



# ANNOUNCEMENT OF SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS PT BANK NEGARA INDONESIA (PERSERO) TBK

The Board of Directors of PT Bank Negara Indonesia (Persero) Tbk hereinafter called "The Company" that the Company has convened the Annual General Meeting of Shareholders hereinafter called "**Meeting**"as follows:

- A. On: : Thursday  
Day : March 16, 2017  
Date : 02:00 PM  
Time : Multi Function Room, BNI Building 25th Floor  
Venue : Jl. Jenderal Sudirman Kav. 1, Jakarta 10220

with the following agenda :

- The approval of the Company's Annual Report and validation of the Company's Consolidated Financial Statements, approval of the Board of Commissioners Supervisory Actions Report as well as validation of the Annual Report of Partnership & Community Development Program for the financial year 2016 along with granting full release and discharge (acquit et de charge) to all members of the Board of Directors from the management actions and to all members of the Board of Commissioners from the supervisory actions carried out for the financial year 2016.
  - The determination of the use of the Net Profits of the Company's for the financial year 2016.
  - The determination of the Board of Directors salary, Board of Commissioners allowance and facilities for the Board of Directors and Board of Commissioners of the Company for the year 2017 as well as tantiem for the Board of Directors and Board of Commissioners of the Company for the year 2016.
  - The appointment of a Registered Public Accountants Firm to perform the audit on the Company's Financial Statements and the Annual Report of Partnership & Community Development Program for the financial year 2017.
  - The determination of the validation of the Ministry of SOE Regulation No. PER-03/MBU/12/2016 regarding the amendment of the Ministry of SOE Regulation No. PER-09/MBU/07/2015 regarding the Partnership & Community Development Program.
  - The approval on the amendment of the Company's Articles of Association.
  - The amendment of the members of the Board of Commissioners and/or Board of Directors of the Company.
- B. The member of Board of Directors and Board of Commissioners of the Company who attend the Meeting.
- The Board of Directors:**
- President Direktor Mr. Achmad Baiquni
  - CFO Mr. Rico Rizal Budidarmo
  - Director Mr. Herry Sidharta
  - Director Mr. Putrama Wahju Setiawan
  - Director Mr. Anggoro Eko Cahyo
  - Director Mrs. Adi Sulistyowati
  - Director Mr. Bob Tyasika Ananta
  - Director Mr. Imam Budi Sarjito
  - Director Mr. Panji Irawan
- The Board of Commissioners:**
- President Commissioner/ Independent Commissioner Mr. Hartadi A. Sarwono
  - Vice President Commissioner / Independent Commissioner Mr. Pradjoto
  - Independent Commissioner Mr. Pataniari Siahaan
  - Independent Commissioner Mr. Revisond Baswir
  - Commissioner Mr. Bistok Simbolon
  - Commissioner Mr. Joni Swastanto
  - Commissioner Mr. Wahyu Kuncoro
- C. The Meeting was attended by 15,672,907,888 shares including The Series A Dwiwarna Share with valid voting rights or equal with 84.04% of total shares with valid voting rights that have been issued by the Company.
- D. The shareholders/proxies were given opportunity in the meeting to raise questions and or opinions related to the meeting agenda.
- E. The number of shareholder who raise the questions related to the first, second and third agenda was 1 (one) shareholder, whereas there was no question raised on the subsequent agendas.
- F. Resolutions mechanism in the Meeting as follows :  
Resolutions of the Meeting were resolved based on an amicable deliberation to reach a mutual consensus. In the event that the resolutions failed to be reached, the resolutions were resolved by way of voting.
- G. The resolutions were resolved by way of voting

