

# **INVITATION** **THE ANNUAL GENERAL MEETING OF SHAREHOLDERS** **PT BANK NEGARA INDONESIA (PERSERO) Tbk**

Board of Directors of PT Bank Negara Indonesia (Persero) Tbk (the “**Company**”) hereby invites shareholders of the Company to attend the Annual General Meeting of Shareholders for the Financial Year 2020 (the “**Meeting**”) which will be convened on:

Day, Date : Tuesday, March 15 2022  
 Time : 14.00 WIB – finished  
 Venue : Ballroom, Menara BNI 6th Floor  
 Jl. Pejompongan Raya No. 7, Bendungan Hilir,  
 Central Jakarta

The Meeting will be held with the following agendas:

## **1. Approval of the Company’s Annual Report and validation of the Company’s Consolidated Financial Statements, the Board of Commissioners’ Supervisory Actions Report, and validation of the Annual Report of the Company’s Social and Environmental Responsibility Program for the Financial Year of 2021, as well as the granting of a full release and discharge (volledig acquit et de charge) to the Board of Directors for the management actions of the Company and to the Board of Commissioners for the Company’s supervisory actions that have been performed during the Financial Year of 2021.**

### Explanation:

According to Article 21 paragraph (3) and Article 18 of the Company’s Articles of Association; Article 69 of Law No. 40 of 2007 concerning Limited Liability Company (“**Limited Liability Companies Law**”); and Article 23 paragraph (1) of Law No. 19 of 2003 concerning State-Owned Enterprises (“**SOE Law**”), the Company’s Annual Report, the Company’s Consolidated Financial Statements and the Board of Commissioners’ Supervisory Actions Report must obtain approval and validation from the General Meeting of Shareholders (“**GMS**”) of the Company, shall grant full release and discharge to the members of the Board of Directors and the members of the Board of Commissioners from the management and supervisions they carried out during the past financial year, to the extent that the said actions are dealt with in the said annual report and financial statements, except for fraud, swindle, and other criminal actions.

Hereinafter, according to Article 23 of the Minister of State-Owned Enterprises Regulation (“**MSOE Regulation**”) Number PER-05/MBU/04/2021 concerning the Social and Environmental Responsibility Program of the State-Owned Enterprises (“**TJSL**”), the Financial Statements and Implementation of the TJSL Program are reported and integrated into the Periodic Report and Annual Report.

## **2. Approval on the use of the Company’s Net Profits for the Financial Year of 2021.**

### Explanation:

According to Article 21 paragraph (2) and Article 26 of the Company’s Articles of Association; and Article 70 and Article 71 of the Companies Law, the Board of Directors shall submit/present the proposal for the use of the Company’s Net Profits, if the Company shall have positive balance. In the upcoming Meeting, the Board of Directors will propose the use of the Net Profits of Financial Year of 2021 for Dividends and for Retained Earnings.

## **3. Determination of remuneration (salary, allowance, and facilities) in 2022 and Tantiem of the Financial Year of 2021 for the Board of Directors and Board of Commissioners of the Company.**

### Explanation:

According to Article 11 paragraph (19) and Article 14 paragraph (30) of the Company’s Articles of Association; Article 96 and Article 113 of the Companies Law; and MSOE Regulation Number PER-13/MBU/09/2021 concerning the Sixth Amendment to the MSOE Regulation No. PER-04/MBU/2014 concerning Guidelines for Determining the Income of Directors, Board of Commissioners and Supervisory Board of SOEs, provisions on the remuneration for the members of the Board of Directors and the Board of Commissioners are determined by the GMS.

