

**Agenda Materials of :**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGMS) YEAR 2022  
PT Bank Syariah Indonesia, Tbk**

**May 22, 2023**

*Disclaimer :*

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

## **Approval of the Annual Report and Report of the Supervisory Duties of the Board of Commissioners and Ratification of the Company's Financial Statements for the financial year ending on December 31, 2022 including granting full release and discharge of responsibilities (volledig acquit et de charge) to all members of the Board of Directors and members of the Company's Board of Commissioners in connection with management and supervision of the Company that has been carried out during the financial year ending on December 31, 2022, as long as these activities are reflected in the Annual Report.**

### **Legal basis :**

- Law Number 40 of 2007 concerning Limited Liability Companies as amended by Law Number 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law Number 2 of 2022 concerning Job Creation to Become Law ("UUPT"), in Article 66 paragraph (1), Article 66 paragraph (2), Article 67 paragraph (1), Article 68 paragraph (3) and Article 69 paragraph (1).
- The Company's Articles of Association, in Article 12 paragraph (1) to paragraph (3) junctis Article 19 paragraph (2) point b.10, Article 21 paragraph (29) letter f, Article 26 paragraph (8) and (9).

Based on the provisions above, that:

- The Board of Directors is required to submit an annual report including the Company's financial statements no later than the end of the 6th (sixth) month after the end of the financial year to the GMS.
- Approval of the Annual Report including ratification of the Annual Financial Statements and Report of the Board of Commissioners' Supervisory Tasks and decisions on the use of profits are stipulated at the Annual GMS.
- Approval of the annual report by the Annual GMS, means giving full release and discharge of responsibility to members of the Board of Directors and Board of Commissioners for the management and supervision carried out during the previous financial year, insofar as such actions are reflected in the intended annual report except for acts of embezzlement, fraud and acts other crimes.
- The discharge from the responsibilities of a member of the Board of Commissioners who has resigned is granted after the Annual GMS releases him.

### **Explanation :**

In the Meeting, it will be explained and asked for approval/approval from the Shareholders for:

- The Company's Annual Report includes the Company's Board of Commissioners Supervisory Report for the financial year ending December 31, 2022 and the Company's Financial Statements for the financial year ending December 31, 2022 which have been audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network), with the opinion "presents fairly, in all material respects" as stated in report No. 00026/2.1025/AU.1/07/0222-2/1/1/2023 dated 30 January 2023.
- Full release and discharge (volledig acquit et de charge) to the Board of Directors and the Board of Commissioners of the Company, for the management and supervisory actions that have been carried out during the 2022 financial year, including 3 (three) members of the Board of Directors & 1 (one) member of the Board of Commissioners who honorably dismissed by the GMS, as well as 1 (one) Member of the Board of Commissioners who resigned and has been approved by the GMS to be held in 2022.
- The Company's Annual Report which includes the Company's Annual Financial Report, the Implementation Report of the Social and Environmental Responsibility Program and the Report on the supervisory duties of the Company's Board of Commissioners can be accessed on the Company's website with the following link: <https://ir.bankbsi.co.id/> or the website Indonesia stock exchange.

## Approval of the use of the Company's net profit for the financial year ending December 31, 2022.

### Legal Basis :

- UUPT, in Article 70 and Article 71;
- The Company's Articles of Association, in Article 27 paragraph (1), (2), and (3) Jo. Article 28 paragraph (1), (2), and (3).

Based on the provisions above :

- The company is required to set aside a certain amount of profit every financial year for reserves up to at least 20% of the total issued and paid-up capital.
- Determination of the amount of provision for reserves is decided by the GMS.
- The use of the Company's net profit including the determination of the amount of provision for reserves proposed by the Board of Directors is decided by the Annual GMS.

### Explanation :

The Meeting will present and ask for approval/approval from the Shareholders for the Company's net profit for the 2022 financial year, namely IDR 4,260,181,677,886, - (four trillion two hundred sixty billion one hundred eighty one million six hundred seventy seven thousand eight hundred eighty six Rupiah) which will be allocated among others as the Company's mandatory reserves, dividends which will be distributed to Shareholders, and the remainder shall be determined as the Company's retained earnings.

