Agenda Materials for the Annual General Meeting of Shareholders for Fiscal Year 2025

PT Bank Negara Indonesia (Persero) Tbk

Published on 13 February 2026

Convening and Agenda of the Annual General Meeting of Shareholders for Fiscal Year 2025

Convening of the Annual General Meeting of Shareholders for Fiscal Year 2025

Day, Date:
Monday, 9 March 2026

Time:
At 14.00 WIB s.d 17.00 WIB

Venue and Mechanism of the Meeting:
Central Jakarta
Conducted through the Electronic General Meeting System of KSEI ("eASY.KSEI") via the link https://akses.ksei.co.id, provided by PT Kustodian Sentral Efek Indonesia ("KSEI").

Agenda of the Annual General Meeting of Shareholders for Fiscal Year 2025

1. Approval of the Company's Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Supervisory Report of the Board of Commissioners, and Ratification of the Financial Statements of the Micro and Small Enterprise Funding Program ("PUMK") for Fiscal Year 2025, as well as the Granting of Full Release and Discharge of Responsibility (volledig acquit et de charge) to the Board of Directors for management actions and to the Board of Commissioners for supervisory actions carried out during Fiscal Year 2025.
2. Approval of the Use of the Company's Net Profit for Fiscal Year 2025.
3. Determination of Salaries/Honoraria along with Facilities and Allowances for Fiscal Year 2026, as well as Income in the form of Performance Rewards/Bonuses for Fiscal Year 2025 and/or other forms of remuneration for the Board of Directors and the Board of Commissioners of the Company.
4. Appointment of a Public Accountant and/or Public Accounting Firm to audit the Company's Consolidated Financial Statements and the Financial Statements of the PUMK Program for Fiscal Year 2026.
5. Delegation of Authority to approve the Long-Term Corporate Plan (RJPP) 2026–2030 and the Annual Work Plan and Budget (RKAP) 2027, including any amendments thereto, from the General Meeting of Shareholders to the party designated by the GMS.
6. Approval of the Company's Share Buyback Plan and the transfer of shares resulting from the buyback to be held as Treasury Stock
7. Amendment to the Company's Articles of Association.
8. Report on the Realization of the Use of Proceeds from the Public Offering of PT Bank Negara Indonesia (Persero) Tbk Sustainability Bonds Tranche I Year 2025.
9. Reaffirmation of the Delegation of Authority from the General Meeting of Shareholders to the Board of Commissioners to approve the Founder's Written Statement in connection with amendments to the Company's Pension Fund Regulations.

Danantara Indonesia BNI

Mechanism for Electronic Attendance of Shareholders at the Annual General Meeting of Shareholders for Fiscal Year 2025

Electronic Shareholder Registration

Shareholders may register their attendance electronically through the eASY.KSEI facility or grant a power of attorney to the Company's Securities Administration Bureau ("BAE"), PT Datindo Entrycom, through the eASY.KSEI facility, with the following procedures:

1. Shareholders must first be registered in KSEI's Securities Ownership Reference facility ("AKSes KSEI") via the link https://akses.ksei.co.id provided by KSEI.
2. Shareholders who have been registered may grant a power of attorney through eASY.KSEI via the website https://easy.ksei.co.id
3. In the event that Shareholders are unable to access eASY.KSEI, Shareholders may download the Power of Attorney form available on the Company's website at https://www.bni.co.id/perseroan/tata-kelola/rups to grant their power of attorney and voting rights at the Meeting. The completed Power of Attorney must be submitted to the Company's BAE, PT Datindo Entrycom, at Jl. Hayam Wuruk No. 28, Jakarta 10120, Tel. (021) 3508077, no later than 3 (three) business days prior to the date of the Meeting, namely on Wednesday, 4 March 2026, at 3:00 p.m. Western Indonesia Time (WIB)
4. Shareholders may declare their proxy and voting instructions, change the appointed proxy and/or voting choices for the Meeting agenda items, or revoke the proxy, from the date of the Meeting Notice up to no later than 1 (one) business day prior to the date of the Meeting at 12:00 p.m. Western Indonesia Time (WIB).
5. A guide for Shareholder participation in the implementation of the General Meeting of Shareholders through the eASY.KSEI facility can be downloaded at https://web.ksei.co.id/data/download-data-and-user-guide.

Terms and Conditions for Electronic Shareholder Attendance

Shareholders' attendance electronically via eASY.KSEI should take into account the following matters:

1. The following Shareholders are required to register their attendance electronically via eASY.KSEI on the day of the Meeting from 10:00 AM to 1:45 PM Western Indonesia Time (WIB):
   a. Local individual Shareholders who have not submitted a declaration of attendance or proxy through eASY.KSEI by the specified deadline and wish to attend the Meeting electronically.
   b. Local individual Shareholders who have submitted a declaration of attendance but have not yet cast votes for at least one (1) Meeting Agenda item in eASY.KSEI by the specified deadline and wish to attend the Meeting electronically.
   c. Proxy holders of Shareholders who have granted a proxy to an independent representative or individual representative but have not yet cast votes for at least one (1) Meeting Agenda item in eASY.KSEI by the specified deadline.
   d. Proxy holders of Shareholders who have granted a proxy to a participant/intermediary (custodian bank or securities company) and have already cast votes in eASY.KSEI by the specified deadline.
2. Shareholders who have submitted a declaration of attendance or granted a proxy to an independent representative or individual representative and have already cast their votes for the Meeting Agenda items in eASY.KSEI by the specified deadline do not need to complete electronic registration in eASY.KSEI
3. Any delay or failure in completing electronic registration for any reason will result in the Shareholder or their Proxy being unable to attend the Meeting electronically, and their share ownership will not be counted toward the attendance quorum.

