) Law No.40/2007, Article 3 clause (1) and Article 23 Financial Services Agency Regulation number 33/POJK.04/2014 regarding the Board of Directors and the Board of Commissioners of Issuer or Public Company and Article 14 clause (2) point (a) and Article 17 clause (2) point (a) of the Articles of Association of the Company, whereby the Company will seek approval from the Company's shareholders regarding changes in the composition member of the Board of Directors and the Board of Commissioners of the Company's.

Quorum:

The quorum for convening this meeting accordance to the Article 28 Clause 1 point a, the Article 27 point a and Article 26 point a, Financial Services Authority Regulation Number 32/POJK/POJK.04/2014 juncto Article 13 Clause 1 point a, Article 12 Clause 1 and Article 11 Clause 1 of the Articles of Association of the Company are as follows:

1. For the first agenda at least 3/4 (three fourth) of the total number of issued shares with valid voting rights present or represented in the meeting.
2. For the second agenda at least 2/3 (two third) of the total number of issued shares with valid voting rights present or represented in the meeting; and
3. For the third and fourth agendas more than 1/2 (half) of the total number of issued shares with valid voting rights present or represented in the meeting.

Notes:

1. The Company does not send a special notice to the shareholders, as pursuant to Article 10 paragraph 5 of the Articles of Association of the Company in conjunction with Article 13 paragraph (3) the Regulation of the Financial Services Authority number 32/POJK.04/2014 this advertisement constitutes an official notification.
2. Those entitled to attend the Meeting are the shareholders of the Company whose names shall be registered in the Register of Shareholders of the Company on 4 September 2018 at 16.15 p.m, Western Indonesia Time, and or the shareholders registered at the securities sub account with PT Kustodian Sentral Efek Indonesia (KSEI) on the closing of share trading at the Indonesian Stock Exchange on 4 September 2018.
3. Prior entering into the Meeting room, a shareholder or the proxy holder of a shareholder intending to attend the Meeting is required to present a photo copy of Residence Identity Card or other personal identification. Representative of a legal entity shareholder is required to present photo copies of the latest Articles of Association, a deed of appointment of the latest management and a power of attorney (if required). A shareholder whose shares are under collective deposit with PT Kustodian Sentral Efek Indonesia (KSEI) is required to present a Written Confirmation for Meeting (Konfirmasi Tertulis Untuk Rapat/KTUR) obtained from the securities company or the custodian bank where the shareholder maintain his securities account.
4. A shareholder who is not able to attend the Meeting may be represented by a proxy. A member of the Board of Directors or the Board of Commissioners and the employees of the Company may act as proxy of a shareholder in the Meeting, however votes cast by them as proxy holder in the Meeting shall not be computed in the voting.
5. Form of proxy may be obtained from the Securities Administration Bureau (Kantor Biro Administrasi Efek/BAE) of the Company, namely PT Datindo Entrycom, Jl. Hayam Wuruk No.28, Jakarta 10120. Proxies which have been duly completed must be returned to the BAE of the Company at above mentioned address not later than 4 October 2018.
6. Materials regarding the agenda that shall be discussed and resolved in the Meeting, are available at the office of the Company during the office hours of the Company from the date of the notice of the Meeting to the date of the Meeting. Detailed information of the agenda of the Meeting may be obtained from the web sites of the Indonesian Stock Exchange and the Company. The address of the head office of the Company is as follows:

PT Bank Tabungan Pensiunan Nasional Tbk  
Menara BTPN, 29<sup>th</sup> Floor  
CBD Mega Kuningan  
Jl. Dr. Ide Anak Agung Gde Agung, Kav 5.5 – 5.6  
Jakarta Selatan 12950  
Telp. (021) 30026200, Fax. (021) 30026307  
Att. Corporate Secretary

7. For the good order, and to facilitate a smooth Meeting, the shareholders or their proxy holders are required to be present at the location of the Meeting for registration not later than 15 minutes before the commencement of the Meeting. A shareholder or its proxy holder present after the closing of registration they can still present the Meeting however shall not be entitled to submit any proposal and/or ask question and nor entitled to cast any vote in the Meeting.

Jakarta, 5 September 2018  
**PT Bank Tabungan Pensiunan Nasional Tbk**  
The Board of Directors