

LOMS

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CERTIFIED, AUTHORIZED AND SWORN TRANSLATORS

MULTILINGUAL TRANSLATION SERVICES:

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NOTARY PUBLIC & LAND DEED OFFICIAL

FATHIAH HELMI, SH

DECREE OF THE MINISTER OF JUSTICE OF THE REPUBLIC OF INDONESIA

Dated February 28, 1990, No. C-6. HT. 03.01-Th. 1990

Dated September 1, 1998, No. C-145. HT. 03.02-Th. 1998

DECREE OF THE NATIONAL LAND AFFAIRS AGENCY

Dated September 17, 1991, No. 54-XI-1991

Dated September 24, 2007, No. 44-XVII-PPAT-2007

Working Area: South Jakarta Municipality

Graha Irama 6th c Floor

Jl. H.R. Rasuna Said Block X - 1 Kav. 1 & 2

Kuningan, South Jakarta 12950

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MINUTES OF ANNUAL

GENERAL MEETING OF SHAREHOLDERS

PERUSAHAAN PERSEROAN (PERSERO)

PT BANK NEGARA INDONESIA Tbk

abbreviated into PT BANK NEGARA INDONESIA (PERSERO) Tbk

Number: 1.-

-On this day, Tuesday, the first of April, two thousand and fourteen (01-04-2014).-----

-At 10.25 (twenty five minutes past ten) Western---Indonesia Time.-----

-I, **FATHIAH HELMI**, Sarjana Hukum, a Notary Public in Jakarta, in the presence of witnesses who are known to me, the Notary Public and whose names will be mentioned at the closing part of this deed.-----

-At the request of the Board of Directors of **PERUSAHAAN PERSEROAN (PERSERO) PT BANK NEGARA INDONESIA Tbk** abbreviated into **PT BANK NEGARA INDONESIA (PERSERO) Tbk**, a limited liability company domiciled in Central Jakarta, having its head office in BNI Building, Jalan Jenderal Sudirman Kavling 1, Jakarta 10220, the articles of association of which and the amendments thereof had been promulgated in the State Gazette of the Republic of Indonesia, consecutively as follows:-----

- The State Gazette of the Republic of Indonesia dated the eleventh of September, nineteen hundred and ninety



- two (11-09-1992) Number: 73, Supplement Number: 1A;
- The State Gazette of the Republic of Indonesia dated the twentieth of October, nineteen hundred and ninety two (20-10-1992) Number: 84, Supplement Number: 008A;-----
 - The State Gazette of the Republic of Indonesia dated the twentieth of September, nineteen hundred and ninety six (20-09-1996) Number: 76, Supplement Number: 8145;-----
 - The State Gazette of the Republic of Indonesia dated the twenty fifth of August, nineteen hundred and ninety eight (25-08-1998) Number: 68, Supplement Number: 4899;-----
 - The State Gazette of the Republic of Indonesia dated the twenty fourth of August, nineteen hundred and ninety nine (24-08-1999) Number: 68, Supplement Number: 5208;-----
 - The State Gazette of the Republic of Indonesia dated the twentieth of February, two thousand and one (20-02-2001) Number: 15, Supplement Number: 70;----
 - The State Gazette of the Republic of Indonesia dated the eighth of January, two thousand and two (08-01-2002) Number: 3, Supplement Number: 19;-----
 - The State Gazette of the Republic of Indonesia dated the twenty eighth of April, two thousand and two (28-04-2002) Number: 35, Supplement Number: 4183;--



- The State Gazette of the Republic of Indonesia dated the tenth of September, two thousand and two (10-09-2002) Number: 73, Supplement Number: 684;-----
- The State Gazette of the Republic of Indonesia dated the twenty eighth of October, two thousand and three (28-10-2003) Number: 86, Supplement Number: 785;---
- The State Gazette of the Republic of Indonesia dated the ninth of January, two thousand and four (09-01-2004) Number: 3, Supplement Number: 27;-----
- The State Gazette of the Republic of Indonesia dated the thirtieth of January, two thousand and four (30-01-2004) Number: 9, Supplement Number: 1152;-----
- The State Gazette of the Republic of Indonesia dated the twenty eighth of July, two thousand and six (28-07-2006) Number: 60, Supplement Number: 791;-----
- The State Gazette of the Republic of Indonesia dated the eighteenth of May, two thousand and seven (18-05-2007) Number: 40, Supplement Number: 524;-----
- The State Gazette of the Republic of Indonesia dated the first of April, two thousand and eight (01-04-2008) Number 27, Supplement Number: 262;-----
- The State Gazette of the Republic of Indonesia dated the twenty third of December, two thousand and eight (23-12-2008) Number: 103, Supplement Number: 29015;
- The Deed Number: 13, dated the twelfth of May, two thousand and ten (12-05-2010), drawn up before me, the



