

INVITATION

ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FINANCIAL YEAR 2023

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 2023 Financial Year ("**the Meeting**") which will be held on:

Day/date : Monday, March 4, 2024
Time : 2.00 p.m. up to end
Place : Ballroom – BNI Tower 6th Floor
Jalan Pejompongan Raya Number 7, Bendungan Hilir, Central
Jakarta

The Meeting will be held with the following Agendas:

- 1. The Approval of the Company's Annual Report and Ratification of the Company's Consolidated Financial Report, Approval of the Supervisory Duties Report of the Board of Commissioners, and Ratification of the Financial Report of the Micro and Small Business Funding Programme (PUMK) for the 2023 Financial Year, as well as granting full settlement and handing over responsibility (*volledig acquit et de charge*) to the Board of Directors for the Company's management actions and the Board of Commissioners for the Company's supervisory actions that have been carried out during the 2023 Financial Year.**

Explanation:

- In accordance with the provisions of Article 18 jo. Article 21 paragraph (3) of the Company's Articles of Association, Article 69 of Law Number 40 of 2007 concerning Limited Liability Companies ("Company Law") as amended by Government Regulation instead of Law of the Republic of Indonesia Number 2 of 2022 concerning Job Creation, which has been stipulated in Law Number 6 of 2023 concerning Determination of Substitute Government Regulations Law of the Republic of Indonesia Number 2 of 2022 concerning Job Creation Becomes Law ("Job Creation Law"), Article 23 paragraph (1) of Law Number 19 of 2003 concerning State-Owned Enterprises ("BUMN") as amended by the Job Creation Law, which regulates that Approval of the Annual Report includes ratification of the Financial Report and the Board's Supervisory Duties Report Commissioners are carried out by the General Meeting of Shareholders ("GMS").
- Based on Article 33 paragraph (3) of the Regulation of the Minister of BUMN Number PER-1/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs of BUMN ("PER-1/2023") it is regulated specifically for Financial Reports of Business Funding Programs Annual Micro and Small Enterprises (PUMK) must be audited by a Public Accounting Firm separately from the audit of BUMN Financial Reports which are prepared in accordance with financial accounting standards to obtain GMS/Ministerial Approval.
- The GMS provides full repayment and release of responsibility to members of the Board of Directors and Board of Commissioners for the management and supervision

that has been carried out during the previous financial year, as long as these actions are reflected in the Annual Report and Financial Reports except for acts of embezzlement, fraud, and other criminal acts.

2. The Approval to the use of the Company's Net Profit for the 2023 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 Article 70 and Article 71 of the Company Law, regulates that the Board of Directors is obliged to submit proposals for the use of the Company's Net Profit if it has positive profits to be decided by the GMS. During the Meeting, the Board of Directors plans to submit a proposal for using the Company's Net Profit for the 2023 Fiscal Year for Dividends and Retained Earnings.

3. The Determination of the Remuneration (Salary/Honorarium, Facilities, and Allowances) for the year 2024 and Tantiem for the 2023 Financial Year for the Company's members of the Board of Directors and the members of the Board of Commissioners.

Explanation:

In accordance with the provisions of Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's Articles of Association, Article 96 and Article 113 of the Company Law, and Regulation of the Minister of BUMN Number PER-3/MBU/03/2023 concerning BUMN Organs and Human Resources, which regulates that the remuneration provisions for members of the Board of Directors and Board of Commissioners are determined based on the GMS decision.

4. The Appointment of a Public Accountant and/or Public Accounting Firm to Audit the Company's Consolidated Financial Report and Financial Report of the Micro and Small Business Funding Program (PUMK) for the 2024 Financial Year.

