

## DEFINITION

In this Acquisition Plan, the following words and expressions shall have the following meanings unless the context otherwise requires:

<b>Deed of Acquisition</b>	means the deed of Acquisition executed by and between BVIS and BTN (as defined below) before a Notary in accordance with the Limited Liability Company Law.
<b>BNRI</b>	means Berita Negara Republik Indonesia.
<b>BTN</b>	means PT Bank Tabungan Negara (Persero) Tbk, a public limited liability company established under the laws of the Republic of Indonesia domiciled in Jakarta and conducting business activities in the field of banking services and services.
<b>BVIC</b>	means PT Bank Victoria International Tbk, a public limited liability company established under the laws of the Republic of Indonesia domiciled in Jakarta and conducting business activities in the field of banking services and services.
<b>BVIS</b>	means PT Bank Victoria Syariah, a limited liability company established under the laws of the Republic of Indonesia domiciled in Jakarta and conducting business activities in the field of Islamic banking services and services.
<b>Acquisition Permit</b>	means the Acquisition license issued by the Otoritas Jasa Keuangan (OJK) under POJK 41/2019.
<b>Ministry of Law</b>	means the Ministry of Law of the Republic of Indonesia (formerly the Ministry of Law and Human Rights of the Republic of Indonesia).
<b>Ministry of Law</b>	means the Ministry of Law and Human Rights of the Republic of Indonesia (now the Ministry of Law of the Republic of Indonesia).
<b>MOL</b>	means the Minister of Law of the Republic of Indonesia (formerly the Minister of Law and Human Rights of the Republic of Indonesia).
<b>MOLHR</b>	of the Republic of Indonesia (now Minister of Law of the Republic of Indonesia).
<b>OJK</b>	means the Financial Services Authority of the Republic of Indonesia, established under Law No. 21 of 2011 regarding the Financial Services Authority as amended by Law No. 4 of 2023 regarding Financial Sector Development and Strengthening.
<b>Proposed Acquisition</b>	means the proposed acquisition of up to 100% of the issued and fully paid-up shares in BVIS, which will result in BTN owning up to 100% of the issued and fully paid-up shares in BVIS.
<b>POJK 41/2019</b>	means OJK Regulation No. 41/POJK.03/2019 regarding Merger, Consolidation, Acquisition, Integration, and Conversion of Commercial Banks.
<b>PP 28/1999</b>	means Government Regulation No. 28 Year 1999 regarding Bank Mergers, Consolidations and Acquisitions.
<b>Acquisition Plan</b>	has the meaning as defined above.
<b>GMS</b>	means General Meeting of Shareholders.
<b>Limited Liability Company Law</b>	means Law No. 40 of 2007 regarding Limited Liability Companies as amended by Law No. 6 of 2023 regarding the Stipulation of Government Regulation in Lieu of Law No. 2 of 2022 regarding Job Creation into Law.
<b>VICO</b>	means PT Victoria Investama Tbk, a public limited company incorporated under the laws of the Republic of Indonesia domiciled in Jakarta and engaged in business activities in the field of business consulting and business brokerage.

## I. INFORMATION ABOUT THE REPOSESSED PARTY

### BVIS General Information

BVIS was established under the name PT Bank Swaguna based on Deed No. 9 dated April 15, 1966, made before Bebas Daeng Lalo, S.H., Notary in Jakarta. The Deed was subsequently amended by Deed of Amendment of Articles of Association No. 4 dated September 5, 1967 made before the aforementioned Notary Bebas Daeng Lalo, S.H. and was approved by the Minister of Justice by Decree No. JA.57/95 dated November 7, 1967 and was registered in the Register of Companies at the Office of the Registrar of the District Court in Cirebon under No. 11/988 on No. 21/988 respectively on January 10, 1968, and was published in the State Gazette of the Republic of Indonesia No. 42 dated May 24, 1968, Supplement No. 62.

Subsequently, the name of PT Bank Swaguna was changed to BVIS based on Deed of Shareholders' Resolution No. 5 dated August 6, 2009 made before Erni Rohadin SH, MBA, Notary of the Special Capital Region of Jakarta domiciled in South Jakarta. The amendment has been approved by the MOLHR based on Decree No. AHU-02/31. AH.01.02 of 2010 dated January 19, 2010, and has been announced in BNRI No. 83 dated October 15, 2010, Supplement No. 31425.