Notary Public, the notification of amendments to the articles of association of which had been received and recorded in the Legal Entities Administration System Database of the Ministry of Law and Human Rights of the Republic of Indonesia, Number: AHU-AH.01.10-13852, dated the seventh of June, two thousand and ten (07-06-2010);-----

-The Deed Number: 48, dated the twenty fifth of November, two thousand and ten (25-11-2010), drawn up before me, the Notary Public, the notification of amendments to the articles of association of which had been received and recorded in the Legal Entities Administration System Database of the Ministry of Law and Human Rights of the Republic of Indonesia, Number: AHU-59135.AH.01.02.Tahun 2010, dated the twentieth of December, two thousand and ten (20-12-2010);-----

-The Deed Number: 71, dated the thirtieth of December, two thousand and ten (30-12-2010), drawn up before me, the Notary Public, the notification of amendments to the articles of association of which had been received and recorded in the Legal Entities Administration System Database of the Ministry of Law and Human Rights of the Republic of Indonesia, Number: AHU-AH.01.10-01728, dated the eighteenth of January, two thousand and eleven (18-01-2011);-----

-The Deed Number: 46, dated the eighteenth of May, two



thousand and eleven (18-05-2011), drawn up before me, the Notary Public, the notification of amendments to the articles of association of which had been received and recorded in the Legal Entities Administration System Database of the Ministry of Law and Human Rights of the Republic of Indonesia, Number: AHU-AH.01.10-21192, dated the sixth of July, two thousand and eleven (06-07-2011);-----

while the most recent composition of the members of the Board of Directors and the members of the Board of Commissioners of the Company is contained in the deed Number: 14 dated the nineteenth of July, two thousand and ten (19-07-2010), drawn up before me, the Notary Public, the notification of the amendments to the Company's Data of which had been received and recorded in the Legal Entities Administration System Database of the Ministry of Law and Human Rights of the Republic of Indonesia, Number: AHU-AH.01.10-19994, dated the fifth of August, two thousand and ten (05-08-2010), and the deed Number: 7 dated the eighth of November, two thousand and thirteen (08-11-2013), drawn up before me, the Notary Public, the notification of the amendments to the Company's Data of which had been received and recorded in the Legal Entities Administration System Database of the Ministry of Law and Human Rights of the Republic of Indonesia, Number: AHU-AH.01.10-49378, dated



the nineteenth of November, two thousand and thirteen
(19-11-2013).-----

-Hereinafter PERUSAHAAN PERSEROAN (PERSERO) PT BANK
NEGARA INDONESIA Tbk abbreviated into PT BANK NEGARA
INDONESIA (PERSERO) Tbk in this deed shall be referred
to as the "Company" or "BNI".-----

-Present at Ballroom, Four Seasons Hotel Jakarta, Jalan
H.R. Rasuna Said, Jakarta 12920.-----

-In order to draw up Minutes of Meeting regarding all
matters to be discussed and resolved/decided in an
Annual General Meeting of Shareholders of the Company
(hereinafter shall be referred to as the "**Meeting**"),
and such Meeting was held on the day, date, hour and at
the place as mentioned above.-----

-Present in the Meeting and therefore appearing before
me, the Notary Public:-----

I. Members of the Company's Board of Commissioners;--

1. Mr. **PETER BENYAMIN STOK**, born in , on the

, the President
Commissioner of the Company, who concurrently
serves as an Independent Commissioner of the
Company, an Indonesian citizen, residing in
South Jakarta,



-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to his statement in this matter acting
in his capacity as the President Commissioner,
who also concurrently serves as an Independent
Commissioner of the Company.-----

