

(Sworn translation from Indonesian)

[The National Emblem of the Republic of Indonesia]

NOTARY OFFICE

NY. PUDJI REDJEKI IRAWATI S.H.

DECREE OF THE MINISTER OF JUSTICE OF THE REPUBLIC OF INDONESIA

NUMBER : C - 36 HT. 03. 02. Th. 1993

DATED : FEBRUARY 25, 1993

OFFICE : KOMPLEK MAJAPAHIT PERMAI BLOK A 22

JL. MAJAPAHIT NO. 18-22

JAKARTA PUSAT (10160)

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***** OFFICIAL COPY *****

**DEED : UNANIMOUS WRITTEN RESOLUTION OF
LIMITED LIABILITY COMPANY PT. BANK UIB**

DATE : DECEMBER 16, 2009.

NUMBER : 49.-



UNANIMOUS WRITTEN RESOLUTION

LIMITED LIABILITY COMPANY PT. BANK UIB

NUMBER : 49.

Today, Wednesday, the sixteenth of December two thousand and nine (16-12-2009), at sixteen hundred hours Western Indonesian Time (16.00 W.I.B.).

There appeared before me, **Mrs. PUDJI REDJEKI IRAWATI, Bachelor of Law, Notary in Jakarta**, in the presence of witnesses known to me, Notary, and whose names shall be stated in the concluding part of this deed:

- **Mrs. NURISA**, born in Lahat on the fifteenth of October one thousand nine hundred and fifty-nine (15-10-1959), Director of the Company to be referred to, with place of residence in West Jakarta, at Jalan Haji Jamhari VIII C/19A, Rukun Tetangga 001, Rukun Warga 003, Kelurahan Angke, Kecamatan Tambora, holder of Indonesian Identity Card Number 09.5204.551059.0269, Indonesian citizen;

who, according to information furnished by him, is acting in her aforementioned capacity and based on the authority granted as outlined in the Shareholders' Resolution of the Company to be referred to, made under the hand and duly stamped, dated the sixteenth of December two thousand and nine (16-12-2009), the original deed is attached to the minutes hereof, of and as such for and on behalf of **Limited**

Liability Company PT. BANK UIB, domiciled in East Jakarta,



with its head office at Jalan Jatinegara Timur, Number 72, Jakarta Timur, the amended articles of association of the company are as set forth in deed dated the eleventh of June two thousand and eight (11-06-2008), Number 40, drawn up before me, the Notary, which deed was approved by the Ministry of Law and Human Rights of the Republic of Indonesia in accordance with his Decree dated the seventeenth of July two thousand and eight (17-7-2008), Number AHU-42366.AH.01.02.Tahun 2008, which was published in the State Gazette of the Republic of Indonesia dated the nineteenth of September two thousand and eight (19-9-2008), Number 76, Supplement Number 18383 / 2008 juncto Deed of Resolution of Meeting dated the twelfth of June two thousand and nine (12-6-2009), Number 73, drawn up before Doctor IRAWAN SOERODJO, Bachelor of Law, Master of Science, Notary in Jakarta, in respect of which the notification of company data change has been received and recorded in the Legal Entity Administration System (Sisminbakum) database of the Ministry of Law and Human Rights of the Republic of Indonesia in accordance with letter dated the twentieth of August two thousand and nine (20-8-2009), Number AHU-AH.01.10-13568;

The latest Amendment to the Articles of Association of the Company regarding changes in the composition of the Board of Directors and the Board of Commissioners are set forth in deed dated the tenth of August two thousand and nine (10-



8-2009) Number 21, drawn up before me, the Notary, which deed was approved by the Minister of Law and Human Rights of the Republic of Indonesia in accordance with his Decree dated the second of September two thousand and nine (2-9-2009), Number AHU-43357.AH.01.02. Tahun 2009;

Hereinafter referred to as

the COMPANY

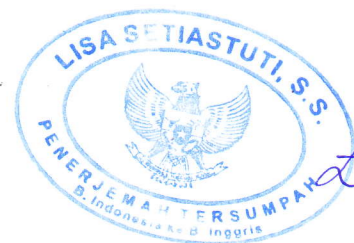
The appearing person, acting as aforesaid, declared as follows:

That the Board of Directors of the COMPANY intends to pass resolutions regarding amendments to the Articles of Association of the COMPANY;

That this intension should be decided upon at a General Meeting of Shareholders of the COMPANY. However, it is not feasible to convene a meeting in the near future, despite the urgent need for a decision;

That given this situation, the Board of Directors of the COMPANY has decided to apply the provisions of Article 91 of Law Number 40 of 2007; Therefore, the Board of Directors has issued **"the Resolution of the Shareholders of the Company"** to all shareholders of the COMPANY, which reads as follows:

The undersigned, all shareholders of **Limited Liability Company PT. BANK UIB**, a limited liability company duly established under the Law of the Republic of Indonesia, domiciled in East Jakarta



and having its head office at Jalan Jatinegara Timur Number 72, Jakarta (hereinafter referred to as the "**COMPANY**"), namely:

1. **PT. BANK CENTRAL ASIA Tbk.**, in this matter acting as the holder of **242,499 (two hundred forty two thousand four hundred ninety nine)** shares in the **COMPANY**;
- 2 Mr. **FRANKI TJAHYADIKARTA**, in this matter acting as the holder of **1 (one) share** in the **COMPANY**;

Declare that pursuant to Article 91 of Law No. 40 of 2007 concerning Limited Liability Company, the shareholders have the right to adopt legally binding resolutions without convening a General Meeting of Shareholders and the shareholders have unanimously agreed and resolved through the signing of the Shareholders' Resolution of the COMPANY concerning the following matters:

- I. To appoint Mr. Professor Dr. FATHURRAHMAN DJAMIL, MA (Master of Arts) and Mr. Doctor Haji MUHAMMAD MASYURI NAIM, MA (Master of Arts) based on the recommendation of the National Sharia Council - Indonesian Ulama Council, which appointment shall take effect upon Bank Indonesia's approval of the results of the Fit and Proper Test of Mr. Professor Dr. FATHURRAHMAN DJAMIL, MA (Master of Arts) and Mr. Doctor Haji MUHAMMAD MASYURI NAIM, MA (Master of Arts) respectively as Chairman and Member of the Sharia Supervisory Board of a commercial bank engaged in business activities based on **Sharia**



Principles with their term shall extend until the conclusion of the **2012 Annual General Meeting of Shareholders of the COMPANY.**

II. To reaffirm the composition of the Board of Directors and the Board of Commissioners of the Company as appointed based on the Shareholders' Resolution dated the twenty-ninth of July two thousand and nine (29-7-2009), as follows:

BOARD OF DIRECTORS

President Director : **Mrs. Hajjah YANA ROSIANA**

Director : **Mr. JOHN KOSASIH**

Director of Compliance : **Mr. SUGIARTO SURJADI**

BOARD OF COMMISSIONERS

President Commissioner : **Mr. IWAN KUSUMOBAGIO**

Independent Commissioner : **Mr. SURJA WIDJAJA**

Independent Commissioner : **Mr. Haji Doktorandus**

SUHARTONO, Master of

Management

which appointment shall take effect upon Bank Indonesia's approval of the appointment of the aforementioned individuals as members of the Board of Directors and the Board of Commissioners of the Company as a Conventional Bank, and/or upon Bank Indonesia's



approval of the appointment of the aforementioned individuals as members of the Board of Directors and the Board of Commissioners of the Company as a conventional bank that engages in business activities based on **Sharia Principles** with their terms shall extend until the conclusion of the 2012 (two thousand and twelve) Annual General Meeting of Shareholders of the Company.