For complete information regarding information regarding the Company's Net Profit for the 2021 financial year, you can refer to the Company's Financial Report for the 2021 Fiscal Year as available on the Company's website.

## Approval of the appointment of a Public Accounting Firm and a Public Accountant to audit the Company's Financial Statements for the financial year ending December 31, 2023 and determining the fee/honorarium.

### Legal Basis :

- Regulation of the Financial Services Authority (POJK) Number 13/POJK.03/2017 concerning the Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities, in Article 13 paragraph (1), paragraph (4) in conjunction with Article 16 paragraph (1).
- POJK Number 15/POJK.04/2020 concerning Plans and Implementation of General Meeting of Shareholders of Public Companies, in Article 59.
- The Company's Articles of Association, in Article 12 paragraph (2) letter c.

Based on the provisions above :

- The appointment of a Public Accountant (AP) and/or a Public Accountant Firm (KAP) must be decided by the GMS. The proposal to appoint an AP and/or KAP submitted by the Board of Commissioners must take into account the recommendations of the Audit Committee. Use of audit services on annual historical financial information from the same AP for a maximum audit period of 3 (three) consecutive reporting years.
- Delegation of authority to appoint AP and/or KAP by the GMS to the Board of Commissioners, which must be accompanied by an explanation for the delegation regarding the reasons for delegating authority and the criteria or limitations of public accountants who can be appointed.

### Explanation :

In the Meeting, it will be explained and asked for approval/approval from the Shareholders for :

- Appointment of KAP and AP to audit the Company's Financial Statements for the financial year ending on December 31, 2023.
- The KAP and AP that will be proposed by the Board of Commissioners are the Public Accountant Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network) and Public Accountant M. Jusuf Wibisana

## Approval of the appointment of a Public Accounting Firm and a Public Accountant to audit the Company's Financial Statements for the financial year ending December 31, 2023 and determining the fee/honorarium.

### Explanation :

Information on the List of Public Accounting Firms and Public Accountants of the Company in the Last 4 (four) Years is as follows :

Year	Company	Public Accounting Firm (KAP)	Public Accountant (AP)
2019	PT Bank BRIsyariah, Tbk (BRIS)	KAP Purwantono, Sungkoro & Surja (Ernst & Young)	Muhammad Kurniawan
2020	PT Bank BRIsyariah, Tbk (BRIS)	KAP Purwantono, Sungkoro & Surja (Ernst & Young)	Alvin Kossim
2021	PT Bank Syariah Indonesia, Tbk (BSI)	Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (PwC Global Network)	M. Jusuf Wibisana
2022	PT Bank Syariah Indonesia, Tbk (BSI)	Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (PwC Global Network)	M. Jusuf Wibisana

## **Determination of tantiem for members of the Company's Board of Directors and Board of Commissioners, as well as bonuses for members of the Company's Sharia Supervisory Board for the financial year ending December 31, 2022, and determination of salaries for members of the Board of Directors and honorarium for members of the Board of Commissioners and Sharia Supervisory Board, including provision of facilities, benefits and/ or other allowances for the 2023 financial year.**

### **Legal Basis :**

- UUPT, in Article 71 paragraph (1) and its explanation if Article 96, Article 113.
- POJK Number 59/POJK.03/2017 concerning Implementation of Governance in Providing Remuneration for Sharia Commercial Banks and Sharia Business Units, in Article 9 letter b jis Article 21, Article 22, Article 23, Article 24, Article 25.
- The Company's Articles of Association, in Article 12 paragraph (2) letter d jis Article 18 paragraph (17), Article 21 paragraph (34), Article 24 paragraph (7) and Article 27 paragraph (6).

Based on the provisions above :

- Determination of remuneration for the Board of Commissioners, Board of Directors and Sharia Supervisory Board is carried out in the Annual GMS.
- Determination of tantiem (tantiem) for the Board of Directors and the Board of Commissioners is determined in the GMS.
- The type and amount of honorarium and allowances/facilities including tantiem (tantiem) and post-service compensation for members of the Board of Commissioners are determined by the GMS by taking into account the provisions of the applicable laws and regulations.
- Salaries, fees and other allowances (if any) for members of the Board of Directors are determined by the GMS, and this authority by the GMS can be delegated to the Board of Commissioners.
- Members of the Sharia Supervisory Board can be given honorarium and/or allowances, the amount of which is determined by the GMS which can be delegated to the Board of Commissioners.

