

Materials

Annual General Meeting of Shareholders for the 2023 Financial Year

PT Bank Negara Indonesia (Persero) Tbk



Implementation Information

Annual GMS for the 2023 Financial Year

PT Bank Negara Indonesia (Persero) Tbk



Day/Date

Monday
March 4, 2024

Time

Registration:
11.00 a.m. – 1.00 p.m

AGMS:
1.00 – 5.00 p.m.

Place

Ballroom
Menara BNI 6 Floor
Jl. Pejompongan Raya No. 7
Bendungan Hilir
Central Jakarta

Code of Conduct

Annual GMS

To be downloaded at:
<http://tinyurl.com/TataTertibRUPST2023>

The Company facilitates the electronic authorization of shareholders to attend and vote in the GMS.

Electronic absence and voting mechanisms
can be downloaded at:
<http://tinyurl.com/KuasaElektronikRUPS>

1st Agenda

The Approval of the Annual Report and Ratification of the Company's Consolidated Financial Report, Approval of the Supervisory Duties Report of the Board of Commissioners, and Ratification of the Financial Report of the Micro and Small Business Funding Program (PUMK) for the 2023 Financial Year, as well as granting full settlement and handing over responsibility (*volledig acquit et de charge*) to the Board of Directors for the Company's management actions and the Board of Commissioners for the Company's supervisory actions that have been carried out during the 2023 Financial Year.

2nd Agenda

The Approval to the use of the Company's Net Profit for the 2023 Financial Year.

3rd Agenda

The Determination of Remuneration (salary/honorarium, facilities, and allowances) for 2024 and Tantiem for the 2023 Financial Year for the members of the Board of Directors and the members of the Board of Commissioners of the Company.

4th Agenda

The Appointment of a Public Accountant and/or Public Accounting Firm to Audit the Company's Consolidated Financial Report and Financial Report of the Micro and Small Business Funding Program (PUMK) for the 2024 Financial Year.

5th Angeda

The Changes to the Company's Articles of Association.

6th Agenda

The Change to the Composition of the Company's Management.

First Agenda

The Approval of the Annual Report and Ratification of the Company's Consolidated Financial Report, Approval of the Supervisory Duties Report of the Board of Commissioners, and Ratification of the Financial Report of the Micro and Small Business Funding Program (PUMK) for the 2023 Financial Year, as well as granting full settlement and handing over responsibility (*volledig acquit et de charge*) to the Board of Directors for the Company's management actions and the Board of Commissioners for the Company's supervisory actions that have been carried out during the 2023 Financial Year.

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Legal Basis

SOE Law | Article 23 paragraph (1)

Company Law | Article 66-69, and Article 78

The Company's Articles of Association | Article 21 paragraph (3) jo. Article 18

Minister of SOE Regulation No. PER-1/MBU/01/2023 | Article 33 paragraph (3)

- The Annual Report and Supervisory Duties Report of the Board of Commissioners must obtain approval from the GMS, and the Company's Consolidated Financial Report must receive approval from the GMS.
- The Company's Consolidated Financial Report must be approved by the AGMS.

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Explanation

The Company will propose to the Annual GMS to approve:

1. The Company's Annual Report includes the Supervisory Task Report that has been carried out by the Board of Commissioners for the 2023 Financial Year.
2. Endorsement:
3. The Company's Consolidated Financial Report for the 2023 Financial Year, which has been audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of the PwC global network) according to Report No. 00019/2.1025/AU.1/07/0222-2/1/I/2024 dated 25 January 2024 with opinion, the consolidated financial statements are presented fairly, in all material respects, the consolidated financial position of the Group as of 31 December 2023, as well as the performance consolidated financial statements and consolidated cash flows for the year ended on that date, in accordance with Financial Accounting Standards in Indonesia.
4. Financial Report of the Micro and Small Business Funding Program (PUMK) for the 2023 Financial Year, which has been audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of the PwC global network).
5. Providing full repayment and release of responsibility (*volledig acquit et de charge*) to all members of the Board of Directors and members of the Board of Commissioners for management and supervision actions that have been carried out during the 2023 Financial Year, as long as these actions do not constitute criminal acts and these actions are reflected in the Annual Report, Company Consolidated Financial Report and Micro and Small Business (PUMK) Funding Program Report for the 2023 Financial Year.

Second Agenda

The Approval to the use of the Company's Net Profit for the 2022 Financial Year.

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Legal Basis

Company Law | Article 70-71

The Company's Articles of Association | Article 21 ayat (2) jo. Article 26

- The Board of Directors is obliged to submit proposals for the use of the Company's Net Profit if it has positive profits to be decided by the GMS. At the Meeting, the Board of Directors plans to submit a proposal for using the Company's Net Profit for the 2023 Financial Year for 50% (fifty percent) Dividends and Retained Earnings.