Danantara Indonesia

BNI

EXPLANATION OF THE FIRST AGENDA

Approval of the Company’s Annual Report and Ratification of the Company’s Consolidated Financial Statements, Approval of the Supervisory Report of the Board of Commissioners, and Ratification of the Financial Statements of the Micro and Small Enterprise Funding Program (“PUMK”) for Fiscal Year 2025, as well as the Granting of Full Release and Discharge of Responsibility (volledig acquit et de charge) to the Board of Directors for management actions and to the Board of Commissioners for supervisory actions carried out during Fiscal Year 2025

FIRST AGENDA

Approval of the Company's Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Supervisory Report of the Board of Commissioners, and Ratification of the Financial Statements of the Micro and Small Enterprise Funding Program ("PUMK") for Fiscal Year 2025, as well as the Granting of Full Release and Discharge of Responsibility (volledig acquit et de charge) to the Board of Directors for management actions and to the Board of Commissioners for supervisory actions carried out during Fiscal Year 2025

Legal Basis

1. Articles 66, 67, 68, 69, and 78 paragraph (3) of Law of the Republic of Indonesia No. 40 of 2007 on Limited Liability Companies, as last amended by Law of the Republic of Indonesia No. 6 of 2023 concerning the Stipulation of Government Regulation in Lieu of Law of the Republic of Indonesia No. 2 of 2022 on Job Creation into Law ("**Company Law**").
2. Article 15H paragraph (1) of Law No. 19 of 2003 on State-Owned Enterprises, as amended by Law No. 1 of 2025 on the Third Amendment to Law No. 19 of 2003 on State-Owned Enterprises and Law No. 16 of 2025 on the Fourth Amendment to Law No. 19 of 2003 on State-Owned Enterprises ("**SOE Law**").
3. Article 33 paragraph (3) of the Regulation of the Minister of State-Owned Enterprises No. PER-1/MBU/03/2023 concerning Special Assignments and Corporate Social and Environmental Responsibility Programs of State-Owned Enterprises ("**PER-1/2023**").
4. Article 19 and Article 22 paragraph (3) of the Company's Articles of Association.
5. Letter of the Head of the State-Owned Enterprises Regulatory Agency ("**BP BUMN**") No. S-86/BPU/02/2026 dated 6 February 2026 regarding the Approval for the Convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk (the "**GMS Approval Letter**").

Explanation

1. The Company's Annual Report and the Supervisory Report of the Board of Commissioners are required to obtain approval from the General Meeting of Shareholders ("GMS"), while the Company's Consolidated Financial Statements are required to be ratified by the GMS.
2. The annual Financial Statements of the Micro and Small Enterprise Funding Program (PUMK) must be audited by a Public Accounting Firm separately from the audit of the SOE financial statements prepared in accordance with applicable financial accounting standards, in order to obtain ratification by the GMS/BP BUMN.
3. The GMS grants full release and discharge of responsibility (volledig acquit et de charge) to the members of the Board of Directors for management actions and to the members of the Board of Commissioners for supervisory actions carried out during the previous fiscal year, insofar as such actions are reflected in the Annual Report and the Financial Statements, except for acts of embezzlement, fraud, and other criminal offenses.
4. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has conveyed its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, including the agenda items of the Meeting.
5. The Company's Annual Report, which includes the Company's Consolidated Annual Financial Statements, the Board of Commissioners' Supervisory Report, and the 2025 Sustainability Report, can be accessed on the Company's website at the following link: https://www.bni.co.id/id-id/investor.

The Company recommends that the Shareholders approve the following to approve:

1. The Company's Annual Report, including the Supervisory Duties Report of the Board of Commissioners, for the Fiscal Year 2025 ending on 31 December 2025.

2. Approval:
   a. The Company's Consolidated Financial Statements for the Fiscal Year 2025 ending on 31 December 2025, audited by Rintis, Jumadi, Rianto & Partners Public Accounting Firm (a member firm of the PricewaterhouseCoopers network), in accordance with Report Number 00030/2.1457/AU.1/07/1124-2/1/II/2026 dated 2 February 2026, with an unqualified opinion in all material respects; and
   b. The Financial Statements of the Micro and Small Business Funding Program (PUMK) for the Fiscal Year 2025 ending on 31 December 2025, audited by Rintis, Jumadi, Rianto & Partners Public Accounting Firm (a member firm of the PricewaterhouseCoopers network), with an unqualified opinion in all material respects.

3. Full release and discharge of liability are granted (*volledig acquit et de charge*) to all members of the Board of Directors for their management of the Company and all members of the Board of Commissioners for their supervisory duties over the Company during the Fiscal Year 2025 ending on 31 December 2025, insofar as such actions do not constitute criminal acts and are reflected in the reports mentioned above.

4. To grant authority to the Board of Directors, with the right of substitution, to formalize the resolution relating to the first agenda item in a separate notarial deed and to notify such resolution to the competent authorities.