### **Explanation :**

In the meeting, it will be explained and asked for approval/approval from the Shareholders for the determination of tantiem for the Board of Directors and the Board of Commissioners, bonuses for the Sharia Supervisory Board, as well as remuneration for the Board of Directors, Board of Commissioners and Sharia Supervisory Board, with the proposal to delegate to the Board of Commissioners to determine them in advance obtained the approval of PT Bank Mandiri (Persero), Tbk, as the Controlling Shareholder of the Most Series B and known by the Other Controlling Shareholders.

## Report on Realization of Use of Funds from Capital Increase by Providing Pre-emptive Rights I (“PMHMETD I”) Year 2022.

### Legal Basis :

- POJK No.30/POJK.04/2015 concerning Realization Report on the Use of Funds from a Public Offering, Article 6 & Article 7

Based on the provisions above :

- Realization of the use of proceeds from the Public Offering must be accounted for at each Annual GMS until all proceeds from the public offering have been realized.
- This accountability must be carried out at the nearest Annual General Meeting of Shareholders even though the realization of the use of funds has not covered 1 (one) year after the allotment date or in the event that all funds from the offer have been realized.
- The realization report must be used as one of the agenda items in the Annual GMS.
- The company has increased its paid-in capital through the PMHMETD I mechanism in 2022.

### Explanation :

The Meeting will present a Report on the Realization of the Use of Proceeds from PMHMETD I 2022 by the Board of Directors to the Shareholders.

## Approval of the Company's Recovery Plan

### Legal Basic :

- POJK Number 2/POJK.03/2018 concerning Determination of Systemic Banks and Capital Surcharges.
- POJK Number 14/POJK.03/2017 concerning Recovery Plans for Systemic Banks, Article 2 and Article 3.

Based on the provisions above :

- Systemic Banks are required to prepare and submit an Action Plan (Recovery Plan) to OJK. Recovery Plan is a plan to overcome (prevent, recover and improve) financial problems that may occur in the Systemic Bank.
- OJK designated the Company as a Systemic Bank as of March 23, 2022 (vide OJK Letter No. SR-10/PB.34/2022 dated April 21, 2022) so that the Company is required to prepare and submit an Action Plan (Recovery Plan).
- The Company has prepared a Recovery Plan to comply with these regulations. In the Recovery Plan, the Company has set indicators in the form of financial ratios covering aspects of Capital, Liquidity, Earnings and Asset Quality, and has set trigger levels for each indicator.
- The Company has also developed recovery options for each of these aspects. The recovery option is a choice of actions that are determined to be carried out in response to the financial pressures experienced by the Company in order to prevent, recover or improve the financial condition and viability of the Company's business (viability).
- The Company has submitted a Recovery Plan to OJK on 26 August 2022.
- In order to fulfill Article 3 POJK 14 which requires an Action Plan (Recovery Plan) must obtain shareholder approval through the GMS, so that at the Annual GMS for the 2022 Fiscal Year the Company seeks approval for the Action Plan (Recovery Plan).

### Explanation :

In the Meeting will be explained and asked for approval/approval from the Shareholders on the Company's Action Plan (Recovery Plan).



## Approval of Changes in the Management of the Company.

### Legal Basic :

- UUPT, in Article 94 *j/s.* Article 92 paragraph (5) and paragraph (6), Article 111 paragraph (1)
- POJK Number 16/POJK.03/2022 concerning Sharia Commercial Banks, in Article 53 paragraph (4).
- POJK Number 33/POJK.04/2014 concerning Directors and Board of Commissioners of Issuers or Public Companies, in Article 23 paragraph (1) in conjunction with Article 3 paragraph (1).
- Regulation of the Minister of BUMN Number PER-03/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises.
- Regulation of the Minister of BUMN Number PER-03/MBU/2012 concerning Guidelines for the Appointment of Members of the Board of Directors and Members of the Board of Commissioners of Subsidiaries of State-Owned Enterprises as amended by Regulation of the Minister of BUMN Number PER-04/MBU/06/2020 concerning the same matter, in Article 21.
- The Company's Articles of Association, in Article 18 and Article 21.