Lastly, the Articles of Association of BVIS were amended by Deed No. 31 dated June 20, 2024 made before Suwami Sukiman, S.H., Notary in Jakarta. The amendment was intended to amend Article 14 paragraph 9 letter (b) of the Articles of Association of BVIS. The amendment has been approved by the MOLHR based on Deed of Letter from the MOLHR No. AHU-AH.01.03-0163485 dated June 27, 2024 regarding Acceptance of Notification of Amendment to the Articles of Association that has been registered in the Company Register with No. AHU-0128291.AH.01.11.TAHUN 2024 dated July 27, 2024 and Letter from the Ministry of Law and Human Rights No. AHU-AH.01.09-0219333 dated June 27, 2024 regarding Acceptance of Notification of Data Changes and has been registered in the Company Register under No. AHU-0128291.AH.01.11.TAHUN 2024 dated June 27, 2024 ("Deed No. 31/2024").

The change in business activities of BVIS from a Conventional Commercial Bank to a Sharia Commercial Bank was approved by Bank Indonesia based on the Decree of the Governor of Bank Indonesia No. 12/8/KEP.GBI/DPG/2010 dated February 10, 2010. BVIS began operating under sharia principles since April 1, 2010.

BVIS is domiciled in South Jakarta and is headquartered at Graha BIP Building 5th Floor, Jl. Gatot Subroto Kav. 23, Karet Semanggi Village, Setiabudi District, South Jakarta. BVIS has 1 (one) Main Branch Office located in West Jakarta in DKI Jakarta province and 1 (one) Non-Operational Head Office.

### Business Activities

BVIS has the main business activities of raising funds, channeling financing, and providing banking services in accordance with sharia principles.

Based on Article 3 of Deed No. 106 dated September 27, 2022 made before Suwami Sukiman, S.H., Notary in Jakarta and has obtained approval from the MOLHR based on Decree No. AHU-0071180.AH.01.02.TAHUN 2022 dated October 03, 2022, the purpose and objectives of the Company are the business activities of a bank based on sharia principles, including raising funds from the public in the form of deposits and/or investments and channeling them to the public in the form of financing and/or other forms based on sharia principles, as well as providing services in the payment system (KBLI 64122).

To achieve the aforementioned purposes and objectives, BVIS may carry out the following business activities:

- Collecting funds in the form of deposits in the form of Demand Deposits, Savings, or other forms that are equated with it based on the Wadiah Akad or other contracts that are not contrary to sharia principles;
- Raising funds in the form of investment in the form of Deposits, Savings, or other forms equivalent to that based on Mudharabah Akad or other Akad that is not contrary to sharia principles;
- Distributing profit-sharing financing based on the Mudharabah Akad, Musyarakah Akad, or other Akad that is not contrary to sharia principles;
- Distributing financing based on the Murabahah Akad, Salam Akad, Istisna Akad, or other Akad that is not contrary to sharia principles;
- Distributing financing based on the Qardh Akad or other Akad that is not contrary to sharia principles;
- Distributing financing for leasing movable or immovable goods to customers based on ijarah and/or lease purchase in the form of Ijarah mutaiyah bitamlik or other Akad that is not contrary to sharia principles;
- To take over debt based on Hawalah Akad or other Akad that is not contrary to sharia principles;
- Conducting debit card and/or financing card business based on sharia principles;
- Providing banking services based on contracts, among others:
  - wakalah;
  - hawalah;
  - kafalah;
  - rahn;
- Purchase, sell and/or guarantee at its own risk third party securities issued on the basis of underlying transaction based on sharia principles;
- Purchase securities based on sharia principles issued by the Government and/or Bank Indonesia;
- Receive payments from bills on securities and make calculations with third parties or between third parties based on sharia principles;
- Moving money, either for its own benefit or for the benefit of customers based on sharia principles;
- Transferring funds, borrowing funds from or lending funds to other banks, either using letters, telecommunications facilities or by money orders, checks or other means;
- Providing bank guarantee facilities based on sharia principles;
- Performing other activities commonly carried out in the field of banking as long as they are not contrary to sharia principles and in accordance with applicable laws and regulations;
- Performing capital participation activities in sharia commercial banks or financial institutions that conduct business activities based on sharia principles;
- Carrying out temporary capital participation activities to overcome the consequences of the failure of financing based on sharia principles with the condition that the participation must be withdrawn in accordance with the applicable laws and regulations;
- Organizing bank activities or products based on sharia principles using electronic means;
- Issuing, offering and trading short-term securities based on sharia principles, either directly or indirectly, through the money market;
- Issuing, offering and trading long-term securities based on sharia principles, either directly or through the capital market;
- Providing products or conduct other financial service activities based on sharia principles and applicable laws and regulations.

