No.	Activities	Implementation
1.	Effective Statement Date by OJK (Capital Market Supervision) on the Merger Plan	1 October 2018
2.	Recording Date in BTPN Shareholders Register for the shareholders who are entitled to attend and use their voting right at EGMS of BTPN	4 September 2018
3.	EGMS of BTPN and SMBCI	5 October 2018
4.	Period to State Intention to Sell from shareholders of BTPN	24 September 2018 – 19 October 2018 (if this period is extended, BTPN shall announce such change).
5.	Payment Date on the purchase of shares of BTPN's shareholders who sell their shares	27 December 2018
6.	Last Trading Date of BTPN shares prior to Merger at BEI	30 December 2018
7.	Merger Effective Date	1 January 2019 or such other date as agreed by BTPN and SMBCI which shall be the first day of the agreed month.
8.	Effective Date for the Trading of shares of the Merger Recipient Bank in BEI	2 January 2019
	DEFINITION AND ABBREVIAT	ION

Merger-Recipient Bank or Surviving Bank

Merger-Participating Banks Merging Bank BAPEMIL

ATM

BNRI

BTPN

Dirjen Pajal

Standby Buyer

POJK No. 32/2014

POJK No. 31/2015

POJK No. 55/2016

POJK No. 30/2017

PP No. 57/2010

Merger Plan RBB

SE OJK No. 12/2017

SK BI No. 32/1999

Anti-Monopoly Law

Capital Markets Law

SMBC

of each Merger-Participating Bank

Automated Teller Machine, which is an electronic machine that can replace the function of a teller and facilitate bank customers for the purposes of cash withdrawal, balance checking and funds' book-entry. Share Registrar

BTPN BTPN and SMBCI

Bank Pegawai Pensiunan Militer (Bank of Military's Retired Employees), which is an association of military's retired employees established in 1959 in Bandung that provides loan and retirement fund management services to its members.

The entity that organizes and provides the system and/ or infrastructure to connect offers for sale and purchase of securities of other parties for the purpose of trade securities between them, which in this matter is PT

State Gazette of the Republic of Indonesia PT Bank Tabungan Pensiunan Nasional Tbk.

Directorate General of Tax of the Ministry of Finance of the Republic of Indonesia

Japan Financial Services Agency Ministry of Law and Human Rights of the Republic of Indonesia, as changed from time to time. Public Appraisal Service Office of Jennywati, Kusnanto & Rekan. KJPP JKR Public Appraisal Service Office of Martokoesoemo, Prasetyo & Rekan.

Commission for the Supervision of Business Competition. KSEI PT Kustodian Sentral Efek Indonesia. Minister of Finance of the Republic of Indonesia, as changed from time to time.

Minister of Law and Human Rights of the Republic of Indonesia, as changed from time to time. Menkumham

Indonesia, as changed from time to time.

An independent Institution referred to in Law No. 21 of 2011 on Financial Services Authority (Dioritas Jasa keuangan) ("OJK Law"), whose duty and authority cover the regulation and supervision of financial services activities in the banking, capital markets, insurance, pension fund, financing company and other financial institutions sectors, whereas since 31 December 2012, OJK is the institution which replaced and assumed the rights and obligations to carry out the regulatory and supervisory functions of the Capital Markets Supervisory Agency (Badan Pengawas Pasar Modal) ("Bapepam") and/or Bapepam and Financial Institution (Bapepam dan Lembaga Keuangan) ("Bapepam"). Her by pursuant to the provision of Article 55 of the OJK Law.

Bank Indonesia Regulation No. 11/1/IPBI/2009 on Bank Indonesia Regulation No. 11/1/PBI/2009 on Commercial Bank as amended by Bank Indonesia Regulation No. 13/27/PBI/2011.

The merger of SMBCI into BTPN

Bapepam-LK Regulation No. IX.E.1 Bapepam-LK Regulation No. IX.E.1, Appendix of the Decree of the Head of Bapepam-LK No. Kep-41/2BI/2009 dated 25 November 2009 on Affiliated Transactions and Conflict of Interest Transactions. Regulation No. I-G, Appendix of the Decree of Board of Directors of PT Bursa Efek Jakarta No. Kep-001/BEJ/01200 dated 4 January 2000 on Merger or Consolidation Bapepam-LK Regulation No. I-G

OJK Regulation No. 32/POJK.04/2014 on the Plan and Implementation of General Meeting of Shareholders for Public Company dated 8 December 2014, as amended by OJK Regulation No. 10/POJK.04/2017 dated 14 March 2017.

OJK Regulation No. 31/POJK.04/2015 on the Disclosure of Material Information or Fact by Issuer or Public Company dated 22 December 2015. OJK Regulation No. 5/POJK.03/2016 on Commercial Bank Business Plan dated 27 January 2016.

OJK Regulation No. 74/POJK.04/2016 on Merger or Consolidation of Public Company dated 9 December OJK Regulation No.39/POJK.03/2017 on Single Ownership in Indonesian Bank dated 12 July 2017.

Government Regulation No. 27 of 1998 on the Merger, Consolidation and Acquisition of Limited Liability Company.

Rouse of Seven and Seven a Financial Accounting Standard Statement

Merger Plan jointly prepared by BTPN and SMBCI. Bank Business Plan. Extraordinary General Meeting of Shareholders OJK Circular Letter No. 25/SEOJK.03/2016 on Commercial Bank Business Plan dated 14 July 2016.

OJK Circular Letter No. 12/SEOJK.03/2017 of 2017 on Share Ownership for Commercial Bank dated 17 March 2017. Decree of the Board of Directors of Bank Indonesia No. 32/51/KEP/DIR/1999 of 1999 on the Requirement and Procedure of Merger, Consolidation and Acquisition of Commercial Bank dated 14 May 1999. Sumitomo Mitsui Banking Corporation PT Bank Sumitomo Mitsui Indonesia

1 January 2019 or other date as later the agreed by BTPN and SMBCI which is the first day of the agreed

Small and Medium Enterprises Law No. 5 of 1999 dated 5 March 1999 on the Prohibition of Monopolistic Practice and Unfair Business Competition, State Gazette of the Republic of Indonesia No. 33 of 1999, Supplement No. 3817.

Law No.13 of 2003 dated 25 March 2003 on Employment, State Gazette of the Republic of Indonesia No. 39 of 2003, Supplement No. 4279. Law No. 8 of 1995 dated 10 November 1995 on Capital Markets, State Gazette of the Republic of Indonesia No. 64 of 1995, Supplement No. 3608.

Law No. 7 of 1992 on Banking, as amended by Law No. 10 of 1998 on the Amendment to Law No. 7 of 1992 on Banking.

Law No. 7 of 1983 on Income Tax, as lastly amended by Law No. 16 of 2009. Law No. 8 of 1983 on Value Added Tax on Goods and Services and Luxury Sales Tax, as lastly amended by Law No. 42 of 2009. Value Added Tax Law Law No. 42 of 2007 dated 16 August 2007 on Limited Liability Company, State Gazette of the Republic of Indonesia No. 106 of 2007, Supplement No. 4756.

INFORMATION ON EACH MERGER-PARTICIPATING BANK

Brief History

BTPN is a public limited liability company domiciled in Jakarta, established under the Deed of Establishment No. 31 dated 16 February 1985 made before Komar Andasasmita, Notary in Bandung and revised by Deed No. 12 dated 13 July 1985 made before Mrs. Dedah Ramdah Soekarna, S.H., as a substitute of Komar Andasasmita, S.H., Notary in Bandung, and has obtained the approval from the Minister of Justice of the Republic of Indonesia based on its decree No. C2-4633HT0.101TH.B5 dated 25 July 1985, and has been registered in the register book of the Registrar of Bandung District Court under No. 458 and No. 459 dated 16 August 1985, and has been announced in the BNRI No. 70 dated 20 September 1985, Supplement No. 1148.

1985, Supplement No. 1148 BAPEMIL which had been operating since 1959. BAPEMIL is an association (perkumpulan) founded by Raden Ramelie Tjokroadiredjo, Martua Radja Laut Siahaan, Abdul Hamid, Abdurrachman, Ibrahim Bayk, Mochamad Abdul Fatah, and Mrs. Raden Aju Pandamarukmi Tjokroadiredjo no 6 October 1959 withich was subsequently amended by Deed No. 203 dated 31 May 1960 and Deed No. 53 dated 7 November 1960, all three of them were drawn up before Noezar, S.H., Notary in Bandung, The deed of establishment of BAPEMIL has been ratified by Menkumham under Decree No. J.A.5/114/21 dated 18 November 1960, and has been announced in the BNRI No. 13 dated 14 February 1961, Supplement No. 5 ("Deed of Establishment").

18 November 1904, and has been announced in the BINKI No. 13 dated 14 February 1961, Supplement No. 5 ("Deed of Establishment").

Based on the Deed of Minutes of Extraordinary Meeting of BAPEMIL Members No. 51 dated 28 October 1982 which was drawn up by Komar Andassamita, Notary in Bandung, the members of BAPEMIL approved the formation of a limited liability company as the enhancement/continuation of the BAPEMIL association. Under the Extraordinary Meeting of BAPEMIL Members, which minutes were drawn up by Komar Andassamita, Notary in Bandung and set out in the Deed of Minutes of Extraordinary Meeting of the Members on the Dissolution of BAPEMIL Association No. 36 dated 25 February 1986 which was drawn up before Komar Andassamita, Notary in Bandung, the association members authorised the dissolution of BAPEMIL association as of 31 March 1986 and decided to assign all rights and obligations of BAPEMIL to Berb. Which minutes were drawn up by Komar Andassamita, Notary in Bandung and set out in Deed No. 37 dated 26 February 1986 metal Meeting of Shareholders of BTPN, which minutes were drawn up by Komar Andassamita, Notary in Bandung and set out in Deed No. 37 dated 26 February 1986 made before Komar Andassamita, Notary in Bandung and set out in Deed No. 37 dated 26 February 1986 made before Komar Andassamita, Notary in Bandung and set out in Deed No. 37 dated 26 February 1986 made before Komar Andassamita, Notary in Bandung and set out in Deed No. 37 dated 26 February 1986 made before Komar Andassamita, Notary in Bandung on the Decree of the Minister of Finance No. Kep-135/KM.11/1986 and obligations of BAPEMIL to become the rights and obligations of BTPN.
Further, based on the Decree of the Minister of Finance No. Kep-135/KM.11/1986
dated 2 December 1986 ('SK Menkeu No. Kep-135'), the Menkeu issued a licence
to BTPN to carry out the business of savings bank as the continuation of BAPEMIL's
business and to revoke the business licence of employee bank which was issued
to BAPEMIL in Bandung as set out in the Decree of the Menkeu No. 86846/SBUM.II
dated 18 July 1960. Based on the Decree of the Menkeu No. KEP-055/KM.17/1993
dated 22 March 1993 on the business licence of PT Bank Tabungan Pensiunan
Nasional In Bandung, the Menkeu issued a business licence permitting BTPN which
was domiciled at Jl. Otto Iskandardinata No.392, Bandung 40242, together with 26
of its branch offices in Indonesia, to carry out business activities as a Commercial
Bank ('SK Menkeu No. Kep-055'). SK Menkeu No. KEP-135 was Due to the issuance of SK Menkeu No. Kep-055, SK Menkeu No. KEP-135 was revoked and declared no longer valid.

Pursuant to the ratification of the Deed of Establishment by the Menkumham, BTPN was duly established under the laws of Republic of Indonesia.

was duly established under the laws of Republic of Indonésia. The articles of association of BTPN, as set out in the Deed of Establishment have been amended several times. The latest amendment to the articles of association of BTPN is set out in the Deed of Extraordinary General Meeting of Shareholders Resolution No. 01 dated 2 July 2018, made before Shasa Adisa Putrianti, S.H., M.Kn., as a substitute of Ashoya Ratam S.H., M.Kn., Notary in Jakarta, which has obtained the approval from Menkumham pursuant to the Decision Letter No. AHU-0013945. AHO1.02. Tahun 2018 dated 10 July 2018 and has been registered in the Company Register at Kemenkumham under No. AHU-0088751.AH.01.11. Tahun 2018 dated 10 July 2018 ("Deed No. 01/2018"). Capital Structure of and Share Ownership in BTPN
Based on the Deed No. 01/2018 and the Shareholders Register of BTPN as at 30 June 2018 issued by PT Datindo Entrycom as the BAE appointed by BTPN, the capital structure of BTPN and the composition of share ownership in BTPN are as follows:

Nominal Value of Rp 20 per share

Information	Number of Shares	Nominal (Rp)	(%)
Authorized Capital	15,000,000,000	300,000,000,000	
Fully Issued and Paid Up Capital			
 Sumitomo Mitsui Banking Corporation 	2,336,114,903	46,722,298,060	39.99
 Summit Global Capital Management B.V. 	1,168,057,451	23,361,149,020	19.99
- Public (each under 5%)	2,242,487,426	44,849,748,520	38.39
- Treasury Shares	95,198,900	1,903,978,000	1.63
Total of Fully Issued and Paid Up Capital	5,841,858,680	116,837,173,600	100.00
Number of Shares in Portfolio	9,158,141,320	183,162,826,400	
Management and Supervision Compositions of the Board of Direct Based on the Deed of Resolution of C			

Based on the Deed of Resolution of General Meeting of Shareholders No. 98 dated 29 March 2018, made before Ashoya Ratam, S.H., M.Kn., Notary in Jakarta, which has been notified to the Menkumham as evidenced by the Receipt of Notification on the Change of Company Data No. AHL-AH.01.50-b13828 dated 7 April 2018 and has been registered in the Company Register at the Kernerkumham under No. AHL-0048957 AH.01.11 Tahun 2018 dated 7 April 2018, the compositions of the Board of Commissioners and Board of Directors of B IPN are as follows:

Board of Commissioners
President Commissioner (Independent)
Independent Commissioner
Independent Commissioner
Commissioner Mari Elka Pangestu Arief Tarunakarya Surowidjojo Irwan Mahjudin Habsjah Chow Ying Hoong Shinichi Nakamura **Board of Director** Board of Directors
President Director (Independent) : Jerry Ng
Vice President Director : Ongki Wanadjati Dana :
Vice President Director : Djerni Suhenda
Director Supervising Compliance Function (Independent) : Anika Faisal
Director : Anika Faisal
Director : Anika Faisal
Director : Anika Faisal

ABRIDGED MERGER PLAN OF PT BANK TABUNGAN PENSIUNAN NASIONAL TBK AND PT BANK SUMITOMO MITSUI INDONESIA

THIS ABRIDGED MERGER PLAN IS IMPORTANT TO BE CONSIDERED BY THE SHAREHOLDERS OF PT BANK TABUNGAN PENSIUNAN NASIONAL TBK ("BTPN") AND PT BANK SUMITOMO MITSUI INDONESIA ("SMBCI") IN APPROVING THE RESOLUTION IN EACH OF THEIR EXTRAORDINAR) GENÈRAL MÉETING OF SHAREHOLDERS ("EGMS") TO BE HEÌD ON 5 ÓCTOBER 2018 WITH RESPECT TO THE PLANNED MERGER OF BTPN AND

IF YOU HAVE ANY DIFFICULTY IN UNDERSTANDING THIS ABRIDGED MERGER PLAN, OR IS HESITANT IN MAKING ANY DECISION, YOU ARE ADVISED TO CONSULT WITH A PROFESSIONAL ADVISOR

ABRIDGED MERGER PLAN OF PT BANK TABUNGAN PENSIUNAN NASIONAL TBK AND PT BANK SUMITOMO MITSUI INDONESIA

btpn

PT Bank Tabungan Pensiunan Nasional Tbk

Head Office Menara BTPN, Lantai 29 CBD Mega Kuningan Jl. Dr. Ide Anak Agung Gde Agung, Kav 5.5 - 5.6 Jakarta Selatan 12950 Telepon: +62 21 30026200 Fax: +62 21 30026101 Website: www.btpn.com E-mail: corporate.communications@btpn.com

Business Activity:

Engaged in the Banking Sector

SMBC PT BANK SUMITOMO MITSUI INDONESIA

PT Bank Sumitomo Mitsui Indonesia

Head Office

Menara BTPN, Lantai 33 - 37

CBD Mega Kuningan

Jl. Dr. Ide Anak Agung Gde Agung, Kav 5.5 - 5.6

Jakarta Selatan 12950

Telepon : +62 21 80862500

Fax : +62 21 80862501

Website: www smbc co id

Website: www.smbc.co.id E-mail: ask_smbci@id.smbc.co.jp Business Activity: Engaged in the Banking Sector

THIS MERGER IS CARRIED OUT IN CONSIDERATION OF THE INTEREST OF EACH MERGER-PARTICIPATING BANK, THE PUBLIC AND FAIR BUSINESS COMPETITION, AND ALWAYS IN CONSIDERATION OF THE FULFILLMENT OF THE RIGHTS OF THE PUBLIC SHAREHOLDERS AND EMPLOYEES.