Mr. **SUGIARTO SURJADI**, who currently serves as the Director of Compliance of the Company, will continue in this role as Director of Compliance for **the COMPANY** as a conventional bank operating under **Sharia Principles**, and his appointment shall be effective upon approval by Bank Indonesia of his appointment as the Director of Compliance of the Company operating business activities under **Sharia Principles** and shall continue until the conclusion of the 2012 Annual General Meeting of Shareholders of the Company.

III. To approve the change in the business of **Limited Liability Company PT. BANK UIB** to a conventional bank operating under **Sharia Principles** by amending the entire Articles of Association as appended to the Minutes of the Shareholders' Resolution, which are incorporated herein by reference.



IV. To approve the sale of **1 (one) share** in the **COMPANY**, at a price of **Rp. 1,000,000 (one million rupiah)** from **Mr. Franki Tjahjadikarta** to **PT BCA Finance**, a limited liability company duly established under the laws of the Republic of Indonesia, **having its domicile and head office in South Jakarta.**

Thus, upon the execution of the Share Sale and Purchase Agreement, the composition of **THE COMPANY'S** shareholders shall be as follows:

- a. **PT. BANK CENTRAL ASIA Tbk.,** holding **242,499 (two hundred forty-two thousand four hundred ninety-nine)** shares in the **COMPANY**, with a total nominal value of **Rp. 242,499,000,000 (two hundred forty-two billion four hundred ninety-nine million rupiah) ;**
- b. **PT. BCA Finance,** holding **1 (one) share** in the **COMPANY**, with a total nominal value of **Rp. 1,000,000 (one million rupiah) ;**

In this regard, the shareholders agree that all matters related to the sale of the shares, including but not limited to, the method and implementation thereof, shall be conducted in accordance with applicable laws and regulations.

Now, in regard to the matter explained above, the appearing person Mrs. NURISA, acting in the capacity previously mentioned,



will declare the Resolution of the Shareholders of PT. BANK UIB,
a Limited Liability Company, as follows:

I. Appointed **Mr. Professor Dr. FATHURRAHMAN DJAMIL, MA (Master of Arts)** and **Mr. Doctor Haji MUHAMMAD MASYURI NAIM, MA (Master of Arts)** based on the recommendation of the National Sharia Council - Indonesian Ulama Council, which appointment shall take effect upon Bank Indonesia's approval of the results of the Fit and Proper Test of **Mr. Professor Dr. FATHURRAHMAN DJAMIL, MA (Master of Arts)** and **Mr. Doctor Haji MUHAMMAD MASYURI NAIM, MA (Master of Arts)** respectively as **Chairman and Member of the Sharia Supervisory Board** of a commercial bank engaged in business activities based on **Sharia Principles** with their term shall extend until the conclusion of the **2012 Annual General Meeting of Shareholders of the COMPANY.**

II. Reaffirmed the composition of the Board of Directors and the Board of Commissioners of the Company as appointed based on the Shareholders' Resolution dated the twenty-ninth of July two thousand and nine (29-7-2009), as follows:

BOARD OF DIRECTORS

President Director : **Mrs. Hajjah YANA ROSIANA**

Director : **Mr. JOHN KOSASIH**



Director of Compliance : **Mr. SUGIARTO SURJADI**

BOARD OF COMMISSIONERS

President Commissioner : **Mr. IWAN KUSUMOBAGIO**

Independent Commissioner : **Mr. SURJA WIDJAJA**

Independent Commissioner : **Mr. Haji Doktorandus**

SUHARTONO, Master of Management

which appointment shall take effect upon Bank Indonesia's approval of the appointment of the aforementioned individuals as members of the Board of Directors and the Board of Commissioners of the Company as a Conventional Bank, and/or upon Bank Indonesia's approval of the appointment of the aforementioned individuals as members of the Board of Directors and the Board of Commissioners of the Company as a conventional bank that engages in business activities based on **Sharia Principles** with their terms shall extend until the conclusion of the 2012 (two thousand and twelve) Annual General Meeting of Shareholders of the Company.

Mr. **SUGIARTO SURJADI**, who currently serves as the Director of Compliance of the Company, will continue in this role as Director of Compliance for **the COMPANY** as a conventional bank operating under **Sharia Principles**, and his appointment shall be effective upon



approval by Bank Indonesia of his appointment as the Director of Compliance of the Company operating business activities under **Sharia Principles** and shall continue until the conclusion of the 2012 Annual General Meeting of Shareholders of the Company.

III. Approved the change in the business of **Limited Liability Company PT. BANK UIB** to a conventional bank operating under **Sharia Principles** by amending the entire Articles of Association as appended to the Minutes of the Shareholders' Resolution, which are incorporated herein by reference.

IV. Approved the sale of **1 (one) share** in the **COMPANY**, at a price of **Rp. 1,000,000 (one million rupiah)** from **Mr. FRANKI TJAHYADIKARTA** to **PT BCA Finance**, a limited liability company duly established under the laws of the Republic of Indonesia, having its domicile and head office in South Jakarta.

Thus, upon the execution of the Share Sale and Purchase Agreement, the composition of **THE COMPANY'S** shareholders shall be as follows:

a. **PT. BANK CENTRAL ASIA Tbk.**, holding **242,499 (two hundred forty-two thousand four hundred ninety-nine)** shares in the **COMPANY**, with a total nominal value of **Rp. 242,499,000,000 (two hundred forty-**



two billion four hundred ninety-nine million rupiah);

- b. **PT. BCA Finance**, holding 1 (one) share in the COMPANY, with a total nominal value of **Rp. 1,000,000 (one million rupiah)**;

In this regard, the shareholders agree that all matters related to the sale of the shares, including but not limited to, the method and implementation thereof, shall be conducted in accordance with applicable laws and regulations.

Therefore, as a result of these changes, the Articles of Association of the Limited Liability Company **PT. BANK UIB**, as appended to the Minutes of the Shareholders' Resolution, shall be as follows:

NAME AND DOMICILE

ARTICLE 1

1. The name of this Limited Liability Company is **PT. Bank BCA Syariah** (hereinafter referred to as the "Company"), domiciled in East Jakarta.
2. The Company may open branches and representative offices within or outside the territory of the Republic of Indonesia as stipulated by the Board of Directors with approval of Bank Indonesia.



DURATION OF THE COMPANY

ARTICLE 2

The Company is established for an indefinite period, effective from the thirtieth of July one thousand nine hundred and ninety-one (30-7-1991).

PURPOSE AND OBJECTIVES AND BUSINESS ACTIVITIES

ARTICLE 3

1. The purpose and objectives of the Company are:

- To engage in banking activities based on **Sharia Principles**.