2. Mr. **TIRTA HIDAYAT**, born in , on the

, the Vice President Commissioner
of the Company, an Indonesian citizen, residing
in Central Jakarta,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to his statement in this matter acting
in his capacity as the Vice President Commissioner
of the Company.-----



3. Mr. **ACHIL RIDWAN DJAYADININGRAT**, born in ,

, a Commissioner/an
Independent Commissioner of the Company, an
Indonesian citizen, residing in South Jakarta,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to his statement in this matter acting
in his capacity as a Commissioner/an Independent
Commissioner of the Company.-----

4. Mr. **FERO POERBONEGORO**, born in , on the

, a Commissioner/an
Independent Commissioner of the Company, an
Indonesian citizen, residing in East Jakarta,

-The holder of Resident's Identity Card with



the Population Registration Number:-----

-according to his statement in this matter acting in his capacity as a Commissioner/an Independent Commissioner of the Company.-----

5. Mr. **BANGUN SARWITO KUSMULYONO**, born in ,

, a Commissioner/an Independent Commissioner of the Company, an Indonesian citizen, residing in South Jakarta,

-The holder of Resident's Identity Card with the Population Registration Number:-----

-according to his statement in this matter acting in his capacity as a Commissioner/an Independent Commissioner of the Company.-----

6. Mr. **DANIEL THEODORE SPARRINGA**, born in ,

, a Commissioner of



the Company, an Indonesian citizen, residing in
Surabaya,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to his statement in this matter
acting in his capacity as a Commissioner of the
Company.-----

7. Mr. **ACHIRAN PANDU DJAJANTO**, born in , on

, a Commissioner of the
Company, an Indonesian citizen, residing in
Bekasi,

-The holder of Resident's Identity Card with
the Population Registration Number:-----



-according to his statement in this matter acting
in his capacity as a Commissioner of the Company.

II. Members of the Company's Board of Directors;-----

1. Mr. **GATOT MUDIANTORO SUWONDO**, born in ,

, the President---
Director of the Company, an Indonesian citizen,
residing in East Jakarta,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to his statement in this matter acting
as the President Director of the Company.-----

2. Miss **FELIA SALIM**, born in on the

, the Vice President Director
of the Company, an Indonesian citizen, residing
in South Jakarta,



-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to her statement in this matter acting
in her capacity as the Vice President Director
of the Company.-----

3. Mr. **YAP TJAY SOEN**, born in , on the

, a Director of the
Company, an Indonesian citizen, residing in
South Jakarta,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to his statement in this matter acting
in his capacity as a Director of the Company.--

4. Mr. **KRISHNA SUPARTO**, born in , on the



, a Director of the
Company, an Indonesian citizen, residing in
South Jakarta,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to his statement in this matter
acting as a Director of the Company.-----

5. Mr. **AHDI JUMHARI LUDDIN**, born in , on

, a Director of the
Company, an Indonesian citizen, residing in
East Jakarta,

-The holder of Resident's Identity Card with
the Population Registration Number:-----



-according to his statement in this matter
acting as a Director of the Company.-----

6. Mr. **SUWOKO SINGOASTRO**, born in , on the

, a Director of the
Company, an Indonesian citizen, residing in
Tangerang,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

-currently being present in Jakarta;-----

-according to his statement in this matter
acting as a Director of the Company.-----

7. Mr. **DARMADI SUTANTO**, born in , on the

, a Director of the
Company, an Indonesian citizen, residing in
Tangerang,



-The holder of Resident's Identity Card with
the Population Registration Number:-----

-currently being present in Jakarta;-----
-according to his statement in this matter acting
in his capacity as a Director of the Company.--

8. Mr. **HONGGO WIDJOJO KANGMASTO**, born in ,

, a Director
of the Company, an Indonesian citizen, residing
in South Jakarta,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

-according to his statement in this matter acting
in his capacity as a Director of the Company.--



9. Mr. Doctorandus **SUTANTO**, Master of Business Administration, born in , on the

, a Director of the Company, an Indonesian citizen, residing in Tangerang,

-The holder of Resident's Identity Card with the Population Registration Number:-----

-currently being present in Jakarta;-----

-according to his statement in this matter acting in his capacity as a Director of the Company.--