EXPLANATION OF THE SECOND AGENDA

Approval of the Use of the Company’s Net Profit for Fiscal Year 2025

SECOND AGENDA
Approval of the Use of the Company's Net Profit for Fiscal Year 2025

Legal Basis

1. Articles 70 and 71 of the Company Law.
2. Article 5 paragraph (4) letter c item (1) point (f), Article 22 paragraph (2) letter b, and Article 27 of the Company's Articles of Association.
3. GMS Approval Letter

Explanation

1. The Board of Directors is obliged to submit a proposal for the use of the Company's Net Profit if the Company reports a positive profit, to be decided by the General Meeting of Shareholders (GMS). In the meeting, the Board of Directors plans to present a proposal regarding the use of the Company's Net Profit for the 2025 Financial Year.
2. Holders of Series A Dwiwarna Shares have preferential rights to give their approval for the use of the profit.
3. The Company's Consolidated Profit for the Year attributable to owners of the parent entity for the financial year ended 31 December 2025 amounted to Rp20,040,703,136,037.-
4. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has granted its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, together with the proposed agenda items of the Meeting.
5. Further details regarding the Company's Net Profit for Financial Year 2025 can be found in the Financial Statements included in the Company's 2025 Annual Report, which can be downloaded via the following link: https://www.bni.co.id/id-id/investor

The Company recommends that the Shareholders approve the following to approve:

The determination of the appropriation of the Company's Consolidated Net Profit attributable to owners of the parent entity for Financial Year 2025 amounting to Rp20,040,703,136,037.40 (twenty trillion forty billion seven hundred three million one hundred thirty-six thousand thirty-seven Rupiah and forty sen), as follows:

1. An amount of **65%** (sixty-five percent) or Rp13,026,457,038,424.30 (thirteen trillion twenty-six billion four hundred fifty-seven million thirty-eight thousand four hundred twenty-four Rupiah and thirty sen) shall be designated as Cash Dividends, to be distributed under the following provisions:
   a. The dividend for Financial Year 2025 shall be paid proportionally to each Shareholder whose name is recorded in the Register of Shareholders on the recording date (Recording Date).
   b. The Board of Directors shall be granted full authority and power, with the right of substitution, to:
      1) determine the schedule and procedures for the distribution relating to the payment of dividends for Financial Year 2025 in accordance with the prevailing laws and regulations;
      2) withhold dividend tax in accordance with the applicable tax regulations; and
      3) carry out any other necessary technical matters in compliance with the prevailing laws and regulations.
2. An amount of **35%** (thirty-five percent) or Rp7,014,246,097,613.09 (seven trillion fourteen billion two hundred forty-six million ninety-seven thousand six hundred thirteen Rupiah and nine sen) shall be allocated as Retained Earnings.

EXPLANATION OF THE THIRD AGENDA

The determination of Salary/Honorarium along with Facilities and Allowances for the 2026 Financial Year, as well as Income in the form of Performance Awards/Bonuses for the 2025 Financial Year and/or other forms of remuneration to be granted to the Board of Directors and the Board of Commissioners of the Company

Danantara Indonesia

BNI

THIRD AGENDA

Determination of Salary/Honorarium along with Facilities and Allowances for the 2026 Financial Year, as well as Income in the form of Performance Awards/Bonuses for the 2025 Financial Year and/or other forms of remuneration to be granted to the Board of Directors and the Board of Commissioners of the Company

Legal Basis

1. Articles 96 and 113 of the Indonesian Company Law.
2. Article 76 of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 regarding the Organs and Human Resources of State-Owned Enterprises (“**PER-3/2023**”).
3. Article 5 paragraph (4) letter c number (1) item (e), Article 11 paragraph (16), and Article
4. GMS Approval Letter

Explanation

1. Holders of Series A Dwiwarna Shares, or their proxies, shall have the right to approve the remuneration of the members of the Board of Directors and the Board of Commissioners. The amount of salary for members of the Board of Directors of State-Owned Enterprises and honorarium for the Board of Commissioners shall be determined by the General Meeting of Shareholders (GMS) annually for a period of one year, effective from January of the current State-Owned Enterprises may provide Performance Awards/Performance Bonuses and/or other forms of remuneration to the members of the Board of Directors and the Board of Commissioners based on the determination of the GMS, provided that the criteria set forth in the applicable regulations are met.
2. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has granted its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, together with the proposed agenda items of the Meeting.

The Company urges the Shareholders to approve:

1. The granting of power and authority to the holders of Series A Dwiwarna Shares, or their proxies, to determine for the members of the Board of Commissioners:
   a. Income in the form of Performance Awards for the 2025 Financial Year and/or other forms of remuneration in accordance with the applicable regulations; and
   b. Honorarium along with Facilities and Allowances for the 2026 Financial Year.
2. To approve the granting of power and authority to the Board of Commissioners, provided that prior written approval is obtained from the holders of Series A Dwiwarna Shares or their proxies, to determine for the members of the Board of Directors:
   a. Income in the form of Performance Awards/Performance Bonuses for the 2025 Financial Year and/or other forms of remuneration in accordance with the applicable regulations; and
   b. Salary along with Facilities and Allowances for the 2026 Financial Year.