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Explanation

The Company will propose to the Annual GMS to approve:

1. The Company's Net Profit for the 2023 Financial Year is IDR 20,909,476,149,342,- (twenty trillion nine hundred nine billion four hundred seventy six million one hundred forty nine thousand three hundred and forty two rupiah).
2. At the Meeting, it will be proposed to submit the Net Profit to the Annual GMS with the following details:
 - 1) Dividends of 50% or worth IDR 10,454,738,074,669,- (ten trillion four hundred fifty-four billion seven hundred thirty-eight million seventy-four thousand six hundred and sixty-nine rupiah) are determined as cash dividends distributed to Shareholders.
 - 2) 50% or Rp. 10,454,738,074,672,- (ten trillion four hundred fifty-four billion seven hundred thirty-eight million seventy-four thousand six hundred and seventy-two rupiah) will be used as Retained Earnings.

Third Agenda

The Determination of Remuneration (salary/honorarium, facilities, and allowances) for 2024 and Tantiem for the 2023 Financial Year for the members of the Board of Directors and the members of the Board of Commissioners of the Company.

Legal Basis

Company Law | Article 96 and Article 113
The Company's Articles of Association | Article 11 paragraph (19) and Article 14 paragraph (30)
Minister of SOE Regulation No. PER-3/MBU/03/2023
OJK Regulation No. 17 Tahun 2023

The remuneration provisions for members of the Board of Directors and Board of Commissioners are determined based on the GMS decision.

Explanation

The Company will propose to the Annual GMS to approve:

1. Approval of granting authority and power to Series A Dwiwarna Shareholders to determine the amount of Tantiem for the 2023 Financial Year, as well as determining the salary/honorarium, allowances, facilities and other incentives, including but not limited to Long Term Incentives, for members of the Board of Commissioners for 2024.
2. Approval of granting authority and power to the Board of Commissioners by first obtaining written approval from the Series A Dwiwarna Shareholders to determine the amount of bonuses for the 2023 Financial Year, as well as determining salaries/honorariums, allowances, facilities, and other incentives including but not limited to Long Term Incentives, for members of the Board of Directors for 2024.

Fourth Agenda

The Appointment of a Public Accountant and/or Public Accounting Firm to Audit the Company's Consolidated Financial Report and Financial Report of the Micro and Small Business Funding Program (PUMK) for the 2024 Financial Year.

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Legal Basis

The Company's Articles of Association | Article 21 paragraph (2) and (4)

Minister of SOE Regulation No. PER-1/MBU/01/2023 | Article 33 paragraph (3)

OJK Regulation No. 15/POJK.04/2020 | Article 59

OJK Regulation No. 13/POJK.03/2017 | Article 13 paragraph (1)

- The appointment of a Public Accountant and/or Public Accounting Firm that will provide audit services for annual historical financial information must be decided by the GMS by considering the proposal of the Board of Commissioners.
- Specifically, the annual Micro and Small Business Funding Program (PUMK) Financial Report must be audited by the Public Accounting Firm separately from the audit of the BUMN Financial Report, which is prepared in accordance with financial accounting standards to obtain GMS/Ministerial Approval.

Explanation

The Company will propose to the Annual GMS to approve:

1. Determination of the Tanudiredja, Wibisana, Rintis & Rekan Public Accounting Firm (a member firm of the PwC global network) as the Public Accounting Firm that will audit the Company's Consolidated Financial Report, Micro and Small Business Funding Program Report (PUMK), and other reports for the 2024 Financial Year. The Public Accountant who will carry out the Audit is Jimmy Pangestu.
2. Granting power to the Company's Board of Commissioners to determine the honorarium and other requirements for Public Accountants and/or the Tanudiredja, Wibisana, Rintis & Rekan Public Accounting Firm (PwC global network member firms) and to dismiss and appoint a replacement Public Accountant and/or Public Accounting Firm in the event that the appointed Public Accounting Firm for whatever reason is unable to complete the audit of the Company's Consolidated Financial Report, Micro and Small Business Funding Program Report (PUMK) and other reports for the 2024 Financial Year, including determining the honorarium and other requirements for the Public Accountant and/or The Substitute Public Accounting Firm.

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Legal Basis

Company Law | Article 19 paragraph (1)
The Company's Articles of Association | Article 28

Changes to the Articles of Association must be stipulated at the GMS.