10. Mr. **ADI SETIANTO**, born in , on the

, a Director of the Company, an Indonesian citizen, residing in Tangerang Regency,



-The holder of Resident's Identity Card with
the Population Registration Number:-----

-currently being present in Jakarta;-----

-according to his statement in this matter acting
in his capacity as a Director of the Company.--

III. Shareholders of the Company;-----

1.a. Mr. **GATOT TRIHARGO**, born in , on the

, a Civil Servant, an
Indonesian citizen, residing in South Jakarta,

-The holder of Resident's Identity Card with
the Population Registration Number:-----

1.b. Mr. **IMAM APRIYANTO PUTRO**, born in , on

, a Civil Servant,



an Indonesian citizen, residing in Bekasi Municipality,

-The holder of Resident's Identity Card with the Population Registration Number:-----

-according to their statement in this matter acting in their respective capacity as the Deputy for Service Business Division and as the Secretary of the Ministry of State-Owned Enterprises of the Republic of Indonesia, acting by virtue of the Power of Attorney Number: SKU-75/MBU/2014, dated the twenty fourth of March, two thousand and fourteen (24-03-2014), drawn up in private form, the original of which is attached to the master of original copy of this deed, as the proxy of the State Minister of State-Owned Enterprises of the Republic of Indonesia, as the Representative of the Government as a shareholder of the State of the Republic of Indonesia with the Perusahaan Perseroan (Persero) PT Bank Negara Indonesia Tbk abbreviated into PT Bank Negara Indonesia (Persero) Tbk, in accordance with the provisions of Article 14 paragraph



(2) of the Law Number 19 of 2003 (two thousand and three) regarding State-Owned Enterprises, the Government Regulations Number 45 of 2005 (two thousand and five), as well as the Articles of Association of the Perusahaan Perseroan (Persero) PT Bank Negara Indonesia Tbk, and therefore for and on behalf of **THE STATE OF THE REPUBLIC OF INDONESIA**, as the owner and holder of:-----

- a. 1 (one) Dwiwarna A Series share; and -----
 - b. 11,189,193,813 (eleven billion one hundred eighty nine million one hundred ninety three thousand eight hundred thirteen) shares, which shall constitute B Series shares and C Series shares;-----
2. **GENERAL PUBLIC** as the holder and owner of 3,231,638,066 (three billion two hundred thirty one million six hundred thirty eight thousand sixty six) shares, which constitute B Series shares and C Series shares;-----

-The members of the Board of Directors, the members of the Board of Commissioners and the Shareholders who are present as mentioned above, as evidenced by the list of attendance dated today, which had been signed by the aforementioned parties, the original of which is attached to the master of original copy of this deed, and those shareholders present are the shareholders whose names



were registered/recorded in the Register of Shareholders of the Company as of the eighteenth day of February, two thousand and fourteen (18-02-2014) up to 16.00 (sixteen Hours) Western Indonesia Time, issued by PT Datindo Entrycom as the Securities Administration Agency of the Company.-----

IV. Invitee.-----

1. Mr. Doctorandus **HARYANTO SAHARI**, born in ,

 , an Accountant, an
Indonesian citizen, residing in South Jakarta,

-according to his statement in this matter acting as a Public Accountant, therefore representing the Registered Public Accounting Firm of Tanu-diredja, Wibisana & Rekan or Pricewaterhouse-Coopers (PWC), who was present in the meeting at the invitation of the Company's Board of Directors.-----

2. Mrs. **ESTER AGUNG SETIAWATI**, born in , on

, the President
Director of PT Datindo Entrycom mentioned below,



an Indonesian citizen, residing in West Jakarta,

-the holder of Resident's Identity Card with
the Population Registration Number:-----

-according to her statement in this matter repre-
senting the Securities Administration Agency of
PT Datindo Entrycom, who was present in the
meeting at the invitation of the Company's Board
of Directors.-----

3. Mrs. **SRI INDRASTUTI HADIPUTRANTO**, born in
, on the ,

an Employee, an Indonesian citizen, residing in
South Jakarta,

-the holder of Resident's Identity Card Number:



-according to her statement in this matter representing the Legal Consultant Office of Hadiputranto Hadinoto & Partners, who was present in the meeting at the invitation of the Company's Board of Directors.-----

