

DISCLOSURE OF MATERIAL INFORMATION OR FACTS

THIS DISCLOSURE OF INFORMATION IS MADE AND INTENDED IN COMPLIANCE WITH THE FINANCIAL SERVICES AUTHORITY REGULATION NO. 31 / POJK.04 / 2015 DATED 16 DECEMBER 2015 CONCERNING DISCLOSURE OF INFORMATION OR MATERIAL FACTS BY ISSUERS OR PUBLIC COMPANIES. ("POJK NO. 31/2015")



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

Business Activity:
Banking

Domiciled in Jakarta, Indonesia

Head Office:
Grha BNI
Jl. Jenderal Sudirman Kav. 1
Jakarta 10220
Phone: 021-5728387
Email: bni@bni.co.id
Website: www.bni.co.id

INFORMATION TO SHAREHOLDERS

REGARDING THE SIGNING OF CONDITIONAL MERGER AGREEMENT BETWEEN PT BANK NEGARA INDONESIA (PERSERO) TBK, PT BANK MANDIRI (PERSERO) TBK, PT BANK RAKYAT INDONESIA (PERSERO) TBK, PT BANK BRISYARIAH TBK, PT BANK BNI SYARIAH AND PT BANK SYARIAH MANDIRI WHICH AGREES TO MERGE PT BANK BNI SYARIAH AND PT BANK SYARIAH MANDIRI INTO PT BANK BRISYARIAH TBK

DISCLOSURE OF THIS INFORMATION IS IMPORTANT TO BE READ AND NOTICED BY THE COMPANY'S SHAREHOLDERS

IF YOU HAVE ANY TROUBLE IN UNDERSTANDING THE INFORMATION AS CONTAINED IN THIS DISCLOSURE OF INFORMATION, YOU SHOULD CONSULT WITH A SECURITIES TRADER, INVESTMENT MANAGER, LEGAL ADVISOR, PUBLIC ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS, WHETHER SOLELY OR COLLECTIVELY, ARE SOLELY RESPONSIBILITY FOR THE COMPLETENESS AND TRUTH OF ALL INFORMATION OR MATERIAL FACTS CONTAINED IN THE DISCLOSURE OF INFORMATION AND THERE IS NO UN-DISCLOSED MATERIALS THAT MAY CAUSE THE INFORMATION IN THE DISCLOSURE OF INFORMATION TO BE UNTRUE AND / OR MISLEADING.

**Jakarta, October 13, 2020
Board of Directors**

DATE OF EVENT

The signing happened on October 12, 2020.

TYPE OF INFORMATION OR MATERIAL FACTS

This Information Disclosure is made with regards to the existence of The signing of Conditional Merger Agreement between PT Bank Negara Indonesia (Persero) Tbk, PT Bank Mandiri (Persero) Tbk, PT Bank Rakyat Indonesia (Persero) Tbk, PT Bank BNI Syariah, PT Bank BRISyariah Tbk and PT Bank Syariah Mandiri ("**The Signing of Conditional Merger Agreement** ")

DESCRIPTION OF MATERIAL INFORMATION OR FACTS

On October 12, 2020, the parties below:

- (1) PT Bank BNI Syariah, a limited liability company established under the laws of the Republic of Indonesia domiciled at Gedung Tempo Pavilion 1, Jl. HR. Rasuna Said, Kav. 10-11, Kuningan Timur, Setiabudi, South Jakarta 12950 ("BNIS");
- (2) PT Bank Syariah Mandiri, a limited liability company established under the laws of the Republic of Indonesia domiciled at Wisma Mandiri I Jl. MH Thamrin No. 5 Jakarta Pusat 10340 ("BSM");
- (3) PT Bank BRISyariah Tbk, a limited liability company established under the laws of the Republic of Indonesia domiciled at Jl. Abdul Muis No. 2-4, Central Jakarta. ("BRIS");
- (4) PT Bank Negara Indonesia (Persero) Tbk, a limited liability company established under the laws of the Republic of Indonesia domiciled at Grha BNI, Jl. Jend. Sudirman Kav. 1, Jakarta Pusat 10220 ("BBNI");
- (5) PT Bank Mandiri (Persero) Tbk, a limited liability company established under the laws of the Republic of Indonesia domiciled at Jl. Jend. Gatot Subroto Kav 36-38, Jakarta 12190 ("BMRI"); and
- (6) PT Bank Rakyat Indonesia (Persero) Tbk, a limited liability company established under the laws of the Republic of Indonesia domiciled at Jl. Jend. Sudirman Kav. 44-46 Jakarta 10210 ("BBRI"),

Signed the Conditional Merger Agreement which agrees to merge BNIS and BSM into BRIS provided that the merger will only be effective when approvals have been obtained from the competent authorities, and with due observance of the provisions of the articles of association of each BBNI, BNIS, BSM, BRIS, BMRI, and BBRI as well as applicable legal provisions.

With regard to the Conditional Merger Agreement, after the merger becomes effective, BRIS will be the surviving entity and all shareholders of BNIS and BSM will legally become the shareholders of the surviving entity.

THE IMPACT OF THE EVENT, INFORMATION OR MATERIAL FACTS ON THE ISSUER'S OR PUBLIC COMPANY'S OPERATIONAL, LEGAL, FINANCIAL CONDITION OR BUSINESS CONTINUITY

The material information or facts disclosed do not have a material impact on the Company's business continuity, either now or after the Merger becomes effective.

OTHER INFORMATION

The Company has announced Material Information or Facts to the public on October 13, 2020 according to OJK Regulation No. 31/POJK.04/2015 regarding Disclosure Of Information Or Material Facts By Issuers Or Public Companies, through:

- a. Company Website (www.bni.co.id)
- b. Indonesia Stock Exchange Website

ADDITIONAL INFORMATION

To the shareholders of the Company who need more detailed information regarding this Information Disclosure, it is expected that the shareholders can contact us every day and working hours of the Company at:

Corporate Secretary
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Jakarta 10220 – Indonesia
Phone (021) 5728387,
Email: bni@bni.co.id
Website: www.bni.co.id