

**CODE OF CONDUCT**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS YEAR 2023**  
**PT BANK NEGARA INDONESIA (PERSERO) Tbk**  
**Jakarta, September 19<sup>th</sup>, 2023**

1. Extraordinary General Meeting of Shareholders Year 2023 (hereinafter referred to as the **"Meeting"**) of PT Bank Negara Indonesia (Persero) Tbk (hereinafter referred to as the **"Company"**) will be held in Indonesian on:

Day, date : Tuesday, September 19<sup>th</sup>, 2023  
Time : 2.00 p.m. up to end (closing)  
Place : Ballroom – BNI Tower 6<sup>th</sup> Floor  
Jalan Pejompongan Raya Number 7  
Bendungan Hilir, Central Jakarta

This Meeting conduct physically and electronically with reference to the provisions of Article 11 of the Financial Services Authority Regulation (hereinafter referred to as **"OJK"**) No. 15/POJK.04/2020 concerning Plans and Implementation of General Meeting of Shareholders of Public Companies, Article 3 of the OJK Regulation No. 16/POJK.04/2020 concerning Implementation of Electronic General Meeting of Shareholders of Public Companies, and the Company's Articles of Association.

2. The Chairman of the Meeting
  - a. The Chairman of the Meeting is a member of the Board of Commissioners appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners are absent or unable to attend, the meeting is chaired by a member of the Board of Directors appointed by the Board of Directors. In the event that all members of the Board of Commissioners or members of the Board of Directors are absent or unable to attend, the Meeting will be chaired by the Shareholders present at the Meeting who are appointed from and by the Meeting participants.
  - b. The Chairman of the meeting is accountable for the meeting's flow. If there are parties who are not acting in an orderly manner at the meeting and it disrupts the meeting's flow, the Chairman has the right and authority to take decisive action.
  - c. The Chairman of the Meeting has the right and authority to take steps deemed necessary including but not limited to deciding meeting procedures that have not been regulated or not sufficiently regulated in these Code of Conduct.
3. Meeting participants
  - a. Those entitled to become Meeting Participants are Shareholders whose names are registered in the Company's Register of Shareholders on Friday, August 25<sup>th</sup>, 2023 until 4.00 p.m. or their legal proxy.
  - b. Shareholders or their legal proxies who come after the closing of the registration period are still able to attend the Meeting but their votes are not counted and cannot submit questions or opinions in the Question and Answer session.

- c. Company can limit the number of Shareholders who are physically present. The Company urges Shareholders to attend meetings electronically, provide their power of attorney electronically through facilities Electronic General Meeting System KSEI (hereinafter referred to as “eASY.KSEI”) through the website <https://akses.ksei.co.id>, or providing authorization to the Independent Representative through written authorization. Forms of written authorization to the Independent Representative can be accessed through the Company's website.
- d. Independent Representative as referred to in letter c, acting and representing Shareholders in conveying votes and questions at the Meeting. The Independent Representative is a representative of the Company's Securities Administration Bureau, PT Datindo Entrycom, having its address at Jl. Hayam Wuruk No. 28, Jakarta, 10120.
- e. Shareholders who eligible to attend the Meeting may use eASY.KSEI to grant power of attorney and/or exercise his rights according to the mechanism determined by the eASY.KSEI Provider and according to the provisions of the prevailing laws and regulations.
- f. Shareholders who wish to attend the Meeting Electronically through eASY.KSEI, must fulfill the following conditions:
  - 1) Submit a declaration regarding electronic attendance at the Meeting along with voting options for at least one agenda item of the Meeting through eASY.KSEI no later than 1 (one) Business Day before the date of the Meeting; or
  - 2) Register electronically via eASY.KSEI during the shareholder registration period on the date of the Meeting, and submit vote electronically during the implementation of the Meeting until before the voting session is closed on each agenda item of the Meeting that requires voting;
- g. Shareholders who wish to attend the Meeting electronically or provide power of attorney electronically through eASY.KSEI, is responsible for suitability and the use of the rights that has been given in the Meeting and/or the appointment of legal proxies granted through eASY.KSEI.
- h. In the event that the Shareholder or proxy has not submit a vote for at least 1 (one) Business Day before the date of the Meeting, the Shareholders or the Proxy who means to be present electronically in the Meeting is required to conduct electronic registration via eASY.KSEI on the date of the Meeting during the registration period.
- i. In the event that the Shareholder has submitted a statement to attend the Meeting electronically and has submit their vote before the implementation date of the Meeting as referred to in letter f, then the Shareholders has considered legitimate to attend the Meeting without the need to register electronically on the date of the Meeting.
- j. The Company conducts the Meeting electronically which using audio-visual services provided by the eASY.KSEI Provider to facilitate the Meeting participants to be able to see, hear, and/or participate directly in the Meeting, including to deliver questions and/or opinions in the Meeting.
- k. Shareholders who have convey statement to attend the Meeting electronically as well as who have registered electronically on the date of the Meeting as referred to in letter i, able to see, hear, and/or participate in directly at the Meeting through services provided by eASY.KSEI Provider, including to deliver questions and/or opinions in the Meeting.
- l. Shareholders who have given power and vote to the Independent Representative, cannot attend the Meeting through the service as referred to in letter j.