THIS MERGER PLAN IS PREPARED TOGETHER BY THE BOARDS OF DIRECTORS OF EACH MERGER-PARTICIPATING BANK AFTER THE POSAL FOR THE MERGER PLAN OF EACH MERGER-PARTICIPATING BANK HAS BEEN APPROVED BY THE BOARD OF COMMISSIONERS OF EACH MERGER-PARTICIPATING BANK.

THIS MERGER PLAN HAS BEEN APPROVED BY THE BOARD OF COMMISSIONERS OF EACH OF BTPN AND SMBCI ON 1 AUGUST 2018, BUT THIS MERGER PLAN HAS NOT OBTAINED THE DECLARATION OF EFFECTIVENESS FROM THE FINANCIAL SERVICES AUTHORITY ("OTORITAS JASA KEUANGAN / OJK") AND HAS NOT BEEN APPROVED BY THE SHAREHOLDERS OF EACH OF BTPN AND SMBCI. IF THE GENERAL MEETING OF SHAREHOLDERS DOES NOT APPROVE THIS MERGER PLAN, THEN IN ACCORDANCE WITH THE PREVAILING LAWS THIS MERGER PLAN MAY ONLY BE RESUBMITTED TO OUK NO EARLIER THAN 12 (TWELVE) MONTHS AFTER THE EGMS OF BTPN AND SMBCI WHICH WILL BE HELD ON 5 OCTOBER 2018.

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF EACH MERGER-PARTICIPATING BANK ARE FULLY RESPONSIBLE FOR THE CORRECTNESS OF ALL INFORMATION OR MATERIAL FACT SET OUT IN THIS MERGER PLAN AND CONFIRM THAT AFTER CONDUCTING SUFFICIENT RESEARCH, NONE OF THE DISCLOSED RELEVANT INFORMATION OR MATERIAL FACT WILL CAUSE THE INFORMATION OR MATERIAL FACT SET OUT IN THIS MERGER PLAN TO BE INCORRECT AND MISLEADING.

This Abridged Merger Plan is issued on 2 August 2018

iv Main Rusiness Activities of RTPN

in Business Activities of BTPN General Pursuant to BTPN's Articles of Association, the main business activity of BTPN is in banking sector. BTPN has obtained the license as Commercial Bank under Decree of Minister of Finance No. Kep-055/KM.17/1993 on Decree of Minister of Finance on BTPN Business License in Bandung. As of 31 May 2018 BTPN has 1 head office, 61 branch offices, 301 supporting branch offices and 69 functional offices. BTPN's registered office is located at BTPN Tower — 29th Floor, CBD Mega Kuringan, Jl. Dr. Ide Anak Agung Gde Agung, Kav 5.5 - 5.6, South Jakarta 12950.

12950.
BTPN Head Office
Based on OJK Decree No. S-51/PB.1/2015 dated 27 October 2015 issued by
the Depuly Commissioner of Banking Supervision of OJK, OJK has approved
BTPN's plan to change the address of its Non-Operational Head Office which
was previously located at Menara Cyber 2. 24rd 8.2rd Floor, Jl. HR. Rasuna
Said Blok X-5 No. 13, Kuningan, South Jakarta, to Menara BTPN, CBD Mega
Kuningan, Jl. Dr. Ide Anak Agung Gde Agung Kav 5.5-5.6, South Jakarta 12950.

Business Activities in Foreign Currency
Based on the Decree of the Members of the Board of Commissioners of OJK
No. KEP-80/D 03/2015 on the Licence to Carry Out Business in Foreign
Currency dated 21 December 2015, OJK has approved the licence of BTPN to
carry out business activities in foreign currency.

Laku Pandai (Branchless Financial Services for Financial Inclusion) Service
Activities

Activities Based on OJK Letter No. S-11/PB. 3/2015 dated 18 March 2015 on the Approval of the Licence to Operate Activities of Branchless Financial Services for Financial Inclusion (Laku Pandai), issued by Deputy Commissioner of Banking Supervision III, OJK has approved BTPN's operation of laku pandai activities

Wow!
Based on OJK Decree No. S-22/PB.313/2018 dated 14 February 2018 on Granting of Operating License for Electronic Banking Activities of Pico Loan, OJK has approved the licensing for such BTPN's activity. Summary of Financial Data

The summary of BTPN's key financial data for years ended on 31 December 2015 2016, 2017 and 31 May 2018 which was prepared based on the financial statements of BTPN audited by Tanudiredja, Wibisana, Rintis & Rekan Public Accounting Firm (a member firm of PwC global network) with unqualified opinion, is as follows (ir

STATEMENTS OF FINANCIAL POSITION	31 May	3	1 December	
(in million Rupiah)	2018	2017	2016	2015
ASSETS				
Cash	2,425,320	1,496,785	1,448,180	1,352,40
Current accounts with Bank Indonesia	4,549,512	5,098,341	4,625,356	4,774,42
Current accounts with other banks	860,513	487,942	858,431	66,6
Placements with Bank Indonesia and other bank	ks 4,988,943	8,505,940	7,005,442	6,208,6
Marketable securities:				
 Available for sale financial assets 	1,963,332 5,657,731	1,090,782	1,081,238	1,467,79
- Held to maturity financial assets	5,657,731	5,275,760	4,871,320	3,462,2
Securities purchased under resale agreements	1.750.311	2.500.787	0.000.000	4 000 0
Reverse Repo) Derivatives receivables	6,096	2,000,767	2,699,099 43,652	1,098,9
Loans – Net	65,768,138	2,338 65,306,817	63,247,619	58,710,40
Investments	22	22	22	00,710,4
Prepayments	2,806,255	2,733,440	2,643,707	2,337,8
Prepaid taxes	53,308	53,308		29.2
Deferred tax assets – Net	60.511	165,935	122.597	91.2
Fixed assets – Net	1.742.235	1 660 120	1,632,265	876,2
Intangible assets	851,616 211,255	769,062	122,597 1,632,265 635,375	29,21 91,21 876,21 380,01
Other assets		342,471	457,084	183,31
Total Assets	93,695,098	95,489,850	91,371,387	81,039,6
STATEMENTS OF FINANCIAL POSITION	31 May		31 December	er
(in Million Rupiah)	2018	2017	2016	2015
LIABILITIES				
Obligations due immediately	29,963	49,538 62,863,790	95,984 62,042,218	40,8
Deposits from customers	60,986,515	62,863,790	62,042,218	57,475,0
Deposits from other banks	256,666	823,406	914,596	10
Derivatives payables	56,237	2,886	8,344	405.0
Taxes payable	251,947	176,860	166,669	195,8
Bonds payable	2,167,048	2,580,777	2,507,266	2,634,5
Borrowings Accruals	5,859,140 283,290	5,250,207 398,668	2,507,266 3,750,671 204,048	2,766,04 121,01
Employee benefit liabilities	106,481	456,784	473,628	366,0
Other liabilities	438,605	424,354	488,501	453,6
Temporary Svirkah Funds	5.397.357	5.261.783	4,407,034	3.062.5
Temporary Syirkah Funds Total Liabilities & Temporary Syirkah Funds	75,833,249	78,289,053	75,058,959	67,115,8
EQUITY				
Share capital	116,808	116,806	116.806	116,8
Additional paid-in capital	1,429,728	1,429,385	1,429,385	1,429,3
Reserve on revaluation of fixed asset	724,449	724,449	724,449	1,420,01
Share-based payment reserve	268,520	254,496	200,109	147.1
Unrealised gain on available for sale				
marketable securities	2,323	12,875	4,209	1,4
Transaction with non-controlling interest	(24,267)	-	-	
Retained earnings:				
- Appropriated	30,361	26,861	23,361	23,3
- Unappropriated	14.579.995	14,227,025	13,601,981	11.857.8
	17,127,917	16,791,897	16,100,300	13,576,0
Treasury shares	(262,404)	(262,404)	(262,404)	
,	16,865,513	16,529,493	15,837,896	13,576,0
Non-controlling interest Total equity	996,336 17,861,849	671,304 17,200,797	474,532 16,312,428	347,79 13,923,8
	17,001,043	11,200,131	10,512,420	10,323,0
Total liabilities, temporary syirkah funds and equity	93,695,098	95,489,850	91,371,387	81,039,6
PROFIT AND LOSS	31 May	31	December	
(in Million Rupiah) 2018	2017	2017	2016	2015