-Based on the provisions of Article 24 paragraph (1) of the Company's Articles of Association, those who is entitled to preside over the Meeting is a member of the Board of Commissioners appointed by the Board of Commissioners. In accordance with the letter of the Board of Commissioners Number: DK/040 dated the tenth of March, two thousand and fourteen (10-03-2014), the Board of Commissioners had stipulated the President Commissioner, Mr. Peter Benjamin Stok, as the Chairperson of the Meeting and Mr. Tirta Hidayat as the Substitute Chairperson of the Meeting I, as well as Mr. Achil Ridwan Djayadiningrat as the Substitute Chairperson of the Meeting II.-----

-That before the Meeting was commenced, the person appearing before me Mr. Peter Benjamin Stok mentioned above, had shown to me, the Notary Public, the Register of Shareholders of the Company as of the eighteenth day of February, two thousand and fourteen (18-02-2014) until the 16.00 (sixteen Hours) Western Indonesia Time, which was issued by PT Datindo Entrycom as the Securities Administration Agency of the Company, and fully guaranteed



that the owners of shares as contained in the said Register of Shareholders of the Company is true and lawfully prove regarding the ownership of the Company's shares, and according to his statement the shares owned by the shareholders who were present or represented as mentioned above were in accordance with the said Register of Shareholders of the Company.-----

-Subsequently the Chairperson of the Meeting opened the Meeting and informed the following matters:-----

A. That in order to fulfill the provisions of Article 23 paragraph (3) of the Company's Articles of Association, notifications had been served/sent by means of 2 (two) daily newspapers published in the Indonesian language namely "Bisnis Indonesia" and "Koran Tempo" newspapers and 1 (one) daily newspaper published in a foreign language namely "The Jakarta Globe" newspaper, respectively published on the fourth day of February, two thousand and fourteen (04-02-2014); and in order to fulfill the provisions of Article 23 paragraph (4) of the Company's Articles of Association, notices had been served/sent by means of 2 (two) daily newspapers published in the Indonesian language namely "Bisnis Indonesia" and "Koran Tempo" newspapers and 1 (one) daily newspaper published in a foreign language namely "The Jakarta Globe" newspaper, respectively published on the



nineteenth day of February, two thousand and fourteen (19-02-2014), and the Company had also served/sent a Correction to the Notifications and Notices by means of 2 (two) daily newspapers published in the Indonesian language namely "Bisnis Indonesia" and "Koran Tempo" newspapers and 1 (one) daily newspaper published in a foreign language namely "The Jakarta Globe" newspaper, respectively published on the fourth day of March, two thousand and fourteen (04-03-2014).-----

The Notice of Meeting dated the nineteenth of February, two thousand and fourteen (19-02-2014) shall read and be written as follows:-----

-----NOTICE OF-----
-----ANNUAL GENERAL MEETING OF SHAREHOLDERS-----
-----PT BANK NEGARA INDONESIA (PERSERO) Tbk-----
-----("THE COMPANY")-----

The Company's Board of Directors hereby invites the Company's Shareholders to attend the Annual General Meeting of Shareholders ("the Meeting") which shall be held on:-----

Day/Date : Thursday/March 6, 2014-----
Time : 10:00 WIB up to end (closing)-----
Place : The Ballroom, Four Seasons Hotel,-----
Jakarta-----
Jl. H.R. Rasuna Said, Jakarta 12920---



Items on Agenda of the Meeting:-----

1. Approval on the Annual Report and Adoption of the Consolidated Financial Statement of the Company, Approval on the Board of Commissioners Supervisory Action Report as well as Adoption of the Annual Report on the Implementation of Partnership and Local Community Development Program for the 2013 Financial Year and at the same time granting full release and discharge (*acquit et de charge*) to the Board of Directors and the Board of Commissioners of the Company from the management and supervisory actions they carried out during the 2013 Financial Year.
2. Determination of the use of the Company's Net Profits for the 2013 Financial Year.-----
3. Fixation of salary for the members of the Board of Directors, honorarium for the members of the Board of Commissioners and bonus as well as facilities for the Board of Directors and the Board of Commissioners of the Company for 2014.
4. Determination of a Registered Public Accounting Firm to audit the Financial Statement of the Company and the Annual Report on the Implementation of Partnership and Local Community Development Program for the 2014 Financial Year.-----
5. Amendment to the Company's Articles of Association.-----