Agenda	Affirmative Vote	Non Affirmative Vote	Abstain
Agenda I	15,409,422,609 shares or 98.32% shares of all shares with voting rights present at the Meting	15,145,612 shares or 0.10% shares of all shares with voting rights present at the Meting	248,339,667 shares or 1.58% shares of all shares with voting rights present at the Meting
Agenda II	15,431,337,721 shares or 98.46% shares of all shares with voting rights present at the Meting	10,821,800 shares or 0.07% shares of all shares with voting rights present at the Meting	230,748,367 shares or 1.47% shares of all shares with voting rights present at the Meting
Agenda III	15,091,429,511 shares or 96.29% shares of all shares with voting rights present at the Meting	354,190,503 shares or 2.26% shares of all shares with voting rights present at the Meting	227,287,874 shares or 1.45% shares of all shares with voting rights present at the Meting
Agenda IV	14,871,840,932 shares or 94.89% shares of all shares with voting rights present at the Meting	556,447,828 shares or 3.55% shares of all shares with voting rights present at the Meting	244,619,128 shares or 1.56% shares of all shares with voting rights present at the Meting
Agenda V	15,454,940,114 shares or 98.61% shares of all shares with voting rights present at the Meting	0 shares or 0.00% shares of all shares with voting rights present at the Meting	217,967,774 shares or 1.39% shares of all shares with voting rights present at the Meting
Agenda VI	11,695,587,769 shares or 74.62% shares of all shares with voting rights present at the Meting	3,562,043,345 shares or 22.73% shares of all shares with voting rights present at the Meting	415,276,774 shares or 2.65 % shares of all shares with voting rights present at the Meting
Agenda VII	11,589,196,448 shares or 73.94% shares of all shares with voting rights present at the Meting	3,539,081,050 shares or 22.58% shares of all shares with voting rights present at the Meting	544,630,390 shares or 3.47 % shares of all shares with voting rights present at the Meting

- H. The resolutions of the meeting are as follow :

**First Agenda:**

- Approve the Company's Annual Report for the 2016 financial year, comprise of the Board of Commissioners Supervisory Action Report for the financial year ended on December 31, 2016, and ratify the Financial Statements of the Company for the financial year ended on December 31, 2016 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 No. RPC-2855/PSS/2017 dated January 20, 2017, with opinion ""The Consolidated Financial Statements have been presented fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries dated December 31, 2016 and its financial performance and cash flows consolidated for the year ended on that date in accordance with Financial Accounting Standards in Indonesia".
- Approve and ratify the Annual Report of Partnership Program and Local Community Development Program including Financial Statements of Partnership Program and Local Community Development Program for the financial year ended on December 31, 2015, 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 No. RPC-2958/PSS/2017 dated February 3, 2017, with opinion "The Financial Statements have been presented fairly, in all material respects, Financial Statements of Partnership Program and Local Community Development Program for the financial year ended on December 31, 2016, and its financial performance and cash flows for the year ended on that date, in accordance with Financial Accounting Standards Entities Without Public Accountability.".
- 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 financial year ended on December 31, 2016 including the management and supervisory actions to the Partnership Program and Local 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 Program and Local Community Development Program for the financial year ended on December 31, 2016.

Furthermore, in compliance with Article 11 paragraph 5 and Article 17 paragraph 5 of State Owned Enterprise Ministerial Regulations No. PER 12/MBU/2012 dated August 24, 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, Remuneration and Nomitation Committee and also Integrated GCG Committee.

**Second Agenda:**

Approve and allocate the use of the Net Profits of the Company for the financial year ended on December 31, 2016 amounted Rp11,338,748,081,836 (eleven trillion three hundred thirty eight billion seven hundred forty eight million eighty one thousand eight hundred thirty six rupiah), hereinafter shall be referred to as "the Net Profits of the 2016" as follows:

- A dividend of 25% or Rp2,834,687,020,459.00 and additional special dividend of 10% or Rp1,133,874,808,183.60, bringing dividend in total a sum of 35% or Rp3,968,561,828,642.60 designated as cash dividend distributed to the shareholders which will be paid with following provisions:
  - Government dividend regarding 60% share will be paid to State General Treasury account at Bank Indonesia, in Rupiah.
  - 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 of the 2016 Financial Year cash dividends in accordance with prevailing regulations.
- A sum of 65% or Rp7,370,186,253,193.40 is determined as the Retained Earnings.

**Third Agenda:**

To grant power and authority to the Seri A Dwiwarna Shareholders to determine tantiem for the fiscal year 2016, as well as to determine remuneration/honorarium, allowance, benefit, and other incentives for the Company's Board of Commissioners for the fiscal year 2017, and

To grant power and authority to the Company's Board of Commissioners with the prior approval of Seri A Dwiwarna Shaholders to determine tantiem for the fiscal year 2016, and to determine remuneration/honorarium, allowance, benefit, and other incentives for the Company's Board of Directors and Board of Commissioners for the fiscal year 2017.