Deposits from other banks Derivatives navables		256,666 56,237	823,406 2,886	914,596 8 344	160
Derivatives payables Taxes payable Bonds payable		256,666 56,237 251,947 2 167,048	2,886 176,860 2,580,777	8,344 166,669 2,507,266	195,898
Bonds payable Borrowings		2,167,048 5,859,140 283,290	2,580,777 5,250,207	3,750,671	2,634,511 2,766,046
Accruals Employee benefit liabilities		106,481	398,668 456,784	473,628	121,084 366,075
Other fiabilities Temporary Syirkah Funds	_	438,605 5,397,357	424,354 5,261,783	2,507,266 3,750,671 204,048 473,628 488,501 4,407,034	453,623 3,062,571
Total Liabilities & Temporary Syirkal	n Funds 7	5,833,249	78,289,053	75,058,959	67,115,804
EQUITY Share capital		116.808	116,806	116,806	116,806
Additional paid-in capital Reserve on revaluation of fixed asset		116,808 1,429,728 724,449	116,806 1,429,385 724,449	116,806 1,429,385 724,449	116,806 1,429,385
Share-based payment reserve		268,520	254,496	200,109	147,157
Unrealised gain on available for sale marketable securities Transaction with non-controlling interes		2,323 (24,267)	12,875	4,209	1,469
Retained earnings:	»t		00.004	00.004	00.004
- Appropriated - Unappropriated	_1-		26,861 14,227,025 16,791,897	23,361 13,601,981 16,100,300	23,361 11.857.890
Treasury shares	1	7,127,917 (262,404)	16,791,897 (262,404)	16,100,300 (262,404)	13,576,068
Non-controlling interest	1	7,127,917 (262,404) 6,865,513 996,336 7,861,849	(262,404) 16,529,493 671,304	(262,404) 15,837,896 474,532	13,576,068 347,791
Total equity	-1	7,861,849	17,200,797	16,312,428	13,923,859
Total liabilities, temporary syirkah fu and equity	ınds	3,695,098	95,489,850	91,371,387	81,039,663
		.,,			01,039,003
PROFIT AND LOSS (in Million Rupiah)	2018	May 2017	2017	December 2016	2015
OPERATING INCOME AND EXPENSI			2011		
Interest income and expense Interest income	4,428,153	4,726,836	11,140,809	11,468,744	11,440,085
Sharia income	4,428,153 1,337,574 5,765,727	1,110,259 5,837,095 (1,743,536)	2,905,253 14,046,062 (4,173,241	13.695.226	1,563,791 13,003,876
Interest expense Sharia profit sharing	(1,637,642)	(1,743,536)	(4,173,241	2,226,482 13,695,226 (4,543,951) (297,296) (4,841,247)	(5.061.087)
	(141,656)	(1,878,711)	(351,211 (4,524,452	(4,841,247)	(247,178) (5,308,265) 7,695,611
Net interest and sharia income Other operating income:	3,986,429	3,958,384	9,521,610	8,853,979	7,695,611
Insurance commission income and others	336,023	304,432	639,995	689,051	705,835
Net loss from spot and derivative transacations	(45,758) 290,265	(76,266) 228,166	(170,458) 469,537	(79.109)	
Total other operating income				609,942	705,835
Personnel expenses General and administrative expenses	(1,118,414) (1,065,547) (570,225)	(1,366,744) (1,141,976)	(3,670,484 (2,948,310	(3,143,161) (2,564,115) (869,761)	(2,851,029) (2,119,939)
Allowance for impairment losses Other operating expenses	(570,225)	(405.549)	(1,097,619)	(869,761)	(785.886)
Total other operating expense:	(108,024) (2,862,210)	(3,027,105)	(296,308)	(277,168) (6,854,205)	(5,941,739)
NET OPERATING INCOME	1,414,484	1,159,445	1,978,426	2,609,716	2,459,707
NON-OPERATING (EXPENSES)					
/INCOME Non-operating income	2,983	1,944	7,586	3,601	2,822
Non-operating expenses Total non-operating (expenses)/incom	e (26,306) e (23,323)	(2,253)	(49.167 (41,581)	(8,798) (5,197)	(29,918) (27,096)
	,	,			
PROFIT BEFORE INCOME TAX	1,391,161	1,157,192	1,936,845	2,604,519	2,432,611
PROFIT BEFORE INCOME TAX INCOME TAX EXPENSE NET PROFIT FOR THE PERIOD/YEAR	1,391,161 (363,875) 1,027,286	1,157,192 (301,997) 855,195	1,936,845 (514,905) 1,421,940	2,604,519 (728,673) 1,875,846	2,432,611 (680,002) 1,752,609
PROFIT BEFORE INCOME TAX INCOME TAX EXPENSE NET PROFIT FOR THE PERIOD/YEAR PROFIT AND LOSS	(363,875) 1,027,286	31 May	(<u>514,905</u> 1,421,940	2,604,519 (728,673) 1,875,846	(680,002) 1,752,609
INCOME TAX EXPENSE NET PROFIT FOR THE PERIOD/YEAR PROFIT AND LOSS (in Million Rupiah)	(363,875) 1,027,286 2018	31 May 2017	(<u>514,905</u> 1,421,940	(728,673) 1,875,846	2,432,611 (680,002) 1,752,609 2015
INCOME TAX EXPENSE NET PROFIT FOR THE PERIOD/YEAR PROFIT AND LOSS	(363,875) 1,027,286 2018	31 May 2017	(514,905) 1,421,940 31 Dec	(728,673) 1,875,846 cember	(680,002) 1,752,609
INCOME TAX EXPENSE NET PROFIT FOR THE PERIODIYEAR PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to	(363.875) 1,027,286 2018 2/(EXPENSE	31 May 2017	(514,905) 1,421,940 31 Dec	(728,673) 1,875,846 cember	(680,002) 1,752,609
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets	(363.875) 1,027,286 2018 2/(EXPENSE	31 May 2017	(514,905) 1,421,940 31 Dec	(728,673) 1,875,846 cember	(680,002) 1,752,609
INCOME TAX EXPENSE. PROFIT AND LOSS (in Million Ruplah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment benefit	(363.875) 1,027,286 2018 2/(EXPENSE	31 May 2017	(514,905) 1,421,940 31 Dec	749,032	(680,002) 1,752,609
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME tems that will not be reclassified to of loss Gain on revaluation of fixed assets Remeasurements of post employment income tax relating to items that will ill not be	(363,875) 1,027,286 2018 E/(EXPENSE profit	31 May 2017	31 Dec 2017	(728,673) 1,875,846 cember 2016 - 749,032) (8,780)	(680,002) 1,752,609 2015
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME thems that will not be reclassified to or loss alon on revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will not be reclassified to profit or loss	(363,875) 1,027,286 2018 E/(EXPENSE profit	31 May 2017	(514,905 1,421,940 31 Dec 2017	(728,673) 1,875,846 cember 2016 - 749,032) (8,780)	(680,002) 1,752,609 2015
INCOME TAX EXPENSE. PROFIT AND LOSS. (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will not be reclassified to profit or loss	(363,875) 1,027,286 2018 E/(EXPENSE profit - 25,484 (6,371)	31 May 2017	31 Dec 2017	(728,673) 1,875,846 cember 2016 - 749,032) (8,780)	(680,002) 1,752,609 2015 - 187,479 (46,870)
INCOME TAX EXPENSE. PROFIT AND LOSS (in Million Ruplah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will not be reclassified to profit or loss Items that will be reclassified subsequently to profit or loss Unrealised (loss)/dain on available	(383,875) 1,027,286 2018 E/(EXPENSE profit - 25,484 (6,371) 19,113	31 May 2017 (S)	(514,905 1,421,940 31 Dec 2017 (29,486) 7,371 (22,115)	749,032 (20,817) (20,817) (20,817) (19,435	(680,002) 1,752,609 2015
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Ruplah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will not be reclassified to reclassified to profit or loss Unrealised (loss)gain on available for sale marketable securities Income tax relating to items that	(363,875) 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396)	31 May 2017 (S)	(514,905) 1,421,940 31 Det 2017 (29,486) 7,371 (22,115) 9,778	749,032 (8,780) (20,817) 719,435	(680,002) 1,752,609 2015 2015
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Ruplah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will not be reclassified to profit or loss Items that will be reclassified subsequently to profit or loss Unrealised (loss)gain on available for sale marketable securities income tax relating to items that will be reclassified	(363,875) 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (650) (10,046)	31 May 2017 (S)	(514,905 1,421,940 31 Dec 2017 (29,486) 7,371 (22,115)	728,673 1,875,846 2016 749,032 (8,780) (20,817) 719,435 2,289	(680,002) 1,752,609 2015
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets contained to the reclassified to or loss Gain on revaluation of fixed assets because the reclassified to or loss the reclassified to profit or loss the reclassified to profit or loss the reclassified to profit or loss the reclassified to profit or loss the reclassified to profit or loss the reclassified to the reclassified to the reclassified to profit or loss of the RCMPREHENSIVE INCOME OTHER COMPREHENSIVE INCOME	(363,875) 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (650) (10,046)	31 May 2017 S)	(514,905) 1,421,940 31 Det 2017 (29,486) 7,377 (22,115) 9,778 (1,112)	728,673 1,875,846 2016 749,032 (8,780) (20,817) 719,435 2,289	(680,002) 1,752,609 2015
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME items that will not be reclassified to or loss and income to the reclassified to or loss did not revaluation of fixed assets dam on revaluation of fixed assets benefit income tax relating to items that will not be reclassified to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified income tax relating to items that will not sale markatable securities income tax relating to items that will be reclassified to profit or loss of the markatable securities of sale markatable securities of sale markatable socurities of the profit or loss of the	(363,875) 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (650) (10,046)	31 May 2017 S)	(514,905) 1,421,940 31 Det 2017 (29,486) 7,377 (22,115) 9,778 (1,112)	749,032 - 749,032 - 749,032 - (8,780) (20,817) 719,435 2,289) 451 5 2,740	(680,002) 1,752,609 2015
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME items that will not be reclassified to or loss and income to revaluation of fixed assets can on revaluation of fixed assets benefit income tax relating to items that will not be reclassified to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified income tax relating to items that will not be reclassified to profit or loss of sale marketable securities income tax relating to items that will be reclassified to profit or loss of the sale marketable securities of sale marketable securities of sale marketable of profit or loss of the sale marketable of profit or loss of the sale marketable of profit or loss of the sale marketable securities of sale marketable of profit or loss of the sale sale sale sale sale sale sale sal	(363,875) 1,027,286 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (650) (10,046) R, 9,067	31 May 2017 3017 31 SS)	(514,905) 1,421,946 31 Dec 2017 (29,486) 7,371 (22,115) 9,776 (1,112 8,666 (13,449)	728,673) 1,875,846 - 1,875,846 - 749,032 - 749,032 - (8,780) (20,817) 719,435 - 2,289 - 451 - 2,740 - 722,175	(680,002) 1,752,609 2015 187,479 (46,870) 140,609 845 (212) 633 141,242
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME items that will not be reclassified to or loss and income to revaluation of fixed assets can on revaluation of fixed assets benefit income tax relating to items that will not be reclassified to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified income tax relating to items that will not be reclassified to profit or loss of sale marketable securities income tax relating to items that will be reclassified to profit or loss of the sale marketable securities of sale marketable securities of sale marketable of profit or loss of the sale marketable of profit or loss of the sale marketable of profit or loss of the sale marketable securities of sale marketable of profit or loss of the sale sale sale sale sale sale sale sal	(363,875) 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (650) (10,046) R,	31 May 2017 S)	(514,905) 1,421,940 31 Dei 2017 (29,486) 7,371 (22,115) 9,776 (1,112,8,666)	728,673) 1,875,846 - 1,875,846 - 749,032 - 749,032 - (8,780) (20,817) 719,435 - 2,289 - 451 - 2,740 - 722,175	(680,002) 1,752,609 2015 2015
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME items that will not be reclassified to or loss and income to revaluation of fixed assets can on revaluation of fixed assets benefit income tax relating to items that will not be reclassified to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified income tax relating to items that will not be reclassified to profit or loss of sale marketable securities income tax relating to items that will be reclassified to profit or loss of the sale marketable securities of sale marketable securities of sale marketable of profit or loss of the sale marketable of profit or loss of the sale marketable of profit or loss of the sale marketable securities of sale marketable of profit or loss of the sale sale sale sale sale sale sale sal	(363,875) 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (650) (10,046) R, 9,067	31 May 2017 2017 S)	(514,905) 1,421,944 31 Det 2017 (29,486) 7,377 (22,115) 9,778 (1,112,8,666 (13,449) 1,408,491	1728,673) 1,875,846 1,875,846 1,875,846 2016	(880,002) 1,752,609 2015 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will not be reclassified to predict or loss the profit or loss Inrealised (loss)(gain on available for sale marketable securities Income tax relating to items that will be reclassified subsequently to profit or loss Unrealised (loss)(gain on available for sale marketable securities Income tax relating to items that will be reclassified or profit or loss OTHER COMPREHENSIVE INCOME (EXPENSES) FOR THE PERIODIYEA NET OF TAX TOTAL COMPREHENSIVE INCOME FOR THE PERIODIYEAR, NET OF TAX FINANCIAL RATIO	(363,875) 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (650) (10,046) R, 9,067	31 May 2017 2017 5 9 6,094 (955) 5,139 5,139 860,334	(514,905) 1,421,946 31 Dec 2017 (29,486) 7,371 (22,115) 9,776 (1,112 8,666 (13,449)	1728,673) 1,875,846 - 1,875,846 - 749,032	(680,002) 1,752,609 2015 187,479 (46,870) 140,609 845 (212) 633 141,242
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss or loss revaluation of fixed assets causements of post employment benefit income tax relating to items that will not be reclassified to profit or loss temse that will be reclassified subsequently to profit or loss unrealised (loss)/gain on available for sale marketable securities income tax relating to items that will not be reclassified or profit or loss Unrealised (loss)/gain on available for sale marketable securities income tax relating to items that will be reclassified to profit or loss OTHER COMPREHENSIVE INCOME (EXPENSES) FOR THE PERIODIYEA NET OF TAX TOTAL COMPREHENSIVE INCOME FOR THE PERIODI YEAR, NET OF TAX FINANCIAL RATIO	(363,875) 1,027,286 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (10,046) R, 9,067 1,036,353	31 May 2017	(29,486 7,371 (22,486 7,371 (22,115) 9,778 (1,112 8,666 (13,449) 1,408,491	1728,673 1,875,846	1,752,609 2015 187,479 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851
INCOME TAX EXPENS PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will not be reclassified to profit or loss tems that will be reclassified subsequently to profit or loss tems that will be reclassified subsequently to profit or loss tems that will be reclassified subsequently to profit or loss tems that will be reclassified subsequently to profit or loss to sale marketable securities income tax relating to items that will not be real to profit or loss OTHER COMPREHENSIVE INCOME (EXPENSES) FOR THE PERIODIYEA NET OF TAX FINANCIAL RATIO Capital apital Adequacy Ratio (CAR)	(363,875) 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (650) (10,046) R, 9,067	31 May 2017 2017 S)	(514,905) 1,421,944 31 Det 2017 (29,486) 7,377 (22,115) 9,778 (1,112,8,666 (13,449) 1,408,491	1728,673 1,875,846	(880,002) 1,752,609 2015 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Kemeasurements of post employment Income tax relating to items that will not be reclassified to profit or loss Items that will be reclassified subsequently to profit or loss Items that will be reclassified subsequently to profit or loss OTHER COMPREHENSIVE INCOME (EXPENSES) FOR THE PERIODYEA NET OF TAX TOTAL COMPREHENSIVE INCOME FOR THE PERIODYEAN TOTAL COMPREHENSIVE INCOME FOR THE PERIODY YEAR, NET OF TAX FINANCIAL RATIO Zapital Capital Adequacy Ratio (CAR) Earning Assets	(363,875) 1,027,286 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (10,046) R, 9,067 1,036,353	31 May 2017	(29,486 7,371 (22,486 7,371 (22,115) 9,778 (1,112 8,666 (13,449) 1,408,491	1728,673 1,875,846	1,752,609 2015 187,479 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss and income the reclassified to or loss and the reclassified to reclassified to profit to reclassified to profit or loss thems that will be reclassified subsequently to profit or loss Items that will be reclassified subsequently to profit or loss of the reclassified to profit or l	(363,875) 1,027,286 1,027,286 2018 E/(EXPENSE profit 25,484 (6,371) 19,113 (9,396) (10,046) R, 9,067 1,036,353	31 May 2017	(29,486 7,371 (22,486 7,371 (22,115) 9,778 (1,112 8,666 (13,449) 1,408,491	1728,673 1,875,846	1,752,609 2015 187,479 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851
INCOME TAX EXPENSE (In Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss or loss or loss revaluation of fixed assets came acurements of post employment benefit norme tax relating to items that will not be reclassified to profit or loss tems that will be reclassified subsequently to profit or loss tems that will be reclassified subsequently to profit or loss tems that will be reclassified subsequently to profit or loss to asle marketable securities income tax relating to items that will not be real subsequently to profit or loss OTHER COMPREHENSIVE INCOME (EXPENSES) FOR THE PERIODIYEA NET OF TAX FINANCIAL RATIO Capital apital Adequacy Ratio (CAR) carning Assets to rearning assets assets and on-earning assets	(353,875) 2018 (2018) 2018 (2018) 2018 (2018) 25,494 (6,371) (9,396) (10,046) (10,046) 2018 (2018) 2018 (2018)	31 May 2017	(29,486 7,371 (22,486 7,371 (22,115) 9,778 (1,112 8,666 (13,449) 1,408,491	1728,673 1,875,846	1,752,609 2015 187,479 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Ruplah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will be reclassified to profit or loss threalised (loss) gain on available for sale marketable securities income tax relating to items that will be reclassified subsequently to profit or loss Unrealised (loss) gain on available for sale marketable securities income tax relating to items that will be reclassified subsequently to profit or loss OTHER COMPREHENSIVE INCOME (EXPENSES) FOR THE PERIODYEA NET OF TAX TOTAL COMPREHENSIVE INCOME FOR THE PERIODY EAR, NET OF TAX FINANCIAL RATIO Capital Capit	(353,875) 2018 (2018) 2018 (2018) 2018 (2018) 25,494 (6,371) (9,396) (10,046) (10,046) 2018 (2018) 2018 (2018)	31 May 2017	(29,486 7,371 (22,486 7,371 (22,115) 9,778 (1,112 8,666 (13,449) 1,408,491	1728,6731 1,875,846 1,875,846 1,875,846 2016 - 749,032 (8,780) (20,817) 719,435 2,289 (2,740) 2,598,021 31 December 2016 25,03%	1,752,609 2015 187,479 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME items that will not be reclassified to or loss and income tax relation of fixed assets can on revaluation of fixed assets can on revaluation of fixed assets benefit income tax relating to items that will not be reclassified to profit or loss tubbequantly to profit or loss tubbequantly to profit or loss temse that will be reclassified to asset assets income tax relating to items that will not be reclassified to profit or loss of the state of the state of the state will not be the state of the state of the state will not be reclassified to profit or loss of the state	(353,875, 1,027,286, 2018, 201	31 May 2017 SS)	(29,486) 7,371 (22,486) 7,371 (22,115) 9,776 (1,112 8,666 (13,449) 1,408,491 2017 24,64%	1728,6731 1,875,846 1,87	187,479 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851 2015 0.55%
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment Income tax relating to items that will not be reclassified to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified subsequently to profit or loss of the profit of the profit or loss of the profit of the profit or loss of the p	(383,875) 1,027,286 2018 2018 2018 (2018) 25,484 (6,371) 19,113 (9,396) (10,046) 1,036,353 2018	31 May 2017 \$\$)	(29,486) 7,371 (29,486) 7,371 (22,115) 9,778 (1,112,8,666) (13,449) 1,408,491 2017	1728,6731 1,875,846 1,87	187,479 187,479 140,609 141,242 1,893,851 2015
INCOME TAX EXPENSE. INCOMPREHENIODYEAR PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss revaluation of fixed assets Remeasurements of post employment benefit income tax relating to items that will not be reclassified to profit or loss temset that will be reclassified subsequently to profit or loss oursealised (loss)/gain on available for sale marketable securities income tax relating to items that will not be reclassified to profit or loss oursealised (loss)/gain on available for sale marketable securities income tax relating to items that will be reclassified to profit or loss other and the profit or loss other comprehensive income for sale marketable or profit or loss other or tax oth	(353,875, 1,027,286, 2018, 201	31 May 2017 SS)	(29,486) 7,371 (22,486) 7,371 (22,115) 9,776 (1,112 8,666 (13,449) 1,408,491 2017 24,64%	1728,6731 1,875,846 1,87	187,479 187,479 (46,870) 140,609 845 (212) 633 141,242 1,893,851 2015 0.55%
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss and income that will not be reclassified to or loss and the second of fixed assets Remeasurements of post employment begin that relating to items that will not be reclassified to profit to reclassified to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified subsequently to profit or loss of the reclassified of profit or loss of the reclassified or loss of the reclas	383,873,1027,286 2018 2018 2018 2018 25,484 (6,371) 19,113 (9,396) (10,046) (10,046) 24,41% 0,85% 0,91%	31 May 2017 S)	(13,449) (29,486) (29,486) (29,486) (7,371) (22,115) (11,112) (13,449) 1,408,491 2017 24,64% 0.67% 0.71%	728,673 1,878,686 1,875,846 2016 749,032 (8,780) (20,817) 719,435 2,289 451 2,740 722,175 2,598,021 31 December 2016 25.03% 0.60% 0.63%	1,752,609 2015 187,479 140,609 845 (212) 633 141,242 1,893,851 2015 23,79% 0.55% 0.55%
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss or loss revaluation of fixed assets beneating to profit or loss temset that will be reclassified subsequently to profit or loss to real marketable securities income tax relating to items that will not be a reclassified to profit or loss Urrealised (loss)(pain on available for sale marketable securities income tax relating to items that will be reclassified to profit or loss OTHER COMPREHENSIVE INCOME (EXPENSES) FOR THE PERIODIYEA RETO TAX FINANCIAL RATIO Capital Capital Adequacy Ratio (CAR) Capital Adequacy Ratio (CAR) Carring Assets Non-performing earning assets and non-earning ssets Non-performing earning assets to total carning assets Non-performing earning assets to total carning assets Ulcowance for impairment losses on inancial assets o earning assets	(358,875) 2018 2018 2018 2018 2018 2018 25,494 (6,371) 19,113 (9,396) (650) (10,046) 9,067 1,036,353 24,41% 0.85% 0.91%	31 May 2017 S)	(29,486) 7,371 (22,486) 7,371 (22,115) 9,776 (1,112,8,666) (13,449) 1,408,491 2017 24,64% 0,67% 0,71%	1728,673 1,875,865 1,875,865 - 749,032 (8,780) (20,817) 719,435 2,289 451 2,740 722,175 2,598,021 31 December 2016 25,03% 0,60% 0,60% 0,63% 0,86% 0,78%	1,752,609 1,752,609 2015
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss Gain on revaluation of fixed assets Remeasurements of post employment Income tax relating to items that will not be reclassified to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified subsequently to profit or loss of the profit o	383,873,1027,286 2018 2018 2018 2018 25,484 (6,371) 19,113 (9,396) (10,046) (10,046) 24,41% 0,85% 0,91%	31 May 2017 S)	(13,449) (29,486) (29,486) (29,486) (7,371) (22,115) (11,112) (13,449) 1,408,491 2017 24,64% 0.67% 0.71%	1728,673 1,875,865 1,875,865 - 749,032 (8,780) (20,817) 719,435 2,289 451 2,740 722,175 2,598,021 31 December 2016 25,03% 0,60% 0,60% 0,63% 0,86% 0,78%	1,752,609 2015 187,479 140,609 845 (212) 633 141,242 1,893,851 2015 23,79% 0.55% 0.55%
INCOME TAX EXPENSE PROFIT AND LOSS (in Million Rupiah) OTHER COMPREHENSIVE INCOME Items that will not be reclassified to or loss and income that will not be reclassified to or loss and the second of fixed assets Remeasurements of post employment begin that relating to items that will not be reclassified to profit to reclassified to profit or loss items that will be reclassified subsequently to profit or loss items that will be reclassified subsequently to profit or loss of the reclassified of profit or loss of the reclassified or loss of the reclas	(358,875) 2018 2018 2018 2018 2018 2018 25,494 (6,371) 19,113 (9,396) (650) (10,046) 9,067 1,036,353 24,41% 0.85% 0.91%	31 May 2017 S)	(29,486) 7,371 (22,486) 7,371 (22,115) 9,776 (1,112,8,666) (13,449) 1,408,491 2017 24,64% 0,67% 0,71%	1728,6731 1,875,846 1,87	1,752,609 1,752,609 2015