2. To achieve the aforementioned purpose and objective, the Company may undertake the following business activities:

a. Collecting funds in the form of deposits such as Current Accounts, Savings, or other equivalents based on Wadi'ah Agreement or other agreements compliant with **Sharia Principles;**

b. Collecting funds in the form of Investments such as Deposits, Savings, or other equivalents based on *Mudharabah* Agreement or other agreements compliant with **Sharia Principles;**

c. Disbursing profit-sharing financing based on *Mudharabah* Agreement, *Musyarakah* Agreement, or other agreements compliant with **Sharia Principles;**

d. Disbursing financing based on *Murabahah* Agreement, Salam Agreement, *Istishna* Agreement, or other agreements compliant with **Sharia Principles;**

e. Disbursing financing based on *Qardh* Agreement or other



- agreements compliant with **Sharia Principles**;
- f. Disbursing financing for leasing movable or immovable goods to Customers based on *Ijarah* Agreement and/or lease purchase in the form of *Ijarah Muntahiya Bittamlik* or other agreements compliant with **Sharia Principles**;
 - g. Undertaking debt takeover based on *Hawalah* Agreement or other agreements compliant with **Sharia Principles**;
 - h. Conducting debit card and/or financing card business based on **Sharia Principles**;
 - i. Buying, selling, and underwriting at own risk third-party securities issued based on real transactions according to **Sharia Principles**, such as *Ijarah*, *Musyarakah*, *Mudharabah*, *Murabahah*, *Kafalah*, or *Hawalah* Agreements;
 - j. Purchasing securities based on **Sharia Principles** issued by the government and/or Bank Indonesia;
 - k. Receiving payments from bills on securities and conducting settlements with third parties or among third parties based on **Sharia Principles**;
 - l. Acting as a custodian for the interest of other parties based on an Agreement grounded in **Sharia Principles**;
 - m. Providing safekeeping for goods and securities based on **Sharia Principles**;
 - n. Transferring money, whether for own interest or for the interest of Customers based on **Sharia Principles**;
 - o. Acting as Trustee based on *Wakalah* Agreement;



- p. Providing Letter of Credit or Bank Guarantee facilities based on **Sharia Principles**; and
- q. Conducting other activities commonly practiced in banking and social sectors as long as they do not contradict **Sharia Principles** and comply with the legal provisions;
- r. Engaging in Foreign Exchange activities based on **Sharia Principles**;
- s. Undertaking capital participation in Sharia Commercial Banks or financial institutions that conduct business activities based on **Sharia Principles**;
- t. Conducting temporary capital participation to overcome the consequences of financing failures based on **Sharia Principles**, provided that the participation must be withdrawn;
- u. Acting as the founder and manager of Pension Funds based on **Sharia Principles**;
- v. Engaging in activities in the capital market as long as they do not contradict **Sharia Principles** and legal provisions in the capital market sector;
- w. Organizing banking activities or products based on **Sharia Principles** using electronic means;
- x. Issuing, offering, and trading short-term securities based on **Sharia Principles**, either directly or indirectly through the money market;
- y. Issuing, offering, and trading short-term securities based on **Sharia Principles**, either directly or indirectly



through the capital market; and

- z. Providing products or conducting other Sharia Commercial Bank business activities based on **Sharia Principles**.

CAPITAL

ARTICLE 4

1. The Company's Authorized Capital amounts to **Rp 950,000,000,000 (nine hundred and fifty billion rupiahs)**, divided into **950,000 (nine hundred and fifty thousand) shares**, each with a nominal value of **Rp 1,000,000 (one million rupiahs)**.
2. Of this authorized capital, **25.53% (twenty-five point fifty-three percent)** or **242,500 (two hundred forty-two thousand five hundred)** shares have been issued and fully paid by the shareholders who have subscribed to the shares. The details and nominal value of these shares are specified at the end of this deed.

100% (one hundred percent) of the nominal value of each issued share, amounting to a total of **Rp 242,500,000,000 (two hundred forty-two billion five hundred million rupiahs)**, has been fully paid in cash to the Company by each shareholder.
3. The Company's unissued shares or treasury shares shall be issued according to the Company's capital requirements, at times and in manners, prices, and conditions determined by the Board of Directors with the approval of the General Meeting of Shareholders (GMS), in compliance with the provisions of this Articles of Association and the applicable laws and regulations.



4. Shareholders whose names are recorded in the Register of Shareholders shall have the preemptive right to subscribe to the shares to be issued by the Company within 14 (fourteen) days from the date of the offering and each shareholder has the right to subscribe proportionally to the number of shares they own.
5. If, after the 14 (fourteen) day period from the offering to other shareholders, there are still remaining shares that have not been subscribed by the shareholders, the Board of Directors is entitled to offer the remaining shares to third parties with the approval of the General Meeting of Shareholders (GMS).

SHARES

Article 5

1. Each share issued by the Company is registered under the name of its owner in the Company's Register of Shareholders.
2. Only individuals and legal entities that meet the requirements according to applicable laws and regulations may own and exercise rights over shares.
3. The Company may issue proof of share ownership in the form of share certificates or collective share certificates in the name of the registered owner in accordance with applicable laws and regulations.
4. In the event that the Company does issue share certificate, ownership of shares can be evidenced by a written reference or statement issued by the Company.
5. If share certificates are issued, one share certificate will be issued for each share.



6. Collective share certificates may be issued as evidence of ownership of 2 (two) or more shares by a shareholder.
7. The share certificates must include at least:
 - a. The name and address of shareholder;
 - b. The serial certificate number;
 - c. The nominal value of the share;
 - d. The date of issuance of the share certificate;
 - e. Other identifying marks as may be determined by the Board of Directors.
8. The collective share certificate must include at least:
 - a. The name and address of the shareholder;
 - b. The number of the collective share certificate;
 - c. The nominal value of the shares;
 - d. The date of issuance of the collective share certificate;
 - e. The number of Company shares evidenced by the collective share certificate;
 - f. Other identifying marks as may be determined by the Board of Directors.
9. The share certificates and collective share certificates shall be signed by the President Director.

REPLACEMENT OF SHARE CERTIFICATE

ARTICLE 6



1. In the event of damaged or unusable share certificates, their replacement shall be effected upon the Company receiving sufficient proof that:
 - a. the share certificates are indeed damaged or unusable;
 - b. the party submitting the written application for the replacement of the share certificates is the rightful owner thereof, and the original damaged or unusable share certificates must be returned and can be exchanged for new share certificates bearing the same number as the original.
2. The share certificate as referred to in paragraph 1 must then be destroyed and the Board of Directors must draw up minutes to be reported at the next General Meeting of Shareholders.
3. In the event of a lost share certificate, upon the written request of the concerned shareholder, the Board of Directors may issue a replacement share certificate, provided that sufficient evidence(s) has been furnished to the Board of Directors proving the loss of the original share certificate, and the shareholder provides adequate security as deemed necessary by the Board of Directors at their own expense.



4. Once the replacement share certificate is issued, the original share certificate declared lost shall no longer be valid against the Company.
5. All costs associated with the issuance of the replacement share certificate shall be borne by the concerned shareholder.
6. The provisions in Article 6 shall apply mutatis mutandis to the issuance of replacement collective share certificates.

TRANSFER OF SHARE RIGHTS

ARTICLE 7

1. The transfer of share rights must be based on a deed of transfer signed by both the transferor and the transferee, or their lawful proxies.
2. A shareholder intending to transfer their share rights must first offer them in writing to the other shareholders, stating the price and terms of the transfer, and must notify the Board of Directors in writing of such offer.

-Within thirty (30) days of the offer, the other shareholders may approve the transfer, provided that if, after thirty (30) days, the offered shares have not been approved for transfer by the other shareholders, the



shares may then be offered to third parties approved by the General Meeting of Shareholders (GMS).

3. The transfer of share rights must obtain approval from the relevant authorities if required by law.
4. From the day of the notice of GMS until the GMS is held, the transfer of share rights is prohibited.
5. If, due to inheritance, marriage, or other reasons, shares are no longer owned by Indonesian citizens or legal entities, within one (1) year, the individual or legal entity must transfer their share rights to Indonesian citizens or legal entities, in accordance with the provisions of the Articles of Association.

GENERAL MEETING OF SHAREHOLDERS

ARTICLE 8

1. The General Meeting of Shareholders (GMS) consists of:
 - a. The Annual GMS,
 - b. Other GMS which in this Articles of Association is also referred to as the Extraordinary General Meeting of Shareholders.
2. The term GMS in this Articles of Association means both the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders, unless explicitly specified otherwise.