EXPLANATION OF THE FOURTH AGENDA

Appointment of a Public Accountant and/or Public Accounting Firm to audit the Company's Consolidated Financial Statements and the PUMK Program Financial Statements for the 2026 Financial Year

FOURTH AGENDA

Appointment of a Public Accountant and/or Public Accounting Firm to audit the Company's Consolidated Financial Statements and the PUMK Program Financial Statements for the 2026 Financial Year

Legal Basis

1. Article 59 of the OJK Regulation No. 15/POJK.04/2020 concerning the Planning and Implementation of the General Meeting of Shareholders of Public Companies.
2. Article 3 paragraph (1) of OJK Regulation No. 9 of 2023 concerning the Use of Public Accountant and Public Accounting Firm Services in Financial Services Activities.
3. Article 33 paragraph (3) of PER-1/2023.
4. Article 22 paragraph (2) letter c and paragraph (4) of the Company's Articles of Association.
5. GMS Approval Letter

Explanation

1. The General Meeting of Shareholders (GMS) is required to decide on the appointment of a Public Accountant and/or Public Accounting Firm to provide audit services for the annual historical financial information, taking into account the proposal of the Board of Commissioners.
2. Specifically, the annual Financial Statements of the Micro and Small Enterprise Financing Program (PUMK) must be audited by a Public Accounting Firm separately from the audit of the State-Owned Enterprise's Financial Statements prepared in accordance with financial accounting standards, in order to obtain approval from the GMS.
3. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has granted its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, together with the proposed agenda items of the Meeting.
4. Signing Partner: Mr. Eddy Rintis of Public Accounting Firm Rintis, Jumadi, Rianto & Rekan (a member firm of the PricewaterhouseCoopers Global network).

The Company urges the Shareholders to approve:

1. The appointment of Public Accounting Firm Rintis, Jumadi, Rianto & Rekan (a member firm of the PricewaterhouseCoopers Global network) as the Public Accountant and/or Public Accounting Firm to audit the Company's Consolidated Financial Statements, the Financial Statements of the Micro and Small Business Funding Program (Program Pendanaan Usaha Mikro dan Usaha Kecil – PUMK), and other reports for Financial Year 2026.
2. The granting of authority and power to the Company's Board of Commissioners to:
   a. Appoint a Public Accountant and/or Public Accounting Firm to audit the Company's Consolidated Financial Statements for other periods within Financial Year 2026 for the Company's purposes and interests; and
   b. Determine the audit fees and other terms and conditions for such Public Accountant and/or Public Accounting Firm, and to appoint a Substitute Public Accountant and/or Public Accounting Firm should Public Accounting Firm Rintis, Jumadi, Rianto & Rekan (a member firm of the PricewaterhouseCoopers Global network), for any reason whatsoever, be unable to complete the audit of the Company's Consolidated Financial Statements for Financial Year 2026 and/or other periods within Financial Year 2026, as well as the Financial Statements of the PUMK Program for Financial Year 2026, including determining the audit fees and other terms and conditions for such Substitute Public Accountant and/or Public Accounting Firm.

EXPLANATION OF THE FIFTH AGENDA

Delegation of Authority to Approve the 2026–2030 Long-Term Work Plan (RJPP) and the 2027 Annual Work Plan (RKAP), including any amendments thereto, from the General Meeting of Shareholders (GMS) to the party designated by the GMS

FIFTH AGENDA

Delegation of Authority to Approve the 2026–2030 Long-Term Work Plan (RJPP) and the 2027 Annual Work Plan (RKAP), including any amendments thereto, from the General Meeting of Shareholders (GMS) to the party designated by the GMS

Legal Basis

1. Article 15G paragraphs (2), (5), and (6) of the SOE Law.
2. Article 95 paragraph (4) of the Regulation of the Minister of State-Owned Enterprises No. PER-2/MBU/03/2023 concerning the Organs and Human Resources of State-Owned Enterprises.
3. Article 12 paragraph (2) letter b number 2, Article 17 paragraphs (1), (3), and (4), Article 18 paragraphs (1) and (3), and Article 22 paragraph (2) letter d of the Company's Articles of Association.
4. GMS Approval Letter

Explanation

1. The Company's Articles of Association stipulate that the Board of Directors is required to timely prepare the Company's Long-Term Plan, Annual Work Plan and Budget, as well as other work plans and any amendments thereto in accordance with the prevailing provisions. The Board of Directors is further required to prepare the draft Long-Term Plan (RJP) with due reference to the SOE Roadmap in accordance with the applicable laws and regulations governing State-Owned Enterprises, and to obtain approval from the General Meeting of Shareholders (GMS).
2. The Board of Directors of the Company is required to prepare a Long-Term Corporate Plan (Rencana Kerja Jangka Panjang – RJPP) containing a five-year strategic plan, which shall be jointly reviewed with and signed by the Board of Commissioners, and subsequently submitted to the GMS for approval.
3. The Board of Directors is also required to prepare an annual work plan prior to the commencement of the forthcoming financial year, which shall be reviewed and approved by the Board of Commissioners and submitted to the GMS for approval.
4. For SOEs that have been declared financially sound for two (2) consecutive years, the authority of the GMS/BP BUMN to ratify the annual work plan may be delegated to the Board of Commissioners.
5. The GMS may delegate its authority to approve the Company's Long-Term Corporate Plan and Annual Business Plan (RKAP) to the Board of Commissioners, subject to prior written approval from the majority holders of Series B and Series C Shares, including approval of the Company's Long-Term Corporate Plan (RJPP) 2026–2030 and the Annual Business Plan (RKAP) for Financial Year 2027, as well as any amendments thereto.
6. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has granted its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, including the agenda items of the Meeting.

