

# DISCLOSURE OF MATERIAL INFORMATION AND/OR FACTS



**PT Bank Negara Indonesia (Persero) Tbk**  
("The Company")

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**INFORMATION TO SHAREHOLDERS  
REGARDING  
RESOLUTION OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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## DESCRIPTION

PT Bank Negara Indonesia (Persero) Tbk. has convened the Annual General Meeting of Shareholders FY 2019 on February 20, 2020. The resolutions of the meeting are as follow:

**First Agenda:**

1. Approve the Company's Annual Report for the 2019 financial year, Comprise of the Board of Commissioners Supervisory Action Report for the 2019 financial year, and ratify the Financial Statements of the Company for the 2019 financial year which had been audited by the Office of the Registered Public Accountants Purwantono, Sungkoro & Surja – global network of Ernst & Young member firms according to the Office of the Registered Public Accountants Report Number 00014/2.1032/AU.1/07/1008-2/1/II/2020 dated January 20, 2020, with opinion: The Consolidated Financial Statements have been presented fairly, in all material respects.
2. Approve and ratify the Annual Report of Partnership and Community Development Program including Financial Statements of Partnership and Community Development Program for the 2019 financial year, which has been audited by the Office of the Registered Public Accountants Purwantono, Sungkoro & Surja – global network of Ernst & Young member firms according to the Office of the Registered Public Accountants Report Number 00071/2.1032/AU.2/10/1008-2/1/II/2020 dated February 3, 2020, with opinion: The Financial Statements have been presented fairly, in all material respects

3. Grant full release and discharge (volledig acquit et de charge) to all members of the Board of Directors and the Board of Commissioners from the management actions and from the supervisory actions they carried out in the 2019 financial year including the management and supervisory actions to the Partnership and Community Development Program, to the extent that such actions do not constitute criminal offenses; and such actions are reflected in the Company's Annual Report and Financial Statements as well as Annual Report of Partnership and Community Development Program for the 2019 financial year.

In addition to the above resolutions, the Company has also reported to the following:

1. In compliance with the Financial Services Authority Regulations Number 51/POJK.03/2017 regarding the Implementation of Sustainable Finance for Financial Services Institutions, Issuer Companies, and Publicly Listed Companies, the Company has communicated the Sustainable Financial Action Plan to the Shareholders.
2. The Company has also explained the progress of the preliminary of the PSAK 71 Implementation – Financial Instrument which is adopted from IFRS 9 – Financial Instrument effective on January 1, 2020.
3. Furthermore, in compliance with the Ministry of the SOE Regulations Number PER 12/MBU/2012 pertaining Supporting Organ of Board of Commissioner/Board of SOE Supervisory, the Company has submitted the changes report of the composition of the Company Audit Committee, Risk Monitoring Committee, Nomination and Remuneration Committee and also Integrated GCG Committee.

### **Second Agenda:**

Approve and allocate the use of the Net Profits of the Company for the 2019 financial year amounted Rp15,384,476,033,351.00 (fifteen trillion three hundred eighty-four billion four hundred seventy-six million thirty-three thousand three hundred fifty-one Rupiah) hereinafter shall be referred to as “the Net Profits for the 2019 Financial Year” as follows:

1. A dividend of 25% or Rp3,846,119,011,149.58 (three trillion eight hundred forty six billion one hundred nineteen million eleven thousand one hundred forty nine Rupiah point fifty eight cents) designated as cash dividend distributed to the shareholders which will be paid with following provisions:
  - a. Republic of Indonesia dividend regarding 60% shares or amounted Rp2,307,671,406,731 (two trillion three hundred seven billion six hundred seventy-one million four hundred six thousand seven hundred thirty-one Rupiah) will be paid to State General Treasury account.
  - b. While for the ownership of 40% of public shares or a value of Rp1,538,447,604,418.58 (one trillion five hundred thirty eight billion four hundred forty seven million six hundred four thousand four hundred eighteen Rupiah point fifty eight cents) will be given to shareholders in accordance with their respective ownership.
  - c. To grant power and authority to the Company's Board of Directors with the substitution rights to set the schedule and the procedures for distribution for the 2019 Financial Year cash dividends in accordance with prevailing regulations.
2. A sum of 75% or Rp11,538,357,022,201.42 (eleven trillion five hundred thirty eight billion three hundred fifty seven million twenty two thousand two hundred one Rupiah point forty two cents) is determined as the Retained Earnings.

