

**INVITATION
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT BANK NEGARA INDONESIA (Persero) Tbk**

The Board of Directors of PT Bank Negara Indonesia (Persero) Tbk (**"the Company"**) hereby invites the Company's Shareholders to attend the Annual General Meeting of Shareholders for the 2022 Financial Year (**"the Meeting"**) which shall be held on:

Date, date : Wednesday, March 15, 2023
Time : 2.00 p.m. (Western Indonesia Time) up to end (closing)
Place : Ballroom – BNI Tower 6th Floor
Jalan Pejompongan Raya Number 7, Bendungan Hilir, Central Jakarta

The Meeting will held with the following items on the Agenda:

- 1. Approval to the Consolidated Financial Statements of the Company, Approval to the Supervisory Duties Report of the Board of Commissioners as well as Ratification of the Financial Statements of the Micro and Small Business Funding Program (PUMK) for the 2022 Financial Year, and at the same time granting full release and discharge (*volledig acquit et de charge*) to the Board of Directors for the managing the Company and the Board of Commissioners for supervisory action they had taken during the 2022 Financial Year.**

Explanation:

- In accordance with the provisions of Article 18 jo. Article 21 paragraph (3) of the Company's Articles of Association, the provisions of Article 69 of Law Number 40 of 2007 regarding Limited Liability Company (**"Company's Law"**) as amended by Government Regulation Replacement Constitution Republic of Indonesia Number 2 of 2022 Concerning Job Creation (**"Job Creation Regulation"**), the provisions of Article 23 paragraph (1) of Law Number 19 of 2003 regarding State-Owned Enterprises (**"SOE's Law"**) as amended by Job Creation Regulation, which provide for the Approval to the Annual Report including ratification of the Financial Statements as well as the Supervisory Duties Report of the Board of Commissioners is carried out by the General Meeting of Shareholders (**"GMS"**).
- In accordance with the Provisions of Article 23 paragraph (4) of the Regulation of the Minister of SOE Number PER-05/MBU/2021 regarding Corporate Social Responsibility Program of the SOE as amended by the Regulation of the Minister of SOE Number PER-06/MBU/09/2022 (**"PER-05/2021 jo. PER-6/2022"**), which regulates that the annual Financial Statements of the Micro and Small Business Funding Program (**"PUMK"**) must be audited by a Public Accounting Firm separately from the audit of SOE Financial Statements which are prepared according to the financial accounting standard.
- GMS shall grant full release and discharge to the members of Board of Directors for the action of managing the Company and the members of the Board of Commissioners for the supervision action they had taken during the past financial year to the extent that such

action is dealt with in the Annual Report and Financial Statement, except for embezzlement, fraud, and other criminal acts.

2. Approval to the use of the Company's Net Profit for the 2022 Financial Year

Explanation:

In accordance with the provisions of Article 21 paragraph (2) *jo.* Article 26 of the Company's Articles of Association, as well as the provisions of Article 70 and Article 71 of the Company's Law, which provide for that the Board of the Directors shall be obliged to submit or present proposals for use of the Company's Net Profit's, if the Company shall have a positive balance. In the Meeting, the Board of Directors planned to submit or present the proposal for the use of the Company's Net Profits for the 2022 Financial Year for Dividends and Retained Earnings.

3. Fixation of remuneration (salary/honorarium, facilities and allowances) of Year 2023 as well as bonus for the 2022 Financial Year for the members of the Board of Directors and the members of the Board of Commissioners of the Company

Explanation:

In accordance with the provisions of Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's Articles of Association, the provisions of the Article 96 and Article 113 Company's Law and the Regulation of the Minister of SOE Number PER-13/MBU/09/2021 regarding the Sixth Amendment to the Regulation of the Minister of SOE Number PER-04/MBU/2014 regarding Guidelines on fixation of the Incomes of the Members of the Board of Directors, the Members of the Board of Commissioners, and the Members of the Supervisory Board of SOE, which provide for that the provisions for the remuneration for the members of the Board of the Directors and the members of the Board of Commissioners shall be given or granted by virtue of the resolutions of a GMS.