Explanation

The Company will propose to the Annual GMS to approve:

1. Changes to the Company's Articles of Association in order to adapt to OJK Regulation Number 17 of 2023 concerning the Implementation of Governance for Commercial Banks, Regulation of the Minister of BUMN Number PER-2/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of BUMN, Regulation of the Minister of BUMN Number PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises, and regulations related to other Company business activities.
2. Rearranging all provisions in the Company's Articles of Association in connection with the changes referred to in point 1 (one) above.
3. Granting power and authority to the Board of Directors with the right of substitution to carry out all necessary actions related to the decisions on this Meeting Agenda. This power and authority includes drafting and restating the Company's entire Articles of Association in a Notarial Deed and submitting it to the authorized agency to obtain a receipt for notification of changes to the Company's Articles of Association, as well as carrying out any necessary actions in accordance with applicable laws and regulations.

Details of the Changes to the Company's Articles of Association (1/3)

Article 3 Purpose, Objectives and Business Activities	Paragraph (1), (2), (3)	Adjustment to the Law Number 4 of 2023 concerning Development and Strengthening of the Financial Sector	Article 9 List of Shareholders and Special Lists	Paragraph (1), (7), (8), (9)	To accommodate changes in regulations in the banking sector that must be complied with by the Company as a Bank, which have been promulgated and which will be promulgated, we propose to add the clause "...in regard to the provisions in the Capital Market sector and in the Banking sector." which previously written "... in regard to provisions in the Capital Market sector."
Article 4 Capital	Paragraph (4), (5), (6), (10)	To accommodate changes in regulations in the banking sector that must be complied with by the Company as a Bank, which have been promulgated and which will be promulgated, we propose to add the clause "...in regard to the provisions in the Capital Market sector and in the Banking sector." which previously written "... in regard to provisions in the Capital Market sector."	Article 10 Transfer of Rights of Shares	Paragraph (1), (2), (4), (7), (8), (9)	
Article 5 Shares	Paragraph (8)		Article 11 Board of Directors	Paragraph (2), (3), (7), (10), (12), (14), (19), (21), (29)	Adjustments to: <ul style="list-style-type: none"> Financial Services Authority Regulation no. 17 of 2023 concerning Implementation of Governance for Commercial Banks Regulation of the Minister of State-Owned Enterprises Number PER-2/MBU/03/2023 of 2023 concerning Guidelines for Governance and Significant Corporate Activities of BUMN Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 of 2023 concerning BUMN Organs and Human Resources Adding clauses "...in regard to the provisions in the Capital Market sector and in the Banking sector." which previously written "... in regard to provisions in the Capital Market sector."
Article 6 Share Certificates	Paragraph (1), (2), (6), (8)		Article 12 Duties, Authorities and Obligations of the Board of Directors	Paragraph (1), (2), (4), (7), (8), (9), (11)	
Article 8 Collective Custody	Paragraph (1), (2)		Article 13 Board of Directors Meeting	Paragraph (5), (6)	

Notes:

In accordance with the Article 45 POJK 15/2020 concerning Planning and Implementation of Public Company GMS, changes to this Articles of Association do not result in changes to rights to certain shares. Hence, the Quorum for Attendance and Decisions for the Articles of Association Amendment Agenda is 2/3 (two thirds).

Details of the Changes to the Company's Articles of Association (2/3)

Article 14 Board of Commissioners	Paragraph (3), (4), (8), (12), (14), (30)	<p>Adjustments to:</p> <ul style="list-style-type: none"> Financial Services Authority Regulation no. 17 of 2023 concerning Implementation of Governance for Commercial Banks Regulation of the Minister of State-Owned Enterprises Number PER-2/MBU/03/2023 of 2023 concerning Guidelines for Governance and Significant Corporate Activities of BUMN Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 of 2023 concerning BUMN Organs and Human Resources Adding clauses "...in regard to the provisions in the Capital Market sector and in the Banking sector." which previously written "... in regard to provisions in the Capital Market sector." 	
Article 15 Duties, Authorities and Obligations of the Board of Commissioners	Paragraph (1), (2)		
Article 16 Board of Commissioners Meeting	Paragraph (9) – (21)		
Article 17 Annual Work Plan & Budget	Paragraph (1), (2), (3), (4), (5), (6)		
Article 18 Financial Year & Annual Report	Paragraph (1), (4), (5), (11), (12),	<p>Adjustments to Regulation of the Minister of State-Owned Enterprises Number PER-2/MBU/03/2023 of 2023 concerning Guidelines for Governance and Significant Corporate Activities of BUMN</p> <p>To accommodate changes in regulations in the banking sector that must be complied with by the Company as a Bank, which have been promulgated and which will be promulgated, we propose to add the clause "...in regard to the provisions in the Capital Market sector and in the Banking sector." which previously written "... in regard to provisions in the Capital Market sector."</p>	
Article 19 Reports	Paragraph (4), (5)		To accommodate changes in regulations in the banking sector that must be complied with by the Company as a Bank, which have been promulgated and which will be promulgated, we propose to add the clause "...in regard to the provisions in the Capital Market sector and in the Banking sector." which previously written "... in regard to provisions in the Capital Market sector."
Article 20 GMS	Paragraph (4), (5), (6)		Confirmation and repositioning of the clause for holding the GMS electronically in accordance with the POJK 15/2020 concerning Planning and Implementation of the GMS of Public Companies
Article 21 Annual GMS	Paragraph (2), (3), (4)		
Article 23 Place, Notification, Announcement, Invitation and Time of Holding the GMS	Paragraph (4), (5), (6), (7), (8), (9), (10), (13)		
Article 24 Chairman, Code of Conduct, and AGM Minutes	Paragraph (3), (4)		