Business activities carried out based on the Decree of the Governor of Bank Indonesia No. 12/8/KEP.GBI/DPG/2010 dated February 10, 2010 concerning the Granting of Permission to Change the Business Activities of Conventional Commercial Banks into Sharia Commercial Banks.

### Board of Directors and Board of Commissioners

Based on Deed No. 31/2024, the current composition of the Board of Directors and Board of Commissioners of BVIS is as follows:

<b>Directors</b>	
President Director	: Mr. Dery Januar
Director	: Mr. Andy Sundoro
Compliance Director	: Mrs Ruly Dwi Rahayu

### Board of Commissioners

President Commissioner	: Mrs Sari Idayanti
Independent Commissioner	: Mrs Retno Dwiyaning Widaningsih
Independent Commissioner	: Mr. Edian Fahmy

### Capital Structure and Shareholding

Based on Deed No. 13 dated December 6, 2022, made before Suwami Sukiman, S.H., Notary in Jakarta as notified and accepted by the MOLHR pursuant to Letter No. AHU-AH.01.03-0331529 dated December 23, 2022 and registered in the Company Register under No. AHU-0259434.AH.01.11.TAHUN 2022 dated December 23, 2022, the current capital structure of BVIS is as follows:

Authorized capital	: Rp1.438.000.000.000,00
Issued and paid-up capital	: Rp1.060.000.000.000,00
Nominal value per share	: Rp1.000,00

# SUMMARY OF THE ACQUISITION PLAN



## PT BANK TABUNGAN NEGARA (PERSERO) Tbk

BTN Tower  
Jalan Gajah Mada No. 1  
Petjojo Utara, Gambir, Central Jakarta  
Telp. (021) 6332666, 6336789



## PT BANK VICTORIA SYARIAH

Graha BIP Building 5th Floor  
Jl. Gatot Subroto Kav. 23  
Kel. Karet Semanggi, Kec. Setiabudi, South Jakarta  
Telp. 021 - 5600467, 021 - 5225285 (Hunting)

THIS SUMMARY OF ACQUISITION PLAN ("SUMMARY OF ACQUISITION PLAN") IS JOINTLY PREPARED BY PT BANK TABUNGAN NEGARA (PERSERO) Tbk ("BTN") AND PT BANK VICTORIA SYARIAH ("BVIS") IN CONNECTION WITH THE PROPOSED ACQUISITION OF UP TO 100% OF THE ISSUED AND FULLY PAID SHARES IN BVIS, WHICH WILL RESULT IN BTN OWNING UP TO 100% OF ISSUED AND FULLY PAID SHARES IN BVIS.

This Summary of Acquisition Plan has been prepared to comply with the provisions of Law No. 40 of 2007 on Limited Liability Companies as amended by Law No. 6 of 2023 regarding the Stipulation of Government Regulation in lieu of Law No. 2 of 2022 regarding Job Creation into Law ("Limited Liability Company Law") juncto Government Regulation No. 28 of 1999 regarding Bank Mergers, Consolidations and Acquisitions ("PP 28/1999") juncto Otoritas Jasa Keuangan ("OJK") Regulation No. 41/POJK.03/2019 regarding Merger, Consolidation, Acquisition, Integration and Conversion of Commercial Banks ("POJK 41/2019"), as well as taking into account OJK Regulation No. 31/POJK.04/2015 regarding Disclosure of Material Information or Facts by Issuers or Public Companies and other relevant laws and regulations governing the Proposed Acquisition.

Statements of objection to the Proposed Acquisition by creditors of BVIS ("Creditors") may be submitted to BVIS in writing no later than February 3, 2025.