## **4. The appointment of a Registered Public Accountants Firm to perform the audit on the Company’s Consolidated Financial Statements, and the Annual Report of Social and Environmental Responsibility Programs for the Financial Year of 2022.**

### Explanation:

According to Article 21 paragraph (2) and paragraph (4) of the Company’s Article of Association; and Article 59 of Otoritas Jasa Keuangan Regulation (“**OJK Regulation**”) No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of the Public Company, Article 13 paragraph (1) of POJK Number 13/POJK.03/2017 on the Use of Public Accountant services and Public Accounting Firms in Financial Services Activities, in the Annual GMS it will be determined the public accountant firm to audit the Company’s ongoing books based on proposal from the Board of Commissioners.

## **5. Approval on the Stocks Acquisition of PT Bank Mayora by the Company.**

### Explanation:

According to Article 5 paragraph (4) of the Company’s Article of Association; and Article 32 of OJK Regulation Number 41/POJK.03/2019 concerning Merger, Consolidation, Acquisition, Integration, and Conversion of Commercial Banks, stated that the bank that will be taken over and the party that will take over seek approval from the GMS in the event that the party carrying out the Takeover is a legal entity in the form of a limited liability company, or approval from the competent organ for the party who will take over is a legal entity other than a limited liability company regarding the takeover to be taken over, carried out on the bank, the takeover plan, and the concept of the takeover deed.

## **6. Approval on the Transfer of Shares Resulting from Buyback of Shares that is Kept as a Treasury Stock.**

### Explanation:

Based on provisions of Article 9 and Article 10 paragraph (1) of OJK Regulation Number 2/POJK.04/2013 dated August 23, 2013, concerning Repurchase of Shares Issued by Issuer or Public Companies in a Significantly Fluctuating Market Conditions, the shares resulting Buyback of Shares which is transferred not through a sale transaction within the Indonesian Stock Exchange shall obtain the approval of GMS.

## **7. Confirmation on Implementation of:**

- Minister of State-Owned Enterprises Regulation Number PER-05/MBU/04/2021 concerning Social and Environmental Responsibility Program of the State-Owned Enterprises;**
- Minister of State-Owned Enterprises Regulation Number PER-11/MBU/07/2021 concerning Requirements, Procedures for Appointment, and Dismissal of Member of the Board of Directors of State-Owned Enterprises;**
- Minister of State-Owned Enterprises Regulation Number PER-13/MBU/09/2021 concerning the Sixth Amendment to the MSOE Regulation No. PER-04/MBU/2014 dated March 10, 2014 concerning Guidelines for Determining the Income of Directors, Board of Commissioners and Supervisory Board of State-Owned Enterprises.**

### Explanation:

Pursuant to Article 29 paragraph (2) of MSOE Regulation Number PER-05/MBU/04/2021 concerning Social and Environmental Responsibility Program of the State-Owned Enterprises; Article 22 paragraph (2) of MSOE Regulation Number PER-11/MBU/07/2021 concerning Requirements, Procedures for Appointment, and Dismissal of Member of the Board of Directors of State-Owned Enterprises; and Article 5 paragraph (1) of MSOE Regulation Number PER-13/MBU/09/2021 concerning the Sixth Amendment to the MSOE Regulation No. PER-04/MBU/2014 dated March 10, 2014 concerning Guidelines for Determining the Income of Directors, Board of Commissioners and Supervisory Board of State-Owned Enterprises, State-Owned Enterprises in the form of a public limited liability company shall implement this regulation through direct adoption by the Board of Director or confirmation in the GMS.