Return on Equity (RoE)

Cost of fund

Liquidity

Net Interest Margin (NIM

Operating Expenses to Operating

Loan to Deposit Ratio (LDR)

Primary Statutory Reserves Rupiah Primary Statutory Reserves Foreign

FINANCIAL RATIO

currencies Net Open Position

Compliance

14.25%

11.50%

99.76%

2018

6,57%

8,32% 0.45%

12.84%

6.29%

96.73%

6,57%

8,37% 0,18%

1.073

31 May

6.06%

2017

6,58%

12.58%

7.10%

95.42%

31 December

6,63%

97.20%

2015

7.61%

II. Information On SMBCI

Brief History

SMBCI is a joint venture bank between Sumitomo Bank, Limited and PT Bank Niaga, a limited iiability company domiciled in Jakarta, and established under the name of PT Bank Sumitomo Niaga, under the Deed of Establishment No. 109 dated 31 May 1989 made before Winnie Hadiprojo, S.H. Notary as a substitute of Kartini Muljadi, S.H., Notary in Jakarta, and has obtained the approval of the Minister of Justice of the Republic of Indonesia under decree No. C2-7419 HT01.01.TH.89 dated 14 August 1989, and has been registered in the register book of the Registrar Office of Central Jakarta District Court under No. 1670/1989 and No. 1671/1989 both dated 16 August 1989, and has been amounced in the BNRI No. 73 dated 12 September 1989, Supplement No. 1845/1989 ("Deed of Establishment").

The articles of association of SMBCI, as set out in the Deed of Establishment have been amended several times. The latest amendment to the articles of association of SMBCI is set out in the Resolution of the Annual General Meeting of Shareholders No. 34 dated 18 April 2016, made before Ashoya Ratam, S.H., M.R.n., Notary in The Administrative City South Jakarta, which has been notified to the Minister of Law and Human Rights as evidenced by the Receipt of Notification on the Amendment of the Articles of Association No. AHU-AHI-0.103-0041924 dated 18 April 2016, and has been registered in the Company Register at Kernenkurnharu under No. AHU-0.049756.AH.01.11 of 2016 dated 18 April 2016 ("Deed No. 34/2016").

0049756 AH.01.11 of 2016 dated 18' April"2016 ("Deed No. 34/2016").

Capital Structure and Share Ownership
Based on the Resolution in Lieu of the Extraordinary General Meeting of Shareholders
No. 09 dated 7 February 2011, made before Doktor Amrul Partomuan Pohan, S.H.,
LLM., Notary in Jakarta which has obtained the approval from Menkumham under
the Decree No. AHU-10035.AH.01.02 of 2011 dated 25 February 2011, and has
been registered in the Compan vp. Register at Kemenkumham under No. AHU0016097.AH.01.09 of 2011 dated 25 February 2011 and has been announced in
the BNRI No.62 dated 3 August 2012, Supplement No. 3080/220122, the capital
structure and the composition of shares ownership in SMBCI are as follows:

Nominai value o	r Rp 1,000,000 per s	nare
Number of Shares	Nominal (Rp)	(%)
2,873,942	2,873,942,000,000	
2.830.178	2.830.178.000.000	98.48
		0.52
28,740	28,740,000,000	1.00
2,873,942	2,873,942,000,000	100.00
0	0	
0	0	
	Number of Shares 2,873,942 2,830,178 15,024 28,740	2,873,942 2,873,942,000,000 2,830,178 2,830,178,000,000 15,024 15,024,000,000

Compositions of the Board of Directors and Board of Commissioners

Compositions of the Board of Directors and Board of Commissioners Based on the the Deed of Resolution of the Annual General Meeting of Shareholders No. 12 dated 12 April 2017 made before Ashoya Ratam S.H., M.Kn., Notary in Jakarta which has been notified to Menkumham as evidenced by the Receipt of Notification on Change of Company Data No. AHU-AH.01.03-0129513 dated 21 April 2017 and which has been registered in the Company Register at Kemenkumham under No. AHU-0052506 AH.01.11 Tahun 2017 dated 21 April 2017 and Deed of Resolution of the Annual General Meeting of Shareholders No. 23 dated 12 April 2018 made before Ashoya Ratlam, S.H., Mrin, Notary in Jakarta which has been redistered to the Company Register at Kemenkumham under No. AHU-0054501 April 2018 made before Ashoya Ratlam, S.H., Mrin, Notary in Jakarta which has been registered in the Company Register at Kemenkumham under No. AHU-005467. AH.01.11. Tahun 2018 dated 19 April 2018 dated 19 April 2018 dated 19 April 2018 and Batary April 2018 the composition of the Board of Commissioners and the Board of Directors of SMBCI is as follows:

Directors
President Director
Vice President Director
Vice President Director

Лое President Director Director supervising Compliance Function Director iv. Main Business Activities of SMBCI

General
Based on the Articles of Association of SMBCI, the business activity of SMBCI is in the banking sector. SMBCI has obtained a licence as a Commercial Bank pursuant to the Decree of the Menkeu No. 958/KMK.013/1989 dated 28 August pursuant to the Decree of the Menkeu No. 958/KMK.013/1989 dated 28 August 1989. SMBCl's Head Office is located at BTPN Tower − 33st − 37st Floor, CBD Mega Kuningan, Jl. Dr. Ide Anak Agung Gde Agung, Kav 5.5 - 5.6, South Jakarta 12950.

12950.

Foreign Exchange Business Activity
SMBCI has obtained a foreign exchange password number in accordance with
the letter of Bank Indonesia No. 22/467/UUPS/PSD dated 7 September 1989
and has been appointed as an Online Foreign Exchange Perception Bank under
the Letter of the Department of Finance of the Republic of Indonesia Directorate
General of Budget No. S-2170/Mk.2/2003 dated 28 May 2003. State Treasury Perception Bank SMBCI has obtained the appointment as a State Treasury Perception Bank under the Letter of the Menkeu No. S-351/MK.03/1998 dated 9 June 1998.

The summary of SMBCI's key financial data for years ended on 31 December 2015, 2016, 2017, and 31 May 2018 which was prepared based on the financial statements of SMBCI audited by Siddharta, Widjaja & Rekan Public Accounting Firm (member of KPMG International) with unqualified opinion, is as follows: STATEMENTS OF FINANCIAL POSITION 31 May

31 December

(in Million Rupiah)	2018	2017	2016	2015
ASET				
Cash	17,804	19,996	18,263	18,533
Current accounts with Bank Indonesia	4.800,054	4,183,549	4,440,731	3,665,305
Current accounts with other banks	620,391	441,246	497,638	335,584
Placements with Bank Indonesia and other bank		3,558,913	2,757,889	4,328,138
Export bills receivable	782,098	1,895,906	1,577,878	789,401
Acceptance receivable	1,498,413	1,241,610	530,739	34,940
Marketable securities:	, ,			
 Available for sale financial assets 	3.166.641	3,958,218	2,509,928	1,286,908
Derivatives receivables	661,159	476,760	543,467	1,247,680
Loans – net	64,467,353	60,523,415	59.886,212	46,144,356
Investments	22,500	22,500	22,500	22,500
Prepayments	32,654	17,160	16,402	33,171
Prepaid taxes	39,352	33,100	36,996	36,179
Fixed assets - net	156,130	141,237	74,420	45,829
Intangible assets - net	66,703	56,158	54,505	16,831
Other assets	25,444	26,096	114,355	23,732
TOTAL ASSETS	85,164,124	76,595,864	73,081,923	58,029,087
STATEMENTS OF FINANCIAL POSITION	31 May	31	December	
(in Million Rupiah)	2018	2017	2016	2015
LIABILITIES				
Deposits from customers	26.864.387	27,125,846	25.024.508	18,410,864
Deposits from other banks	10,585,659	6,353,263	5,156,532	2,019,185
Derivatives payables	538,962	372,645	497,145	1,238,544
Acceptance payable	1,142,707	786,991	218,041	34,981
Taxes payable	60,296	54,554	58,099	41,762
Borrowings	30,314,126	25,316,591	27,171,463	24,504,458
Debt securities issued	2,808,621	4,143,440	3,388,440	997,501
Deferred tax liabilities – net	136,390	115,161	120,948	110,711
Accruals	54,135	67,805	66,266	3,987
Employee benefit liabilities	102,150	127,705	100,678	84,086
Subordinated loans	3,265,090	3,188,363	3,166,038	3,239,475
Other liabilities	259,902	187,467	146,756	145,585
TOTAL LIABILITIES	76,132,425	67,839,831	65,114,914	50,831,139
EQUITY				
Capital Stock – Rp 1,000,000 (full amount)				

par value per share
Authorized, issued and fully paid 2,873,942 shares
dditional paid-in capital Unrealized (loss)/gain on changes in fair value of available-for-sale securities – net Retained earnings:

- Appropriated
- Unappropriated 916 (11,283) (6,243)(2,123)177,722 5,879,145 167,722 157,722 5,606,320 4,839,495 147,722 4,071,274 7,197,948 TOTAL FOUITY 9.031.699 8.756.033 7.967.009 TOTAL LIABILITIES AND EQUITY 85,164,124 76,595,864 73,081,923 58,029,087

PROFIT AND LOSS
 31 May
 31 December

 2018
 2017
 2017
 2016
 (in Million Rupiah) 2015 1,436,907 1,314,938 3,119,967 2,798,515 2,258,649 (982,368) (775,808) (1,880,291) (1,500,150) (1,067,280) Net interest income 454,539 539,130 1,239,676 1,298,365 1,191,369 Other operating income Net gain on foreign exchange and derivative 228,894 160,454 421,654 314,020 65,494 45,531 130,523 87,701 2,948 10,011 15,926 1,395 149,401 86,745 319 297,336 215,996 568,103 403,116 236,465 Total other operating income 751,875 755,126 1,807,779 1,701,481 1,427,834 Total operating income

(Addition) reversal of impairment losses of financial assets (10) (30) (10) (12,675) (21,894) (22,281) (14,924) (12,619) (21,897) (22,353) (14,965) Operating expenses
Salaries and allowances
Rental
Depreciation of fixed assets
Amortization of intangible assets
Miscellaneous (115,224) (113,654) (278,579) (18,325) (24,821) (50,058) (18,267) (16,032) (51,379) (6,737) (6,227) (14,828)

Miscellaneous
Total operating expenses (94,315) (100,903) (222,502) (205,204) (146,607) (252,868) (261,637) (617,346) (544,391) (452,228) INCOME BEFORE INCOME TAX 486.388 471.592 1.168.080 1.142.125 974.749 (104,944) (141,948) (309,691) (279,660) (242,202) (20,701) 21,119 8,237) (12,938) (8,925) (125,645) (120,829) (301,454) (292,598) (251,127) 360,743 350,763 866,626 849,527 723,622 NET INCOME OTHER COMPREHENSIVE INCOME

Unrealised (loss)/gain on available for sale marketable securities Income tax relating to items that will be reclassified to profit or loss

(9,546) 15,154 16,265 (12,213) (4,071) 2,387 (3,788) (4,066) 3,053 (7,159) 11,366 12,199 (9,160) Items that will not be reclassified to profit or loss Remeasurements of post employment benefit Income tax relating to items that will not be reclassified to profit or loss 11,660 (320) (6,464) 1,408

(2,915) 80 1,616 (352) 8,745 (240) (4,848) 1,056 OTHER COMPREHENSIVE INCOME/ (EXPENSES) FOR THE PERIOD/YEAR, NET OF TAX 1.586 11.126 7.351 (8.104) (2.056) TOTAL COMPREHENSIVE INCOME FOR THE PERIOD/ YEAR, NET OF TAX 362,329 361,889 873,977 841,423 721,566 INFORMATION ON THE PLANNED MERGER

A. Information On The Planned Merger

BTPN is a bank having its head office in Jakarta with branches in 263 cities in Indonesia. BTPN offers various banking services through its six business units which are, (1) BTPN Puma Bakit which focuses on retired and pre-retired segments, (2) BTPN Mitra Usaha Rakyat which serves small entrepreneur customers, (3) BTPN Mitra Usaha Rakyat which serves small entrepreneur customers, (3) BTPN Mitra Bisnis which focuses on Informal Small and Medium Enterprises (1-SME) segment, (4) BTPN Sinaya, which focuses on growth of third party fund from institutions and individuals with medium to upper income segments, (6) BTPN World which provides Laku Pandal (Branchless to upper income segments, (6) BTPN World which provides Laku Pandal (Branchless to infancial services for geople who have not been served by the banking inclustry, and (6) Jenius which is designed and developed to help answer the needs of urban customers who are sophisticated in the use of smartphones.

SMBCI has positioned itself as a leading joint venture bank with its main area in corporate banking services. Historically, it focused on large-scale alpaneaes companies in Indonesia as its customers, however, in the last several years, SMBCI has attempted to expand its business to Indonesian companies, State Owned Enterprises and multinational companies.

To advance into the next category of Commercial Bank Business Activity (Bank Umum Kegiatan Usaha / "BUKU"), BTPN, which as at the date that this Merger Plan is categorized as BUKU 3 shall, in accordance with RBB for 2018, strengthen its capital structure as a basis to develop BTPN's business unit activity.

The planned Merger of SMBCI into BTPN is also to support the Indonesian policy of banking consolidation expected by OJK. The combination of the development of potential income sources shall create beneficial economy of scale for the Merger-Recipient Bank.

Regulations Related to the Planned Merger

Regulations used as the legal basis of this planned Merger are as follows: Regulations on Limited Liability Company

Company Law; and PP No. 27/1998.

PP No. 27/1998.

Regulations on Banking
Banking Law,
Banking Law,
POLIK No. 58/2016;
POLIK No. 55/2016;
POLIK No. 55/2016;
SE OJK No. 25/2016;
AS EI No. 32/1999.

Tax Regulations

PBI No. 111/1/2009;
SK BI No. 32/1999.

Tax Regulations Income Tax Law Value Added Tax Law Value Added Tax Law Regulation of the Menkeu No. 43/PMK.03/2008 on The Use of Book Value on Asset Transfer for Merger, Consolidation or Business Expansion (*PMK No. 43/PMK.03/2008*)
PMK.03/2008*

Regulations on Capital Market Law; POJK No. 74/2016;
POJK No. 74/2016;
POJK No. 74/2016;
POJK No. 33/2014;
POJK No. 33/2015;
POJK No. 30/2017;
Regulation No. I.C.

Regulation on Lice.

Regulation on Employment

BET Regulation No. I-G.
Regulation on Employment
 Employment Law.
Regulations on Business Competition
 Anti-Monopoly Law; and
 PP No. 57/2010.
Articles of Association of BTPN and SMBCI.

C. Legal Consequences of the Merger

Pursuant to Article 122 of the Company Law, as a consequence of the planned Merger the Merging Bank shall cease to exist by law on the Merger Effective Date, without any prior liquidation, and therefore:

All assets and liabilities of the Merging Bank, including the rights and obligations of the Merging Bank under its contracts with third parties, shall by law be transferred to the Merger-Recipient Bank;

All shareholders of the Merging Bank shall by law become shareholders of the Merger-Recipient Bank; and

Merger-Recipient Bank; and

3. The status of all employees of the Merging Bank shall change to be the employee of the Merger-Recipient Bank, unless otherwise agreed based on an agreement between the employee and the Merging Bank/ Merger-Recipient bank.