The Company urges the Shareholders to approve:
The granting of authority and power to the Company's Board of Commissioners, subject to prior written approval from the holders of Series B Shares and the majority holders of Series C Shares, to approve the Company's Long-Term Work Plan (RJPP) for 2026–2030 and the Company's Annual Work Plan and Budget (RKAP) for 2027, including any amendments thereto.

EXPLANATION OF THE SIXTH AGENDA

Approval of the Company’s Share Buyback Plan and the Disposal of the Repurchased Shares to be held as Treasury Stock

SIXTH AGENDA

Approval of the Company’s Share Buyback Plan and the Disposal of the Repurchased Shares to be held as Treasury Stock

Legal Basis

1. Article 37 and 38 Company Law
2. Article 2 paragraphs (1) and (3), Article 21 letter c, and Article 22 paragraphs (1) and (3) of OJK Regulation No. 29 of 2023 concerning Share Buybacks by Public Companies.
3. Article 13 of OJK Regulation No. 11/POJK.03/2016 concerning the Minimum Capital Requirement for Commercial Banks.
4. GMS Approval Letter

Explanation

1. The Company may repurchase shares that have been issued, provided that: (i) such repurchase does not result in the Company’s net assets becoming less than the aggregate of its issued capital and the statutory reserves that have been set aside; and (ii) the total nominal value of all shares repurchased by the Company, together with any shares pledged or subject to fiduciary security held by the Company itself and/or by another company whose shares are directly or indirectly owned by the Company, does not exceed 10% of the Company’s issued capital, unless otherwise stipulated under the prevailing laws and regulations in the capital market sector. Furthermore, any repurchase of shares or the transfer thereof may only be carried out upon approval of the General Meeting of Shareholders (GMS), with the meeting notice, quorum, and voting approval requirements being the same as those applicable to a GMS convened to resolve on amendments to the Articles of Association.
2. The Company may implement a share buyback for specific purposes, including for use in an employee and/or management share ownership program, subject to approval from the Financial Services Authority (OJK). The repurchase of the Company’s shares (Buyback) and the transfer of shares resulting from the Buyback must first obtain approval from the GMS. The GMS agenda items for conducting the share buyback and the transfer of shares resulting from the buyback may be resolved at the same GMS.
3. The Company may execute the buyback and the transfer of shares resulting from the buyback by reselling such shares through the Indonesia Stock Exchange and/or utilizing them for an employee and/or management share ownership program, subject to OJK approval.
4. The Company has disclosed information to the public regarding the Buyback Plan and the Transfer of Shares Resulting from the Buyback held as Treasury Stock on 29 January 2026. The Disclosure of Information and its updates are available on the website of the Indonesia Stock Exchange and on the Company’s website (https://www.bni.co.id/id-id/investor/berita-investor/keterbukaan-informasi).
5. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has conveyed its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, including the agenda items of the Meeting.

The Company urges the Shareholders to approve:

1. To approve the repurchase (Buyback) of the Company’s issued and listed shares on the Indonesia Stock Exchange (IDX) with a maximum Buyback transaction value of IDR 905,480,000,000 (nine hundred five billion four hundred eighty million Rupiah), including Buyback transaction costs, subject to the required approvals and in compliance with the prevailing laws and regulations.
2. To grant authority and power to the Board of Directors of the Company to implement the share Buyback, including to terminate its implementation, with due observance of the applicable laws and regulations.
3. To approve the transfer of shares resulting from the Buyback which are recorded as treasury stock, by way of resale on the Indonesia Stock Exchange and/or outside the Indonesia Stock Exchange and/or through the implementation of a Share Ownership Program for the Employees and/or Management of the Company, in accordance with the prevailing regulations.
4. To grant authority and power to the Board of Directors of the Company in relation to the transfer of shares resulting from the Buyback which are recorded as treasury stock, by way of resale on the Indonesia Stock Exchange and/or outside the Indonesia Stock Exchange, with due observance of the applicable laws and regulations.
5. To approve the granting of authority and power for the implementation of the Share Ownership Program for Employees and/or Management of the Company to:
   a. the Board of Directors of the Company, for the implementation of the Employee Share Ownership Program (ESOP);
   b. the Board of Directors of the Company, with due consideration of the approval of the Series A Dwiwarna Shareholder and/or the Majority Series B and Series C Shareholders, for the implementation of the Management Share Ownership Program (MSOP);

   all of which shall be carried out in accordance with the prevailing laws and regulations.