Notes:-----

1. The Company did not send separate invitations to the Shareholders, therefore this Notice (advertisement) shall constitute an official invitation in accordance with the provisions of Article 23 paragraph (4) of the BNI's Articles of Association.-----
2. The Shareholders or his/her proxy who will attend the Meeting is/are requested to submit photocopy of his/her KTP (Resident's Identity Card) or photocopy of other valid identity cards to the registration officer before entering the Meeting room. The Shareholders in the form of Legal Entities is/are obligated to submit a photocopy of the most recent Articles of Association as well as the most recent deed of appointment of the members of the Board of Directors and the members of the Board of Commissioners or the members of management. Especially with regard to the Shareholders in the Collective Custody of PT Kustodian Sentral Efek Indonesia ("KSEI"), they are requested to produce/show Written Confirmation of the General Meeting of Shareholders ("KTUR") to the registration officer before entering the Meeting room. In the event that the Shareholder cannot show/produce the



KTUR, the relevant Shareholder can still attend the Meeting as long as his/her/its name is included/registered in the Register of Shareholders with the Collective Custody issued by the KSEI and produce identity card that can be verified in accordance with the applicable provisions.-----

3. Those who are entitled to attend or be represented in the Meeting are only the shareholders whose names are included/ registered in the Register of Shareholders as of **the eighteenth day of February, two thousand and fourteen (18-02-2014) up to 16.00 WIB (Western Indonesia Time)**.-----

4. a) The Shareholders who are unable to attend the meeting may be represented by his/her proxy by submitting lawful Power of Attorney, the form of which shall be determined by the Company's Board of Directors, with the provision that the members of the Board of Directors, the members of the Board of Commissioners and the employees of the Company may act as proxy in the Meeting, but the votes they cast in the meeting as proxy shall not be counted in the casting of votes.-----

b. The form of Power of Attorney is available every workday at the Company's Securities



Administration Agency namely PT. Datindo
Entrycom, Puri Datindo, Jl. Jend. Sudirman
Kav. 34, Jakarta 10220.-----

5. Materials for the Meeting are available at the
Company's head office, during the Company's
working hours as of **the nineteenth day of February,**
two thousand and fourteen (19-02-2014) up to the
sixth day of March, two thousand and fourteen
(06-03-2014).-----

6. To facilitate the arrangement and for the order-
liness of the Meeting, the Shareholders or their
proxy are requested to be present at the place
of the Meeting by **09:30 WIB (Western Indonesia**
Time).-----

Jakarta, February 19, 2014-----

The Company's Board of Directors-----

-The Correction of the Notification and Notice dated
the fourth of March, two thousand and fourteen (04-
03-2014) shall read and be written as follows:-----

-----PT BANK NEGARA INDONESIA (PERSERO) Tbk-----

-----("THE COMPANY")-----

-----CORRECTION TO THE NOTIFICATION AND NOTICE OF---

-----ANNUAL GENERAL MEETING OF SHAREHOLDERS-----

-----("THE MEETING")-----

With reference to the Notification dated the fourth



of February, two thousand and fourteen (04-02-2014) and Notice of the Meeting dated the nineteenth of February, two thousand and fourteen (19-02-2014), respectively published in the Bisnis Indonesia, Koran Tempo and The Jakarta Globe newspapers, the Company's Board of Directors hereby announces and makes a correction to the advertisement of Notification of the Meeting and the advertisement of Notice of the Meeting, which initially/formerly was supposed to be held on Thursday, March 6, 2014, is corrected to be held on:-----

Day/Date : Tuesday, April 1, 2014-----

Time : 10:00 WIB -----

Place : The Ballroom, Four Seasons Hotel,-----
Jakarta-----

Jl. H.R. Rasuna Said, Jakarta 12920---

and also makes a correction to the Items on the Agenda of the Meeting by making addition of one item to the Agenda of the Meeting, i.e. Amendment to the Composition of the Company's Management, therefore the Items on Agenda of the Meeting shall become as follows:-----