4. Appointment of a Public Accountant and/or Auditing Firms to Audit the Company's Consolidated Financial Statements and the Financial Statements of the Micro and Small Business Funding Program (PUMK) for the 2023 Financial Year

Explanation:

- In accordance with the provisions of Article 21 paragraph (2) and (4) of the Company's Articles of Association, Article 59 of the Financial Services Authority ("OJK") Regulation Number 15/POJK.04/2020 regarding Planning and Implementation of GMS for Public Companies and Article 13 paragraph (1) of the OJK Regulation Number 13/POJK.03/2017 regarding the Use of Public Accountant and Auditing Firm in Financial Services Activities stipulates that the appointment of a Public Accountant and/or Auditing Firm to audit the Company's Financial Statement of the current year decided by the GMS based on the proposal from the Board of Commissioners.
- Based on Article 23 paragraph (4) PER-05/2021 *jo.* PER-6/2022 stipulates that the annual Micro and Small Business Funding Program (PUMK) Financial Statement must be audited

by an Auditing Firm separately from the audit of SOE Financial Statements which are prepared according to the financial accounting standards.

5. Approval of the Company's Share Buyback plan and Transfer of Buyback Shares which are kept as Treasury Stock

Explanation:

- In accordance with the provisions of Article 2 paragraph (1) and paragraph (3) of OJK Regulation No. 30/POJK.04/2017 regarding Buyback of Shares Issued by Public Companies ("POJK 30/2017"), which stipulates that the buyback of the Company's shares must first obtain the approval of the GMS.
- Considering the Article 17 and Article 18 letter b POJK 30/2017, which stipulates that the transfer of shares made through the implementation of Share Ownership Program for employee and/or Share Ownership Program for the Board of Directors and Board of Commissioners, must first obtain the approval of the GMS.
- The company has announced Disclosure of Information to public regarding shares buyback plan on February 6, 2023 through the website of the PT Bursa Efek Indonesia and the website of the Company.

6. Approval of the Company's Recovery Plan and Resolution Plan

Explanation:

In accordance with OJK Regulation Number 14/POJK.03/2017 Regarding Recovery Plan for Systemic Banks, which stipulates that updating of the Recovery Plan containing the change in Trigger Level, Recovery Options, and/or fulfilment of the adequacy and worthiness of debt or investment instruments that have the capital characteristics owned by a Systemic Bank, as well as in the framework to fulfil the regulation of Indonesia Deposit Insurance Corporation (LPS) Number 1 of 2021 regarding Plan Resolution for Commercial Banks, which stipulates that Resolution Plan of the Company for 2022/2023 Year is mandatory obtain Agreement from the shareholders through the GMS.

7. Ratification and reporting of implementation delegation of authority to the Board of Commissioners to approve the Written Statement Founder in the context of Amending the Company's Pension Fund Regulations based on the GMS Decision on Deed Number 42 of 1999

Explanation:

- In accordance with Law Number 11 of 1992 concerning Pension Funds as partially amended by Law Number 4 of 2023 concerning the Development and Strengthening of the Financial Services Sector *jo.* Article 9 paragraph (3) and (4) *jo.* Article 10 (1) Government Regulation Number 76 of 1992 concerning Pension Funds Employers, is regulated that in the context of changes to Pension Fund Regulations which result in changes to funding and or the amount of Pension Benefits, a statement the founder must obtain the owner's approval company or GMS or its equivalent.

- In this regard, based on the Minutes of the Company's Extraordinary GMS as stated in Deed Number 42 of 1999 made before Notary Fathiah Helmi, SH, GMS by deliberation consensus has decided to approve the delegation authority to the Board of Commissioners to approve the Written Statement Founder in the context of Amending the Company's Pension Fund Regulations.
- As a form of implementing Good Corporate Governance, implementing the principles of fairness and decency, and as a form of responsibility for the Board of Commissioners as the recipient of the delegation of authority, it is also necessary to report on the implementation and approval to ratify the delegation of authority.

8. Realization Report on Utilization of Proceeds from the Public Offerings of the Green Bond I PT Bank Negara Indonesia (Persero) Tbk Year 2022

Explanation:

In accordance with Article 6 paragraph (1) and paragraph (2) of OJK Regulation Number 30/POJK.04/2015 regarding Realization Reports on Utilization of Proceeds of Public Offerings which stipulates that the Company is obliged convey accountability realization the use of proceeds from public offerings in each Annual GMS until all proceeds from public offerings have been realized.