The planned Merger as referred to in this Merger Plan is conducted by way of amending the Articles of Association. Such amendment to the Articles of Associations constitute an amendment to the Articles of Associations constitute an amendment to the Articles of Association which must be approved by Menkumham and which must be notified to Menkumham.

Review of the Planned Merger by the Board of Directors
Related to the planned Merger, the Merger-Recipient Bank has conducted its review among others on:

ong others on:

The business activity and the progress of business result of each Merger-Participating Bank with regard to the financial statements of each Merger-Participating Bank for the period which ended on 31 May 2018, and for 2015, 2016 and 2017 financial years, each ended on 31 December;
Appraisal report from KJPP JKR as an independent party who conducts the appraisal on the fairness of the value of the shares and the planned merger of the Merger-Participating Banks;
Method and procedure of shares conversion to be used, which are supported by information from Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network) Public Accounting Firm as an independent party;
Method for the settlement of rights and liabilities of the Merger-Participating Banks to third party:

Method for the settlement of rights and liabilities of the employees of the Merger-Participating Banks; Method for the settlement of employment status of the employees of the Merger-Participating Banks; Method for the settlement of the rights of the public shareholders who do not approve the Merger-Analysis on the Merging Bank; and Synergy/ benefit which may arise from the Merger and the future prospect of the Merger-Recipient Bank.

E. Result of Independent Appraiser's Analysis Result of Independent Appraiser's Analysis on the Fairness of Shares Value of BTPN

KJPP JKR which was appointed by BTPN Directors as the independent appraiser in accordance with the offering letter No. JK/180625-001. dated 25 June 2018 has been asked to provide a valuation on 100.00% BTPN Shares and to provide a fairness opinion on the Merger.

The following is a summary of shares appraisal report by KJPP JKR on 100.00% BTPN shares as set forth in its report No. JK/SV/180727-001 dated 27 July 2018:

Object of Appraisal
The Object of Appraisal is the fair market value of 100.00% BTPN shares.
Method of Appraisal
The Method of Appraisal used in the appraisal of the Object of Appraisal is
discounted cash flow method and guideline publicly traded company method.

discounted cash flow method and guideline publicly traded company method. Discounted cash flow method is selected considering that the business activities undertaken by BTPN in the future will still fluctuate in accordance with the estimates of BTPN's business growth. In carrying out the appraisal using this method, BTPN's operations are projected in accordance with the estimates growth. The cash flow generated based on the projected financial statements is converted to the present value with discount rate that corresponds with the level of risk. The value indication is the total present value of such cash flow. Guideline publicly traded company method is used in this appraisal because although in the stock market of public company there is no information on similar companies with equivalent business scale and assets, however it is estimated that the stock data of the existing public company can be used as a comparative data on the shares value of BTPN. The approaches and appraisal methods above are what KJPP JKR considered as the most appropriate to be applied in this assignment and have been agreed by the management of BTPN. It is also possible to apply other approaches and appraisal methods and appraisal metho Furthermore, the value obtained from each such method is reconciled by way of

ighting.

Conclusion of Appraisal
Conclusion of Appraisal
Based on the result of analysis on all data and information received by KJPP
JKR and by considering all relevant factors which affect the appraisal, therefore
in the opinion of KJPP JKR, the fair market value of the Object of Appraisal on
31 May 2018 is Rp 24.62 trillion.

Result of Independent Appraiser's Analysis on the Fairness of Shares Value of SMBCI SMBCI with the assignment offering letter No. EL-B/KJPP-MPR/2018/ VIVZ2(001, dated 22 June 2018 has been asked to provide a valuation on 100.00% SMBCI shares.

The following is a summary of shares appraisal report by KJPP MPR on 100.00% SMBCI shares as set forth in its report No. 000001/0070-00/BS/07/00036/1/VII/2018 dated 27 July 2018:

Description of the Object of Appraisal and Form of Ownership The Object of Appraisal is the fair market value of 100.00% SMBCI shares. Appraisal Approach

D. Appraisal Approach Based on the consideration of SMBCI's characteristics as the Object of Appraisal, the approach which was applied for SMBCI Business (Equity) Appraisal is by using Discounted Cash Flow Method and Market Approach (Publicly Traded Company Comparison Method) by using the Ratio of Market Value of Invested Capital to Book Value of Invested Capital (MVIC/BVIC). C. Conclusion of Appraisal
Fair Market Value of 100% of SMBCI Equity as at 31 May 2018 is Rp 9.83 trillion.

Result of Independent Appraiser's Analysis on the Fairness of the Planned Merger

The following is the summary of fairness opinion report of KJPP JKR on the Merger as set out in its report No. JK/FO/180802-001 dated 2 August 2018 with the following summary:

summary:

Based on the scope of work, assumptions, data and information obtained from BTPN management which were used in the preparation of this fairness opinion report, the assessment on financial impact of the Merger as disclosed in the fairness opinion report, KJPP JKR opined that the Merger between BTPN and SMBCI is fair. F. Background, Rationale and Purpose of the Planned Merger

To realise the structure of Indonesian banking sector that is sound, robust and competitive, consolidation in banking is needed. In order to realise such vision, OJK supports the business actors and the banking industry to conduct consolidation, including by way of merger. including by way or merger.

SMBC, as the controlling shareholder of BTPN and SMBCI, has notified its intention and commitment to actively participate and to contribute in the long term economic development in Indonesia, particularly in the financial and banking sectors. As one of the implementations of such commitment of SMBC, SMBC intends to merge SMBCI, which is its subsidiary, and BTPN for the purposes of supporting the above vision of OJK, always with due consideration of the vision, mission and business of each merging bank in achieving growth and long-term profitability.

barn in actineting grown and oning-term profitationity.

The Merger is intended to establish a full-service bank which covers retail as well as corporate (wholesale) segments by integrating the businesses of both banks and developing a solid organisation, in order to focus on current priority sectors. The Surviving Bank is also targeted to become a BUKU IV Bank in the future, which reflects the synergy between BTPM and SMECI, and to become a leading digital institution.

the syneirgy between BTPN and SMBCI, and to become a leading digital institution. In the future, the Merger is also considered as one of the ways to become a stronger bank and to have a competitive edge to expand the business to the South-East Asia region in account of the target of BTPN and SMBC. By implementing the Merger, it is expected that the Merger may assist BTPN and SMBC to achieve such target, which as a result will contribute to the creation of a competitive financial sector in Indonesia in the middle of economic integration in the ASEAN region. Therefore, the Boards of Directors and Boards of Commissioners of both banks, with the assistance of several supporting professionals, have studied and reviewed the merger between BTPN and SMBCI. For such purpose, the implementation of the prevailing methodology, legislations, regulations, policies and applicable legal procedures have been reviewed thoroughly, taking into account the interest of the employees and stakeholders of both banks.

By taking into account the intention and commitment of SMBC, OJK's vision to consolidate indonesian banking, the objective of each of SMBC and BTPN and considering the provisions of other legislations and procedures related to the merger, the Directors and Boards of Commissioners of BTPN and SMBCI opined that the planned Mercer's and SMBCI opined that the planned Mer Merger is the best option for all stakeholders.
The Boards of Directors and Boards of Commissioners of BTPN and SMBCI believe that now is the appropriate and advantageous moment to carry out the planned Merger. The indonesian economic condition is still promising, and the relevant regulators generally provide support to the development of the banking sector. The Boards of Directors and Boards of Commissioners of both banks opined that both banks are in sound conditions and ready to merge the strengths of both banks and operate more effectively as an integrated entity to obtain the advantages as summarized below.

Risks
The Board of Directors of each Merger-Participating Bank is aware of the potential risks related to the Merger. These risks include the following matters:

1. Potential taxation implication due to Merger

Under the prevailing tax regulations in Indonesia, the Merging Bank may use the book value on assets transfer for consolidation of business after obtaining the approval from Dirjen Pajak it after obtaining the approval from Dirjen Pajak it use the book value, it is known that the Merger Participating Banks:

do not meet the business purpose requirements test;
 conducted asset transfer but did not submit any application for asset transfer within the determined time period,
 obtained a rejection on the transfer of assets from the Dirjen Pajak and such assets have been transferred.

assets have been transferred.

The he value of asset transfer for the business merger based on book value shall be recalculated based on the market value of the asset transfer on the Merger effective date. The bijen Pajak shall issue a revocation decree on the approval market value to determine the outstanding income Tax. The outstanding income Tax shall be borne by the Merger-Recipient Bank. Risks related to laws and regulations

The Merger-Participating Banks and the Surviving Bank must and shall always comply with various regulatory requirements in Indonesia which may change from time to time. time to time. In connection with the Merger, the Merger-Participating Banks must obtain the Merger Fermit from OJK (Department of Banking Licensing and Information) and SMBC, a company engaging in banking sector and domiciled in Japan, must obtain the Merger Fermit of the So. To the Substitution of the Subst

If the Merger has been completed in accordance with the prevailing laws and regulations, the Merger-Recipient Bank, which will become a subsidiary of SMBC will also be subject to the banking regulations in Japan and/or other prevailing laws and regulations at an international level.

and regulations at an international level.

The Merger-Recipient Bank therefore shall continuously maintain good relationship with the regulator for the purpose of compliance with all prevailing laws and with the regulator for the purpose of compliance with all prevailing laws and regulations in the future so as to ensure the full manage of laws and regulations in the future so as to ensure the full milliment of the prevailing requirements and therefore to anticipate any loss that may arise.

Risks of implementing integration

As a consequence of the planned Merger, there must be an integration process for the operational and information technology systems of each Merger-Participating Bank which shall be conducted gradually, in the early stages of the planned Merger, the focus of the integration process is to minimize the disruption to the business and concerned parties (including dustomers and vendors), to fulfill the requirements from the Regulators (including fillings), and to align the policies and cultures in the Merger-Recipient Bank. The next integration phase is to optimise the information technology operation and systems, and to realise the targeted synergy.

The completion of the integration process also requires a change to and/or addition

The completion of the integration process also requires a change to and/or addition of policy. Standard Operating Procedure (SOP) and information technology system which may give rise to integration prise during the transition period. The integration team shall prepare a detailed and measured work plan for the integration process so that each integration process may be carried out well and in accordance with the agreed schedule and to minimize the costs and risks of implementing integration. Expected swerror is not achieved

agreed schedule and to minimize the costs and risks of implementing integration. **Expected synergy is not achieved**The key purpose which is expected to be achieved through the implementation of the Merger is the potential synergy resulting from the merger of the business activities of the Merger-Participating Banks. However, there is an implementation risk which is defined to the second synergy of the properties of the Merger-Participating Banks. However, there is an implementation risk which is the sent of the second synergy of the second risk in the second synergy achieved so the second results of the second synergy in the second risk ind risk in the second risk in the second risk in the second risk i

(852) (857)

1,328

Merger Precepient Bank may push the expected synergy to be achieved norm the Merger process.

Loss of customer

As a result of the Merger, there is a possibility that the customer of each Merger-Participating Banks shall remain as the customer of the Merger-Recipient Bank, shall communicate the advantage and tower. The Merger-Participating Bank having different customer base segment, however, the Merger-Participating Bank having different customer base segment, however, the Merger-Recipient Bank. Shall communicate the advantage and stronger financial strength Eank. Bank communicate the advantage and stronger financial strength to the customers.

Employees Choosing Not to be Employed by the Merger-Recipient Bank. The impact of this Merger is that there may be a possibility that several employees of the Merging Bank great its higher Recipient Bank who choose to the continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with the Merger-Recipient Bank who choose to not continue their employment with their employme

implementing the planned werger may be nindered.

To maximize the number of employees of the Merging Bank and the Merger Recipient Bank that will continue their employment with the Merger-Recipient Bank, the Merger-Participating Banks shall prepare optimial and strategic steps on human resources, among others by socializing the purpose of the planned Merger to the employees of the Merger-Participating Banks and the growth potential of the Merger-Recipient Bank which will provide a broader and a more open career opportunity in the Merger-Recipient Bank.

H. Merger Procedure

ii. Share Conversion

Werger Requirements

By analysing the prevailing regulations in Indonesia, the process of the planned Merger shall be conducted if the following matters have been fulfilled:

a. the obtaining of the approval, or the absence of objection, from the creditors of each Merger-Participating Bank and/or the implementation of any required action, as required under the agreements to which each Merger-Participating Bank is a party;

b. the obtaining of the effective statement from OJK (Capital Markets Supervision);

d.

Supervision).

The obtaining of the approval from the EGMS of each of BTPN and SMBCI or by way of circular resolution (as relevant); the obtaining of the Merger permit from OJK (Department of Banking Licensing and Information); the signing of the Merger Deed by BTPN and SMBCI before a notary; the obtaining of the approval from JFSA on BTPN's status as SMBC's subsidiary pursuant to the prevailing laws and regulations in Japan; and the obtaining of the evidence of notification and approval from Menkumham for the Amendment of the Articles of Association of the Surviving Bank.

are Conversion

Basis of Calculation of the Shares Conversion
The basis to calculate the conversion of BTPN and SMBCI shares into
the shares of the Merger-Recipient Bank is based on the Result of the
independent Appraiser on the Fair Market Value of the Merger-Participating
Banks' Shares which is prepared by KJPP JKR as explained in the section
of Information on the Merger Plan in point E number 1.
Methodology and Procedure for Shares Conversion
In theory, the percentage of shares owned by BTPN and SMBCI
shareholders will be diluted proportionately based on conversion ratio,
where each 1 (one) share in SMBCI will be equivalent to 799.1971 shares
in BTPN.

in BTPN.

Based on the calculation of BTPN and SMBCI as set out above, each 1 (one) share owned by SMBC, PT Bank Central Asia Tbk and PT Bank Negara Indonesia Tbk (Persero) in theory is entitled for additional 2.296.846.112 shares in BTPN or, in aggregate, will result in 8.147.803.969 shares in BTPN, representing 28.19% of the enlarged capital in BTPN post-Merger. Accordingly, each share owned by SMBC in theory will be exchanged for 2.261.870.050 shares in BTPN resulting from the increase of BTPN capital post-Merger. Therefore, based on the appraisal result, SMBC is entitled to lold 27.76% of the shares in BTPN, as the Merger-Recipient Bank, upon the Merger becoming effective.

the Merger becoming effective.

Implementation Result of the Mutually Agreed Procedure for the Methodology and Procedure for Shares Conversion

The implementation result of the mutually agreed procedure for the methodology and procedure for shares conversion is set out in the independent Accountant Report on the Implementation of Mutually agreed Procedure No. N20180730001/IDC2/ANG/2018 dated 30 July 2018 issued by Public Accountant Office of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PWC global network) in connection with the method and procedure for conversion of the shares of the Merger-Participating Banks.

Natl Aspect Analysis of the Merger

Legal Aspect Analysis of the Merger

Assegaf Hamzah & Partners has been appointed as the independent legal consultant for and on behalf of BTPN with respect to the planned Merger between BTPN and SMBCI. The legal aspect analysis of the Merger between SMBCI and BTPN is set out

e legal aspect analysis of the Merger Detween Smith and Smith and

regulations, in particular (i) the Company Law; (ii) the Capital Markets Law (iii) PP No. 28/1999; (iv) SK BI No. 32//1999; and (v) POJK No. 74/2016. The Merger shall become effective after the fulfilment of the following

e Merger shall become effective after the fulfilment of the following juriements:

the obtaining of the approval, or the absence of objection from the creditors of each of BTPN and SMBCI and/or the implementation of required action, as required under the agreements to which each of BTPN and SMBCI is a party; the obtaining of the effective statement from OJK (Capital Markets Supervision); the obtaining of the approval from the EGMS of BTPN on the planned merger between BTPN and SMBCI along with the required transactional documents, including the Merger Plan and the draft Deed of Merger of BTPN and SMBCI, the approval of which is, based on POJK No. 32/2014 and the Articles of Association of BTPN, only valid if approved in an EGMS of BTPN attended by at least ½ (three quarter) of the total number of shares with valid voting rights and approved by more than ½ (three quarter) of all shares with voting rights and approved by more than ½ (three quarter) of all shares with voting rights and approved by more than ½ (three quarter) of the total number of shares with voting rights and approved by more than ½ (three quarter) of the total voting rights and approved by more than ½ (three quarter) of the total voting rights and approved by more than ½ (three quarter) of the total voting rights and approved by more than ½ (three quarter) of the total voting rights and approved by more than ½ (three quarter) of the total voting rights and approved by more than ½ (three domains of SMBCI) with respect to the Merger Plan, the approval of which is, based on the Company Law, PN No. 28/1999 and the Articles of Association of SMBCI, only valid if taken in an EGMS of SMBCI attended by at least ¼ (three-fourths) of the total number of issued shares with voting rights and approved by at least more than ¾ (three-fourths) of the total amount of issued shares;

the obtaining of the approval from the EGMS of Association of SMBCI, only valid if taken in an EGMS of SMBCI attended by at least ¼ (three-fourths) of the total amount of issued shar

of Issued shares; the obtaining of the Merger permit from OJK (Department of Banking Licensing and Information); the signing of the Merger Deed by BTPN and SMBCI before a notary; the obtaining of the approval from JFSA on BTPN's status as SMBC's subsidiary pursuant to the prevailing laws and regulations in Japan; and 6.

and the obtaining of the evidence of notification and/or approval from Menkumham for the Amendment of the Articles of Association of the Merger-Recipient Bank.