1. Approval on the Annual Report and Adoption of the Consolidated Financial Statement of the Company, Approval on the Board of Commissioners Supervisory Action Report as well as Adoption



of the Annual Report on the Implementation of Partnership and Local Community Development Program for the 2013 Financial Year and at the same time granting full release and discharge (*acquitt et de charge*) to the Board of Directors and the Board of Commissioners of the Company from the management and supervisory actions they carried out during the 2013 Financial Year.----

2. Determination of the use of the Company's Net Profits for the 2013 Financial Year.-----
3. Fixation of salary for the members of the Board of Directors, honorarium for the members of the Board of Commissioners and bonus as well as facilities for the Board of Directors and the Board of Commissioners of the Company for 2014.
4. Determination of a Registered Public Accounting Firm to audit the Financial Statement of the Company and the Annual Report on the Implementation of Partnership and Local Community Development Program for the 2014 Financial Year.-----
5. Amendment to the Company's Articles of Association.-----
6. Amendment to the Composition of the Company's Management.-----

While the Register of Shareholders and other matters which are not amended/changed by means of this



Correction shall remain as those contained in the advertisement of Notification and Notice of the Meeting.-----

-----Jakarta, March 4, 2014-----

-----The Company's Board of Directors-----

That one page of the daily newspapers which contains the Notifications, Notices of the Meeting and Correction to the Notifications as well as the Notices of the Meeting mentioned above, is attached to the master of original copy of this deed.-----

- B. That in accordance with the Company's Register of Shareholders as of the eighteenth day of February, two thousand and fourteen (18-02-2014), issued by PT Datindo Entrycom as the Securities Administration Agency of the Company, the total number of the Company's issued shares is 18,648,656,458 (eighteen billion six hundred forty eight million six hundred fifty six thousand four hundred fifty eight) shares, consisting of 1 (one) Dwiwarna A Series Share, B Series Shares and C Series Shares;-----
- C. That in accordance with calculation of the quorum of attendance made by PT Datindo Entrycom as the Securities Administration Agency of the Company, subsequently I, the Notary Public, informed the meeting that the following shares were present and/or represented in the Meeting:-----



- a. 1 (one) Dwiwarna A Series share, each share having a nominal value of IDR 7,500.00 (seven thousand five hundred Rupiahs).-----
- b. 14,420,831,879 (fourteen billion four hundred twenty million eight hundred thirty one thousand eight hundred seventy nine) registered ordinary shares, which constitutes B Series shares, each share having a nominal value of IDR 7,500.00 (seven thousand five hundred Rupiahs) and C Series shares, each share having a nominal value of IDR 375.00 (three hundred seventy five Rupiahs);
- or a grand total of 14,420,831,880 (fourteen billion four hundred twenty million eight hundred thirty one thousand eight hundred eighty) shares or approximately 77.3290% (seventy seven point three two nine zero percent) of all shares which had been issued by the Company i.e. a total of 18,648,656,458 (eighteen billion six hundred forty eight million six hundred fifty six thousand four hundred fifty eight) shares in accordance with the Company's Register of Shareholders as of the eighteenth day of February, two thousand and fourteen (18-02-2014) issued by PT Datindo Entrycom as the Securities Administration Agency of the Company, so based on the provisions of Article 25 paragraph (1.a), paragraph (4.a), and paragraph (5.a) of the Company's Articles of Asso-



ciation and Article 86 paragraph (1) and Article 88 paragraph (1) of the Law Number 40 of 2007 regarding Limited Liability Company, the quorum to hold the Meeting had been fulfilled (quorum was present), and as such the Meeting was lawful and entitled to make lawful and binding decisions/resolutions.-----

That the items on the agenda of the Meeting are as---- follows:-----

1. Approval on the Annual Report and Adoption of the Consolidated Financial Statement of the Company, Approval on the Board of Commissioners Supervisory Action Report as well as Adoption of the Annual Report on the Implementation of Partnership and Local Community Development Program for the 2013 (two thousand and thirteen) Financial Year and at the same time granting full release and discharge (acquit et de charge) to the Board of Directors and the Board of Commissioners of the Company from the management and supervisory actions they carried out during the 2013 (two thousand and thirteen) Financial Year.-----
2. Determination of the use of the Company's Net Profits for the 2013 (two thousand and thirteen) Financial Year.-----
3. Fixation of salary for the members of the Board of Directors, honorarium for the members of the Board



of Commissioners and bonus as well as facilities for the Board of Directors and the Board of Commissioners of the Company for 2014 (two thousand and fourteen).-----

