

SUPPORTING MATERIALS

Annual General Meeting Of Shareholders
PT Bank Negara Indonesia (Persero) Tbk.

Jakarta, 20 March 2018



1st AGENDA

The approval of the Company's Annual Report and validation of the Company's Consolidated Financial Statements, the Board of Commissioners Supervisory Actions Report and validation of the Annual Report of Partnership & Community Development Program for the financial year 2017 including submission of accountable report for the use of proceeds from Public Offering of the Revolving Bond I of BNI Phase I for the year 2017 and granting full release and discharge (volledig 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 2017.

❖ Legal Basis

1. Article 21 Paragraph (2) Company's Article of Association
2. Article 17 and 18 Ministry of SOE Regulation No. Per-09/MBU/07/2015 as amended by the Ministry of SOE Regulation No. Per-02/MBU/7/2017 regarding Second Amendment on the Ministry of SOE Regulation No. Per-09/MBU/07/2015 regarding Partnership Program and Community Development Program of SOE
3. Regulation of Financial Services Authority No. 30/POJK.04/2015 on Report on Proceeds Use from Public Offering

❖ Explanation

1. Company's Annual Report and the Company's Consolidated Financial Statements, the Board of Commissioners Supervisory Actions Report and Annual Report of Partnership & Community Development Program for the financial year 2017 as uploaded on the Company's website:
<http://www.bni.co.id/en-us/company/hubunganinvestor/presentationreport>
2. Accountable report for the use of proceeds from public offering of the 2017 BNI Bonds I Phase I of Rp3.000.000.000.000,- (three trillion rupiah) to meet the provision of Regulation of Financial Services Authority No. 30/POJK.04/2015 on Report on Proceeds Use from Public Offering.

2nd AGENDA

The approval of the use of the Net Profits of the Company's for the financial year 2017

❖ **Legal Basis**

1. Article 70 and Article 71 Law No. 40 year 2007 on Company Law
2. Article 21 Paragraph (2) and Article 26 Paragraph (2) Company's Article of Association

❖ **Explanation**

Company net income for the financial year 2017 of Rp13.616.475.751.928,00 will be allocated to the following:

1. Dividend payments to shareholders with the following allocation:
 - a. Government of the Republic of Indonesia as shareholder: 60%
 - b. Public shareholders: 40%
2. Retained earnings.

3rd AGENDA

The determination of the remuneration (salary, allowance, and facilities) for the Board of Directors and Board of Commissioners of the Company for the year 2018 as well as tantiem for the year 2017

❖ **Legal Basis**

1. Article 11 Paragraph (19), Article 14 Paragraph (30) and Article 26 Paragraph (2) Company's Article of Association
2. Article 96 and 113 Law No. 40 year 2007 on Company Law
3. Ministry of SOE Regulation No. Per-04/MBU/2014 as amended by the Ministry of SOE Regulation No.Per-01/MBU/06/2017 on the Guidelines for the Determination of the Income of the Board of Directors, the Board of Commissioners, and the Supervisory Board of SOE

❖ **Explanation**

According to the Company's Article of Association the members of the Board of Commissioner and Directors may be granted salary along with other facilities and/or allowances including pension benefits, the amount of which shall be determined by a GMS and the said authority may be delegated to the Board of Commissioners.

4th AGENDA

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 2018

❖ **Legal Basis**

Article 21 Paragraph (2) Company's Article of Association

❖ **Explanation**

According to the Company's Article of Association, in the Annual GMS a Public Accounting Firm registered with the Financial Services Authority as proposed by the Board of Commissioners shall be designated to audit the Company's Financial Statements and the Annual Report of Partnership & Community Development Program for the financial year 2018.

5th AGENDA

The approval of the Recovery Plan of the Company

- ❖ **Legal Basis**

Regulation of Financial Services Authority No. 14/POJK.03/2017 on the Recovery Plan for the Systemic Bank

- ❖ **Explanation**

According to the Regulation of Financial Services Authority No. 14/POJK.03/2017 on the Recovery Plan for the Systemic Bank that requires for systemic banks to prepare and submit recovery plans to OJK. Recovery Plan shall be approved by the GMS.

6th AGENDA

The determination of the validation of the Ministry of SOE Regulation No. Per-02/MBU/7/2017 regarding the Second Amendment of the Ministry of SOE Regulation No. Per-09/MBU/07/2015 regarding the Partnership & Community Development Program

❖ **Legal Basis**

1. Ministry of SOE Regulation No. PER-02/MBU/7/2017 regarding Second Amendment on the Ministry of SOE Regulation No. Per-09/MBU/07/2015 regarding Partnership Program and Community Development Program of SOE
2. Letter of the Ministry of SOE No. SR-172/MBU/D5/02/2018 regarding Proposal for Additional Agenda for Annual General Meeting of Shareholders of PT Bank BNI (Persero) Tbk for the Financial Year of 2017

❖ **Explanation**

According to the Article 2 Paragraph (2) Ministry of SOE Regulation No. PER-02/MBU/7/2017 regarding the Second Amendment of the Ministry of SOE Regulation No. Per-09/MBU/07/2015 regarding the Partnership & Community Development Program, GMS shall approve the decision to enforce this Regulation.

7th AGENDA

The change in the member of the Board of Directors and/or Board of Commissioners of the Company

❖ **Legal Basis**

1. Ministry of SOE Regulation No. PER-02/MBU/02/2015 on Conditions and Procedures for Appointment and Discharge of Members of the Board of Commissioners and the Board of Trustees of SOE.
2. Ministry of SOE Regulation No. PER-03/MBU/02/2015 on Conditions, Appointment and Discharge Procedures of Directors of SOE.
3. Article 11 Paragraph (10) and Article 14 Paragraph (12) Company's Article of Association
4. Letter of the Ministry of SOE No. SR-172/MBU/D5/02/2018 regarding Proposal for Additional Agenda for Annual General Meeting of Shareholders of PT Bank BNI (Persero) Tbk for the Financial Year of 2017

❖ **Explanation**

1. The members of the Board of Commissioners and/or Directors shall be appointed and dismissed by a GMS, which is attended by the Dwiwarna A Series shareholder and resolution of such meeting shall be approved by the Dwiwarna A Series shareholder.
2. Resume of the candidates for members of the Board of Directors and/or members of the Board of Commissioners to be appointed in the GMS, must be available and announced at the GMS before the decision on the appointment as members of the Board of Directors and/or members of the Board of Commissioners.

8th AGENDA

The approval on the amendment of the Company's Articles of Association

❖ **Legal Basis**

1. Article 28 Company's Article of Association
2. Letter of the Ministry of SOE No. SR-172/MBU/D5/02/2018 regarding Proposal for Additional Agenda for Annual General Meeting of Shareholders of PT Bank BNI (Persero) Tbk for the Financial Year of 2017

❖ **Explanation**

Amendments to the Articles of Association shall be made with due observance of the Laws on Limited Liability Company and/or regulations on the Capital Market.