3. The Annual GMS shall be held no later than 6 (six) months after the end of the Company's fiscal year.
4. In the Annual GMS:
 - a. The Board of Directors shall present:
 - the annual report which has been reviewed by the Board of Commissioners for approval by the GMS; and
 - the financial statements for ratification by the GMS;
 - b. The determination of the use of profits, in the event that the Company has a positive profit balance.
 - c. The appointment of a registered public accountant or the authorization to appoint a registered public accountant;
 - d. Other agenda items of the GMS that have been duly submitted in accordance with the provisions of the Articles of Association.
5. The approval of the Annual Report and the ratification of the financial statements by the Annual General Meeting of Shareholders shall signify the full discharge and release of responsibility to the members of the Board of Directors for their management and to the Board of Commissioners and the Sharia Supervisory Board for their supervision



carried out during the past fiscal year, to the extent that such actions are reflected in the Annual Report and financial statements.

6. An Extraordinary GMS may be convened at any time as necessary to discuss and decide on meeting agenda items, except for the meeting agenda items referred to in paragraph 4 letters a and b of this Article, taking into account the laws and regulations as well as the Articles of Association.

**VENUE, NOTICE, AND LEADERSHIP OF THE GENERAL MEETING OF
SHAREHOLDERS**

ARTICLE 9

1. The General Meeting of Shareholders (GMS) shall be held at the Company's domicile or at the place where the Company conducts its business activities.
2. The GMS shall be convened by issuing prior notice to the shareholders via registered mail and/or through an advertisement in a newspaper no later than 14 (fourteen) days before the date of the GMS, excluding the dates of the notice and the GMS.
3. The notice for the GMS must specify the day, date, time, venue, and agenda of the meeting, accompanied by a notification that the materials to be discussed are



available at the Company's office from the date of the notice until the date of the meeting.

4. In the event that the notice for the GMS is not conducted in accordance with the provisions of paragraphs 2 and 3, the resolutions of the GMS shall remain valid if all shareholders with voting rights are present or represented at the GMS, and the resolutions are approved unanimously.
5. The GMS shall be presided over by the President Commissioner; if the President Commissioner is absent or unable to attend, the GMS shall be chaired by a member of the Board of Commissioners present and elected at the GMS. If all members of the Board of Commissioners are absent or unable to attend, the GMS shall be chaired by the President Director.
6. If the President Director is absent or unable to attend, the GMS shall be chaired by another member of the Board of Directors present and elected at the GMS.
7. If no members of the Board of Commissioners and Board of Directors are present at the GMS, it shall be chaired by one of the shareholders or the proxy of the shareholders present and elected at the GMS based on the majority vote lawfully cast.

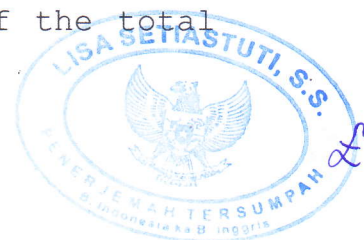


8. The absence of an individual at the GMS does not need to be proven to third parties.

QUORUM, VOTING RIGHTS, AND RESOLUTIONS OF THE GMS

ARTICLE 10

1. a. Except as otherwise provided in these Articles of Association, the General Meeting of Shareholders (GMS) shall be valid and authorized to make binding decisions if shareholders representing more than 1/2 (one-half) of the total shares with legitimate voting rights issued by the Company are present or represented at the GMS.
- b. If the quorum referred to in paragraph 1 is not met, a second GMS may be convened.
- c. The notice for the second GMS shall be issued at least 7 (seven) days before the second GMS is held, not including the date of the notice and the date of the GMS.
- d. The second GMS shall be held no sooner than 10 (ten) days and no later than 21 (twenty-one) days after the date of the first GMS.
- e. The second GMS shall be valid and authorized to make binding decisions if attended by shareholders representing more than 1/3 (one-third) of the total



shares with legitimate voting rights, unless otherwise specified.

- f. If the quorum for the second GMS is not met, the quorum shall be determined by the Chairman of the District Court within whose jurisdiction the Company is domiciled, upon the Company's request.
2. Shareholders may be represented by other shareholders or other individuals through a power of attorney.
 3. The Chairman of the GMS has the right to request that the power of attorney representing shareholders be presented at the time the GMS is held.
 4. At the GMS, each share entitles its holder to cast 1 (one) vote.
 5. Members of the Board of Directors, members of the Board of Commissioners, and Company employees may act as proxies at the GMS; however, votes cast by them as proxies shall not be counted in the voting.
 6. Voting on individuals shall be conducted by unsigned closed ballots, while voting on other matters shall be conducted orally, unless otherwise determined by the Chairman of the GMS without any objections from the shareholders present at the GMS.



7. Blank votes or invalid votes are considered non-existent and are not counted in determining the total votes cast at the GMS.
8. All resolutions shall be adopted based on deliberation for consensus. If consensus is not reached, decisions shall be made by voting, requiring more than 1/2 (one-half) of the valid votes cast at the GMS, unless otherwise stipulated in this Article.

-If the number of votes in favor and against is equal, the proposal is rejected.
9. Shareholders may also make valid and binding decisions without holding a GMS, provided that all shareholders have been notified in writing, and all shareholders have approved the proposed decision in writing and signed the approval. Decisions made in this manner shall have the same force as those made at a validly convened GMS.

BOARD OF DIRECTORS

ARTICLE 11

1. The Company shall be managed and led by a Board of Directors consisting of at least 3 (three) members, one of whom shall serve as the Director.
2. The members of the Board of Directors shall be appointed by the GMS for a term commencing from the date specified



in the GMS resolution appointing such members until the conclusion of the 3rd (third) Annual GMS held subsequent to the GMS which appointed said members, effective upon approval from Bank Indonesia.

- Members whose terms have expired may be reappointed.

3. The quorum and resolutions of the GMS regarding the appointment and/or dismissal and/or alteration of the members of the Board of Directors must comply with the requirements stipulated in Article 10 of the Company's Articles of Association.
4. The GMS may dismiss any member of the Board of Directors at any time prior to the expiration of their term. Such dismissal shall take effect from the date specified in the GMS resolution.
5. If deemed necessary, the Board of Directors (based on a resolution of the Board of Directors) may appoint one or more Advisors.

-Advisors may provide counsel to the Board of Directors and the Board of Commissioners, whether solicited or unsolicited;

-The honorarium for Advisors shall be determined by the Board of Directors.



6. Members of the Board of Directors may receive salaries and/or allowances, the types and amounts of which shall be determined by the GMS.

-The GMS may delegate the authority referred to in the first sentence of paragraph 6 to the Board of Commissioners.

7. The GMS is entitled, at any time, to appoint one or more members of the Board of Directors to increase the number of existing members or to replace members dismissed pursuant to Article 13 paragraph 4, or to fill any vacancy as described in this Article 11, without prejudice to other provisions in the Articles of Association.

-The term of office for members appointed to increase the number of existing members, to replace dismissed members, or to fill a vacancy, shall be equal to the remaining term of the other serving members, the members being replaced, or the members causing the vacancy.

8. A member of the Board of Directors may resign from their position by submitting a written notice to the Company at least 60 (sixty) days prior to the effective date of resignation.

-A resigning member of the Board of Directors shall be released from their responsibilities only after the GMS



accepts their resignation and discharges them from their duties.