### **Notes:**

- The Company will not send separate invitations to the Shareholders, therefore this invitation shall be treated as an official invitation.
- The Shareholders who are entitled to attend the Meeting are those whose names are recorded in the Company’s Shareholders Register on Friday, February 18, 2022 at 16.15 WIB.
- Regarding the Guidelines on Prevention and Control of Covid-19 issued by the Ministry of Health of the Republic Indonesia, the Company recommends the Shareholders to attend the Meeting by providing the Power of Attorney via Electronic General Meeting System Facility of KSEI with the following procedures:
  - The Shareholders shall be previously registered in the Facility of Securities Ownership Reference (“**AKSes KSEI**”). If he is not registered, the Shareholders is kindly requested to register in the website [akses.ksei.co.id](https://akses.ksei.co.id).
  - For Registered Shareholders, the proxy is given in eASY.KSEI in the website [easy.ksei.co.id](https://easy.ksei.co.id).
  - The Shareholders may declare their proxy and votes, modify the appointment of the Attorney and/or the votes for the agendas of the Meeting until 1 (one) business day before the date of the Meeting, at 12.00 WIB.
  - Guidelines for registration, use and explanation concerning eASY.KSEI and AKSes KSEI are available in the in the KSEI website.
- If the Shareholders intend to attend the Meeting on site, please consider the following guidelines:
  - Shareholders unable to attend the Meeting directly may be represented by their proxy with the following provisions:
    - The Shareholders shall issue a Power of Attorney on condition that the member of the Board of Directors and the Board of Commissioners, and officials of the Company, may be acted as a proxy of the Shareholders in the Meeting. Nevertheless, their votes are not calculated in the voting.
    - The form of the Power of Attorney may be downloaded in the Company’s website. The fully completed Power of Attorney shall be delivered to the Securities Administration Bureau (“**BAE**”) of the Company, PT Datindo Entrycom.
  - The Shareholders or their proxies who will attend the Meeting are requested to present the copy of their Kartu Tanda Penduduk (KTP) or the copy of a valid identity card to the registration officer before entering the Meeting Room. The Shareholders of the Company in the form of Legal Entity are requested to submit a copy of the most recent Articles of Association accompanied by the latest deed of appointment of the members of the Board of Directors and the Board of Commissioners or members of the Management. Shareholders whose shares has been included in the Collective Deposit of PT Kustodian Sentral Efek Indonesia (“**KSEI**”) are requested to present Written Confirmation for a General Meeting of Shareholders (“**Konfirmasi Tertulis untuk Rapat / KTUR**”) to the registration officer before entering the Meeting room. In the event that the shareholders cannot present the KTUR, the shareholders can still attend the Meeting as long as their names are included in the Register of Shareholders and present valid identity card that can be verified in accordance with the prevailing provisions.
  - Shareholders (or their Proxy) shall follow and pass the security and safety protocol available in the Meeting venue, as follows:
    - Having a Rapid Antigen Test (non-reactive) or PCR Swab Test (negative) Statement obtained from the doctor of hospital, public health center or clinic, comprising a PCR Swab test examination with a negative COVID-19 result that is valid 1 day prior to the Meeting or an antigen swab test examination with a negative COVID-19 result on the day of the Meeting.
    - Wearing mask during the activity in the area and Meeting venue.
    - According to the detection and monitoring, have body temperature not more than 37,3°C.
    - Following the direction of the Meeting Committee on implementing the physical distancing policy, either before, on, or after the end of the Meeting. Therefore, due to the physical distancing, the Committee may limit the capacity of the Meeting room.
    - Following the procedure and protocol of avoiding the spread of infection of Covid-19 as may be determined by the Company.
  - Shareholders (or their proxy) who are unable to fulfill the provision described in letter (e) above is recommended to give their proxy through eASY.KSEI system without prejudice to their right to submit questions, opinions, and/or vote in the Meeting.
- In order to support the prevention and control of Covid-19, the Company shall:
  - Not provide any souvenirs, food, and beverages;
  - Shall re-announce in the event of any change and/or additional information related to the procedure of the arrangement of the Meeting, with reference to the latest condition and update of the integrated handling and control for preventing the spread or infect of Covid-19.
- Materials of the Meeting are available at the Company’s Head Office and may be retrieved from the Company website, during the Company’s working hours from **February 21, 2022 until March 15, 2022** Copy of the documents will be available if requested in writing by the Company Shareholders.
- To facilitate the arrangement and for the orderliness of the Meeting, the Shareholders or their Proxies are requested to be present on the Meeting venue at **13.30 WIB**

**Jakarta, February 21, 2022**

**Board of Directors**