Danantara Indonesia

BNI

EXPLANATION OF THE SEVENTH AGENDA

Amendment to the Company's Articles of Association

SEVENTH AGENDA
Amendment to the Company's Articles of Association

Legal Basis

1. Article 19 paragraph (1) of the Indonesian Company Law.
2. Article 2 paragraph (3) of the SOE Law.
3. Article 5 paragraph (4) letter c number (3) and letter c number (1) item (a), Article 26 paragraph (5), and Article 29 of the Company's Articles of Association.
4. Letter from the Head of the State-Owned Enterprises Regulatory Agency ("**BP BUMN**") No. S-18/BPU/01/2026 dated 6 January 2026 regarding the Notification of the Signing of the Share Transfer Agreement of PT Bank Negara Indonesia (Persero) Tbk ("**BP BUMN Letter**").
5. Letter from PT Danantara Asset Management (Persero) No. SR.005/DI-DAM/DO/2026 dated 6 January 2026 regarding the Notification of the Signing of the Share Transfer Agreement of PT Bank Negara Indonesia (Persero) Tbk ("**DAM Letter**").
6. GMS Approval Letter

Explanation

1. Amendments to the Company's Articles of Association shall be resolved by the General Meeting of Shareholders (GMS).
2. Pursuant to Article 5 paragraph (4) letter (c) number (1) of the Company's Articles of Association, the holder of the Series A Dwiwarna Share possesses a special right to approve any amendment to the Company's Articles of Association.
3. The Republic of Indonesia holds 1% (one percent) of the shares in a State-Owned Enterprise in the form of Series A Dwiwarna Shares through BP BUMN, and 99% of the shares in the form of Series B Shares through the Daya Anagata Nusantara Investment Management Agency.
4. Through the BP BUMN Letter and the DAM Letter, BP BUMN and DAM, in their capacity as shareholders of the Company, approved the transfer of a portion of DAM's Series B Shares in the Company to BP BUMN. Subsequently, the transferred Series B Shares will be reclassified as Series A Dwiwarna Shares.
5. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has conveyed its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, including the agenda items of the Meeting.

The Company urges the Shareholders to approve:

1. Amendment to the Company's Articles of Association in connection with the reclassification of the Company's shares, namely the conversion of 223,783,877 Series B shares owned by BP BUMN into Series A Dwiwarna shares, in order to comply with Law Number 16 of 2025 concerning the Fourth Amendment to Law Number 19 of 2003 on State-Owned Enterprises.
2. To amend the provisions of the Company's Articles of Association relating to the resolution set forth in item 1 above.
3. The granting of authority and power to the Board of Directors, with the right of substitution, to take all necessary actions in connection with the resolution of Agenda Item 7 of the Company's Annual GMS, including to restate the entire Articles of Association of the Company in a Notarial Deed and to submit the same to the competent authorities to obtain approval and/or acknowledgment of receipt of notification of the amendment to the Company's Articles of Association, and to take any and all actions deemed necessary and appropriate for such purposes without exception, including making any additions and/or amendments to the amendment of the Company's Articles of Association if required by the competent authorities.

SEVENTH AGENDA
Amendment to the Company's Articles of Association

Proposal For Amendments To The Articles Of Association

Current Articles of Association	Proposed Amendments
Article 4 paragraph (1)	**Article 4 paragraph (1)**
The Company's authorized capital is IDR 15,000,000,000,000 (fifteen trillion Rupiah), divided as follows: a. 1 (one) Series A Dwiwarna share with a nominal value of Rp3,750.00 (three thousand seven hundred fifty Rupiah); b. 578,683,733 (five hundred seventy-eight million six hundred eighty-three thousand seven hundred thirty-three) Series B shares, each with a nominal value of Rp3,750.00 (three thousand seven hundred fifty Rupiah), representing an aggregate nominal value of Rp2,170,063,998,750.00 (two trillion one hundred seventy billion sixty-three million nine hundred ninety-eight thousand seven hundred fifty Rupiah); and c. 68,426,325,320 (sixty-eight billion four hundred twenty-six million three hundred twenty-five thousand three hundred twenty) Series C shares, each with a nominal value of Rp187.50 (one hundred eighty-seven point five zero Rupiah), representing an aggregate nominal value of Rp12,829,935,997,500.00 (twelve trillion eight hundred twenty-nine billion nine hundred thirty-five million nine hundred ninety-seven thousand five hundred Rupiah).	The Company's authorized capital is IDR 15,000,000,000,000 (fifteen trillion Rupiah), divided as follows: a. 223,783,878 (two hundred twenty-three million seven hundred eighty-three thousand eight hundred seventy-eight) Series A Dwiwarna shares, each with a nominal value of Rp3,750.00 (three thousand seven hundred fifty Rupiah), representing an aggregate nominal value of Rp839,189,542,500.00 (eight hundred thirty-nine billion one hundred eighty-nine million five hundred forty-two thousand five hundred Rupiah). b. 354,899,856 (three hundred fifty-four million eight hundred ninety-nine thousand eight hundred fifty-six) Series B shares, each with a nominal value of Rp3,750.00 (three thousand seven hundred fifty Rupiah), representing an aggregate nominal value of Rp1,330,874,460,000.00 (one trillion three hundred thirty billion eight hundred seventy-four million four hundred sixty thousand Rupiah); and c. 68,426,325,320 (sixty-eight billion four hundred twenty-six million three hundred twenty-five thousand three hundred twenty) Series C shares, each with a nominal value of Rp187.50 (one hundred eighty-seven point five zero Rupiah), representing an aggregate nominal value of Rp12,829,935,997,500.00 (twelve trillion eight hundred twenty-nine billion nine hundred thirty-five million nine hundred ninety-seven thousand five hundred Rupiah).