9. If a resignation results in the number of members falling below the minimum stipulated in Article 11 paragraph 1, such resignation shall only be valid if ratified by the GMS in accordance with prevailing laws and regulations.
10. The term of office of a member of the Board of Directors shall terminate if:
 - a. he/she resigns in accordance with the provisions of this Article 11;
 - b. he/she passes away;
 - c. he/she is dismissed by a GMS resolution;
 - d. he/she is declared bankrupt or placed under guardianship by a court decision;
 - e. he/she no longer meets the legal requirements.
11. A majority of the Board of Directors shall not have familial relationships up to the second degree, either in a direct line or collateral line, or through marriage (in-laws).

ARTICLE 12

DUTIES AND AUTHORITY OF THE BOARD OF DIRECTORS



1. The Board of Directors shall be fully responsible for the management of the Company in the interest and for the objectives of the Company. The primary duties of the Board of Directors are:
 - a. To lead and manage the Company in accordance with the Company's aims and objectives.
 - b. To control, maintain, and manage the Company's assets for the benefit of the Company.
 - c. To establish an internal control structure, ensure the implementation of the Company's internal audit function at every management level, and follow up on internal audit findings in accordance with policies or directions provided by the Board of Commissioners.
2. Each member of the Board of Directors shall be obliged to perform their duties in good faith and with full responsibility, in compliance with the provisions of these Articles of Association and prevailing laws and regulations.
3. The Board of Directors represents the Company both in and out of court in all matters and events, binds the Company with other parties and vice versa, and undertakes all actions related to management and ownership, with the limitation that for the following actions, the Board of



Directors must first obtain written approval from the Board of Commissioners:

- a. Lending money or providing financing facilities or other banking facilities that result in loans:
 - a.i. to related parties as stipulated in the Bank Indonesia regulations on the Maximum Limit for Credit Provision by Commercial Banks.
 - a.ii. Exceeding a certain amount as from time to time determined by the Board of Commissioners.
- b. Providing guarantees or assuming debt (*borgtocht*):
 - b.i. To secure the payment obligations of related parties to others as stipulated in the Bank Indonesia regulations on the Maximum Limit for Credit Provision by Commercial Banks.
 - b.ii. To secure the obligations of other parties exceeding a certain amount as periodically determined by the Board of Commissioners.
- c. Purchasing or otherwise acquiring immovable property, except in the context of financial restructuring or recovery actions.
- d. Establishing new companies, engage in, divest from, reduce capital investment, or increase capital investment, except:



d.i. For capital increases derived from the Company's stock dividends, or;

d.ii. Capital participation in the context of financial recovery;

with due observance of applicable laws and regulations.

e. Borrowing money not included in Article 3, paragraph 2(a) of these Articles of Association, exceeding an amount periodically determined by the Board of Commissioners.

f. Transferring or relinquishing the Company's claim rights that have been written off, in whole or in part, as determined by the Board of Commissioners.

g. Selling or transferring or releasing rights or pledging the Company's assets valued between 25% (twenty-five percent) and 50% (fifty percent) of the Company's net worth as set out in the Balance Sheet, either in a single transaction or in multiple related transactions within 1 (one) fiscal year.

h. Undertaking legal actions or transactions of a strategic nature that may significantly impact the Company's business continuity, as determined from time to time by the Board of Commissioners.



Approval from the Board of Commissioners for such actions can be given for one or more actions and may be reviewed from time to time, without prejudice to prevailing laws and regulations.

4. For actions such as:

- a. Transferring or releasing rights amounting to more than 50% (fifty percent) of the Company's net worth or constituting the entire assets of the Company, either in a single transaction or in multiple related transactions within one fiscal year; or
- b. Pledging debts amounting to more than 50% (fifty percent) of the Company's net worth or constituting the entire assets of the Company, either in a single transaction or in multiple related transactions; or
- c. Filing for the Company's bankruptcy or requesting a suspension of debt payment obligations (*surseance van betaling*).

The Board of Directors must first obtain approval from the General Meeting of Shareholders (GMS), attended by shareholders or their authorized representatives representing at least 3/4 (three-fourths) of the total shares with valid voting rights issued by the Company, with the proposal approved by more than 3/4 (three-fourths) of the total valid votes cast at the meeting.



5. a. If the quorum stipulated in paragraph 4 of Article 12 is not met, a second GMS can be held no earlier than 10 (ten) days and no later than 21 (twenty-one) days from the first GMS. The second GMS must be called at least 7 (seven) days before the second GMS, excluding the date of the call and the date of the meeting.

The call for the second GMS must state that the first GMS was held but did not meet the quorum. No prior announcement is required for the call of the second GMS. The second GMS is valid if attended by shareholders or their authorized representatives representing at least 2/3 (two-thirds) of the total shares with valid voting rights issued by the Company, with decisions approved by at least 3/4 (three-fourths) of the valid votes cast at the meeting.

- b. If the quorum in the second GMS, as referred to in Article 12 paragraph 5.2, is not met, the Company may request the Chairman of the District Court to determine the quorum, voting requirements, call, and timing for a third GMS.

6. a. A member of the Board of Directors is not authorized to represent the Company in transactions where they have a conflict of interest with the Company.



b. In such cases as referred to in paragraph 6.2. above, the Company must be represented by another member of the Board of Directors, without prejudice to the provisions of these Articles of Association.

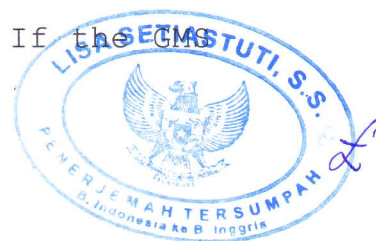
If all members of the Board of Directors have a conflict of interest, the Board of Commissioners is entitled to act for and on behalf of the Company.

7. a. Without prejudice to other provisions in these Articles of Association, the President Director and another Director are authorized to act for and on behalf of the Board of Directors to represent the Company.

b. If the President Director is not available or unable to serve or absent for any reason (no evidence to other party shall be required), 2 (two) Directors shall be entitled to act for and on behalf of the Board of Directors to represent the Company.

8. Without prejudice to the responsibilities of the Board of Directors, for specific actions, the Board of Directors shall have the right to appoint one or more proxies with authority under conditions specified by the Board of Directors in a special power of attorney.

9. The division of duties and authority among members of the Board of Directors is determined by the GMS. If the GMS



does not determine the division, it will be decided by the Board of Directors.

10. In relation to the primary duties as described in paragraph 1 of Article 12:

1. the Board of Directors must:

a. Endeavor to ensure the business and activities of the Company are carried out according to its objectives and business field.

b. Prepare the Company's development plans, annual work plans, and budgets, including other plans related to the Company's business execution and submit them to the Board of Commissioners.

c. Maintain the Company's books and administration in accordance with generally accepted practices.

d. Develop an accounting system based on internal control principles, especially the separation of management, recording, storage, and supervision functions.

e. Provide accountability and all information about the Company's condition and operations, including activity reports and financial statements, in both annual and periodic reports, as determined in the Articles of Association



whenever requested by the Board of Commissioners.

- f. Prepare the Company's organizational structure complete with detailed tasks.
- g. Perform other duties as required by the Articles of Association or based on the instructions of the Board of Commissioners or GMS.

2. The Board of Directors shall have the right and authority to:

- a. Establish policies in leading and managing the Company.
- b. Regulate the Company's personnel provisions, including the determination of salaries, pensions, or retirement benefits and other income for Company employees, based on applicable laws and/or GMS decisions (if any).
- c. Appoint and dismiss the Company's employees based on the Company's personnel regulations.
- d. Delegate the authority of the Board of Directors to represent the Company in and out of court of law to one or more members of the Board of Directors specifically designated for that purpose, or to one or more Company employees,



either individually or jointly with other persons or entities.

- e. Undertake other actions related to management and ownership, as further regulated by the Board of Commissioners, observing applicable laws and regulations.