Notes:

In accordance with the Article 45 POJK 15/2020 concerning Planning and Implementation of Public Company GMS, changes to this Articles of Association do not result in changes to rights to certain shares. Hence, the Quorum for Attendance and Decisions for the Articles of Association Amendment Agenda is 2/3 (two thirds).

Details of the Changes to the Company's Articles of Association (3/3)

Article 25 Attendance Quorum and GMS Decisions	Paragraph (2), (3), (4), (5), (8), (10), (17)	Confirmation and repositioning of the clause for holding the GMS electronically in accordance with the POJK 15/2020 concerning Planning and Implementation of the GMS of Public Companies
Article 26 Use of Net Profit	Paragraph (4), (5), (8), (11)	Adjustments to: <ul style="list-style-type: none"> Financial Services Authority Regulation no. 17 of 2023 concerning Implementation of Governance for Commercial Banks
Article 28 Changes to the Articles of Association	Paragraph (1), (2), (3)	<ul style="list-style-type: none"> Regulation of the Minister of State-Owned Enterprises Number PER-2/MBU/03/2023 of 2023 concerning Guidelines for Governance and Significant Corporate Activities of BUMN
Article 29 Mergers, Consolidations, Takeovers and Spin Offs	Paragraph (2)	<ul style="list-style-type: none"> Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 of 2023 concerning BUMN Organs and Human Resources
Article 30 Dissolution, Liquidation and End of Legal Entity Status	Paragraph (5)	<ul style="list-style-type: none"> Adding clauses "...in regard to the provisions in the Capital Market sector and in the Banking sector." which previously written "... in regard to provisions in the Capital Market sector."

Notes:

In accordance with the Article 45 POJK 15/2020 concerning Planning and Implementation of Public Company GMS, changes to this Articles of Association do not result in changes to rights to certain shares. Hence, the Quorum for Attendance and Decisions for the Articles of Association Amendment Agenda is 2/3 (two thirds).



Sixth Agenda

The Change to the Composition of the Company's Management.

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Legal Basis

The Company's Articles of Association | Article 5 paragraph (4) letters c.2 and c.3, Article 11 paragraph (10), Article 14 paragraph (12)
SOE Minister's Letter No. SR-52/MBU/01/2024 | regarding Approval for Holding the Annual General Meeting of Shareholders for the 2023 Financial Year of PT Bank Negara Indonesia (Persero) Tbk

- Series A Dwiwarna Shareholders have the special right to propose GMS Agenda items and nominate candidates for Membership of the Board of Directors and Members of the Board of Commissioners.
- Members of the Board of Commissioners are appointed and dismissed by the GMS, which is attended by Series A Dwiwarna Shareholders, and the Meeting Resolutions must be approved by Series A Dwiwarna Shareholders.
- Through the Letter from the Minister of BUMN, Series A Dwiwarna Shareholders approved holding the Annual GMS for the 2023 BNI Financial Year.

Explanation

Background:

- In accordance with Deed no. 38 dated 31 December 2019, It was stated that the Meeting approved changes to the Company's Management, namely appointing Mr. Askolani as Company Manager, with a term of office in accordance with the provisions of the Company's Articles of Association and taking into account the laws and regulations in the Capital Market sector, without reducing the GMS's right to dismiss him at any time.
- Article 14 paragraph (14) of the Company's Articles of Association regulates that Members of the Board of Commissioners are appointed for a period starting from the date determined by the GMS that appointed them and ending at the close of the 5th (fifth) Annual GMS after the date of appointment, with conditions not to exceed a period of 5 (five) years, taking into account the laws and regulations in the Capital Market sector, but without reducing the rights of the GMS to dismiss members of the Board of Commissioners at any time before their term of office ends. After their term of office ends, members of the Board of Commissioners can be reappointed by the GMS for one term of office.
- The Company's Articles of Association Article 5 paragraph (4) letter c.2 regulates that Series A Dwiwarna Shareholders have the special right to nominate Candidates for Members of the Board of Commissioners.

Thus, at the Meeting Series A Dwiwarna Shareholders, will propose changes to the composition of the Company's Management.



**Thank
You**