- m. eASY.KSEI Provider may set limits the number of questions and/or opinions that can be submitted by Shareholders and proxies through service as referred to in letter j, in each Meeting agenda.
  - n. For the health and safety of all Parties, the Company may limit Shareholders or their Proxies from attending/entering the building area or being in the Meeting room where the Meeting is held, in the event that the Shareholders or their Proxies do not fulfil the safety and health protocols, and if there are certain conditions that according to the Company's considerations, it is necessary as a form of implementing the health and order protocol.
  - o. Shareholders who have attended the meeting place but are restricted from attending or cannot enter the meeting area for reasons stated in this Code of Conduct, still can exercise their rights by giving Power of Attorney (to attend and give vote at each Meeting Agenda) to the Independent Representative, by filling out and signing the Power of Attorney as referred to in letter c and submit the Power of Attorney to the registration officer at the Meeting area.
  - p. Procedure for Access Giving of the eASY.KSEI, Procedure for the use of the eASY.KSEI and matters related to usage of the eASY.KSEI, can be accessed through [https://www.ksei.co.id/files/Peraturan\\_KSEI\\_Nomor\\_XI-A.PDF](https://www.ksei.co.id/files/Peraturan_KSEI_Nomor_XI-A.PDF) and [https://www.ksei.co.id/files/Peraturan\\_KSEI\\_No\\_XI-B\\_tentang\\_Tata\\_Cara\\_Pelaksanaan\\_RUPS\\_secara\\_Elektronik\\_melalui\\_eASY.KSEI\\_\(1\).pdf](https://www.ksei.co.id/files/Peraturan_KSEI_No_XI-B_tentang_Tata_Cara_Pelaksanaan_RUPS_secara_Elektronik_melalui_eASY.KSEI_(1).pdf).
4. Invitation to Other Parties by the Company
- a. The Company may invite other parties related to the Meeting Agenda.
  - b. Other parties as mentioned in the point a above do not have the right to express opinions, questions, and/or vote at the Meeting.
5. During the Meeting, attendants asked to set silent mode on cellular phones and /or other electronic devices that may disturb the running of the Meeting.
6. Attendance and Decision Quorum
- a. The attendance quorum for the First Meeting Agenda is that the Meeting is attended by Dwiwarna Series A Shareholders and other shareholders and/or their legal representatives who jointly represent at least 2/3 (two thirds) of the total shares with valid voting rights and the decision must be approved by the Series A Dwiwarna Shareholders and other shareholders and/or their legal representatives who jointly represent more than 2/3 (two thirds) of the total shares with voting rights who attended the General Meeting of Shareholders (hereinafter referred to as the "**GMS**").
  - b. The attendance quorum for the Second Meeting Agenda is that the Meeting attended by Series A Dwiwarna Shareholders and other shareholders and/or their legal representatives who jointly represent more than 1/2 (one half) of the total shares with valid voting rights and decisions approved by the Series A Dwiwarna Shareholders and other shareholders and/or their legal representatives who jointly represent more than 1/2 (one half) of the total shares with valid voting rights attend the GMS.
7. Discussion of the Meeting Agenda is carried out with the following mechanism:
- a. The Chairman of the Meeting will open, lead, and close the Meeting.

