

MATERIALS FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS PT BANK BRISYARIAH Tbk FISCAL YEAR OF 2018



Jakarta, April 4th 2019

- 1. Approval of the Company's Annual Report and validation of the Company's Financial Statement and Approval of The Board of Commissioners Supervisory Action Report, for the fiscal year of 2018, including the Accountablilty Report of The Use Funds from Initial Public Offering (IPO) in 2018.**
- 2. Approval of the Company's Net Profits allocation for the Fiscal Year of 2018.**
- 3. Approval on the remuneration (salary/honorarium, facility, allowance and/or other benefits) for the Fiscal Year of 2019 and tantiem for the Fiscal Year of 2018 for the Board of Directors and the Board of Commissioners.**
- 4. The Appointment of Public Accountant Firm to audit the Company's Financial Statement for the Fiscal Year of 2019.**
- 5. Approval on the Amendment to the Company's Articles of Association.**
- 6. Change of composition of the Company's Management.**

Approval of the Company's Annual Report and validation of the Company's Financial Statement and Approval of The Board of Commissioners Supervisory Action Report, for the fiscal year of 2018, including the Accountability Report of The Use Funds from Initial Public Offering (IPO) in 2018.

Legal Basis :

- Article 66, Article 67, Article 68, Article 69, Article 78 of Law of Republic Indonesia Number 40 Year 2007 concerning Limited Liability Company.
- Article 11 paragraph 7 and paragraph 8, Article 22 paragraph 3 of the Company's Articles of Association.
- Article 6, Article 7 of the Financial Services Authority Regulation (POJK) Number 30/POJK.04/2015 on Realization Reports on Utilization of Proceeds of Public Offerings.

Explanation :

1. The Company Annual Report includes Report of Supervising Action of the Board of Commissioners. Annual Financial Statement requested for approval and legalization in the Annual GMS for the Fiscal Year of 2018 has been uploaded on the Company's website (www.brisyariah.co.id) and the website of Indonesia Stock Exchange (www.idx.co.id).
2. The Company's Financial Statement for the fiscal year ended on December 31st 2018 has been audited by Public Accountant Office "Purwantono, Sungkoro & Surja" with the opinion "fairly in all material respects", as stated in its report Number 00313/2.1032/AU.1/07/1008-2/1/III/2019 dated March 25th 2018.
3. Accountability report for The Use of Funds from Initial Public Offering in year 2018 such as the latest report to the Financial Service Authority (OJK) for position at December 31st 2018 with letter Number SB009-PDR/01-2019 dated January 15th 2019, complying to Regulation of OJK Number 30/POJK.04/2015 on Realization Reports on Utilization of Proceeds of Public Offerings.

Approval of the Company's Net Profits allocation for the Fiscal Year of 2018.

Legal Basis :

- Article 70, Article 71 of Law of Republic Indonesia Number 40 Year 2007 concerning Limited Liability Company.
- Article 23, Article 24 of the Company's Articles of Association.

Explanation :

1. The Company's Net Profits for the fiscal year ended on December 31st 2018, which is planned to be allocated in accordance with applicable laws or regulation and the Company's Articles of Association.
2. The Company's *Zakat* Payment based on Company's Profits for the fiscal year 2018 will be proposed to Annual GMS.

Approval on the remuneration (salary/honorarium, facility, allowance and/or other benefits) for the Fiscal Year of 2019 and tantiem for the Fiscal Year of 2018 for the Board of Directors and the Board of Commissioners.

Legal Basis :

- Article 96, Article 113 Law of Republic Indonesia Number 40 Year 2007 concerning Limited Liability Company
- Article 15 paragraph 18, Article 18 paragraph 20 of the Company's Articles of Association.

Explanation:

In accordance to the Company's Articles of Association, salaries, fees and other benefits for members of the Board of Directors are determined by the GMS and the authority by the GMS can be delegated to the Board of Commissioners, as well as the honorarium and other benefits of members of the Board of Commissioners determined by the GMS.

The Appointment of Public Accountant Firm to audit the Company's Financial Statement for the Fiscal Year of 2019.

Legal Basis :

- Article 11 paragraph 7 of the Company's Articles of Association.
- Article 13 paragraph 1 of Financial Services Authority Regulation (POJK) Number 13/POJK.03/2017 on concerning The Use of Public Accountant and Auditing Firm in Financial Services Activities.

Explanation :

In accordance to the Company's Articles of Association, Public Accountant Firm appointed by the GMS to audit the Company's Financial Report based on a proposal from the Board of Commissioners. The GMS may delegate such appointing authority to the Board of Commissioners.

Approval on the Amendment to the Company's Articles of Association.

Legal Basis :

- Article 19 of Law of Republic Indonesia Number 40 Year 2007 concerning Limited Liability Company.
- Article 25 paragraph 2 of the Company's Articles of Association.

Explanation :

Amendment to the Company's Articles of Association in the context of alignment with the Articles of Association of PT Bank Rakyat Indonesia (Persero) Tbk as the Company's Parent Company. The main changes that will be proposed at the Annual GMS are including but not limited to the followings:

- Change of the term of office of Members of the Board of Commissioners, Board of Directors and Sharia Supervisory Board.
- Revise and/or add Provisions in the Articles of Association to align with the Articles of Association of the Parent Company and other adjustments that are relevant to the Company's activities.

Change of composition of the Company's Management.

Landasan Hukum :

- Article 15 paragraph 10, paragraph 11 and/or Article 18 paragraph 14 of the Company's Articles of Association.
- Financial Services Authority Regulation (POJK) No. 33/POJK.04/2014 on Issuer's Board of Directors and Board of Commissioners or Public Company.

Explanation :

1. The term of office of some members of Company's Management will expire, therefore it is necessary to make changes and/or substitution.
2. PT Bank Rakyat Indonesia (Persero) Tbk (the controlling shareholder of the Company) will propose the change of Company's Management.



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