

AGENDA & CODE OF CONDUCT

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

Jakarta, 20 March 2018

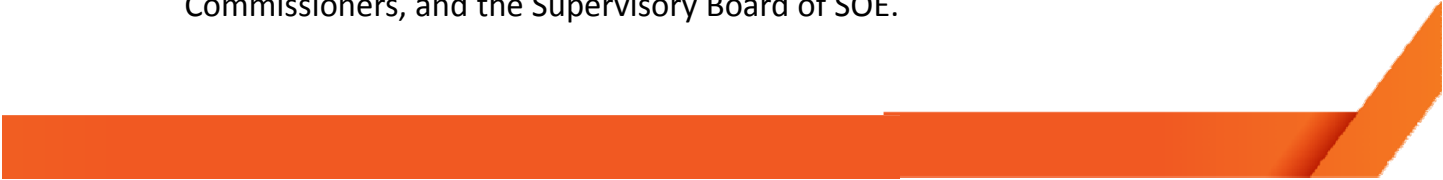


AGENDA

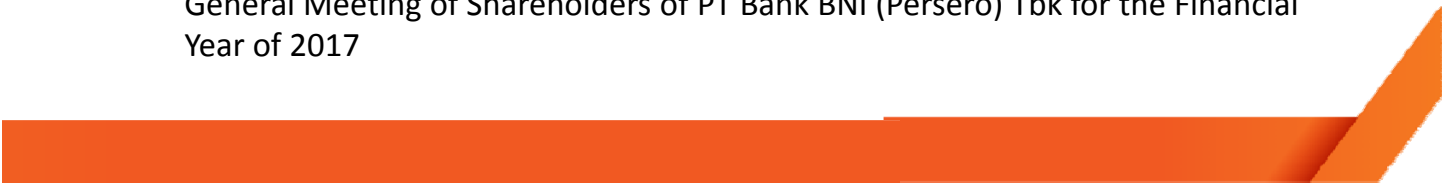
1. The approval of the Company's Annual Report and validation of the Company's Consolidated Financial Statements, the Board of Commissioners Supervisory Actions Report and validation of the Annual Report of Partnership & Community Development Program for the financial year 2017 including submission of 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.

The underlying rationales of the proposed meeting agenda are Article 21 paragraph (2) of Company's Articles of Association and Article 22 paragraph (2) of the Ministry of SOE Regulation No. Per-07/MBU/05/2015 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, and Regulation of Financial Services Authority No. 30/POJK.04/2015 on Report on Proceeds Use from Public Offering, in the case of all proceeds from the public offering has been used, accountability of the last realization of the use of proceeds must be submitted in the nearest Annual General Meeting of Shareholders.
 2. The approval of the use of the Net Profits of the Company's for the financial year 2017.

The underlying rationales of the proposed meeting agenda are Article 70 and 71 of the Company Law, Article 21 paragraph (2) and Article 26 paragraph (2) of Company's Articles of Association.
 3. 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.

The underlying rationales of the proposed meeting agenda are Article 11 paragraph (19), Article 14 paragraph (30) and Article 26 paragraph (2) of Company's Articles of Association, Article 96 and 113 of the Company Law, and also the 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.
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4. 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.
The underlying rationale of the proposed meeting agenda is Article 21 paragraph (2) of Company's Articles of Association.
 5. The approval of the Recovery Plan of the Company.
The underlying rationale of the proposed meeting agenda is Article 3 of the Regulation of Financial Services Authority No. 14/POJK.03/2017 on the Recovery Plan for the Systemic Bank, that the Recovery Plan must acquire the Shareholders's approval in the General Meeting of Shareholders.
 6. 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.
The underlying rationale of the proposed meeting agenda is validation of 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 and 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.
 7. The change in the member of the Board of Directors and/or Board of Commissioners of the Company.
The underlying rationales of the proposed meeting agenda are Article 11 paragraph (10) and Article 14 paragraph (12) of Company's Articles of Association and 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.
 8. The approval on the amendment of the Company's Articles of Association
The underlying rationales of the proposed meeting agenda are Article 28 of Company's Articles of Association and 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
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Annual General Meeting of Shareholders of PT Bank Negara Indonesia (Persero) Tbk Jakarta, 20 March 2018

