



**ANNUAL GENERAL MEETING OF SHAREHOLDERS  
INVITATION  
AND  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
PT BANK PANIN SYARIAH Tbk  
("The Company")**

The Board of Directors of the Company hereby invites the shareholders to attend the Annual General Meeting of Shareholders ("AGMS") and the Extraordinary General Meeting of Shareholders ("EGMS") of the Company, which will be held on:

Day/Date : Tuesday, April 19<sup>th</sup> 2016  
Time of AGMS : 2.30 pm until 3.30 pm of Indonesia Western Time  
Time of EGMS : 3.30 pm until finish  
Venue : Panin Bank Building 4<sup>th</sup> floor,  
Jalan Jenderal Sudirman – Senayan, Jakarta 10270

**The Agendas of AGMS:**

1. The approval of the Annual Report of the Company, regarding the business activities and the legalization of the Annual Report of the Company, including the monitoring report of the Board of Commissioners of the Company, as well as the liberation and full settlement (*acquit et de charge*) given to all members of the Board of Directors and the Board of Commissioners of the Company, for managing and monitoring the Company for the 2015 year book.
2. The approval of profit use for the year book ended on December 31<sup>st</sup> 2015.
3. The change/appointment of members of the Board of Directors, the Board of Commissioners of the Company, and the Sharia Supervisory Board of the Company.
4. Provision of power and authority to the Board of Commissioners of the Company to establish:
  - Division of duties and authorities of the Board of Directors of the Company.
  - The amount of salary and allowance of the Board of Directors of the Company and the Sharia Supervisory Board of the Company.
5. Providing power and authority to the representative of shareholders, regarding the honorarium amount of members of the Board of Commissioners of the Company.
6. Providing authority to the Board of Directors of the Company to appoint a Public Accountant who will audit the Company's book for the year book ended on December 31<sup>st</sup> 2016.

**The Descriptions of the AGMS' Agenda are as follows:**

1. The 1<sup>st</sup>, 2<sup>nd</sup>, 4<sup>th</sup>, and 6<sup>th</sup> AGMS' agendas are the ones required by the Articles of Association of the Company.
2. The 5<sup>th</sup> agenda, the amount of honorarium's approval will be asked at AGMS, to be given the power and authority to the representative of shareholders.
3. The 3<sup>rd</sup> AGMS' agenda is related with the expiration period of tenure of all members of the Board of Commissioners, members of the Board of Directors, and the Sharia Supervisory Board of the Company, therefore the Company will make a change/an appointment of members of the Board of Commissioners, members of the Board of Directors, and the Sharia Supervisory Board of the Company, for a new tenure.

**The Agendas of EGMS:**

1. The approval of the Company's name change.

2. Providing the authority to the Board of Commissioners to state that a capital increase is placed and paid-up capital of the Company, regarding the Seri I Warrant implementation.
3. The approval of the capital addition by giving Preemptive Rights through Limited Public Offering I and the change of article 4 paragraph 2 and 3 of the Articles of Association of the Company.
4. Providing authority to the Board of Directors to provide data and information needed for the Main Entity, regarding the fulfillment of FSA's provisions regarding Integrated Risk Management, Integrated Management, and Integrated Minimum Capital Provision.

**The Descriptions of EGMS' Agendas are as follows:**

1. The 1<sup>st</sup> EGMS' agenda is related with the change plan in the name of the Company.
2. The 2<sup>nd</sup> EGMS' agenda is to complete the provision of Article 41 of the Law No.40 in 2007 regarding Limited Companies. The Company will ask for the EGMS' approval to provide authority to the Board of Commissioners of the Company to increase the capital placed and paid, related with Seri I Warrant implementation.
3. The 3<sup>rd</sup> EGMS' agenda is related with the Company's plan to increase the paid-up capital of the Company through Pre-emptive Rights ("PeR"). Based on Article 8 of the Regulations of Financial Services Authority ("RFSA") No.32/POJK.04/2015 dated December 16<sup>th</sup> 2015 regarding the capital addition of Listed Companies by providing Pre-emptive Rights, to increase capital by PeR, the Company is required to obtain the approval from the Annual General Meeting of Shareholders ("AGMS") first.
4. The 4<sup>th</sup> EGMS's Agenda is related with RSFA as follows:
  - POJK No.17/POJK.03/2014 dated November 18<sup>th</sup> 2014 regarding the Implementation of Integrated Risk Management for Financial Conglomerations;
  - POJK No.18/POJK.03/2014 dated November 18<sup>th</sup> 2014 regarding the Implementation of Integrated Management for Financial Conglomerations and,
  - POJK No.26/POJK.03/2015 dated December 4<sup>th</sup> 2015 regarding the Requirement of Integrated Minimum Capital Provision for Financial Conglomerations;The Company will ask for the AGMS' approval to give the authority to the Board of Directors of the Company to provide data and information needed for the Main Entity, related with the RFSA's completion.

**Notes :**

1. The Company does not send a separate invitation to the shareholders, therefore this invitation is the official one for all the shareholders of the Company.
2. Those who have the right to attend or be represented at AGMS/EGMS, are the shareholders of the Company whose names are listed on the Company's Shareholders List, or the securities' balance account owner at the Collective Custody PT Kustodian Sentral Efek Indonesia on March 24<sup>th</sup> 2016 until 4 pm Western Indonesia Time.
3. a. The shareholders of the Company who cannot attend at the AGMS/EGMS may be represented by their attorneys, by bringing a valid Power of Attorney as set by the Board of Directors of the Company, stating that members of the Board of Directors, members of the Board of Commissioners, and employees of the Company may act as the attorneys of the shareholders at AGMS/EGMS, however votes taken as the attorneys at AGMS/EGMS will do not count in the voting.  
b. The Power of Attorney Form can be acquired during working hours at the Formulir Surat Kuasa dapat diperoleh pada jam kerja di Shares Registrar Bureau ("SRB") of the Company:

**PT Raya Saham Registra**

Plaza Sentral Building 2<sup>nd</sup> Floor  
Jl. Jend. Sudirman Kav.47-48, Jakarta 12930  
Phone. No. (021) 2525666

- c. The Power of Attorney must already been received by the SRB of the Company at the above address, before AGMS/EGMS at the latest, by attaching a copy of an Identity (ID) Card, as for the non-individual shareholders, the attorneys may bring the evidence of authority of the non-individual shareholders.

4. Materials related with the agendas of AGMS/EGMS in the form of physical document copy which is available and can be acquired at the Head Office of the Company during working hours, based on a written request of the shareholders and a copy of an electronic document can be downloaded via the Company's website (<https://paninbanksyariah.co.id>) since the date of the Invitation until the date of AGMS/EGMS being held.
5. The shareholders who will attend the AGMS/EGMS, are asked to bring their original ID cards and show them to the registration officer before entering the AGMS/EGMS' room. As for the shareholders of the Collective Custodian, they are required to show a Written Confirmation for the Meeting (WCM) which can be obtained from the members of Stock Exchange or Custodian Bank.
6. For the non-individual shareholders, they are asked to bring complete copies of the Articles of Association, including the valid Deed of the current management.
7. To facilitate the smooth conduct of AGMS/EGMS, the shareholders or the attorneys are expected to be present at the AGMS/EGMS' venue at 2 pm Western Indonesia Time, at the latest.

Jakarta, March 28th 2016

**The Board of Directors of the Company**