

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 2020 on March 29, 2021. The resolutions of the meeting are as follow:

First Agenda:

1. Approve the Company's Annual Report for the 2020 financial year, Comprise of the Board of Commissioners Supervisory Action Report for the 2020 financial year, and ratify the Financial Statements of the Company for the 2020 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 00022/2.1032/AU.1/07/0240-1/1/II/2021 dated 22 January 2021, 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 2020 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 00100/2.1032/AU.2/10/0240-1/1/II/2021 dated 9 February 2021, 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 2020 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 2020 financial year.

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

1. In compliance with the OJK Regulation 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 1 January 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 2020 financial year as follows:

1. A dividend of 25% or Rp820,100,820,494.00 (eight hundred twenty billion one hundred million eight hundred twenty thousand four hundred ninety-four rupiah) 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 Rp Rp492,577,663,633.03 (four hundred ninety-two billion five hundred seventy-seven million six hundred sixty-three thousand six hundred thirty-three Rupiah and three cents) will be paid to State General Treasury account.
 - b. While for the ownership of 40% of public shares or a value of Rp327,523,159,322.46 (three hundred twenty-seven billion five hundred twenty-three million one hundred fifty-nine thousand three hundred twenty-two Rupiah and forty-six 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 2020 Financial Year cash dividends in accordance with prevailing regulations.
2. A sum of 75% or Rp2,460,302,461,482.00 (two trillion four hundred sixty billion three hundred two million four hundred sixty-one thousand four hundred eighty-two Rupiah) 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 2020 Financial Year, as well as to determine remuneration/honorarium, allowance, benefit, and other incentives for the year 2021, for the Company's Board of Commissioners.
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 2020 Financial Year, and to determine remuneration/ honorarium, allowance, benefit, and other incentives for the year 2021, for the Company's Board of Directors.

Fourth Agenda:

1. Establish the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan - a member of PwC, as a Public Accounting Firm that will audit the Company's Consolidated Financial Statements, BNI Annual Report on the Implementation of the Partnership and Community Development Program, and Other Reports for the 2021 Financial Year.
2. Approved the granting of authority and power to the Board of Commissioners of the Company to appoint a Public Accountant and/or Public Accounting Firm to audit the Company's other consolidated financial statements for the financial year 2021 for the purposes and interests of the Company.
3. Authorized the Board of Commissioners of the Company to determine the honorarium and other requirements for the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan - a member of PwC, and dismiss and assign a Replacement Public Accountant Firm in the case of Tanudiredja,

Wibisana, Rintis & Partners Public Accountants - member of PwC for whatever reason was unable to complete the audit of the Company's Consolidated Financial Statements, the Annual Report on the Implementation of the Partnership and Community Development Program and other reports for the 2021 Financial Year, including determining the honorarium and other requirements for the Alternate Public Accountant Firm.

Fifth Agenda:

1. To approve the amendments to the Company's Articles of Association. i.e. adjustments to Regulation of the OJK Regulation No. 32 / POJK.04 / 2015 concerning Increase of Capital for Public Companies by Providing Pre-emptive Rights as amended with the OJK Regulation No. 14/POJK.04/2019; the OJK Regulation No. 15/POJK.04/2020 regarding Plan and Implementation of General Meeting of Shareholders of Public Companies, and the OJK Regulation No. 16/POJK.04/2020 regarding Implementation of General Meeting of Shareholders of Public Companies Electronically.
2. To approve the reconstruction / recompositing of the entire provisions of the Articles of Association in connection with the amendments as referred to in point 1 of the resolution mentioned above.
3. To grant power and authority to the Company's Board of Directors with the right of substitution to take all necessary actions related to the resolution of this item on the agenda of the Meeting, including reconstructing and restating the Company's Articles of Association in its entirety in a Notarial Deed and submitting the same to the relevant authorities for approval and/or obtaining receipt of notification of the amendments to the Company's Articles of Association, doing anything which is deemed necessary and expedient to achieve the said purposes without any exception whatsoever, including making addition and/or amendments to such Amendments to the Company's Articles of Association if it is required by the relevant authorities.