### **Third Agenda:**

1. To grant power and authority to the Seri A Dwiwarna Shareholders to determine tantiem for the 2019 Financial Year, as well as to determine remuneration/honorarium, allowance, benefit, and other incentives for the Company's Board of Commissioners for the 2020.
2. To grant power and authority to the Company's Board of Commissioners with the prior written approval of Seri A Dwiwarna Shareholders to determine tantiem for the 2019 Financial Year, and to determine remuneration/honorarium, allowance, benefit, and other incentives for the Company's Board of Directors for the 2020.

**Fourth Agenda:**

1. Approve the appointment of Purwantono, Sungkoro & Surja Public Accountant Office – global network of Ernst & Young member firms, as the Public Accountant Office that will audit the Company's Consolidated Financial Statement and Financial Statement of Partnership and Community Development Program (PKBL) for the 2020 Financial Year.
2. Giving authority and power to the Board of Commissioners of the Company to appoint a Public Accountant Office to conduct an audit of the Company's Consolidated Financial Statements in the other period 2020 for the purposes and interests of the Company.
3. Delegate the authority to the Board of Commissioners of the Company to determine the honorarium and other requirements applied for such Public Accountant Office, and to appoint a substitute Public Accountant Office in the event the Purwantono, Sungkoro & Surja Public – global network of Ernst & Young member firms Accountant Office, due to any reasons whatsoever, is unable to finish the audit for the Consolidated Financial Statement of the Company and the Financial Statement of Partnership and Community Development Program for the 2020 Financial Year, including to determine the honorarium and other requirements applied for such substitute Public Accountant Office.

**Fifth Agenda:**

Approve the Updating Company's Recovery Action Plan in compliance with Regulation of Financial Services Authority Number 14/POJK.03/2017.

**Sixth Agenda:**

The Sixth Agenda on the Change in the composition of the Board of Director and/or Board of Commissioner of the Company.

Approve:

1. To confirm the dismissal with respect to these members of the Board of Commissioners as follow:  
Mr. Ari Kuncoro as President Commissioner/Independent Commissioner;  
Mr. Hambra as Vice President Commissioner.  
Who were appointed by EGMS of 2017 resolution dated November 2, 2017 and AGMS FY 2018 resolution dated May 13, 2019, effective from February 18, 2020 and November 18, 2019, along with the highest appreciation for the thoughtful contribution to the Company during their service as members of the Board of Commissioners.
2. To dismiss with respect these members of the Board of Commissioners and Directors as follows:  
Mr. Ahmad Fikri Assegaf as Independent Commissioner;  
Mr. Pataniari Siahaan as Independent Commissioner;  
Mr. Revrisond Baswir as Independent Commissioner;  
Mr. Achmad Baiquni as President Director;  
Mr. Herry Sidharta as Vice President Director;  
Mrs. Adi Sulistyowati as Managing Director – Institutional Relation  
Mr. Anggoro Eko Cahyo as Managing Director – Consumer Business  
Mr. Bob Tyasika Ananta as Managing Director – Treasury & International Banking  
Mr. Rico Budidarmo as Managing Director – Risk Management  
Mr. Ario Bimo as Managing Director – Finance (CFO)  
Mr. Dadang Setiabudi as Managing Director – Information Technology & Operation  
Mr. Endang Hidayatullah as Managing Director – Human Capital & Compliance.

Who were appointed by AGMS FY 2016 Resolution, AGMS FY 2014 Resolution, AGMS FY 2014 Resolution, AGMS FY 2014 Resolution, AGMS FY 2014 Resolution, AGMS FY 2014 Resolution, AGMS FY 2014 Resolution, AGMS FY 2014 Resolution, EGMS of 2019 Resolution, AGMS FY 2017 Resolution, and AGMS FY 2017 Resolution, along with the highest appreciation for the thoughtful contribution to the Company during their service as members of the Board of Commissioners and Directors.

8. To change the nomenclature of the Company's Board of Directors as follows:

No.	Before	After
1.	Managing Director – Micro, Small, Medium Enterprises & Network	Managing Director – Micro, Small, Medium Enterprises
2.	-	Managing Director - Network

9. To transfer the following Directors assignment:

No.	Name	Before	After
1.	Putrama Wahju Setyawan	Managing Director – Corporate Banking	Managing Director – Treasury & International Banking
2.	Tambok P.S. Simanjuntak	Managing Director – Micro, Small, Medium Enterprises & Network	Managing Director – Micro, Small, Medium Enterprises

Which were appointed by AGMS FY 2015 Resolution and AGMS FY 2017 Resolution, with the tenure continuing his/her tenure as Directors based on each GMS resolutions.