1. Annual General Meeting of Shareholders (“the Meeting”) of PT Bank Negara Indonesia (Persero) Tbk (“the Company”) will be convened on:

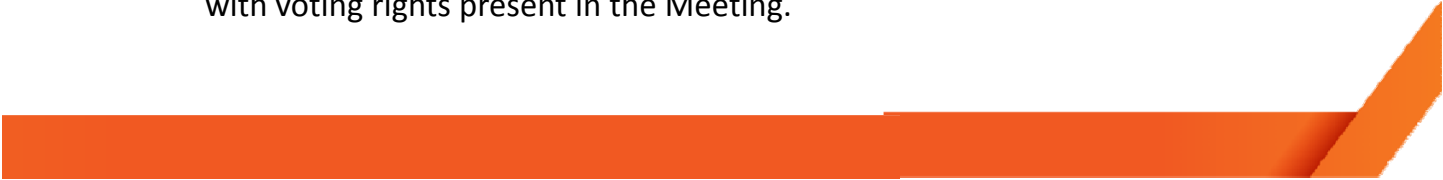
Day/Date	:	Tuesday, March 20th, 2018
Time	:	14:00 P.M. onward
Venue	:	Ballroom, Shangri-La Hotel Kota BNI, Jl. Jenderal Sudirman Kav. 1, Jakarta 10220

 2. Meeting Attendants:
 - a. Those who are entitled to be present in the Meeting are the shareholders whose names are registered/included in the Company’s Register of Shareholders on February 23rd, 2018 by 4.15 p.m.
 - b. The shareholders shall be entitled to be present in the Meeting, either in person or represented by a proxy.
 - c. Shareholders or their proxies who arrived after the registration is closed, still can attend the Meeting but they do not have the rights to cast vote and/or to raise question(s) and/or to express opinion(s).

 3. Invitees:
 - a. The Company may invite other parties related to the items on the agenda of the Meeting.
 - b. Invitees do not have the rights to raise question(s) and/or express opinion (s) and/or to cast vote in the Meeting.
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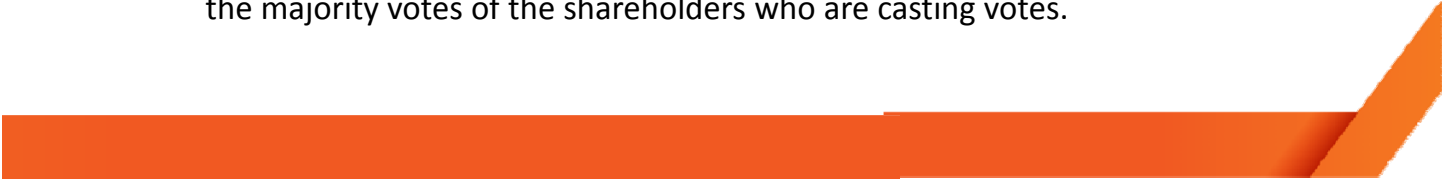
Annual General Meeting of Shareholders of PT Bank Negara Indonesia (Persero) Tbk Jakarta, 20 March 2018