ARTICLE 13

BOARD OF DIRECTORS MEETINGS

1. The Board of Directors meetings may be convened at any time:
 - a. If deemed necessary by one or more members of the Board of Directors;
 - b. Upon a written request from the Board of Commissioners; or
 - c. Upon a written request from 1 (one) or more shareholders collectively representing at least 1/10 (one-tenth) of the total shares with voting rights issued by the Company.
2. The notice for the Board of Directors meetings shall be conducted by the members of the Board of Directors authorized to act on behalf of the Board of Directors in accordance with Article 12 of these Articles of Association.



3. The notice for the Board of Directors meetings shall be delivered by registered mail at least 3 (three) days prior to the meeting, excluding the date of the summons and the date of the meeting.
4. The notice for the Board of Directors meetings must include the agenda, date, time, and venue of the meeting.
5. The Board of Directors meetings shall be held at the Company's domicile or its business activities' location.
6. If all members of the Board of Directors are present or represented, prior notice is not required, and such meetings may be held anywhere and are entitled to make valid and binding decisions.
7. The President Director shall preside over the Board of Directors meetings as the Chairman of the Meeting. If the President Director is absent or unable to attend (without the need to prove it to third parties), the meeting shall be chaired by another member of the Board of Directors present and appointed by the meeting.
8. A member of the Board of Directors may be represented in the meetings only by another member of the Board of Directors with a power of attorney.
9. The Board of Directors meetings are valid and entitled to make binding decisions if attended or represented by more than half of the total members of the Board of Directors.



10. Decisions of the Board of Directors meetings are made based on deliberation and consensus. If consensus is not achieved, decisions are made by a majority vote of more than 1/2 (half) of the votes cast in the meeting.
11. If the number of votes in favor and against is equal, the proposal is considered rejected.
12.
 - a. Each member of the Board of Directors present is entitled to 1 (one) vote and an additional 1 (one) vote for each other member they represent.
 - b. Voting on individuals shall be conducted by closed unsigned ballots, while voting on other matters shall be conducted verbally unless otherwise determined by the Chairman of the Meeting and no objection is raised by the members present.
 - c. Blank votes and invalid votes shall be considered not cast and shall not be counted in determining the total votes cast in the meetings.
 - d. A member of the Board of Directors who is unable to attend a meeting of the Board of Directors may submit their written and signed opinions to the President Director or to another member of the Board of Directors who will chair the meeting, regarding their support or opposition to the matters to be discussed,



and such opinions are considered valid votes in the meeting.

13. Minutes of the Board of Directors meetings shall be made by an attendee appointed by the Chairman of the Meeting and signed by all members of the Board of Directors present.

Minutes of the Board of Directors meetings made in the manner prescribed in this paragraph are valid proof for the members of the Board of Directors and third parties regarding the resolutions made in the relevant meeting.

If the minutes of the Board of Directors meetings are made by a Notary, signatures are not required.

14. The Board of Directors may also make valid decisions without holding a meeting, provided all members of the Board of Directors have been notified in writing and have given their written approval to the proposed decisions and signed such approval.

Decisions made in this manner shall have the same legal force as those made in a duly convened meeting.

ARTICLE 14

BOARD OF COMMISSIONERS

1. The Board of Commissioners shall consist of at least 3 (three) members and no more than the number of members of



the Board of Directors, one of whom shall be appointed as the President Commissioner.

2. Members of the Board of Commissioners shall be appointed by the General Meeting of Shareholders (GMS) for a term commencing from the date specified in the GMS that appoints them until the closure of the 3rd (third) Annual GMS following the GMS that appointed the relevant member, effective upon approval by Bank Indonesia. Members whose terms have expired may be reappointed.
3. The GMS reserves the right to dismiss any member of the Board of Commissioners at any time before their term ends. Such dismissal becoming effective from the date specified in the GMS resolution.
4. Members of the Board of Commissioners may receive honorarium and/or allowances, the types and amounts of which shall be determined by the GMS.
5. The GMS shall be entitled, at any time, to appoint one or more members to increase the number of the existing Board of Commissioners or to replace members dismissed pursuant to Article 14 paragraph 3, or to fill vacancies as described in Article 14 paragraph 9, without prejudice to other provisions of these Articles of Association.

The term of a member appointed to increase the number of the Board of Commissioners or to replace a dismissed



member or to fill a vacancy shall be equal to the remaining term of the other incumbent members, or of the member being replaced, or of the member whose departure caused the vacancy in the Board of Commissioners.

6. A member of the Board of Commissioners has the right to resign from their position by providing written notice to the Company at least 60 (sixty) days prior to their intended resignation date.

A resigning member of the Board of Commissioners shall be relieved of his/her responsibilities only after the GMS accepts his/her resignation and absolves them of their duties.

7. If the resignation of a member of the Board of Commissioners results in the number of members falling below the minimum stipulated in Article 14 paragraph 1, such resignation shall only be effective once it has been ratified by the GMS and a new member has been appointed to meet the minimum membership requirement.

8. The term of office of a member of the Board of Commissioners shall automatically terminate if he/she is
 - a. declared bankrupt or placed under guardianship by a court decision;
 - b. resigns in accordance with Article 1.4;
 - c. if he/she passes away;



- d. if he/she is dismissed by the GMS;
 - e. if he/she no longer meets the legal requirements.
9. In the event of a vacancy on the Board, i.e., if the number of members falls below 3 (three), a GMS must be convened within 90 (ninety) days to fill the vacancy, in accordance with the provisions of Article 14.1. paragraph 5.

If, at any time, the Company is without any members on the Board of Commissioners, the shareholder holding the majority of the Company's shares shall assume the duties and authority of the Board, without prejudice to the provisions of Article 14, paragraphs 7 and 9.

ARTICLE 15

DUTIES AND AUTHORITIES OF THE BOARD OF COMMISSIONERS

1. The Board of Commissioners shall oversee the policies of the Board of Directors in managing the Company and provides counsel to the Board of Directors.
2. Members of the Board of Commissioners, either collectively or individually, have the right at any time during the Company's working hours to enter the buildings, premises, or any other places used or controlled by the Company, and entitled to examine all books, documents, and other evidence, inspect and verify the condition of



the cash and other assets, and to be informed of all actions taken by the Board of Directors.

3. The Directors and each member of the Board of Directors shall be obliged to provide explanations on all matters concerning the Company as requested by the Board of Commissioners, as necessary for the Board of Commissioners to perform their duties.
4. The Board of Commissioners is entitled at any time to decide on the temporary suspension of one or more members of the Board of Directors if such members act contrary to the Articles of Association, harm the Company, neglect their duties, and/or violate the prevailing laws and regulations.

-The temporary suspension shall be communicated in writing to the concerned party along with the reasons.

-Within no later than 30 (thirty) days after the date of the temporary suspension, the Company must convene a General Meeting of Shareholders (GMS) to decide whether the concerned member of the Board of Directors shall be permanently dismissed or reinstated to their original position, and the suspended Director shall be given the opportunity to be present to defend themselves against the accusations.



5. In the event that the GMS as referred to in paragraph 4 of Article 15 cannot reach a decision or if the GMS is not held within the specified period, the temporary suspension of the Board member shall automatically be nullified, and the concerned member of the Board of Directors shall be entitled to resume their previous position.

ARTICLE 16

MEETINGS OF THE BOARD OF COMMISSIONERS

1. Meetings of the Board of Commissioners may be convened at any time if:
 - a. deemed necessary by 2 (two) members of the Board of Commissioners; or
 - b. upon a written request from the Board of Directors; or
 - c. upon a written request from 1 (one) or more shareholders collectively representing at least 1/10 (one-tenth) of the total issued shares with valid voting rights of the Company.
2. The notice for a Board of Commissioners meeting must be issued by the President Commissioner or 2 (two) members of the Board of Commissioners.