The Acquisition Plan was prepared jointly by the Board of Directors of BTN and BVIS, and has been approved by the Board of Commissioners of BTN and BVIS Board, respectively, ("ACQUISITION PLAN"). The Acquisition Plan has not yet been approved by the GMS of BTN and BVIS.

Summary of the Acquisition Plan published on January 20, 2025.

### Current Shareholder Composition

Based on Deed No. 79 dated April 25, 2024, made before Suwami Sukiman, S.H., Notary in Jakarta as notified and accepted by the MOLHR pursuant to Letter No. AHU-AH.01.09-0204466 dated May 20, 2024 and registered in the Company Register under No. AHU-0097611.AH.01.11.TAHUN 2024 dated May 20, 2024, in connection with the implementation of the Stipulation of the South Jakarta District Court No. 98/Pdt/P/PN Jkt.Sel dated March 5, 2024, the current shareholder composition of BVIS is as follows:

No.	Names	Number of Shares	Nominal Value (IDR)	%
1.	PT Victoria Investama Tbk	850.000.000	850.000.000.000	80,1887
2.	PT Bank Victoria International Tbk	209.982.683	209.982.683.000	19,8097
3.	Balai Harta Peninggalan ("BHP") Jakarta	17.317	17.317.000	0,0016
<b>Total Shares</b>		<b>1.060.000.000</b>	<b>1.060.000.000.000</b>	<b>100</b>

**Notes:**  
The percentage figures used in the table above have been rounded to the nearest four digits behind the comma.

## II. INFORMATION REGARDING THE PARTY CONDUCTING THE ACQUISITION

### BTN General Information

BTN was established under the name Postspaarbank as announced in Staatsblad van Nederlandsch-Indie No. 653 of 1934 which later changed its name to Bank Tabungan Negara based on Emergency Law No. 9 of 1950 concerning Amendments to the Postspaarbank Law juncto Law No. 36 of 1953 regarding Bank Tabungan Negara. The Bank Tabungan Pos then became the Bank Tabungan Negara based on Law No. 2 of 1964 regarding the State Savings Bank in conjunction with Law No. 20 of 1968 regarding the Bank Tabungan Negara.

Based on Government Regulation No. 24 of 1992 regarding the Adjustment of the Legal Form of Bank Tabungan Negara into a Company (Persero), Bank Tabungan Negara adjusted its legal form to become a Company (Persero) as referred to in Law No. 9 of 1969 regarding the Stipulation of Government Regulation in Lieu of Law No. 1 of 1969 regarding Forms of State Enterprises into Law, and Government Regulation No. 12 of 1969 regarding Limited Liability Company, as amended by Government Regulation No. 24 of 1972. With the adjustment of the legal form of Bank Tabungan Negara into a Limited Liability Company (Persero) as referred to above, based on Law No. 7 of 1992 regarding Banking, Bank Tabungan Negara was declared dissolved at the time of the establishment of the Limited Liability Company (Persero) with the provision that all rights and obligations, assets and employees of Bank Tabungan Negara existing at the time of its dissolution shall be transferred to the Limited Liability Company (Persero) concerned.

BTN as a Limited Liability Company (Persero) was established under the Deed of Limited Liability Company of PT Bank Tabungan Negara "PT Bank Tabungan Negara (Persero)" No. 136 dated July 31, 1992, made before Muhani Salim, Notary in Jakarta, which was approved by the Minister of Justice of the Republic of Indonesia under Decree of the Minister of Justice of the Republic of Indonesia No. C2-6587.HT.01.11. TH.92 dated August 12, 1992, registered in the register of the South Jakarta District Court Office under No. 63/03/A.P.T/W/apan/1992/PNJS on August 18, 1992, and published in BNRI No. 70 dated September 11, 1992, Supplement to BNRI No. 6A ("Deed of Establishment of BTN").