**Fourth Agenda:**

- Approve determining Purwantono, Sungkoro & Surja Public Accountant Office as the Public Accountant Office to audit the Consolidated Financial Statement of the Company and the Financial Statement of Partnership Program and Local Community Development Program for the 2017 Financial Year.
- 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 determine a substitute Public Accountant Office in the event the Purwantono, Sungkoro & Surja Public 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 Program and Local Community Development Program for the 2017 Financial Year, including to determine the honorarium and other requirements applied for such substitute Public Accountant Office.

**Fifth Agenda:**

Approved the validation of the Ministry State Owned Enterprises Regulation No. PER03/MBU/12/2016, regarding the amendment of the Ministry State Owned Enterprises Regulation No. PER-09/MBU/07/2015 regarding the State Owned Enterprises Partnership and Community Development Program (PKBL).

**Sixth Agenda:**

- Approve the Amendment of the Company's Articles of Association regarding the Ministry State Owned Enterprises Program to standardize the Articles of Association of the Public State Owned Enterprises.
- Approve to reconstitute the entire provisions of the Company's Articles of Association with regard to the such changes as stated in item 1 decision above.
- Granting power and authority with substitution rights to the Board of Directors, to conduct any action which is required in connection with this Meeting Agenda decision, including reconstitute and restate the entire of the Company's Articles of Association in authentic documents before the Notary and report these changes to the relevant authorities to ask approval and/or receipt of the notification of the changes of the Company's Articles of Association, to conduct any action which is required and useful for this purpose without exception, including to make additions and/or changes in the Amendment of the Company's Articles of Association if it is required by the relevant authorities.

**Seventh Agenda:**

- The Board of Commissioners :
  - Confirmed the dischargement of Mr. Kiagus Ahmad Badaruddin as the Company's Commissioner commencing from his appointment as the Chief of the Indonesian Financial Transaction Reports and Analysis Center dated August 25th, 2016, along with highest appreciation for the thoughtful contribution to the Company during his service as member of the Company's Board of Commissioners.
  - To dismiss with respect Mr. Pradjoto as the Company's Vice President Commissioner/Independent Commissioner and Mrs. Anny Ratnawati as the Company's Independent Commissioner effective on the date of this AGMS along with highest appreciation for the thoughtful contribution to the Company during their service as member of the Company's Board of Commissioners.

- To transfer the assignment of Mr. Wahyu Kuncoro from Commissioner to Vice President Commissioner with the tenure continuing his tenure as Commissioner.
  - To appoint Mr. Marwanto Harjowiryono as the Company's Commissioner and Mr Ahmad Fikri Assegaf as the Company's Independent Commissioner.
2. The Board of Directors :
- To dismiss with respect Mr. Suprajarto as the Company's Vice President Director commencing from his appointment as the President Director of PT Bank Rakyat Indonesia (Persero) Tbk dated March 15th, 2017, along with highest appreciation for the thoughtful contribution to the Company during his service as the Company's Vice President Director.
  - To transfer the assignment of Mr Herry Sidharta from Director to Vice President Director with the tenure continuing his tenure as Director appointed at the AGMS on March 17, 2015.
  - To appoint Mr. Catur Budi Harto as the Company's Director.
3. The expiry term of service of appointed member of the Board of Commissioner and the Board of Directors is until the closing of the Annual General Meeting of Shareholders on the 5th (fifth) anniversary since their appointment, regarding regulation in the field of capital market, but without prejudice to the right of a General Meeting of Shareholders meeting to dismiss or discharge the member of the Board of Commissioners at any time before their term of service have come to an end.
4. The composition of the Company's Board of Commissioners and Board of Directors shall be as follows:

**The Board of Commissioners**

- Mr. Hartadi A. Sarwono as President Commissioner/Independent Commissioner
- Mr. Wahyu Kuncoro as Vice President Commissioner/Independent Commissioner
- Mr. Pataniari Siahaan as Independent Commissioner
- Mr. Revisond Baswir as Independent Commissioner
- Mr. Ahmad Fikri Assegaf as Independent Commissioner
- Mr. Bistok Simbolon as Commissioner
- Mr. Joni Swastanto as Commissioner
- Mr. Marwanto Harjowiryono as Commissioner