8. the obtaining of the evidence of notification and/or approval from Menkumham for the Amendment of the Articles of Association of the Merger-Recipient Bank.
On the Merger Effective Date, BTPN shall become the Merger-Recipient Bank where after the Merger becomes effective, SMBCI shall cease to exist by law and without any liquidation, therefore all assets and liabilities of SMBCI, which arise by law to BTPN, including but not limited to movable or immovable objects, and the receivables of SMBCI, which arise by law or based on contracts or agreements, against any party, debtor, shareholders, and other party and all liability, all liabilities of SMBCI which arise by law or based on contracts or agreements, spainst any party, debtor, shareholders, and other party and all liability, all liabilities of SMBCI, which arise by law to BTPN, including but not limited to liabilities to the Government of the Republic of Indonesia (either central or regional), creditor or other financing institution, shareholders and other party.
The merger between BTPN and SMBCI would be categorised as an Affiliated Transaction as referred to in Regulation No. IXE:1 given that prior to the implementation of the Merger, BTPN and SMBCI are directly controlled by the same party, i.e. SMBCI. Therefore, BTPN shall amnounce 2 (two) business days after the Merger Effective Date. This transaction is not a conflict of interest transaction as referred to in Regulation No. IXE:1, Pursuant to PP No. 57/2010, a merger which exceeds certain asset and/or sales value, must be notified to the Commission for the Supervision of Business Competition within 30 (thirty) business days as of the merger effective date. PP No. 57/2010 provides exception where the obligation of to notify does not apply if the merger is conducted between affiliated companies and affiliated in this context means the relationship between 2 (two) companies that are controlled, either directly or indirectly, by the same party, if the merger of SMBCI and BTPN has become

Ownership structure before and after the Merger
The ownership structure of the Merger-Recipient Bank as at 30 June 2018 before the Merger is as follows:

300,000 300,000,000,000 14,903 46,722,298,060	39.99
14,903 46,722,298,060	39.99
	39.99
	39.99
57,451 23,361,149,020	19.99
37,426 44,849,748,520	38.39
98,900 1,903,978,000	1.63
58,680 116,837,173,600	100.00
11,320 183,162,826,400	
	7,426 44,849,748,520 18,900 1,903,978,000 8,680 116,837,173,600

Information	Nominal Value of Rp 20 per share				
information	Number of Shares	Nominal (Rp)	(%)		
Authorized Capital	15.000.000.000	300,000,000,000			
Fully Issued and Paid Up Capital					
- Sumitomo Mitsui Banking Corporation	4,597,984,953	91,959,699,062	56.43		
 Summit Global Capital Management B,V, 	1,168,057,451	23,361,149,020	14.34		
- PT Bank Negara Indonesia (Persero) Tbk	12,007,137	240,142,745	0.15		
- PT Bank Central Asia Tbk	22,968,925	459,378,493	0.28		
- Public (each below 5%)	2,251,586,603	45,031,732,060	27.63		
- Treasury Shares	95,198,900	1,903,978,000	1.17		
Total of Issued and Paid Up Capital	8,147,803,969	162,956,079,380	100.00		
Number of Shares in Portfolio	6,852,196,031	137,043,920,620			
V. Implementation of BEI Regulation The following are the BEI regulation a. BEI will announce the sche trading before and after the	ons in relation to the ledule and information	Merger: relating to the			

uaging before and after the planned Merger at the latest on the next trading day after the receipt of information regarding the planned Merger ("Announcement by BEI").

As of the Merger Effective Date, the shares guard in the s of the Merger Effective Date, the shares owned by the shareholders of SMBCI will be converted into BTPN shares as the Merger-Recipient

nk. vnership of shares in the Merger-Recipient Bank has an exchange value it is equivalent to the exchange ratio against the shares of the Merger-

Recipient Bank. The evidence of shares ownership in the Merger-Recipient Bank may be used in the settlement of a stock exchange transaction with respect to the shares of the Merger-Recipient Bank until the date of the Merger Announcement by BEI. The Merger-Recipient Bank shall complete the exchange of the evidence of ownership within the period stipulated under BEI Regulation No. I-G.

The procedure for converting the shares of the Merger-Recipient Bank is as

Swe:

As of the Merger Effective Date, BTPN's Shareholders Register will be administrated by the designated BAE, namely PT Datindo Entrycom. The crossing transactions on the purchase of the shares owned by BTPN's shareholders who wish to sell their shares in relation to the Merger in the EGMS of BTPN and have legally requested that their shares be purchased shall be paid in 2 (two) working days after the date that the approval and receipt of notification is issued by the Menkumham with respect to the amendment to the Articles of Association of the Merger-Recipient Bank; On the Merger Effective Date, the BAE of the Merger-Recipient Bank shall convert all shares that are owned by the shareholders of SMBCI into BTPN shares based on a pre-determined ratio.

nation on the Planned Merger and Accounting Method for the

Affiliated Party Transaction
The planned Merger is an Affiliated Transaction as referred to in Regulation
No. IX.E.1. This is because when the Merger will be implemented, BTPN
and SMBCI are controlled directly by the same party, which is SMBC.
Therefore, BTPN shall announce the disclosure of information on the
Merger to the public no later than 2 (two) business days after the Merger
Effective Date. This transaction is not a conflict of interest transaction as
referred to in Regulation No. IX.E.1.

Effective Date of the Planned Merger
The planned Merger shall be effective after the obtaining of the evidence of the notification to and approval from Menkumham on the Amendment of BTPN's Articles of Association which is expected to be obtained on 1 January 2019 or any other date as agreed by BTPN and SMBCI which is the first day of the agreed month. The estimated schedule for important dates of the process of the planned Merger is set out in the section on Estimation of Dates Related to the Merger.

Estimation of Dates Related to the Merger.

Accounting Treatment on the Planned Merger

The merger transaction is accounted for by using the pooling of interest method, in which the merger is accounted by using the book value. Under business combination under common control, BTPN as the surviving entity that continue with the business, recognises the difference between consideration transferred and net assets of transaction of business combination under common control in equity and presented in additional paid-in capital. Acquisition-related costs are expensed as incurred. The transaction balance between BTPN and SMBCI has been eliminated. The accounting policy of SMBCI shall be adjusted if necessary to ensure consistency with the accounting policy adopted by BTPN.

Taxation Treatment on the Planned Merger

axation Treatment on the Planned Merger

Entity Income Tax

Article 10 paragraph 3 of the Income Tax Law stipulates that the value of the acquisition or transfer of asset which is transferred as part of a liquidation, merger, dissolution, division, splitting or acquisition of business is the amount which should be spent or received based on market value, unless otherwise stipulated by Menkeu issued PMK No. 52/PMK.010/2017, pursuant to which taxpayers may use the book value for the transfer of asset as part of a merger, dissolution, division, splitting or acquisition of business, after obtaining the approval from Dirjen Pajak.

Business, atter outaining me approval from Dirjen Pajak. Business consolidation which may use book value includes the consolidation of two or more domestic entity taxpayers whose capital is divided into shares by way of transferring all of the assets and liabilities to one of the entity taxpayer which does not have fiscal loss balance or which has the lesser fiscal loss balance and dissolving the entity taxpayer that transfers such assets and liabilities.

Taxpayer who conducts the transfer or receives any transfer of assets as part of a business merger by using book value must satisfy the following requirements:

(1) Submit an application to Dirjen Pajak at the latest 6 (six) months after the effective date of the business merger, by attaching the reason and purpose of such business merger.

(2) Fulfill the business purpose test requirements; Obtain fiscal statement le domestic entity taxpayer. ent letter from Dirjen Pajak for each related The requirements of the business purpose test are fulfilled if:

The main objective of the business merger is to create a strong business synergy and to strengthen the capitalization structure and is not conducted for tax evasion;
 The business activity of the taxpayer who transfers the assets is still ongoing up to the effective date of the business merger;

(3) The business activity of the taxpayer who transfers the assets before the business merger occurs, shall be continued by the taxpayer who receives the transfer of assets at least 5 (five) years after the business merger effective date;

years after the business merger effective date;
The business activity of the taxpayer who receives the transfer of assets for the business merger is still ongoing for at least 5 (five) years after the business merger fective date; and The fixed assets owned by the taxpayer who receives the assets that are sourced from the business merger is not transferred by the taxpayer who receives the assets at least 2 (two) years after the business merger effective date, unless such transfer is conducted for the purpose of improving the company's efficiency.

The assets which may be requested to be considered at book value are the assets that have been transferred on the business merger effective date. The book value referred to herein is the book value

on the business merger effective date

The application for using book value is submitted by the taxpayer who receives the assets as part of the business merger. Dirjen Pajak shall issue the approval or disapproval on the application of such taxpayer at the latest 1 (one) month from the receipt date of the completed application. If within such period Dirjen Pajak has not issued any decision on such application, the taxpayer's application shall be deemed to be approved.

taxpayer's application shall be deemed to be approved. The Taxpayer who receives the assets on book value may not compensate the loss/remaining loss from the entity taxpayer who transfers the assets for the business merger. The Taxpayer who receives the transfer of assets for business merger shall record the acquisition value of such assets based on book value as listed in the bookkeeping of the transferring party. Such book value means:

The acquisition value less the accumulated depreciation or accumulated amortization, for depreciated and amortized

asset; or The acquisition value for asset which does not depreciate or amortize

The depreciation or amortization on the received assets is applied based on the remaining benefit period as listed in the bookkeeping of the transferring party.

of the transferring party. If there is any debt and receivable between the transferring entity taxpayer and the receiving entity taxpayer, the recording of such debt and receivable shall be conducted by way of offseting and there is no acknowledgment of income on debt write-off and the cost of receivable write-off.

If the business merger is conducted during an ongoing tax year, the amount of instalment of Article 25 Income Tax of the taxpayer who receives the assets after the business merger shall not be less than the sum aggregate of Article 25 Income Tax of the taxpayer who receives the assets after the business merger shall not be less than the sum aggregate of Article 25 Income Tax instalment of all relevant tax obligations before the business merger.

The taxation rights and obligations of the taxpayer which transfers the assets as part of the business merger for a tax period, part of a tax year, and/or a tax year before the merger is conducted, shall be transferred to the taxpayer who receives the transferred assets as part of the business merger.

Based on the above tax regulations, we can conclude that the Merger-Recipient Bank may use the book value on asset transfer for the business merger after obtaining the approval of Dirjen Pajak and as long as the requirements as stipulated in the Regulation of Minister of Finance No. 52PMK.0102017 have been fulfilled.

Value Added Tax (Pajak Pertambahan Nilai / "PPN")
Article 1A paragraph 2 of Value Added Tax Law stipulates that the
transfer of taxable goods as part of a merger, dissolution, division,
splitting and acquisition is not included in the definition of taxable goods
submission provided that the transferring party and the receiving party

are taxable entrepreneurs.

Rights of Employee
As part of the purposes of the Merger, it is expected that all employees of the Merger-Participating Banks will be willing to become the employees of the Merger-Recipient Bank. The Merger-Recipient Bank will comply with all regulations, rules and policies concerning employees in accordance with the prevailing Employment Law.

The work requirements and human resources policies of the Merging Bank will not change until the Merger Effective Date. To maximize the number of the Merging Bank employees that will be employed by the Merger-Recipient of the Merging Bank employees that will be employed by the Merger-Recipient review regarding human capital and adjustment of the related policies that is necessary. Placement of the Merging Bank's employees will be adjusted with the organisational structure and business strategy of the Merger-Recipient Bank.

Rights of Shareholders

Cash Offer to the Shareholders of BTPN

Cash Offer to the Shareholders of BTPN
Each shareholder of BTPN shall be given the opportunity to sell their shares
to the Standby Buyer who will purchase their shares at a price of Rp 4,282 per
BTPN share which is the fair market value as calculated by KJPP. JKR where
such price is higher than the average of the highest 90 days daily trading price
at the Stock Exchange during the 90 (ninety) calendar days period before the
approval of the Merger-Plan by the Board of Commissioners and Board of
Directors of the Merger-Paricipaling Banks on 1 August 2018.

Directors of the Merger-Participating Banks on 1 August 2018. Based on the Standby Purchase Agreement dated 1 August 2018 between BTPN and SMBC ("Standby Purchase Agreement"), BTPN agrees to appoint SMBC to become the Standby Buyer who will purchase the shares from BTPN shareholders who are willing to participate in the cash offer program that will be conducted in relation to the Merger. Based on the Standby Purchase Agreement, such purchases may only be made when the conditions specified therein are met, including the obtaining of the Merger permit from OJK (Department of Banking Licensing and Information) and the obtaining of JFSA approval on BTPN's status as a subsidiary of SMBC pursuant to the prevailing laws and regulations in Japan.

regulations in Japan.

The shareholders of BTPN who are eligible to request for their shares to be bought by the Standby Buyer are the shareholders registered in the Shareholders Register of BTPN on 4 September 2018, which is 1 (one) business day before the invitation of the EGMS. If there is any shareholder of BTPN who requests its shares to be purchased by the Standby Buyer, but its name is not listed in the Shareholders Register of BTPN on 4 September 2018, then such shareholder is not entitled to request its shares to be purchased by the Standby Buyer (*Non-entitled Shareholder). Procedure for the purchase of shares

ocedure for the purchase of shares:

The shareholders of BTPN who wish to sell their shares shall complete the Share Selling Statement Form. Who have completed the Share Selling Statement Form who have completed the Share Selling Statement Form to the Statement Form shall submit such Shares Selling Statement Form to the appointed BAE. PT Dation Entrycom having its address at JI. Hayam Wuruk No.28, RT14/RW1, Kb. Klp., Gambir, Central Jakarta, Jakarta Capital Special Region - 10120. The Share Selling Statement Form must be submitted at 09.00 to 15.00 Western Indonesia time at each trading day during the period from 24 September 2018 until 19 October 2018 ("Period to State Intention to Sell"). The end date of the Period to State Intention to Sell, BTPN, as the Merger Recipient Bank, shall announce such change.

BTPN shareholders who have submitted the Share Selling Statement Form in the Period to State Intention to Sell must give sell instruction to each securities company or custodian bank which holds the shares of BTPNs shareholders to the escrow account provided by KSE with number KSE11-101-196 ("Escrow Accountro") during the Period to State Intention to Sell must give sell instruction to sell.

E. All instructions given by the shareholders of BTPN to have their shares transferred to the Escrow Account will be deemed final and such instructions

transferred to the Escrow Account will be deemed final and such instructions cannot be cancelled and revoked.

The shareholders of BTPN who have expressed the intention to sell their shares during the Period to State Intention to Sell but until the end date of the Period to State Intention to Sell on 19 October 2018 at 15.00 Western Indonesia Time have not transferred their shares into the Escrow Account, shall be deemed to have cancelled their intention to sell and transfer the shares.

shares. The payment for the purchase of shares shall be made 2 (two) business days after the issuance date of the approval or receipt of notification by Menkumham with respect to the amendment to BTPN's articles of association ("Payment Date"). If there is any change to the Payment Date, BTPN as the Merger-Recipient Bank shall announce such change. If there is any Non-entitled Shareholder who has transferred its shares to the Escrow Account, then the shares will be returned to the Non-entitled Shareholder at the latest by 2 (two) business days after the Non-entitled Shareholder applies for the return of the shares, together with the supporting documents, to BAE.