The Articles of Association of BTN as contained in the Deed of Establishment of BTN have been amended several times, of which as of the date of this Acquisition Plan, the latest amendment to the Company's Articles of Association is stated in the Deed of Resolution of the Annual General Meeting of Shareholders of the Limited Liability Company (Persero) PT Bank Tabungan Negara Tbk abbreviated as PT Bank Tabungan Negara (Persero) Tbk No. 08 dated March 5, 2024, made before Ashyoja Ratam, S.H., M.Kn., Notary in South Jakarta, in connection with the amendment of several provisions and rearrangement of all provisions of BTN's Articles of Association. The amendment of the Company's Articles of Association based on this deed has been approved by the MOLHR based on the Decree of Approval of Amendment of Articles of Association No. AHU-0022194.AH.01.02.TAHUN 2024 dated April 5, 2024, and has been registered in the Company Register under No. AHU-0072597.AH.01.11.TAHUN 2024 dated April 5, 2024, and announced in BNRI No. 11933/2024 dated April 5, 2024, Supplement to BNRI No. 33 ("Deed No. 08/2024").

The provisions in BTN's current Articles of Association contained in Deed No. 08/2024 are in accordance with the laws and regulations applicable to BTN in Indonesia, in particular the Limited Liability Company Law, Bapepam-LK Regulation No. IX.J.1 Attachment to the Decree of the Chairman of Bapepam-LK No. KEP-179/BU/2008 regarding the Principles of Articles of Association of Companies Conducting Public Offerings of Equity Securities and Public Companies, OJK Regulation No. 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of Issuers or Public Companies, OJK Regulation No. 32/POJK.04/2015 as amended by OJK Regulation No. 14/POJK.04/2019 regarding Capital Increase of Public Companies with Pre-emptive Rights, OJK Regulation No. 15/POJK.04/2020 regarding the Plan and Implementation of General Meeting of Shareholders of Public Companies, and OJK Regulation No. 16/POJK.04/2020 regarding the Implementation of Electronic General Meeting of Shareholders of Public Companies.

### Business Activities

Based on Article 3 of BTN's Articles of Association, BTN's purpose and objective is to conduct business in the field of banking and optimize the utilization of BTN's resources to produce high quality services and strong competitiveness to earn/pursue profits to increase the value of BTN by applying the principles of limited liability companies. To achieve the purposes and objectives, BTN may carry out the following main business activities:

- Collecting funds from the public in the form of savings, current accounts, time deposits, certificates of deposit, and/or other forms of equivalents;
- Distributing funds in the form of credit or financing based on sharia principles;
- Performing activities in the field of payment systems;
- Placing funds in other banks, borrowing funds from other banks, or lending funds to other banks, either by using letters, telecommunications facilities or by bills of exchange, checks or other means;
- Issuing and/or executing securities transactions for the benefit of BTN and/or customers;
- Providing a place to store goods and securities;
- Conducting business activities in foreign exchange;
- Performing receivables transfer activities;
- Performing custody activities for goods and securities;
- Conducting capital participation activities in financial services institutions and/or other companies that support the banking industry by fulfilling the provisions stipulated by OJK;
- Carrying out temporary capital participation activities outside financial service institutions to overcome the consequences of credit failure or financing based on sharia principles, with the condition that the participation must be withdrawn;
- Act as the founder of the pension fund and the administrator of the pension fund in accordance with the provisions of laws and regulations regarding pension funds;
- Conducting financial services, investment banking and other commercial banking activities in accordance with the provisions of laws and regulations;
- Conducting business activities based on Sharia Principles, in accordance with the provisions stipulated the OJK and the provisions of laws and regulations;
- Cooperate with other financial service institutions and cooperate with other financial service institutions in providing financial services to customers; and
- Conducting other activities with the approval of OJK.

In addition to the main business activities as referred to above, BTN may conduct supporting business activities in order to optimize the utilization of resources owned to support/support BTN's main business activities as long as it does not conflict with the provisions of laws and regulations.