SEVENTH AGENDA
Amendment to the Company's Articles of Association

Proposal For Amendments To The Articles Of Association

Current Articles of Association	Proposed Amendments
Article 4 paragraph (2)	**Article 4 paragraph (2)**
Of the Authorized Capital, approximately 54.05% (fifty-four point zero five percent), or a total of 37,297,312,916 (thirty-seven billion two hundred ninety-seven million three hundred twelve thousand nine hundred sixteen) shares, have been issued and fully paid-up, with an aggregate nominal value of Rp9,054,806,974,125.00 (nine trillion fifty-four billion eight hundred six million nine hundred seventy-four thousand one hundred twenty-five Rupiah), consisting of: a. 1 (one) Series A Dwiwarna share with a nominal value of Rp3,750.00 (three thousand seven hundred fifty Rupiah); b. 578,683,733 (five hundred seventy-eight million six hundred eighty-three thousand seven hundred thirty-three) Series B shares, each with a nominal value of Rp3,750.00 (three thousand seven hundred fifty Rupiah), representing an aggregate nominal value of Rp2,170,063,998,750.00 (two trillion one hundred seventy billion sixty-three million nine hundred ninety-eight thousand seven hundred fifty Rupiah); and c. 36,718,629,182 (thirty-six billion seven hundred eighteen million six hundred twenty-nine thousand one hundred eighty-two) Series C shares, each with a nominal value of Rp187.50 (one hundred eighty-seven point five zero Rupiah), representing an aggregate nominal value of Rp6,884,742,971,625.00 (six trillion eight hundred eighty-four billion seven hundred forty-two million nine hundred seventy-one thousand six hundred twenty-five Rupiah).	Of the Authorized Capital, approximately 54.05% (fifty-four point zero five percent), or a total of 37,297,312,916 (thirty-seven billion two hundred ninety-seven million three hundred twelve thousand nine hundred sixteen) shares, have been issued, subscribed, and fully paid-up, with an aggregate nominal value of Rp9,054,806,974,125.00 (nine trillion fifty-four billion eight hundred six million nine hundred seventy-four thousand one hundred twenty-five Rupiah), consisting of: a. 223,783,878 (two hundred twenty-three million seven hundred eighty-three thousand eight hundred seventy-eight) Series A Dwiwarna shares, each with a nominal value of Rp3,750.00 (three thousand seven hundred fifty Rupiah), representing an aggregate nominal value of Rp839,189,542,500.00 (eight hundred thirty-nine billion one hundred eighty-nine million five hundred forty-two thousand five hundred Rupiah); b. 354,899,856 (three hundred fifty-four million eight hundred ninety-nine thousand eight hundred fifty-six) Series B shares, each with a nominal value of Rp3,750.00 (three thousand seven hundred fifty Rupiah), representing an aggregate nominal value of Rp1,330,874,460,000.00 (one trillion three hundred thirty billion eight hundred seventy-four million four hundred sixty thousand Rupiah); and c. 36,718,629,182 (thirty-six billion seven hundred eighteen million six hundred twenty-nine thousand one hundred eighty-two) Series C shares, each with a nominal value of Rp187.50 (one hundred eighty-seven point five zero Rupiah), representing an aggregate nominal value of Rp6,884,742,971,625.00 (six trillion eight hundred eighty-four billion seven hundred forty-two million nine hundred seventy-one thousand six hundred twenty-five Rupiah).

EXPLANATION OF THE EIGHTH AGENDA

Report on the Realization of Fund Utilization from the First Phase of the Sustainability Bond Public Offering of PT Bank Negara Indonesia (Persero) Tbk for the 2025 Financial Year

Danantara Indonesia

BNI

EIGHTH AGENDA

Report on the Realization of Fund Utilization from the First Phase of the Sustainability Bond Public Offering of PT Bank Negara Indonesia (Persero) Tbk for the 2025 Financial Year

Legal Basis

1. Article 6 of OJK Regulation No. 30/POJK.04/2015 concerning the Report on the Realization of the Use of Proceeds from a Public Offering (which remains effective until OJK Regulation No. 40 of 2025 concerning the Use of Proceeds from a Public Offering becomes fully effective).
2. Article 13 and Article 31 of OJK Regulation No. 40 of 2025 concerning the Use of Proceeds from a Public Offering.
3. The Letter of Approval for the General Meeting of Shareholders issued by BP BUMN.

Explanation

1. The Company has issued the Shelf Registration of Sustainability Bonds I Bank BNI Phase I Year 2025 amounting to Rp5,000,000,000,000 (five trillion Rupiah), which became effective on 4 July 2025.
2. All proceeds from the Shelf Registration of Sustainability Bonds I Bank BNI Phase I Year 2025 have been fully utilized to finance and/or refinance projects within the KUBL and KUBS categories.
3. The Company is required to account for the realization of the use of proceeds from the public offering at each Annual General Meeting of Shareholders (AGMS) until all proceeds from the public offering have been fully utilized.
4. The Eighth Agenda Item is report-based in nature; therefore, no voting will be conducted for the adoption of any resolution in respect of this agenda item.
5. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has conveyed its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, including the agenda items of the Meeting.

The Company invites the Shareholders to acknowledge the Report on the Realization of the Use of Proceeds from the Phase I Sustainability Bond Public Offering of PT Bank Negara Indonesia (Persero) Tbk for the Year 2025. No question-and-answer session or decision-making session will be conducted for this Agenda.