9. Change to the Composition of the Company's Management

Explanation:

The basis for the proposed agenda of the Meeting is the Letter of the Minister of SOE of the Republic of Indonesia as the Series A Shareholder Dwiwarna No. SR-89/MBU/02/2023 dated 14 February 2023 regarding the Approval of the Annual General Meeting of Shareholders for the 2022 Financial Year of PT Bank Negara Indonesia (Persero) Tbk, Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association, which stipulates that the approval of the appointment and dismissal The management of the Company is approved at the GMS.

Notes:

1. The Company does not send separate invitations to Shareholders, because this Invitation shall constitute an official invitation.
2. The Shareholders who are entitled to attend the Meeting are the Shareholders of the Company whose names are included and registered in the Company's Register of Shareholders as of **Monday, February 20, 2023 up to 4.15 p.m (Western Indonesia Time).**
3. Considering OJK Regulation Number 16/POJK.04/2020 regarding Public Company Electronic GMS, and Regulation of Indonesia Central Securities Depository ("**KSEI**") XI-B of 2022 regarding the Procedure for the Convening of Electronic General Meetings of Shareholders Supplemented by the Casting of Votes through Electronic General Meeting System of KSEI ("**eASY.KSEI**"):

- a. The Company may limit the number of Shareholders who are physically present. For this reason, the Company urges Shareholders to attend meetings electronically, provide their power of attorney electronically through eASY.KSEI facilities, through the website <https://akses.ksei.co.id> or through written authorization to the Independent Party. Forms of Power of Attorney to Independent Party can be accessed through the Company's website.
- b. Shareholders who eligible to attend the Meeting may use eASY.KSEI to grant power and/or it exercise his rights according to the mechanism which determined by the eASY.KSEI Provider and according to the applicable laws and regulations.
4. If the Shareholders still intend to attend the Meeting physically, please follow the below instructions:
 - a. Shareholders or their proxies must follow and pass the protocol safety and health that applies to the meeting place as follows:
 - 1) Have a Certificate of Rapid Antigen Test (non-reactive) or Covid-19 PCR Swab Test (negative) obtained from the doctor's House hospital, health center, or clinic with the date of collection sample 1 day before the Meeting.
 - 2) Wear a mask while in the meeting area.
 - 3) Temperature body is no more than 37.3°C.
 - 4) Implement a policy of physical distancing in the Meeting area. For that, the Company may limit room capacity for physical distancing.
 - 5) Follow procedures and protocols for prevention, deployment, or transmission of Covid-19 determined by the Company.
 - b. Shareholders (or their proxies) who cannot fulfill these conditions are recommended grant power of attorney through the eASY.KSEI system without reducing the right to file questions, opinions, and/or vote in the Meeting.
 - c. Shareholders who are not present in person can be represented by their proxy with the following provisions:
 - 1) Shareholders grant Power of Attorney with the stipulations that members of the Board of Directors and Board of Commissioners, as well as employees of the Company, may serve as proxies at the Meeting. However, their votes were not counted in the final count.
 - 2) The form can be downloaded from the Company's website. The Power of Attorney that has been filled in completely is submitted to the Company's Securities Administration Bureau (BAE), PT Datindo Entrycom.
 - d. Shareholders or their proxies attending the Meeting were asked to submit a photocopy of ID or other valid identification to the officer registration before entering the meeting room. For Shareholders in the form of Legal Entities to bring a photocopy of its most recent Articles of Association as well as a deed of appointment of members of the Board of Directors and the Board of Commissioners or management last. Especially for Shareholders in the collective Custody on KSEI is required to submit a Written Confirmation for the GMS ("**KTUR**") to the officer's registration before entering the meeting room. If the Shareholders cannot show the KTUR, they can still attend the Meeting as long as their names are recorded in the Shareholders Register and bring them identities self-verifiable in accordance with applicable regulations.

5. Materials related to the agenda of the Meeting are available. They can be obtained on the Company's website and at the office of the Company's headquarters during the Company's working hours since **February 21, 2023**. In addition, copies of physical documents can be requested in writing by the Company's Shareholders until **March 15, 2023**.
6. To make things easier arrangements and for the sake of an orderly Meeting, Shareholders or their proxies are asked to be at the Meeting venue at 1.00 p.m (Western Indonesia Time).

Jakarta, February 21, 2023
PT Bank Negara Indonesia (Persero) Tbk
Board of Directors