### Board of Directors and Board of Commissioners

Based on Deed No. 23 dated August 19, 2024 which has been notified to the Ministry of Law and Human Rights under Decree No. AHU-AH.01.09-0241955 dated August 20, 2024 and Deed No. 28 dated October 21, 2024 which has been notified to the Ministry of Law and Human Rights under Decree No. AHU-AH.01.09-0266948 dated October 23, 2024, the current composition of the Board of Directors and Board of Commissioners of BTN is as follows:

<b>Directors</b>	
President Director	: Mr. Nixon L.P. Napituluju
Vice President Director	: Mr. Oni Febriarto Rahardjo
Director of Information Technology	: Mr. Andi Nirwoto
Director of Assets Management	: Ms. Elisabeth Novie Riswanti
Director of Distribution & Institutional Funding	: Mr. Jasmin
Director of Risk Management	: Mr. Setyo Wibowo
Director of Finance	: Mr. Hirwandi Gafar
Director of Consumer	: Mr. Nofry Rony Poetra
Director of Human Capital, Compliance & Legal	: Mr. Eko Waluyo
Director of Operations & Customer Experience	: Mr. Hakim Pularatama
Director of SME & Retail Funding	: Mr. Muhammad Iqbal

### Board of Commissioners

President Commissioner/Independent	: Mr. Chandra M. Hamzah
Vice President Commissioner/Independent	: Mr. Iqbal Latarno
Independent Commissioner	: Mr. Armand B. Arief
Independent Commissioner	: Mr. Sentot A. Sentausa
Independent Commissioner	: Mrs. Adi Sulistyowati
Independent Commissioner	: Mr. Bambang Widjanarko
Commissioner	: Mr. Andin Hadyanto
Commissioner	: Mr. Henry Trisaputra Zuna
Commissioner	: Mr. Himawan Arief Sugoto

### Capital Structure and Share Ownership

Based on Deed No. 08/2024, BTN's current capital structure is as follows:

Authorized capital	: Rp1.039.216.000.000,00
Issued and paid-up capital	: Rp1.017.222.206.500,00
Nominal value per share	: Rp500,00

### Current Shareholder Composition

Based on the Shareholders Register dated December 31, 2024 issued by PT Datindo Entycom as the Securities Administration Bureau appointed by BTN, the composition of BTN shareholders as of December 2024 is as follows:

No.	Names	Number of Shares	Nominal Value (Rp)	%
1.	Republic of Indonesia	8.420.666.648	4.210.333.324.000	60
2.	Community	5.613.777.765	2.806.888.882.500	40
<b>Total Shares</b>		<b>14.034.444.413</b>	<b>7.017.222.206.500</b>	<b>100</b>

## III. BACKGROUND AND REASONS FOR THE PROPOSED ACQUISITION

### Purpose and Explanation of BTN

The development of the Islamic economy in Indonesia also needs to be supported by an Islamic banking service that can accommodate the needs of customers to be able to conduct financial transactions based on sharia principles.

As a first step to support and improve the Islamic economy and provide Islamic banking services that can accommodate the needs of customers in Indonesia, BTN considers it necessary to improve the Islamic banking services that have been provided by the BTN Syariah Business Unit.

In order to enhance the Islamic banking services provided by BTN's Syariah Business Unit, BTN intends to establish an Islamic Commercial Bank through an inorganic strategy, namely the acquisition of BVIS.

In addition to improving sharia banking services, the acquisition of BVIS by BTN is also part of BTN's Corporate Strategic Plan in implementing the separation of BTN's Sharia Business Unit in connection with the fulfillment of the requirements for the separation of a sharia business unit by a Conventional Commercial Bank in accordance with the provisions of Law No. 21 of 2008 concerning Sharia Banking juncto Law No. 4 of 2023 concerning Financial Sector Development and Strengthening and OJK Regulation No. 12 of 2023 concerning Sharia Business Units, so that subsequently BTN's Sharia Business Unit will be separated from BTN and will then be integrated into BVIS.

The acquisition of BVIS by BTN is based on considerations, one of which is the status of BVIS which is a bank with a Bank Group Based on Tier 1 Capital (KBM), so BTN will get ease in conducting business integration with BVIS. Furthermore, considering BTN's Sharia Business Unit has access to state-owned (BUMN) synergy, parent support, top of mind in KPR, and also large assets, making BTN's Sharia Business Unit has great potential to grow rapidly. This is in line with BTN's hope to BVIS' performance through its investment in BVIS.

### Purpose and explanation of BVIS

The acquisition of shares by BTN will provide an opportunity for BVIS to strengthen its position to become more strategic, as well as an effort to increase the capacity and quality of Islamic banking services, in order to optimize operations and strengthen the contribution and competitiveness of BVIS as part of the national banking industry.