10. To appoint the following names as the member of the Board of Commissioners and Directors:

- 1) Mr. Agus Dermawan Wintarto Martowardojo as President Commissioner/Independent Commissioner.
- 2) Mr. Pradjoto as Vice President Commissioner/Independent Commissioner
- 3) Mr. Susyanto as Commissioner
- 4) Mr. Asmawi Syam as Independent Commissioner
- 5) Mr. Septian Hario Seto as Independent Commissioner
- 6) Mr. Iman Sugema as Independent Commissioner
- 7) Mr. Herry Sidharta as President Director
- 8) Mr. Anggoro Eko Cahyo as Vice President Director
- 9) Mr. Benny Yoslim as Managing Director – Corporate Banking
- 10) Mrs. Corina Leyla Karnalies as Managing Director – Consumer Business
- 11) Mr. Sigit Prastowo as Managing Director – Finance (CFO)
- 12) Mr. Osbal Saragi Rumahorbo as Managing Director – Risk Management
- 13) Mr. Y.B. Hariantono as Managing Director - Information Technology and Operation
- 14) Mr. Bob Tyasika Ananta as Managing Director – Human Capital and Compliance
- 15) Mr. Sis Apik Wijayanto as Managing Director - Institutional Relation
- 16) Mrs. Adi Sulistyowati as Managing Director – Services and Network.

11. The expiry term of service of appointed member of the Board of Commissioners and Directors as mentioned on the Point 5, according to the Company Articles of Association, with respect to the prevailing regulations in the field of capital market and without prejudice to the right of the GMS to dismiss at any time.

12. With the confirmation of dismissal, dismissal, change of the nomenclature, transfer of assignment, and the appointment of the member of the Board of Commissioners and Directors, as mentioned on the Point 1, 2, 3, 4, and 5, the composition of the Board of Commissioners and Directors of the Company as follows:

#### The Board of Commissioners

- 1) Mr. Agus Dermawan Wintarto Martowardojo as President Commissioner/Independent Commissioner.
- 2) Mr. Pradjoto as Vice President Commissioner/Independent Commissioner
- 3) Mrs. Ratih Nurdianti as Commissioner
- 4) Mr. Askolani as Commissioner
- 5) Mr. Joni Swastanto as Commissioner
- 6) Mr. Susyanto as Commissioner
- 7) Mr. Sigit Widyawan as Independent Commissioner
- 8) Mr. Asmawi Syam as Independent Commissioner
- 9) Mr. Septian Hario Seto as Independent Commissioner
- 10) Mr. Iman Sugema as Independent Commissioner

#### The Board of Directors

- 17) Mr. Herry Sidharta as President Director
- 18) Mr. Anggoro Eko Cahyo as Vice President Director
- 19) Mr. Benny Yoslim as Managing Director – Corporate Banking
- 20) Mrs. Corina Leyla Karnalies as Managing Director – Consumer Business
- 21) Mrs. Tambok P.S. Simanjuntak as Managing Director – Micro, Small, Medium Enterprises
- 22) Mr. Putrama Wahyu Setyawan as Managing Director – Treasury and International Banking
- 23) Mr. Sigit Prastowo as Managing Director – Finance (CFO)
- 24) Mr. Osbal Saragi Rumahorbo as Managing Director – Risk Management
- 25) Mr. Y.B. Hariantono as Managing Director - Information Technology and Operation
- 26) Mr. Bob Tyasika Ananta as Managing Director – Human Capital and Compliance
- 27) Mr. Sis Apik Wijayanto as Managing Director - Institutional Relation
- 28) Mrs. Adi Sulistyowati as Managing Director – Services and Network

13. The members of the Board of Commissioners and Directors who were appointed as mentioned on the Point 5, can only carry out their duties after obtaining the approval from the OJK.
14. The members of the Board of Commissioner and Directors who were appointed as mentioned on the Point 5 who still hold other position which prohibited by prevailing regulations to served concurrently with the position as the member of the Board of Commissioners Directors of SOE, should propose for resignation or dismissed from previous position.
15. To request to the Directors to submit written requests to OJK for conducting the Fit and Proper Test on members of the Board of Commissioners and Directors appointed referred to Point 5.
16. To grant power and authority with substitution rights to the Company's Board of Directors to state the Decisions of this Meeting in a deed before a Notary Public or authorized officer and adjusts and/or correct as required by the authorized officers for the purpose of the resolutions.