No later than the Payment Date, KSEI shall transfer the existing shares in the Seronw Account to the secretifies account held by the schokhorker.

Shareholder applies for the return of the shares, together with the supporting documents, to BAE.

No later than the Payment Date, KSEI shall transfer the existing shares in the Escrow Account to the securities account held by the stockbroker appointed by the Standby Buyer to handle the purchase of shares from the shareholders of BTPN, and shall settle such purchase by making payment to the relevant shareholders on behalf of the Standby Buyer.

Any tax imposed or commission paid for the sale of shares as elaborated above shall be borne by the relevant seller and purchaser pursuant to the prevailing BEI Regulation and the fee arrangement agreed with the stockbroker of each party.

Any shareholders of BTPN holding scrip shares who wish to sell their shares pursuant to the above provisions, shall be given the time to contact and appoint a stockbroker to convert their scrip shares into scripless shares through PT Datindo Entrycom as the Share Registrar of BTPN, no later than 2 (two) business days before the end of the Period to State Intention to Sell. The cost of shares conversion shall be borne by the shareholders Any shareholder of BTPN who does not have securities account is required to first open a securities account is contended to the provision of the properties account is required. The giving of opportunity as contemplated above shall not be construed as a tender offer as referred to in OJK Regulation No. 54/POJK.04/2015 dated 29 December 2015 on Voluntary Tender Offer.

December 2015 on Voluntary Tender Offer.

Until the date of this Merger Plan, SMBC (as the controlling shareholder of BTPN) does not intend to de-list the shares of BTPN from BEI. If due to the sale of shares by BTPN's shareholders to SMBC (as the Standby Buyer in the cash offer set out above), the shares ownership of public shareholders in BTPN as the Merger-Recipient Bank becomes less than the limit determined by OJK or BEI, BTPN and/or SMBC shall do any such necessary actions to satisfy the conditions determined by OJK or BEI and shall maintain the position of BTPN as a public company whose share is listed in the BEI in accordance with the prevailing laws and regulations.

prevailing laws and regulations. In the event the Statement of the Effectiveness of Merger from OJK (Capital Market Supervision), the Merger Permit from OJK (Department of Bank Licensing and Brown of State of S

convene the EGMS of each of BTPN and SMBCI to cancel or revoke all resolutions made in the EGMS of BTPN and EGMS of SMBCI regarding or related to the Merger; deliver written notifications to the auhorised institutions, including but not limited to, OJK and JFSA, no later than 2 (two) Business Days from the date when the Merger arrangement is canceled or declared cancelled; announce the cancellation or the statement of cancellation of the Merger arrangement to the public in 2 (two) daily newspapers no later than 14 (fourteen) days after the EGMS resolutions referred to in number 1 above.

Cash Offer to the Shareholders of SMBCI
Up to the date of this Merger Plan, the minority shareholders of SMBCI do not intend to sell their shares as part of the Merger process.

Rights and Obligations to Third Party

Third Party in Agreement
All agreements or contracts with any third party which have been signed by the Merging Bank shall be transferred by law to the Merger-Recipient Bank on the Merger Effective Date.

Accordingly, the Merger-Recipient Bank shall replace the position of the Merging Bank as the party to, and shall assume all rights and obligations pursuant to the provisions of, such agreements or contracts, unless such agreements or contracts express otherwise.

egreenients of contracts express otherwise. BTPN and SMBCI have signed agreements with other parties. Some of those agreements contain restrictions which probibli SMBCI from conducting the Merger Accordigity, the management of SMBCI shall use their best efforts to ensure that the necessary consents for the planned Merger is obtained from the relevant counterparties to such contracts and/or the necessary notice regarding the planned Merger is given to those counterparties in accordance with the terms of the relevant contracts.

Under Article 127 paragraph (4) of the Company Law and Article 37 paragraph (1) of PP No. 28/1999, creditors of each Merger-Participating Bank may file an objection on the planned Merger until 7 (seven) days since before the invitation to the EGMS.

Defore the invitation to the EGMS.

On 2 August 2018, each Merger-Participating Bank has announced the abridged Merger Plan, in two national newspapers in Indonesian an English languages in the domicile of each Merger-Participating Bank.

Objections from creditors shall be resolved before the EGMS. In addition, there are restrictions (negative covenants) for SMBCI to conduct the Merger in the agreements with SMBCI's creditors, where SMBCI may not conduct the Merger without the approval of the creditor.

Until the date of this Merger Plan, SMBCI has delivered the request for approval to its creditor to conduct the Merger.

INFORMATION RELATED TO THE MERGER-RECIPIENT BANK MERGER-RECIPIENT BANK

MENGER-RELIFIENT BANN
The name of the Merger-Recipient Bank is PT Bank BTPN Tbk. The head office of PT
Bank BTPN Tbk is located at Menara BTPN - 29" Floor, CBD Mega Kuningan, Jl. Dr
Idde Anak Agung Gde Agung, Kay 55 - 56, South Jakariat, telephone number (+62 21)
30026200, faximile number (+62 21) 30026101. Website address: <a href="https://www.btpn.com/ancenatic. VISION AND MISSION

VISION AND MISSION

The basic foundation of the integration of the Merger-Recipient Bank is to serve the clients of SMBCI and BTPN so that they may achieve their purpose and aspiration in the best way, and it is also expected to provide positive impact to indonesian people. Therefore, the Merger Recipient Bank shall be a reliable and trusted partner, who is able to understand and to effectively fuffill the Merger Recipient Bank's clients ever growing financial needs.

The Merger Recipient Bank's vision is to become the first choice bank in Indonesia, which give significant change in the life of millions of people, mainly with the support of digital technology.

Based on the history of each the Merger-Participating Banks that has have been serving various segments of Indonesian society. The missions of the Merger-Recipient

to offer complete financial solution and service to various segments of retail, micro, SME and corporate business in Indonesia, and for Indonesian Nation and Country as a whole: to provide valuable opportunity for the professional growth of the Merger Recipient Bank's employees:

to create significant and sustainable values for the stakeholders, including for Indonesian society; and

to use technology innovation as the main differentiator to provide the best quality and experience in its class to the Merger Recipient Bank's clients and partners. **BUSINESS STRATEGY**

SMBCI and BTPN bring a lot of strength and strategic assets which complement each other, altogether the Merger-Participating Banks shall create a very big value for the Merger-Recipient Bank's clients and shareholders and indonesian society, BTPN is a bank for mass market and SME segment in Indonesia with more than 2.500 branch networks and outlets, SMBCI is a prominent corporate bank which has been serving most other actions and indonesian of the serving mass of the serving most other serving and serving and serving and serving and serving serving most other serving most of the serving most of the serving most other serving most ot

Group, Inc.) with respect to various banking products and solutions.

The merger of these two entities shall combine various different business portfolios mainly in the segment which they serve and their supporting operation model – starting from the bottom business pyramid such as Wowl and Syarian which serve millions of customers through banking representatives/agent, to the full banking digital platform (Jenius). Also, from a businesses perspective which shall grow to serve micro businesses up to large international corporate clients. To create sustainable value and to maintain the unique proposition of business base and to effectively use the complimentary assets of both banks, the Merger-Recipient Bank shall apply the following three strategies:

Increase the business value of SMBCI and BTPN from their current business value value;
Earn synergy opportunity through the merger of SMBCI and BTPN; and
Establish new business in certain segments by optimizing the combined power of both banks.

Increase the current business value of SMBCI and BTPN The Merger-Recipient Bank shall combine the strength and excellence of SMBCI and BTPN to continue to serve their current segment of clients — maintain the high standard of service and continue the ongoing business model transformation to effectively respond to dynamic market condition and opportunity.

The Merger-Recipient Bank shall serve the

e Merger-Recipient Bank shall serve the:

Corporate clients: The Merger-Recipient Bank shall provide the best service and thorough solution to the surporate clients, by utilising complete financial products of the product of the complete of the complete

developing and maintaining the sustainability of its business. These solutions will enable the Merger-Recipient Bank to extend its service to a relatively bigge business segment. Retail clients from medium to upper-medium economy: The Merger-Recipient Ban

aims to become the first-choice bank to answer the banking needs of its 15-20 million mass affluent and affluent clients, by providing a complete series of banking solutions (savings, investment, transactions and loans) in a simpler, smarter and safer ways. The Merger-Recipient Bank shall maintain Sinaya performance in terms of funding and wealth management business, and keep on innovating through the Merger-Recipient Bank's digital banking proposition, Jenius, which has served around 300,000 clients in Indonesia.

Pension clients: The Merger-Recipient Bank shall continue to support its p clients by increasing the comfort and flexibility of its product service, either fr transaction side or access to funding.

Mass market retail clients: The Merger-Recipient Bank shall strengthen its current unique service offer to Indonesian society broadly through Wowl and Syariah, which have served more than 5 million clients now. The Merger-Recipient Bank plans to expand the access to financial services for those who do not have bank account through innovative solution, which supports the initiative of branchless banking from OJK.

banking from OJK.

The Merger-Recipient Bank is committed in empowering millions of people and to participate in building and developing society. The main community development activities which have been conducted by both banks shall be continued. The Corporate Social Responsibility ("GSR") program of SMBCI consists of three main agenda, which are environment, young generation, and society. The merged entity shall continue the collaboration with CSR partners, such as SMBCI and Djarum Foundation to improve the quality of vocational education and the skill of students in order to increase the quality of young workers, and to implement the knowledge enhancement program of financial product and solution. The CSR program of BTPN, which is called Daya, is aimed at providing financial support to millions of indonesian people through knowledge of and access to various financial products and solutions. The merged entity shall continue and develop Daya program and its three pillars, namely Daya Sehat Sejahtera (Health), Daya Tumbuh Usaha (Business Development), and Daya Tumbuh Komunitas (Community).

(Business Development), and Daya Tumbuh Komunitas (Community).

The Merger-Recipient Bank shall continue the development of operation digitalisation in order to increase the client's experience and cost efficiency by conducting centralization of various main processes which are pioneered by the Gemilang Project. This shall be established based on four main initiatives, namely digitalisation, centralisation, migration of digital channel and branch integration. The first two initiatives focus on the client's digitalisation journey and streamlining the operational process and the rest focus on modernisation and standardisation of client touch point, as well as maintaining customer centricity at its core.

The Mercer-Recipient Bank shall build the data analytical shilling of the Mercer-The Merger-Recipient Bank shall build the data analytical ability of the Merge

The Merger-Necipient Bank shall also support the development of human capital to become more aligned with the business of the Merger-Recipient Bank which keeps on changing and developing. Basically, the Merger-Recipient Bank understands the complexity of its different proposition management and it shall proactively apply initiatives to handle potential risks which may arise from this integration process and shall ensure the smooth integration of operation, technology and talent from both behaviors. 2. Earn synergy opportunity through the merger of SMBCI and BTPN
With the operation base of SMBCI and BTPN which complement each other, the management of both banks have identified several opportunities of asset merger which shall drive higher revenue through cross-selling development in all business units and to reduce operational costs, by merging resources for the same function in all entities.

Some of these opportunities include, but not limited to: me of these opportunities include, but not limited to:

Creating supply chain financing proposition through business network from
SMBCI's big company clients and BTPN's expertise in serving SME clients;

Cross selling for payroll service from BTPN, wealth management and lending
solution to employees of SMBCI's corporate clients;

Increasing the proposition for banking transaction from SMBCI (such as, cash
management, trade finance) by optimizing BTPNs track record;

Establishing a holistic proposition for bigger SME by optimizing SMBCI's
experience and series of comprehensive products (such as, foreign exchange,
trade finance) and solutions (such as, internet banking ability);

Merging of best resources and practices in both banks and SMBCI's affiliated
companies in Indonesia (mainly in the processing of back office and risk
management);

Creating integrated solution by combining the ability of BTPN, SMBCI and other affiliated companies.

Establish new business in certain segments by optimizing the combined power of both banks

To continue the development of the strength of both entities, the integration shall give unique opportunity for the merged entity to create better solution to better the banking clients in Indonesia, and to build new driver for growth and

The merged entity shall continue to design innovative solutions to create different value proposition, using the local expertise and knowledge of Indonesian market, existing relation / asset, with digital skill, leading data and analysis, and innovation audity.

The example of such opportunity includes the creation of proposition and transformation of supply chain financing (B2B ecosystem), integrated solution for business and wealth solution for SME owner or digital solution to reach and serve smaller business.

STATUS OF THE MERGER-RECIPIENT BANK'S OFFICES The head office of the Merger-Recipient Bank will remain located in the current domicile of BTPN, down the state of the st

profitability

As at 31 May 2018, BTPM has a distribution network which consists of 1 Head Office, 9 Regional Offices, 61 Branch Offices which consist of: (i) 54 Universal Branch Offices, and (ii) 7 Sinaya Branch Offices, 301 Supporting Branch Offices, 69 UMK Functional Offices which consist of: (i) 57 Operational Functional Offices; (ii) 12 Functional Non-Operational Offices CAPITAL STRUCTURE AND SHARE OWNERSHIP AFTER MERGER

After the Merger becomes effective, assuming that there is no shareholder of BTPN and SMBCI who sells its their shares, the capital structure and shareholder composition

Information	Nominal Value of Rp 20 per share				
mormation	Number of Shares	Nominal (Rp)	(%)		
Authorized Capital	15,000,000,000	300,000,000,000			
Fully Issued and Paid Up Capital					
- Sumitomo Mitsui Banking Corporation	4,597,984,953	91,959,699,062	56.43		
 Summit Global Capital Management B.V. 	1,168,057,451	23,361,149,020	14.34		
PT Bank Negara Indonesia (Persero) Tbk	12,007,137	240,142,745	0.18		
PT Bank Central Asia Tbk	22,968,925	459,378,493	0.28		
- Public (each below 5%)	2,251,586,603	45,031,732,060	27.63		
- Treasury Shares	95,198,900	1,903,978,000	1.17		
Total of Issued and Paid Up Capital	8,147,803,969	162,956,079,380	100.00		
Number of Shares in Portfolio	6,852,196,031	137,043,920,620			

After the Merger becomes effective, the Board of Commissioners and Board of Directors of the Merger-Recipient Bank shall be as follows:

Board of Commissioners President Commissioner (Independent) Vice President Commissioner Mari Elka Pangestu wan дiка ⊬angestu Chow Ying Hoong Takeshi Kimoto Ninik Herlani Masli Ridhwan Tony Prasetiantono

Directors President Director
Vice President Director
Director supervising Compliance Function (Independent)
Director
Director Ongki Wanadjati Dana Kazuhisa Miyagawa Dini Herdini Yasuhiro Daikoku Henoch Munandar Adrianus Dani Prabawa Merisa Darwis Hiromichi Kubo The total remuneration and benefits which will be received by the members of the Board of Commissioners and the Board of Directors from the Merger-Recipient Bank is as will be stated in the Merger-Recipient Bank's Financial Statement as of 31

ORGANIZATION AND HUMAN RESOURCE STRUCTURE AFTER MERGER G.