Sixth Agenda:

1. Approved the transfer of shares resulting from buyback of shares in 2020 that is kept as treasury stock in the maximum amount of 19,579,700 (nineteen million five hundred seventy-nine thousand seven hundred) shares in relation to the implementation of the Employee Stock Ownership Program and/or Management Stock Ownership Program.
2. Approved to grant power and authority to the Board of Directors to ratify the Employee Stock Ownership Program and/or Management Stock Ownership Program according to the applicable regulations.

Seventh Agenda:

To approve the Updating of Recovery Plan of the Company of 2020 within the framework of complying with the regulations as set forth in the OJK Regulation No. 14/POJK.03/2017 regarding Recovery Plan for Systemic Bank.

Eight Agenda:

To approve the confirmation for enactment of the Regulation of the State Minister of SOE No. PER-11/MBU/11/2020 dated 12 November 2020 regarding Management Contract and Annual Management Contract of the Board of Directors of State-Owned Enterprises and its amendments for the Company.

Ninth Agenda:

1. To dismiss with respect Mr. Joni Swastanto as Commissioner of the Company, appointed based on Annual GMS FY 2015 resolution, commencing from the closing of this GMS with an expression of gratitude for their contribution and services rendered to the Company during their term of office as the members of the Board of Commissioners of the Company.
2. To appoint Mr Edwin Rijanto Slamet as Independent Commissioner:
3. The term of office of the newly appointed Independent Commissioner as referred to in sub paragraph 2 shall be in accordance with the provisions of the Company's Articles of Association, with due observance of the laws and regulations in the field of Capital Market, and without prejudice to the right of a GMS to dismiss/ discharge them at any time.
4. Upon the dismissal and appointment of the members of the Company's Board of Commissioners as

referred to in sub-paragraph 1 and sub-paragraph 2 mentioned above, the composition of the members of the Board of Commissioners of the Company shall become as follows:

1. President Commissioner/Independent Commissioner : Mr. Agus Dermawan Wintarto
Martowardojo
 2. Vice President Commissioner/Independent : Mr. Pradjoto
Commissioner
 3. Commissioner : Mrs. Ratih Nurdianti
 4. Commissioner : Mr. Askolani
 5. Commissioner : Mr. Susyanto
 6. Independent Commissioner : Mr. Erwin Rijanto Slamet
 7. Independent Commissioner : Mr. Sigit Widyawan
 8. Independent Commissioner : Mr. Asmawi Syam
 9. Independent Commissioner : Mr. Septian Hario Seto
 10. Independent Commissioner : Mr. Iman Sugema
5. The newly appointed member of Board of Commissioner as referred to in sub paragraph 2 may only perform his duties after having passed the Fit and Proper Test by the Financial Services Authority (OJK) and comply with the prevailing laws and regulations. In the event that a member of the Board of Commissioners of the Company is subsequently declared not approved as a member of the Board of Commissioners in the Fit and Proper Test by the OJK, the member of the Board of Commissioners will be honorably dismissed from the date the decision on the result of the Fit and Proper Test was made.
 6. The members of the Board of Commissioners appointed as referred to in sub paragraph 2 above who are still holding other positions which are prohibited by the laws and regulations to be hold concurrently by a Member of the Board of Commissioners of a State Owned Enterprises, the person concerned shall resign or be dismissed from his/her said position.
 7. Asking the Board of Directors to submit a written application to the OJK to carry out Fit and Proper Test upon the would-be members of the Board of Commissioners as referred to in sub paragraph 2.
 8. To grant power and authority to the Company's Board of Directors with the right of substitution to state the Decisions of this Meeting in a deed, also meet before a Notary Public or authorized officer and adjusts and/ or correct as required by the authorized officers for the purpose of the resolutions.