- b. The Chairman of the Meeting may request the assistance of a member of the Board of Commissioners or a member of the Board of Directors or a party appointed by a member of the Board of Directors to convey an explanation in the Meeting Agenda.
8. Procedure for Submitting Questions and/or Opinions
- a. Only Shareholders or legal proxies who entitled to ask questions and/or express opinions at the Meeting.
  - b. Shareholders or legal proxies who are physically present and intend to ask questions and/or express opinions are asked to raise their hands and submit the completed question form to the officer to be submitted to the Notary for an examination of validity and relevance with the Agenda being discussed and then the form will be submitted to the Chairman of the Meeting to be read out.
  - c. The process of delivering Questions and/or Opinion Electronically:  
Shareholders or legal proxies has the rights to deliver Questions and/or Opinions in each discussion session per Meeting Agenda. Questions and/or Opinions per Meeting Agenda can be submitted in writing by Shareholders or Legal Proxies by using the chat feature in the 'Electronic Opinions' column which available on the E-Meeting Hall screen in the eASY.KSEI apps. Questions and/or Opinions can be made as long as the status of the Meeting in the 'General Meeting Flow Text' column is "*Discussion started for agenda item no. [...]*".
  - d. The Chairman of the Meeting has the right to not answer or not respond to Questions and/or Opinions that are not directly related to the Meeting Agenda.
  - e. The Chairman of the Meeting has the right to appoint members of the Board of Directors, Board of Commissioners, and/or other parties to answer or respond to questions and/or opinions filed by the Shareholders or the legal proxies.
  - f. The Chairman of the Meeting has the right to do whatever is necessary for the meeting's flow and orderliness of the Meeting.
9. Decision Making and Voting Procedures
- a. Each share shall grant the right to cast 1 (one) vote to its owner/holder.
  - b. All resolution shall be made based on deliberation or discussion leading to mutual consensus.
  - c. In the event that a resolution based on deliberation and/or discussion (leading to mutual consensus) is not reached, such resolution shall be made based on votes.
  - d. In voting session, Shareholders or legal proxies who voted abstained or voted against, were asked to appoint hand and hand over the voting card to the officers. Shareholders or legal proxies who do not lift hand, considered approve the proposal put forward in connection with the Meeting Agenda being discussed.
  - e. Shareholders or legal proxies with voting rights who attend the Meeting but abstain are considered cast the same vote as the majority vote.
  - f. Electronic voting mechanism:
    - 1) The electronic voting is conduct in the eASY.KSEI app, on the E-Meeting Hall menu, Live Broadcasting sub menu.
    - 2) Shareholders or legal proxies who attend but not given vote yet, has the rights to cast vote directly during the voting period through E-Meeting Hall screen in the eASY.KSEI app when it is open by the Company. When the electronic voting period in each Meeting

Agenda is begin, the system will automatically carry out voting time by counting backwards. During the electronic voting process, the screen will show status “*Voting for agenda item no [ .... ] has started*” appears in the 'General Meeting Flow Text' column. If the Shareholders or legal proxies does not gives voting options for certain Meeting Agenda item until the status of the Meeting shown in the 'General Meeting Flow Text' column changes to “*Voting for agenda item no [....] has ended*”, then the Shareholders or legal proxies will considered cast an Abstain vote for the relevant Meeting Agenda.

- 3) *Voting time* during the electronic voting process is the default time set in the eASY.KSEI app.
- g. After the vote has been counted and reported by the Notary, the Chairman of the Meeting will announce the results of the Meeting's resolutions.

#### 10. Others

- a. In the event that there is difference between record of share ownership in eASY.KSEI with a record of share ownership of the eASY.KSEI user and/or the results of the Meeting, then the eASY.KSEI user must follow the mechanisms and procedures determined by the eASY.KSEI Provider.
- b. This Code of Conduct was made by taking into account the provisions of the Company's Articles of Association and applicable laws and regulations. Matters that occur during the Meeting and have not been regulated in this Code of Conduct, will be determined by the Chairman of the Meeting with due observance of the Company's Articles of Association and the provisions of the applicable laws and regulations.

**MEETING AGENDA**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS YEAR 2023**  
**PT BANK NEGARA INDONESIA (PERSERO) Tbk**  
**Jakarta, September 19<sup>th</sup>, 2023**

1. Approval for the Stock Split plan and amendments to Article 4 of the Company's Articles of Association concerning the Company's Capital.
2. Change to the Composition of the Company's Management.