After the merger becomes effective, the organization structure of the Merger-Recipient Bank shall be as follows:

Struktur Organisasi Bank Hasil Penggabungan btpn Komite Tingkat Dewon Konnisaris:

- Komite Tingkat Dewon Konnisaris:

- Komite Permantar Risiko

- Komite Remunerasi dan Nomina HOMET THEORY | Nomine Tinghat Desson Direks)

Nomine Human Capital
Nomine Aset & Liabilities | WARD | WARD | WARDOWN | DESCRIPE | DESCRIP ORESTAR SHEETAR ORESTAR ORESTAR SANONO - SANONO - THASLEY IMPARES

SUMMARY OF PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AND MANAGEMENT ANALYSIS Summary of Proforma Consolidated Financial Information as at 31 May 2018 (in million Rupiah) of the Merger-Recipient Bank

The following are the proforma consolidated statement of financial position of the Merger-Recipient Bank as at 31 May 2018 which have been reviewed by the Public Accountant Office of Fanudiredia, Wibisana, Rintis & Partners (a member firm of PwC global network). The proforma consolidated statement of the Merger-Recipient Bank as at 31 May 2018, have been prepared based on the financial statements of BTPN and SMBCI as at 31 May 2018 which have been audited, with proforma adjustments in accordance with the PSAK

STATEMENT OF FINANCIAL POSITION BTPN Historical SMBCI Historical Adjustment Proforma

(in Million Rupiah)

TOTAL LIABILITY. SYIRKAH TEMPORARY FUND AND EQUITY	93,695,098	85,164,124	27.580	178,886,80
TOTAL EQUITY	17,861,849	9,031,699	27,580	26,921,12
Non-controlling Interest	996,336	-		996,33
	16,865,513	9,031,699	27,580	25,924,79
reasury Shares	(262,404)	-	-	(262,404
	17,127,917	9,031,699	27,580	26,187,19
Unappropriated	14,579,995	5,879,145	(5,879,145)	14,579,99
Appropriated	30,361	177,722	(177,722)	30,36
Retained Earnings:				
Fransaction with non-controlling interest	(24,267)	-	-	(24,267
Jnrealized gain/(loss) on available for sale narketable securities	2,323	(6,243)	6,243	2,32
Shares based payment reserve	268,520	-	-	268,52
Reserve on revaluation of fixed asset	724,449	-	-	724,44
Additional paid in capital	1,429,728	107,133	8,905,998	10,442,85
Share Capital	116,808	2,873,942	(2,827,794)	162,95
QUITY				
TOTAL LÍABÍLITIES & TEMPORARY SYIRKAH FUND	75,833,249	76,132,425		151,965,67
Temporary Syirkah Fund	5,397,357	200,002		5,397,35
Subordinated Ioan Other liabilities	438,605	3,265,090 259,902	-	3,265,09 698,50
Employee benefits liabilities	106,481	102,150	- :	208,63
Accruals	283,290	54,135	-	337,42
Deferred tax liabilities - net	-	136,390		136,39
Borrowings Debt securities issued	5,859,140	30,314,126 2,808,621		36,173,26 2,808,62
Bonds payable	2,167,048	20 244 422	-	2,167,04
laxes payable	251,947	60,296	-	312,24
Acceptance payable	-	1,142,707		1,142,70
Derivative payables	56.237	538,962		595,19
Deposit from Customer Deposit from other banks	60,986,515 256,666	26,864,387 10,585,659		87,850,90 10,842,32
LIABILITIES Obligation due immeadiately	29,963	<u>.</u>		29,96
TOTAL ASSET	93,695,098	85,164,124	2 7,580	178,886,8
Other Assets	211,255	25,444		236,69
ntangible asset – net	851,616	66,703		918,3
Deferred tax asset – net Fixed asset – net	60,511 1,742,235	156,130		60,5 1,898,3
Prepaid Taxes	53,308	39,352	-	92,60
Prepayments	2,806,255	32,654	-	2,838,90
.oans – net nvestments	65,768,138 22	22,500		130,235,49
Derivative receivable	6,096	661,159 64,467,353	-	667,25
Securities purchased under resale agreement (Reverse Repo)	1,750,311	-	-	1,750,3
 Held to maturity Financial Assets 	5,657,731			5,657,73
Acceptance receivable Marketable Securities: - Available for sale Financial Assets	1,963,332	1,498,413 3,166,641		1,498,4° 5,129,9°
Export bill receivable	-	782,098		782,09
Placement Bank Indonesia and other Banks	4,988,943	8,807,428	-	13,796,3
Current Account with other Banks	860,513	620,391	-	1,480,90
Current Account with Bank Indonesia	4,549,512	4,800,054		9,349,56

The following are the benefits, challenges, and prospects of the Merger

Merger

Access to wider and less expensive fund, both domestically and internatio because, among others, the wider range of customer segments that ms served and the support from SMBC as the majority shareholder to the Me Recipient Bank will improve the credit rating grade in the eyes of creditors investors; Business opportunities in commercial, small medium enterprises (SME),

and retail segments by leveraging the supply/value chain from the corporate customer served by SMBCI and the employees of the corporate customer served by SMBCI and the employees of the corporate customer and the employees in such supply/value chain. Therefore, after the Merger, the Merger-Recipient Bank will have a wide range of customers and the potential for wider fund disbursements. A more extensive network of branches with the merger of office network from both Merger-Participating Banks to serve the customers which are currently

not being served optimally to increase the number of both individual and corporate customers throughout Indonesia;

d. SMBC Japan has a very extensive risk management experience and skills with global standards. This experience will be useful in facing various risks related to the Merger process or other operational risks, credit risks, market/liquidity risks and other risks after the Merger-Recipient Bank operates; and

The Merger-Recipient Bank will also conduct synergy of the information and technology system by leveraging SMBC Japan's information and technology operational experience to increase the efficiency and profitability of the Merger-Recipient Bank to positively contributes to Indonesian economic

Challenges

Adjustment of organizational structure and human resources (HR), among others, in terms of position, function, and responsibilities of employees in accordance with the new organizational structure, including employees who have good performance and potentially play an important role in the Merger

Recipient Bank:

Adjustment of vision, mission and corporate culture

Wider range of marketing and sales with access to BTPN's and SMBCI's customers each with its own characteristic;

Greater potential for product cross selling with more varied types of products;

The income lever of the public that keeps increasing and followed by the increase of the public's necessity to transact with bank (bank mindedness.

analysed all risks related to the Merger and have prepared certain plans to mitigate such risks. The Boards of Directors of the Merger-Participating Banks believe that

AND BOARD OF COMMISSIONERS

The Merger is conducted with due observance of the interests of the Merger-Participating Banks, customers, public, industry consolidation which is aligned with the government's vision and fair business competition, and with the guarantee that the rights of the public shareholders and employees will be duly observed.

As a consequence of the planned Merger, then on the Merger Effective Date, SMBCI shall cease to exist by law without any prior liquidation. All assets and remaining liabilities of SMBCI shall be transferred by law to BTPN.

This Merger is planned to become effective on 1. January 2019 or such other date as

This Merger is planned to become effective on 1 January 2019 or such other date as determined and is agreed by BTPN and SMBCI which shall be the first day of the agreed month. As at the date of this Merger Plan, SMBC (as the controlling shareholder of BTPN) does not intend to de-list the shares of BTPN from BEI. Therefore, after the Merger Effective

The Boards of Directors and Boards of Commissioners of BTPN and SBMCI are of the view that the planned Merger shall increase the value of the Merger-Recipient Bank and therefore it is beneficial for all stakeholders, including BTPN's public shareholders.

Date, BTPN shall continue its status as a public company listed on BEI.

REQUIREMENTS FOR THE EGMS AND PROVISIONS ON THE VOTING BTPN's shareholders who are eligible to attend the EGMS are shareholders who are registered in the shareholders register of BTPN on 4 September 2018.

In the EGMS of BTPN, BTPN shall request the approval from BTPN shareholders on the

Amendment of Articles of Association of BTPN; and

Surviving Bank.

EGMS of BTPN will be convened on the following date, time and place Friday, 5 October

3. Change to the members of Board of Directors and Board of Commissioners of the

attended by shareholders representing at least 2/3 (two third) of the total number of shares with valid voting rights and approved by more than $\frac{3}{4}$ (three quarter) of the number of shares with voting rights which are present at the EGMS.

EGMS OF SMBCI In the EGMS of SMBCI, SMBCI shall request the approval from SMBCI shareholders on the Merger Plan and the concept of the Merger Deed between BTPN and SMBCI.

The EGMS of SMBCI will be convened on the following date, time and place Friday, 5 October 2018. The EGMS of SMBCI to approve the Merger must be attended by at le (three quarter) of the total number of shares with valid voting rights and approved by than ²4 (three quarter) of all shares with voting rights which are present at the EGMS.

The following are the steps that need to be taken by the shareholders of the Merger-

On the EGMS date, the shareholders who are eligible as set out in on the chapter concerning the Requirements for the EGMS and Provisions on the Voting are expected to attend and cast their vote in the EGMS;

Any shareholders of BTPN and SMBCI who are unable to attend the EGMS may be represented by other party pursuant to a Power of Attorney

ESTIMATION OF THE DATES RELATED TO THE MERGER Activities Submission of the EGMS plan and agenda to OJK.
 Approval of the Boards of Commissioners of BTPN and SMBCI on the Merger Plan Implementation The Boards of Directors of BTPN and SMBCI to announce the abridged 2 August 2018 The boards of Diffections of BTPN and SMBCI to annivolnce the admigate Merger Plan in dialy newspapers.

Submission of the Merger Statement to OJK, attaching the Merger Plan which has been approved by the Boards of Commissioners of BTPN and SMBCI together with the supporting documents.

Announcement to convene EGM.

The Boards of Directors of BTPN and SMBCI to provide written notification to employees or the planned Merger. c. d.

e. Circular Letter to be made available to shareholders of BTPN and SMBCI Application to BEI for listing of shares resulting from the Merger to BE 3 August 2018 BEI to issue the principle approval for the listing of shares of the Surviving Bank 10 August 2018 The deadline for creditors of BTPN and SMBCI to file objection 29 August 2018 Recording date for the shareholders who are eligible to attend the EGMS, and who are entitled to sell their shares.

The Board of Directors of BTPN to announce the invitation for the EGMS in 2 (two) 4 September 2018 Intention to Sell from BTPN's shareholders who intend to sell th 24 September 2018 – 19 October 2018 (if this period is extended, BTPN is extended, Biri shall announce suc change). 1 October 2018 Estimated date of issuance of the Effective Statement by OJK (Capital Markets Supervision) on the planned Merger. Supervision) on the planned Merger.

Submission of written report to BEI after the Merger Statement that was submitted to OJK (Capital Markets Supervision) becomes effective.

Announcement of the revised abridged Merger Plan in daily newspapers.

Deadline for employees of BTPN and SMBCI to continue or to terminate their employment with BTPN and SMBCI respectively. 2 October 2018 3 October 2018 5 October 2018 Employment with Control of the Merger Deed based on the draft Merger Deed based on the draft Merger Deed which has been approved by the EGMS.

 Notification of the result of EGMS of BTPN to O.W. Capital Markets Supervision) and BEI and annuncement of the result of EGMS of BTPN to public in 2 (two) Indonesian newspapers, where one of them has nation-wide criculation.
 Submission of the Merger Deed to O.W. (Capital Markets Supervision) and a. Application for the Merger Permit to OJK (Department of Banking Licensing and Information) 12 October 2018 and information). Application for the integration of BTPN and SMBCI payment systems to Ban

Effective Date for the trading of shares of the surviving bank in BEI. Announcement of the Merger result by the Board of Directors of the Merger Recipient Bank in 2 (two) Indonesian newspapers. Submission of the amendment of the Articles of Association and its approva to BEI. SMBC reports the effectiveness of the Merger to JFSA. Announcement date for the disclosure of information and Affliated Transaction for the Merger.

Independent Public Accountant for BTPN and the Merger Process Independent Public Accountant for SMBCI Legal Consultant

KJPP Jennywati, Kusnanto & Rekan Ashoya Ratam, S.H., M.Kn. Appraiser for BTPN Share Value of Planned Merger Notary

PT Bank Sumitomo Mitsui Indonesia

Smooth synergy process of information technology system between the Merger-Participating Banks.

The potential increase in operational and investment costs due to adjustment

The ability to synergize and the number of employees that are expected to support the company's strategy in the future; and

CONFIRMATION ON THE ASSUMPTION OF THE TRANSFER OF ALL RIGHTS

AND OBLIGATIONS

Pursuant to Article 11 of PP No. 27/1998, BTPN, as the Merger-Recipient Bank, hereby confirms that BTPN is willing to assume and take over all business activities, operations, assets and liabilities, and equities of SMBCI as a consequence of the

AMENDMENT OF THE ARTICLES OF ASSOCIATION

BTPN's Articles of Association, as the Merger-Recipient Bank, will be amended, which are (among other) in Article 1 on the name of the Company, Article 3 on the objective and purpose as well as the business activity, Article 4 on capital, Article 9 on General Meeting of Shareholders, Article 15 on the duties and power of the Board of Directors, Article 16 on the Meeting of the Board of Directors and Article 19 on the Meeting of the Board of Directors are described.

The Boards of Directors of the Merger-Participating Banks have considered and

there are no risks arising from the Merger, other than the risks which have been elaborated in this Abridged Merger Plan. In assessing the risks related to the Merger, the Boards of Directors of the Merge Participating Banks have consider red the loss position of BTPN as the Merger-Recipien

RECOMMENDATION FROM THE BOARD OF DIRECTORS

Pursuant to the considerations which are material in nature and explained in this Merger Plan, the Boards of Directors and Boards of Commissioners of BTPN and SMBCI recommend to merge SMBCI into BTPN.

With due obseverance of this Merger Plan, the Boards of Directors and Boards of Commissioners of BTPN and SMBCI hereby recommend to each of their shareholders to approve the planned Merger as proposed in the EGMS.

Any shareholder who is unable to attend the EGMS may authorize another party, by filling a form of power of attorney and submit it to BTPN, no later than 3 (three) business days before the EGMS is held, which is on 2 October 2018. The submission of the Power of Attorney form shall not restrict such shareholder to attend the meeting and cast their own vote if such shareholder wish to do so.

The planned merger between BTPN and SMBCI together with the required transactional documents, including the Merger Plan and the concept of the Merger Deed between BTPN and SMBCI;

2018. The EGMS of BTPN to approve the Merger must be attended by at least $\frac{1}{2}$ (three quarter) of the total number of shares with valid voting rights and approved by more than $\frac{1}{2}$ (three quarter) of all shares with voting rights which are present at the EGMS. If the EGMS of BTPN quorum is not fulfilled, the second EGMS may pass the resolution if

In the event the quorum in the second EGMS is not fulfilled, then upon the request of BTPN the quorum for attendance and approval threshold for the third EGMS shall be determined by OJK.

STEPS TAKEN BY THE SHAREHOLDERS OF THE MERGER-PARTICIPATING BANKS

Each shareholder of BTPN and SMBCI must have read the Merger Plan thoroughly

Estimated date for the receipt of OJK (Department of Banking Licensing and Information) approval on the Merger.
SMBC to submit to JFSA an application for the subsidiarisation of BTPN by SMBC. Submission of a copy to BEI of the approval on the Merger from OJK (Department of Banking Licensing and Information). 12 November 2018

Estimated date for JFSA to issue its approval for the subsidiarisation of BTPN by SMBC.

Submission of the physical document of the Merger Deed and the Amendment of Articles of Association of the surviving bank to Menkumham.

Estimated date for the obtaining of (i) the receipt of notification from Menkumham on the Merger and the charge of shareholding composition and (i) proposed for the merger. 21 December 2019 Estimated date for Bank Indonesia to issue its approval on the integration the payment systems of BTPN and SMBCI. nt date for the purchase of the shares of BTPN's shareholders who sell 21 Payment dat their shares. 27 December 2018 Last Trading Date of BTPN shares prior to the Merger at BEI.
 Merger Effective Date. 30 December 2018 1 January 2019 or such other date as agreed by BTPN and SMBCI which shall be the first day of a month as agreed.

The independent professions and supporting institutions related to the planned Merger are as follows

Assegaf Hamzah & Partners Appraiser for SMBCI Share Value KJPP Martokoesoemo, Prasetyo & Rekan

Share Registrar PT Datindo Entrycom ADDITIONAL INFORMATION

CBD Mega Kuningan
Jl. Dr. Ide Anak Agung Gde Agung, Kav 5.5 - 5.6
South Jakarta 12950
Telephone: +62 21 30026200
Fax: +62 21 30026101
Website:www.btpn.com
E-mail: corporate.communications@btpn.com

P1 Bank Sumitomo Mitsui Indonesia

Corporate Legal Department

Menara B1PN, 33rd to 37th Floor

CBD Mega Kuningan

JI. Dr. Ide Anak Agung Gde Agung, Kav 5.5 - 5.6

South Jakarta 12950

Telepon: +62 21 80862500

Fax: +62 21 80862501

Website: www.smbc.co.id

This Abridged Merger Plan is prepared to comply with the prevailing laws and regulations.

Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan Public Accounting Firm of Siddharta, Widjaja &

3 January 2019

Any shareholder who needs further information on this planned Merger may contact:

PT Bank Tabungan Pensiunan Nasional Tbk.

Corporate Secretary

Menara BTPN, 29th Floor

CBD Mega Kuningan

Website: www.smbc.co.id E-mail: ask_smbci@id.smbc.co.id