

**THE EXPLANATION ON THE AGENDA OF
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
PT BANK BTPN Tbk**

In relation to the Extraordinary General Meeting of Shareholders (the “**Meeting**”) plan of PT BTPN Tbk (the “**Company**”) which will be held on Wednesday, 11 September 2019, the Company has published through daily newspapers, namely Bisnis Indonesia and the Jakarta Post:

- The announcement of the Meeting plan on Monday, 5 August 2019;
- The invitation of the Meeting on Tuesday, 20 August 2019.

Furthermore, with respect to:

- The Regulation of Indonesia Financial Services Authority number 32/POJK.04/2014 and number 10/POJK.04/2017 regarding the Plan and Implementation of the General Meeting of Shareholders of Public Listed Company,
- Decree of the Indonesia Stock Exchange Number Kep-00001/BEI/01-2014 dated 20 January 2014 regarding the Amendment of Rule number I-A on Registration of Shares and non shares equity like securities issued by the Listed Company, and
- Articles of Association of the Company.

the Company hereby submit the explanation on each agenda of the Meeting as follows:

First Agenda

The changes in the composition of members of the Board of Directors of the Company

1.1. Background

- With reference to Article 14 paragraph 2 letter a of the Company's Articles of Association, members of the Board of Directors shall be appointed by the GMS each for a term commencing from the date determined in the GMS appointing such members of the Board of Directors until the closing of the third GMS convened after the GMS which appoints such members of the Board of Directors.
- With reference to Article 49 letter b number 2 of Financial Services Authority Regulation number 55/POJK.03/2016 dated 9 December 2016 regarding the implementation of Good Corporate Governance for Commercial Bank, the Remuneration and Nomination Committee shall have duties and responsibilities in relation to the nomination policy, at least to give recommendation regarding the candidate members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be submitted to the GMS.

1.2. Explanation/Opinion of Board of Directors and Board of Commissioners

Whereas, the Board of Commissioners and the Board of Directors has received the following documents:

- Recommendation on the nomination of Hanna Tantani as Director of the Company as stipulated in the Minutes of Meeting of Remuneration and Nomination No. MOM/RNC/003/IV/2019 dated 4 April 2019;
- Letter of Financial Services Authority No. SR-188/PB.12/2018 dated 29 July 2019 on the Submission of Copy of Decision on the Nomination of Finance Director of PT Bank BTPN Tbk; and
- Copy of Decision of the Board of Commissioners members of Financial Services Authority Number 37/KDK.03/2019 dated 26 July 2019 on the Result of Fit and Proper Test of Hanna Tantani as Candidate of Finance Director of PT Bank BTPN Tbk,

according to the abovementioned explanation, to propose to the Meeting to appoint Hanna Tantani as Director of the Company and accordingly approves the changes in the composition of members of the Board of Directors of the Company.

Therefore the composition of the Board of Directors as of the closure of the Meeting is as follows:

Board of Directors

President Director	:	Ongki Wanadjati Dana
Deputy President Director	:	Kazuhisa Miyagawa
Compliance Director (Independent)	:	Dini Herdini
Director	:	Yasuhiro Daikoku
Director	:	Henoch Munandar
Director	:	Adrianus Dani Prabawa
Director	:	Hiromichi Kubo
Director	:	Merisa Darwis
Director	:	Hanna Tantani

effectively as of the closing of the Meeting until the closure of Annual General Meeting of Shareholders of the Company which will be held in the year 2022, without prejudice to changes that may occur before the expiration of the term of office.

1.3. Supported Data/Material

Curriculum vitae of candidate member of Board of Directors of the Company can be accessed at the link of **Profile/Curriculum Vitae of the Candidate Member of the Board of Directors of the Company.**

Second Agenda

The changes in the composition of members of the Board of Commissioners of the Company

2.1. Background

- With reference to Article 17 paragraph 2 letter a of the Company's Article of Association, members of the Board of Commissioners shall be appointed by the GMS each for a term commencing from the date determined in the GMS appointing such members of the Board of the Commissioners until the closing the third annual GMS convened after the GMS which appoint such members of the Board of Commissioners
- With reference to Article 49 letter b number 2 of Financial Services Authority Regulation number 55/POJK.03/2016 dated 9 December 2016 regarding the implementation of Good Corporate Governance for Commercial Bank, the Remuneration and Nomination Committee shall have duties and responsibilities in relation to the nomination policy, at least to give recommendation regarding the candidate members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be submitted to the GMS.

2.2. Explanation/Opinion of Board of Directors and Board of Commissioners

Whereas, the Board of Commissioners and the Board of Directors has received the following documents:

- Recommendation on the nomination of Irwan Mahjudin Habsjah as Independent Commissioner of the Company as stipulated in the Minutes of Meeting of Remuneration and Nomination No. MOM/RNC/002/II/2019 dated 8 February 2019;
- Letter of Financial Services Authority number SR-145/PB.12/2018 dated 13 June 2019 on the Submission of Copy of Decision on the Nomination of Independent Commissioner of PT Bank BTPN Tbk;
- Copy of Decision of the Board of Commissioners members of Financial Services Authority number 28/KDK.03/2019 dated 12 June 2019 on the Result of Fit and Proper Test of Irwan Mahjudin Habsjah as Candidate of Independent Commissioners of PT Bank BTPN Tbk,

according to the abovementioned explanation, to propose to the Meeting to appoint Irwan Mahjudin Habsjah as the Independent Commissioner of the Company and accordingly approves the changes in the composition of members of the Board of Commissioners of the Company.

Therefore, the composition of the Board of Commissioners as of the closure of the Meeting is as follows:

Board of Commissioners

President Commissioner (Independent)	:	Mari Elka Pangestu
Vice President Commissioner	:	Chow Ying Hoong
Commissioner	:	Takeshi Kimoto
Commissioner (Independent)	:	Ninik Herlani Masli Ridhwan
Commissioner (Independent)	:	Irwan Mahjudin Habsjah

effectively as of the closing of the Meeting until the closure of Annual General Meeting of Shareholders of the Company which will be held in the year 2022, without prejudice to changes that may occur before the expiration of the term of office.

2.3. Supported Data/Material

Curriculum vitae of candidate member of Board of Commissioners of the Company can be accessed at the link of **Profile/Curriculum Vitae of the Candidate Member of the Board of Commissioners of the Company**.

Jakarta, 20 August 2019

PT Bank BTPN Tbk

Board of Directors