Danantara Indonesia

BNI

EIGHTH AGENDA

Report on the Realization of Fund Utilization from the First Phase of the Sustainability Bond Public Offering of PT Bank Negara Indonesia (Persero) Tbk for the 2025 Financial Year

Type of Public Offering	Effective Date	Total Proceeds from the Public Offering			Planned Use of Proceeds		Planned Use of Proceeds		Remaining Proceeds
		Amount of Proceeds from the Public Offering	Public Offering Expenses	Net Proceeds	*Financing and/or refinancing of projects within the KUBL & KUBS) categories**	Total	*Financing and/or refinancing of projects under the KUBL & KUBS) categories**	Total	
Bank BNI Sustainable Public Offering of Sustainability Bonds I – Phase I Year 2025	July 4 2025	Rp 5 Triliun	Rp 3.972.972.974	Rp 4.996.027.027.026	Rp 4.996.027.027.026	Rp 4.996.027.027.026	Rp 4.996.027.027.026	Rp 4.996.027.027.026	-

*) Notes:
KUBL (Environmentally Sustainable Business Activities) Category: projects related to renewable energy, energy efficiency, waste-to-energy and waste management, sustainable use of natural resources and land, terrestrial and aquatic biodiversity conservation, environmentally friendly transportation, sustainable water and wastewater management, climate change adaptation, green buildings, and sustainable agriculture, in accordance with Financial Services Authority Regulation No. 18 of 2023 on the Issuance and Requirements of Sustainable Debt Securities and Sukuk.
KUBS (Socially Sustainable Business Activities) Category: projects related to basic infrastructure services, financing for micro, small, and medium enterprises (MSMEs), access to essential services, affordable housing, food security and sustainable food systems, and socio-economic enhancement and empowerment, in accordance with Financial Services Authority Regulation No. 18 of 2023 on the Issuance and Requirements of Sustainable Debt Securities and Sukuk.

Danantara Indonesia

BNI

EXPLANATION OF THE NINTH AGENDA

Reaffirmation of the Delegation of Authority from the General Meeting of Shareholders (GMS) to the Board of Commissioners to Approve the Written Declaration of the Founder in Connection with Amendments to the Company’s Pension Fund Regulations

NINTH AGENDA

Reaffirmation of the Delegation of Authority from the General Meeting of Shareholders (GMS) to the Board of Commissioners to Approve the Written Declaration of the Founder in Connection with Amendments to the Company's Pension Fund Regulations

Legal Basis

1. Law No. 11 of 1992 concerning Pension Funds, as repealed and replaced by Law No. 4 of 2023 on the Development and Strengthening of the Financial Services Sector, along with its implementing regulations currently in force, namely Article 9 paragraphs (3) and (4) and Article 10 paragraph (1) of Government Regulation No. 76 of 1992 concerning Employer Pension Funds.
2. Minutes of the Extraordinary General Meeting of Shareholders (EGMS) of the Company as set forth in Deed No. 42 of 1999.
3. Minutes of the Annual General Meeting of Shareholders (AGMS) of the Company for the 2023 Financial Year as set forth in Deed No. 15 dated 15 March 2023.

Explanation

1. Pursuant to Government Regulation No. 76 of 1992, it is stipulated that any proposed amendment to the Pension Fund Regulations (Peraturan Dana Pensiun – "PDP") (in this case, of Bank BNI) must be accompanied by a Written Statement of the Founder (Pernyataan Tertulis Pendiri – "PTP"), which in this context refers to the General Meeting of Shareholders (GMS). The Extraordinary GMS of 1999 resolved to delegate authority to the Board of Commissioners to approve the PTP in relation to amendments to the PDP.
2. Pursuant to the resolution of the Annual GMS for Financial Year 2023, the GMS approved the ratification and re-delegation of authority from the GMS to the Board of Commissioners to approve the PTP in connection with amendments to the PDP, and such delegation shall be reaffirmed periodically by the GMS every three (3) years.
3. BP BUMN, in its capacity as the holder of the Series A Dwiwarna Share, through its Letter of Approval for the General Meeting of Shareholders, has conveyed its approval for the convening of the Annual General Meeting of Shareholders for Financial Year 2025 of PT Bank Negara Indonesia (Persero) Tbk, including the agenda items of the Meeting.

The Company urges the Shareholders to approve:

1. To approve and reaffirm the delegation of authority from the General Meeting of Shareholders (GMS) to the Board of Commissioners of the Company to approve the Written Declaration of the Founder in connection with amendments to the Company's Pension Fund Regulations, as regulated under Government Regulation No. 76 of 1992 concerning Employer Pension Funds.
2. To stipulate that, henceforth, the reaffirmation of the delegation of authority from the GMS to the Board of Commissioners to approve the Written Declaration of the Founder in connection with amendments to the Company's Pension Fund Regulations shall apply on an ongoing basis, such that the delegation of authority shall only need to be established once and may thereafter be exercised without requiring periodic reaffirmation by the GMS every three (3) years, provided that the Board of Commissioners of the Company is obliged to submit a report on the exercise of such authority periodically at each Annual General Meeting of Shareholders (AGMS), to be presented together with the agenda item on the Approval of the Supervisory Duties Report of the Board of Commissioners.

Thank you