## IV. ACQUISITION PLAN

BTN will carry out the Proposed Acquisition by purchasing up to 100% of the issued and fully paid-up capital in BVIS.

The shareholding structure prior to the Proposed Acquisition is as follows:

No.	Shareholders	Number of Shares	Nominal Value (Rp)	%
1.	VICO	850.000.000	850.000.000.000	80,1887
2.	BVIC	209.982.683	209.982.683.000	19,8097
3.	BHP Jakarta	17.317	17.317.000	0,0016
<b>Total Shares</b>		<b>1.060.000.000</b>	<b>1.060.000.000.000</b>	<b>100</b>

**Notes:**  
The percentage figures used in the table above have been rounded to the nearest four digits behind the comma.

The shareholding structure after the completion of the Proposed Acquisition is as follows:

No.	Shareholders	Number of Shares	Nominal Value (Rp)	%
1.	BTN	1.060.000.000	1.060.000.000.000	100
<b>Total Shares</b>		<b>1.060.000.000</b>	<b>1.060.000.000.000</b>	<b>100</b>

The Proposed Acquisition is subject to the provisions of laws and regulations including Ministry of Law regulations specifically for the sale of shares registered under BHP name.

## V. FUNDING READINESS

The Proposed Acquisition will be financed through the internal funding sources.

BTN hereby declares that the funding for the Proposed Acquisition was not obtained from (i) a loan or financing facility in any form from a bank or any other party in Indonesia, (ii) money laundering (or for the purpose of money laundering) as stipulated in Law No. 8 of 2010 regarding the Prevention and Eradication of Money Laundering Crimes, or (iii) derived from banking or other criminal offenses.

## VI. SETTLEMENT OF RIGHTS OF CREDITORS AND SHAREHOLDERS WHO DISAGREE WITH THE ACQUISITION AND RIGHTS OF MINORITY SHAREHOLDERS

In accordance with the provisions of Article 31 POJK 41/2019, if the creditors of BVIS do not submit any objection to the Proposed Acquisition within a period of 14 (fourteen) days after the announcement of the summary of the Acquisition Plan, then in accordance with POJK 41/2019 all creditors are deemed to have approved the Proposed Acquisition. In the event that there is an objection that filed by the creditors and until the date of the GMS cannot be resolved by the Board of Directors, then such objection must be submitted in the GMS for resolution. Based on the provisions of Article 37 paragraphs (1) and (2) of PP 28/1999, if within 7 (seven) calendar days prior to the invitation of the GMS, the minority shareholders of BVIS do not express any objection to the Proposed Acquisition, then the minority shareholders shall be deemed to have approved the Proposed Acquisition.

## VII. HOW TO RESOLVE MANAGEMENT AND EMPLOYEE STATUS

There is no change in the status, rights and obligations of the board of directors, board of commissioners and sharia supervisory board of BVIS until the Proposed Acquisition transaction is completed. However, at any time after the completion of the Proposed Acquisition transaction, there may be changes to the composition of the board of directors, board of commissioners and sharia supervisory board of BVIS. Any such changes (if any) will be implemented in accordance with the provisions of the applicable laws and regulations.

The terms and conditions of employment of BVIS employees including the rights and obligations of BVIS employees will continue to be respected, implemented and/or revised in accordance with and based on applicable laws and regulations.

## VIII. DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

In connection with the Proposed Acquisition, there is no plan to amend the Articles of Association of BVIS in the near future.

## IX. AUDITED FINANCIAL STATEMENTS OF BVIS AND BTN

### BVIS

Summary of BVIS financial statements for the periods ended December 31, 2021, December 31, 2022, December 31, 2023 based on BVIS financial statements audited by Heliantono & Rekan Public Accounting Firm (Membership of Parker Russell).

POSTS	In Million Rupiah		
	Dec 2023	Dec 2022	Dec 2021
Cash	336	714	1.245
Current accounts with Bank Indonesia	64.506	132.022	47.399
Current accounts with other banks	1.827	1.435	5.413
Placements with other banks and Bank Indonesia	440.000	395.000	195.000
Securities - net	1.279.064	898.055	538.032
Financing - net	1.207.969	6.169.919	755.387
Profit sharing income to be received	21.651	12.378	13.674
Investments - net	29		