4. Chairperson of the Meeting:
 - a. Chairperson of the Meeting shall be a member of the Board of Commissioners who is appointed by the Board of Commissioners.
 - b. The Chairperson of the Meeting shall be entitled to request that those present in the meeting prove their authority to be present in the Meeting and/or to request that written power of attorney to represent shareholders be shown to him/her.
 - c. The Chairperson of the Meeting is fully responsible for the convening of the Meeting and entitled to take any necessary actions in case of any disturbance occurred.
 - d. The Chairperson of the Meeting reserves the right to take all necessary actions to maintain order in the Meeting include but not limited to determined matters that have not yet provided in this Code of Conduct.
 5. The Meeting shall be held in Indonesian.
 6. Explanation on the Quorum of Attendance and Resolutions:
 - a. Quorum of attendance and resolutions of the Meeting shall be made by attended by the shareholders representing more than $\frac{1}{2}$ (one half) of the total shares with lawful voting rights and the resolution is lawful if it is approved by more than $\frac{1}{2}$ (one half) of the total shares with lawful voting rights present in the Meeting.
 - b. Meeting Agenda purported to change the Board of Directors and/or Board of Commissioners and to amend the Articles of Association which does not require approval from the Minister of Law and Human Rights, shall be stipulated and attended by the Dwiwarna A Series shareholder and other shareholders and/ or their lawful representatives or proxies who are jointly representing more than $\frac{1}{2}$ (one half) of the total shares with lawful voting rights and the resolutions shall be approved by the Dwiwarna A Series shareholder and other shareholders and/or their lawful representatives or proxies who are jointly representing more than $\frac{1}{2}$ (one half) of the total shares with voting rights present in the Meeting.
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7. Procedures for the use of rights of the shareholders to raise questions and/or opinion:
 - a. Those who are entitled to raise question(s) and/or opinion(s) in the Meeting are the shareholders or their proxies whose names are registered at the beginning of the Meeting.
 - b. Question and/or opinion forms are submitted to the shareholders or their proxies on the registration desk.
 - c. After the Chairman of the Meeting or the party designated by the Chairman of the Meeting has submitted/ present their proposal that requires approval from the Meeting, the Chairman of the Meeting shall grant the shareholders or their proxies to raise question(s) and/or to provide opinion(s) related to the item on the agenda of the Meeting before decision-making session.
 - d. The Shareholders or their proxies who wish to raise question(s) and/or opinion(s) are requested to raise hand and pass the question form that has been completed with the Shareholder's name, total number of shares that he/she represented, and their question(s) and/or opinion(s). All questions and opinions must be related to the Meeting agenda as currently discussed.

 8. Mechanism for decision making:
 - a. All resolutions shall be made based on deliberation or discussion leading to mutual consensus.
 - b. In the event that a resolution to be made based on deliberation and/or discussion (leading to mutual consensus) is not reached, such resolution shall be made based on assenting votes.
 - c. Voting shall be conducted verbally. Shareholders or their proxies who are disagree or do not cast votes, are requested to raise hand and submit the voting card to the officers.
 - d. In the Meeting, each share shall grant the right to cast 1 (one) vote to its owner/holder.
 - e. The Shareholders with voting rights who are present in the Meeting but they do not cast votes (abstain) shall be considered to have cast the same votes as the majority votes of the shareholders who are casting votes.
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- f. In a voting, the vote cast by a shareholder shall apply to all shares owned by him/her and the shareholder shall not be entitled to grant power of attorney to more than one proxy holders for a portion of shares owned by him/her with different votes.
 - g. Such provisions which mentioned in point f above are excluded for:
 - 1) Custodian Bank or Securities Company as the Custodian who represents its customers holding the Company's shares.
 - 2) Investment Manager who represents the interests of the Mutual Funds it manages.
 - i. After the vote has been counted and submitted to the Notary, the Chairman of the Meeting shall report the voting result.
9. Others:
- a. The Meeting attendants are expected to attend the Meeting until the Meeting is completed.
 - b. During the Meeting, the Meeting attendants are expected to follow the Meeting in orderly manner and do not activate cellular phones during the Meeting.
 - c. The attendants badge for the Meeting should be worn during the Meeting.
 - d. Matters that have not yet provided in this Code of Conduct may be determined later by the Chairperson of the Meeting.
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