Based on the provisions above :

- The appointment, replacement and dismissal of the Board of Directors and Board of Commissioners is determined by the GMS.
- BUMN Controlling Shareholders may propose Candidates for Directors and/or Candidates for the Board of Commissioners of BUMN Subsidiaries from elements of BUMN shareholders.
- The composition of the number of members of the Company's Independent Board of Commissioners has not complied with POJK provisions on the Implementation of Commercial Bank Governance which requires the number of members of the Bank's Independent Board of Commissioners to be at least 50% (fifty percent) of the total number of members of the Board of Commissioners.

### Explanation :

In the Meeting, the Shareholders will seek approval for the proposed changes to the management of the Company which will be submitted by the Most Series B Controlling Shareholder (dhi. BMRI) to the Chairperson of the GMS in the implementation of the Annual GMS for the 2022 Fiscal Year.

## Approval of Changes in the Management of the Company.

### Explanation :

The current composition of the Company's Board of Directors, Board of Commissioners and Sharia Supervisory Board :

#### Directors :

- |  |                       |
|--|-----------------------|
| 1) President Director                        | : Hery Gunardi        |
| 2) Vice President Director                   | : Bob Tyasika Ananta  |
| 3) Retail Banking Director                   | : Ngatari             |
| 4) Compliance & Human Capital Director       | : Tribuana Tunggadewi |
| 5) Finance & Strategy Director               | : Ade Cahyo Nugroho   |
| 6) Risk Management Director                  | : Tiwul Widyastuti    |
| 7) Sales & Distribution Director             | : Anton Sukarna       |
| 8) Information Technology Director           | : Achmad Syafii       |
| 9) Treasury & International Banking Director | : Moh.Adib            |
| 10) Wholesale Transaction Banking Director   | : Zaidan Novari       |

#### Board of Commissioners:

- |  |                         |
|--|-------------------------|
| 1) President Commissioner concurrently as Independent Commissioner   | : Adiwarmar Azwar Karim |
| 2) Vice President Commissioner concurrently Independent Commissioner | : <i>vacant</i>         |
| 3) Independent Commissioner  | : Komaruddin Hidayat    |
| 4) Independent Commissioner  | : M. Arief Rosyid Hasan |
| 5) Independent Commissioner  | : Mohamad Nasir         |
| 6) Commissioner  | : Suyanto               |
| 7) Commissioner  | : Masduki Baidlowi      |
| 8) Commissioner  | : Imam Budi Sarjito     |
| 9) Commissioner  | : Sutanto               |
| 10) Commissioner   | : Nizar Ali *           |

\*) *Effective since obtaining approval from OJK for the fit and proper test.*

#### Sharia Supervisory Board :

- |             |                                       |
|-------------|---------------------------------------|
| 1) Chairman | : Dr. KH. Hasanudin, M.Ag             |
| 2) Member   | : Dr. H. Mohamad Hidayat, MBA, MH     |
| 3) Member   | : Dr. H. Oni Sahroni, M.A             |
| 4) Member   | : Prof. DR. KH. Didin Hafidhuddin, MS |

Further information regarding the composition of the Company's management can be accessed on the Company's website via the following link address:  
<https://www.bankbsi.co.id/formasiformasi/management>.

## Information

*Materials for this Meeting Agenda are in compliance with the provisions of POJK No.15/POJK.04/2020 concerning the Plan and Implementation of a General Meeting of Shareholders of a Public Company which basically regulates the obligation of a Public Company to provide Materials for Meeting Agenda from the date of the Meeting Invitation until the date of the Meeting. With the exception related to the Agenda of the Meeting concerning Changes in the Company's Management, in the event that there are members of the Board of Directors and/or Board of Commissioners to be appointed, then the curriculum vitae of prospective members of the Board of Directors and/or members of the Board of Commissioners to be appointed must be available at another time but no later than when implementation of the GMS, as long as it is stipulated in the laws and regulations.*

**THANK YOU**