**The Board of Directors**

- Mr. Achmad Baiquni as President Director
  - Mr. Herry Sidharta as Vice President Director
  - Mr. Rico Rizal Budidarmo as Director
  - Mr. Anggoro Eko Cahyo as Director
  - Mrs. Adi Sulistyowati as Director
  - Mr. Bob Tyasika Ananta as Director
  - Mr. Imam Budi Sarjito as Director
  - Mr. Panji Irawan as Director
  - Mr. Putrama Wahju Setiawan as Director
  - Mr. Catur Budi Harto as Director
5. To grant power and authority with substitution rights to the Company's Board of Directors to take all actions necessary relating to the above mentioned decisions in accordance with prevailing regulations, including to state the Decisions of this Meeting in a separate deed before a Notary Public and to register the composition of the members of the Company's Board of Commissioners and Board of Directors to the Ministry of Law and Human Rights of the Republic of Indonesia and to ask Indonesia Financial Services Authority to undergo a Fit and Proper Test to the Board candidates according to applicable regulations.

Furthermore, according to the resolution of the Second Agenda as mentioned above where it has been decided the payment of dividends, from the Company's Net Profit amounted to Rp3,968,561,828,642.60 or Rp212.806849 per share will pay to the shareholder of the Company.

According to above matters, the Company announce of the schedule and the procedures of cash dividend payment as follows:

No	Activities	Date
1	<ul style="list-style-type: none"><li>Cum Dividend in Regular Market and Negotiable Market Pasar Reguler dan Negosiasi</li><li>Cum Dividend in Cash Market</li></ul>	March 23, 2017 March 29, 2017
2	<ul style="list-style-type: none"><li>Ex Dividend in Regular Market and Negotiable Market Pasar Tunai</li><li>Ex Dividend in Cash Market</li></ul>	March 24, 2017 March 30, 2017
3	Recording date (the date of Registered Shareholders who entitled to receive cash dividend)	March 29, 2017
4	Cash dividend payment	April 19, 2017

**The procedures of cash dividend payment:**

- Cash dividend will be paid to Shareholders as recorded in Shareholder Register (DPS) of the Company on March 29, 2017 (Recording Date) and/or in the sub securities account in Collective Custodian of the Indonesian Central Securities Depository or PT Kustodian Sentral Efek Indonesia (KSEI) at the closing of the Indonesian Stock Exchange trading session on March 29, 2017.
- Shareholders whose shares are deposited in KSEI, the cash dividend shall be paid through KSEI and distributed to the Account of the Securities Company and/or Custodian Bank on April 19, 2017. The receipt of the payment of the cash dividend shall be delivered by KSEI to the Securities Company and/or Custodian Bank where Shareholders open his/her Account. Shareholders whose shares are not deposited in KSEI, the cash dividend will be transfer directly to the Shareholders account.
- The cash dividend is subject to taxes as regulated under the prevailing Indonesia Tax Regulation. The Company will automatically deduct the income tax from the cash dividend payment.
- Shareholders who are Domestic Assessable organized as Legal Entity and has not submitted NPWP should submit it to KSEI or PT Datindo Entrycm (BAE) with address on Puri Datindo, Jl. Hayam Wuruk, Jakarta 10120 at the latest on March 29, 2017 at 4.00 pm. Without NPWP, cash dividend payment is subject to a 30% income tax.
- Shareholders who are Foreign Assessable that tax deduction rate is in accordance to Agreement on the Prevention of the Imposition of Dual Taxes (Persetujuan Penghindaran Pajak Berganda –P3B), obligate to fulfill the requirement of Article 26 UU No. 36, 2008 as well as submit DGT-1 or DGT-2 Form that has been legalized by local Kantor Pelayanan Pajak Perusahaan Masuk Bursa to KSEI or PT Datindo Entrycm, at the latest on March 31, 2017 at 4.00 pm. Without the required documents, cash dividend payment is subject to a 20% income tax.

Jakarta, March 20, 2017  
PT Bank Negara Indonesia (Persero) Tbk  
The Board of Directors of the Company