Explanation:

- In accordance with the provisions of Article 21 paragraphs (2) and (4) of the Company's Articles of Association, Article 59 of the Financial Services Authority ("OJK") Regulation Number 15/POJK.04/2020 concerning Planning and Implementation of Public Company GMS, and Article 13 paragraph (1) OJK Regulation Number 13/POJK.03/2017 concerning the Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities regulates that the appointment of Public Accountants and/or Public Accounting Firms that will provide audit services for annual historical financial information must be decided by the GMS taking into account the recommendations of the Board of Commissioners.
- Based on Article 33 paragraph (3) PER-1/2023, it is regulated that specifically for the annual Micro and Small Business Funding Program (PUMK) Financial Reports must be audited by a Public Accounting Firm separately from the audit of BUMN Financial Reports, which are prepared in accordance with financial accounting standards for received approval from the GMS/Minister.

5. The Changes to the Company's Articles of Association.

Explanation:

In accordance with the provisions of Article 28 of the Company's Articles of Association, Article 19 paragraph (1) of the Company Law, changes to the Articles of Association must be stipulated at the GMS. The Company proposes to the Annual GMS to approve:

- Changes to the Company's Articles of Association in order to adapt to statutory regulations, including Law Number 4 of 2023 concerning Development and Strengthening of the Financial Sector, OJK Regulation Number 17 of 2023 concerning Implementation of Governance for Commercial Banks, Minister of State-Owned Enterprises Regulation Number PER-2 /MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of BUMN, Minister of BUMN Regulation Number PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises, and regulations related to other Company business activities.
- Rearrangement of all provisions in the Company's Articles of Association in connection with the changes referred to in point 1 (one) above.
- Granting power and authority to the Board of Directors with the right of substitution to take all necessary actions related to the decisions on the Fifth Agenda of the Meeting, including but not limited to drafting and restating the Company's entire Articles of Association in a Notarial Deed and submitting it to the authorized agency for approval and/or receipt of notification of changes to the Company's Articles of Association, doing everything deemed necessary and useful for these purposes with nothing excluded.

6. The Change to the Composition of the Company's Management.

Explanation:

The basis for the proposed Meeting agenda is the Letter of the Minister of State-Owned Enterprises of the Republic of Indonesia as the Series A Dwiwarna Shareholder Number SR-52/MBU/01/2024 dated 30 January 2024 regarding Approval to hold the 2023 Annual General Meeting of Shareholders of PT Bank Negara Indonesia (Persero) Tbk, Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association, which regulates that the appointment and dismissal of the Company's Management 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 **Tuesday, February 6**, up to **4.00 p.m.**
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 urges Shareholders to attend the Meeting electronically by providing power of attorney electronically through the eASY.KSEI facility via the

<https://access.ksei.co.id> website or by granting written authorization to an Independent Party. Forms of Power of Attorney to Independent Parties can be accessed through the Company's website. The Power of Attorney filled in completely is submitted to the Company's Securities Administration Bureau (BAE), namely PT Datindo Entrycom.

- b. Shareholders who are entitled to attend the Meeting can use eASY.KSEI to authorize and/or exercise their voting rights in accordance with the mechanism determined by the eASY.KSEI Provider while considering the provisions of laws and regulations.
4. If the Shareholders/their legal representatives intend to attend the Meeting physically, please be guided by the provisions that the Shareholders or their proxies who will attend the Meeting are asked to submit a photocopy of KTP or other valid identification to the registrar before entering the Meeting room. For Shareholders in the form of Legal Entities to bring a photocopy of the latest Articles of Association and the latest deed of appointment of members of the Board of Directors and Board of Commissioners or management. Especially for Shareholders in KSEI Collective Custody are asked to submit a Written Confirmation for the GMS ("**KTUR**") to the registration officer before entering the Meeting room. In the event that a Shareholder is unable to show a KTUR, then a Shareholder may still attend the Meeting as long as their name is recorded in the Register of Shareholders and brings an identity that can be verified in accordance with applicable regulations.
5. The Company has the right to determine the number of Shareholders or proxies of shareholders who are physically present.
6. 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 7, 2024**. In addition, copies of physical documents can be requested in writing by the Company's Shareholders until **March 4, 2024**.
7. 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.**

Jakarta, February 7, 2024
PT Bank Negara Indonesia (Persero) Tbk
Board of Directors