3. The notice of the Board of Commissioners meetings shall be made in writing and delivered personally to each member of the Board of Commissioners with adequate receipt acknowledgment, or sent by registered mail, courier service, telex, fax, or electronic mail (email) at least 7 (seven) days prior to the scheduled meeting, excluding the date of the notice and the date of the meeting, or within a shorter period if urgent circumstances arise.

No notice is required for meetings that have been scheduled based on resolutions from previous Board of Commissioners meetings.

4. The notice of the Board of Commissioners meetings must include the agenda, date, time, and venue of the meeting. Meetings may be held at the Company's domicile or any of its business locations.

5. A member of the Board of Commissioners may be represented at a meeting only by another member of the Board of Commissioners through a power of attorney. One member can only represent one other member.

6. All meetings of the Board of Commissioners shall be chaired by the President Commissioner. In the event that the President Commissioner is absent or unable to attend, in respect of which no evidence is required to be presented to third parties, the meeting shall be chaired



by one of the attending members of the Board of Commissioners elected by the meeting.

7. A meeting of the Board of Commissioners shall be valid and authorized to make binding decisions if more than half of the members of the Board of Commissioners are present or represented at the Board of Commissioners meeting.
8. Resolutions of the Board of Commissioners meetings shall be made by consensus. If consensus is not reached, decisions shall be made by a vote with a majority of more than 1/2 (half) of the votes cast at the Board of Commissioners meeting.
9. If the number of votes in favor and against is equal, the proposal is rejected.
10. At the Board of Commissioners meeting, each member has the right to cast 1 (one) vote and an additional 1 (one) vote for each member of the Board of Commissioners they validly represent.
11. Blank votes and invalid votes shall be considered non-existent and not counted in the vote tally.
12. The minutes of the Board of Commissioners meeting shall be prepared by the Chairman of the Meeting or an attendee appointed by the Chairman and subsequently signed by all attending members.



If the minutes are prepared by a Notary, signatures shall not be required.

13. Minutes of the Board of Commissioners meeting, prepared and signed in accordance with paragraph 12 of Article 16, shall serve as valid evidence of the events and decisions made in the meeting, both for the members of the Board of Commissioners and for third parties.

14. The Board of Commissioners may also adopt legitimate resolutions without convening a Board of Commissioners meeting, provided that all members have been informed in writing and all members provide written approval of the proposals and sign the consent.

Such resolutions shall have the same force as those made at a duly convened meeting.

15. Any member of the Board of Commissioners who has any personal interest in a transaction, contract, or proposed contract in which the Company is a party must declare the nature of their interest in a Board of Commissioners meeting and shall not be entitled to vote on matters related to the transaction or contract.

ARTICLE 17

SHARIA SUPERVISORY BOARD



1. The Sharia Supervisory Board shall consist of at least 2 (two) members or a maximum of 50% (fifty percent) of the total number of the Board of Directors, appointed by the General Meeting of Shareholders (GMS) after obtaining approval from Bank Indonesia and a recommendation from the Indonesian Ulema Council, with one member potentially being designated as Chairman.
2. Members of the Sharia Supervisory Board shall be appointed by the GMS for a term commencing from the date specified by the GMS that appointed the Sharia Supervisory Board until the close of the 3rd (third) Annual GMS following the GMS that appointed the respective members.

Members of the Sharia Supervisory Board whose terms have expired may be reappointed.
3. The GMS reserves the right to dismiss members of the Sharia Supervisory Board at any time before the end of their term.
4. Members of the Sharia Supervisory Board may receive honorarium and/or allowances, the types and amounts of which are determined by the GMS.
5. A member of the Sharia Supervisory Board who wishes to resign must provide written notice of his/her intention to the Company at least 60 (sixty) days prior to the effective date of their resignation.



The resigning member of the Sharia Supervisory Board shall be relieved of their responsibilities only after the GMS accepts the resignation and discharges them from their duties.

6. If the resignation of a member of the Sharia Supervisory Board results in the number of members falling below 2 members, such resignation shall be valid only upon approval by the GMS and the appointment of a new member to meet the minimum requirement.
7. Should a vacancy occur on the Sharia Supervisory Board reducing its membership to fewer than 2, a GMS must be convened within 90 (ninety) days to fill the vacancy, in accordance with paragraph 8 of this Article 17.
8. The GMS has the authority at any time to appoint one or more members to the Sharia Supervisory Board to increase the number of members, replace members dismissed under paragraph 3 of this Article 17, or fill any vacancies as specified in paragraph 7 of this Article 17, without prejudice to other provisions of the Articles of Association.

The term of office for members of the Sharia Supervisory Board, appointed to increase the current members, replace dismissed members, or fill vacancies, shall be identical to the remaining term of the other serving members, the



replaced members, or those whose departure created the vacancy in the Sharia Supervisory Board.

9. The position of a member of the Sharia Supervisory Board shall automatically terminate if he/she:
 - a. is declared bankrupt or placed under guardianship by a court decision;
 - b. Resigns in accordance with the provisions of this Article 17;
 - c. Passes away;
 - d. is dismissed by the GMS;
 - e. No longer meets the statutory requirements.

ARTICLE 18

DUTIES AND AUTHORITIES OF THE SHARIA SUPERVISORY BOARD

In compliance with the prevailing laws and regulations and the Bank Indonesia regulations, the duties and authorities of the Sharia Supervisory Board are as follows;

1. The Sharia Supervisory Board is tasked with and responsible for providing advice and recommendations to the Board of Directors and overseeing the Bank's activities to ensure adherence to Sharia Principles.



2. The execution of duties and responsibilities of the Sharia Supervisory Board as referred to in paragraph 1 of this Article includes, among others;
- a. assessing and ensuring the fulfillment of Sharia Principles in the operational guidelines and products issued by the company;
 - b. supervising the development process of the Company's new products;
 - c. requesting fatwas from the National Sharia Council for the Company's new products that do not yet have fatwas;
 - d. conducting periodic reviews on the compliance with Sharia Principles regarding the mechanisms of fund collection, fund distribution, and service provision by the Company;
 - e. requesting data and information related to Sharia aspects from the Company's work units in the execution of their duties;
 - f. submitting reports on the results of Sharia supervision to the Board of Directors, the Board of Commissioners, the National Sharia Council, and Bank Indonesia in accordance with the provisions of other applicable laws and regulations governing such matters.



3. In carrying out its functions, the Sharia Supervisory Board is obliged to follow the fatwas of the National Sharia Council.

Article 19

MEETINGS OF THE SHARIA SUPERVISORY BOARD

The Sharia Supervisory Board is chaired by a designated chair empowered to convene and preside over its sessions.

Article 20

WORK PLAN, FISCAL YEAR, AND ANNUAL REPORT

1. The Board of Directors shall present a comprehensive work plan, including the Company's annual budget, to the Board of Commissioners for approval prior to the commencement of the fiscal year.
2. The aforementioned work plan as outlined in paragraph 1 of this Article shall be submitted no later than 30 (thirty) days before the start of the upcoming fiscal year.
3. The Company's fiscal year spans from January 1st (first) to December 31st (thirty-first).

At the close of each December, the Company's accounts are finalized.

4. The Board of Directors prepares and provides the Annual Report at the Company's premises, enabling every



shareholder to review it from the date of the Annual GMS notice.

Article 21

UTILIZATION OF PROFITS AND DISTRIBUTION OF INTERIM

DIVIDENDS**

1. The net profit of the Company in a fiscal year, as stated in the balance sheet and income statement duly ratified by the Annual General Meeting, and reflecting a positive profit balance, shall be allocated according to its designated use as determined by the Annual General Meeting.
2. Should the income statement for a fiscal year show a loss not covered by reserve funds, such loss shall be recorded and included in the income statement. In subsequent fiscal years, the Company shall not be deemed to have made a profit until such losses recorded in the income statement are fully covered.
3. The Company may distribute interim dividends before the close of its fiscal year.
4. The distribution of interim dividends shall be decided by the Board of Directors following approval from the Board of Commissioners.



5. Interim dividends may be distributed provided that the Company's net assets do not fall below the sum of its issued and paid-up capital plus reserves.
6. In the event that the Company incurs a loss after the fiscal year's close, distributed interim dividends must be returned by shareholders to the Company.
7. The Board of Directors and the Board of Commissioners shall bear joint and several liability for the Company's losses if shareholders fail to return distributed interim dividends as stipulated in paragraph 6 of this Article.

Article 22

UTILIZATION OF RESERVE FUNDS

1. The General Meeting of Shareholders (RUPS) shall determine the portion of net profit to be set aside for reserve funds, taking into account the recommendations of the Board of Directors (if any) and adhering to prevailing statutory provisions.
2. Reserve funds, amounting to at least 20% (twenty percent) of the total subscribed capital, may solely be utilized to offset losses incurred by the Company that cannot be covered by other reserves.

The GMS may decide that amounts exceeding 20% (twenty percent) of the total subscribed capital allocated to reserve funds be used for other corporate purposes.



3. The Board of Directors shall prudently manage the reserve funds, subject to approval by the Board of Commissioners and in compliance with statutory provisions, to ensure the profitability thereof.

ARTICLE 23

FINAL PROVISIONS

1. Matters not expressly provided for or inadequately addressed in these Articles of Association shall be determined by the General Meeting of Shareholders, in accordance with applicable laws and regulations.
2. Unless otherwise specified herein, the term "day" shall refer to a calendar day.

Moreover, the shareholders hereby grant authority to the Board of Directors of the Company, with the right of substitution, to delegate this power to another person duly authorized to appear before a Notary and present the Minutes of this Meeting to the Notary's office.

The appearing person assures me, the Notary, of the validity of the Unanimous Written Resolution, and of the authenticity of the signatures affixed by the signatories.

This instrument is executed at sixteen hundred hours and twenty minutes Western Indonesian Time (16.20 WIB).

The appearing person is known to me, the Notary.

IN WITNESS WHEREOF



Made as Minutes and executed at Jakarta, on the day and date first written above, in the presence of:

1. **Mr. ZUBAIDI**, born in Pati on the seventeenth of March one thousand nine hundred and sixty-four (17-3-1964), a citizen of Indonesia, with place of residence in Bekasi at Komplek Perumahan Duta Kranji, Jalan Cendrawasih I-A, Block 8, Number 41-i, Rukun Tetangga 001, Rukun Warga 007, Kelurahan Bintara, Kecamatan Bekasi Barat, holder of Identity Card Number 10.5504.170364.3003;
2. **Mrs. AGUSTINA CAHAYANI, Bachelor of Law**, born in Malang on the twenty-seventh of August one thousand nine hundred and seventy-three (27-8-1973), a citizen of Indonesia, with place of residence in Tangerang, Vila Ilhami Blok C, Nomor 24, Rukun Tetangga 03, Rukun Warga 13, Kelurahan Kelapa Dua, Kecamatan Curug, holder of Identity Card Number 219032006.600647.

Both of whom are staff members of the Notary, as witnesses.

After I, the Notary, read this Deed to the appearing person and the witnesses, it was signed by the appearing person, the witnesses and myself, the Notary, in due course.

Executed without any alteration.

The minutes of this Deed has been properly signed as required.

Given as a true copy of the original.

NOTARY IN JAKARTA,

(Signed and sealed)



(Sworn translation from Indonesian)

[The National Emblem of the Republic of Indonesia]

DECISION OF THE MINISTER OF LAW AND HUMAN RIGHTS

REPUBLIC OF INDONESIA

Number: AHU-01929.AH.01.02.Tahun 2010

CONCERNING

**APPROVAL OF AMENDMENT TO THE ARTICLES OF ASSOCIATION OF
COMPANY**

**THE MINISTER OF LAW AND HUMAN RIGHTS OF THE REPUBLIC OF
INDONESIA,**

Having considered : That upon thorough examination of the Model II Notarial Deed Filing Data, supporting documents, and a copy of Deed Number 49 dated December 16, 2009, prepared and submitted by Notary Mrs. Pudji Redjeki Irawati, SH, received on January 14, 2010, which complies with all statutory requirements;

Having regard to : 1. Law Number 40 of 2007 concerning Limited Liability Companies (State Gazette of 2007 Number 106, Supplement to State Gazette Number 4756);

2. Government Regulation Number 26 of 1998 concerning the Use of Limited Liability Company Names (State Gazette



of 1998 Number 39, Supplement to State Gazette Number 3740);

3. Presidential Regulation of the Republic of Indonesia Number 94 of 2006 concerning the third amendment to Presidential Regulation Number 09 of 2005 concerning the Position, Duties, Functions, Organizational Structure, and Work Procedures of the Ministries of the Republic of Indonesia;
4. Regulation of the Minister of Law and Human Rights of the Republic of Indonesia Number M.09.PR.07.10 of 2007 concerning the Organization and Work Procedures of the Ministry of Law and Human Rights of the Republic of Indonesia;
5. Regulation of the Minister of Law and Human Rights of the Republic of Indonesia Number M.HH-02.AH.01.01 of 2009 concerning Procedures for Submitting Applications for Legalization of Company Legal Entities, Approval of Amendments to the Articles of Association, Submission of Notifications of



Amendments to the Articles of
Association, and Changes to Company
Data;

HAS DECIDED:

To Enact

FIRST : Approval of the amendments to the Articles of
Association of **PT BANK BCA SYARIAH**, Taxpayer
Identification Number (NPWP) 01.553.203.9-007.000,
domiciled in East Jakarta, as per the Model II
Notarial Deed Filing Data stored in the Legal
Entity Administration System database and a copy
of Deed Number 49 dated December 16, 2009, executed
by Notary Mrs. Pudji Redjeki Irawati, SH, domiciled
in Central Jakarta Municipality.

SECOND : This decision shall enter into force on the date
of its enactment.

Enacted in Jakarta
on January 14, 2010
On behalf of THE MINISTER OF LAW AND HUMAN
RIGHTS OF
THE REPUBLIC OF INDONESIA
ACTING DIRECTOR GENERAL OF PUBLIC LEGAL
ADMINISTRATION

(Signed and stamped)

DR. AIDIR AMIN DAUD, SH., MH.

NIP. 19581120 198810 1 001

**Company Register Number AHU-0002879.AH.01.09. 2010 January 14,
2010**



SWORN TRANSLATOR'S STATEMENT

I, Lisa Setiastuti, S.S., a Sworn Translator in the Republic of Indonesia by virtue of the applicable laws and regulations in the Republic of Indonesia, hereby state and declare, under my oath of office, that the foregoing document is a true, faithful and correct English translation of the source document in Indonesian presented to me.

Bekasi, June 24, 2024



LISA SETIASTUTI, S.S.

Sworn Translator [Indonesian - English]

Decree of the Minister of Law and Human Rights of the Republic of Indonesia

No. AHU-6 AH.03.07.2022 dated October 5, 2022

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