4. Determination of a Registered Public Accounting Firm to audit the Financial Statement of the Company and the Annual Report on the Implementation of Partnership and Local Community Development Program for the 2014 (two thousand and fourteen) Financial Year.-----
5. Amendment to the Company's Articles of Association.
6. Amendment to the Composition of the Company's Management.-----

The First Item on the Agenda of the Meeting i.e.:-----

Approval on the Annual Report and Adoption of the Consolidated Financial Statement of the Company, Approval on the Board of Commissioners Supervisory Action Report as well as Adoption of the Annual Report on the Implementation of Partnership and Local Community Development Program for the 2013 (two thousand and thirteen) Financial Year and at the same time granting full release and discharge (*acquit et de charge*) to the Board of Directors and the Board of Commissioners of the Company from the management and supervisory actions they carried out during the 2013 (two thousand and thirteen) Financial Year.-----



-Subsequently, the Chairperson of the Meeting requested the Company's President Director, Mt. Gatot Mudiantoro Suwondo, to present his report.-----

-Subsequently, Mr. Gatot Mudiantoro Suwondo as the President Director informed the meeting of the following matters:-----

"Thank you Mr. Chairperson,-----

The honorable Shareholders of the Company and----
audiences,-----

Please allow me to present the Company's Annual Report for the 2013 (two thousand and thirteen) Financial Year together with the Consolidated Financial Statement for the 2013 (two thousand and thirteen) Financial Year, which consists of Financial Positions and comprehensive Profit Loss Account together with the explanation thereof, which had been audited by the Registered Public Accounting Firm of Tanudiredja, Wibisana & Rekan or PricewaterhouseCoopers Indonesia.

The Company's Annual Report for the 2013 (two thousand and thirteen) Financial Year had been available at the Company's office as of the nineteenth day of February, two thousand and fourteen (19-02-2014) and we had distributed the same at the time of registration.-----

The intended Company's Annual Report for the 2013 (two thousand and thirteen) Financial Year had applied



the Generally Accepted Accounting Principles in Indonesia.-----

We had announced the Consolidated Financial Statement through 2 (two) national newspapers, i.e. Investor Daily and The Jakarta Post daily newspapers published on Wednesday, the nineteenth of February, two thousand and fourteen (19-02-2014).-----

The honorable shareholders and audiences,-----

As we have stated in the beginning of 2013 (two thousand and thirteen), in order to strengthen the financial foundation and also to achieve sustainable growth, we have set out 6 (six) strategic policies, namely:-----

1. Synergizing between the Business Banking and Consumer Banking & Retail Banking businesses through the value chain approach.-----
2. Growing quality assets.-----
3. Optimizing BNI as transactional bank to increase Fee Based Income and cheap funds.-----
4. Improving Customer Engagement.-----
5. Improving operating efficiency and effectiveness.
6. Strengthening BNI Incorporated through synergy with the subsidiaries.-----

Each strategy above has its respective quantitative targets.-----

Whereas the realization of the quantitative targets above is as follows:-----



1. Profits were increased by 28.5% (twenty eight point five percent) from IDR 7.0 trillion (seven trillion Rupiahs) in 2012 (two thousand and twelve) to IDR 9.1 trillion (nine point one trillion Rupiahs) in 2013 (two thousand and thirteen), so the Return on Assets (ROA) was increased from 2.9% (two point nine percent) in 2012 (two thousand and twelve) to 3.4% (three point four percent) in 2013 (two thousand and thirteen), while the Return on Equities (ROE) was increased from 20.0% (twenty percent) in 2012 (two thousand and twelve) to 22.5% (twenty two point five percent) in 2013 (two thousand and thirteen). The synergy carried out between the Business Banking and Consumer Banking & Retail Banking businesses also generates optimization of interest income from the loan expansion and better efficiency of fund costs, so that the Net Interest Margin (NIM) increased from 5.9% (five point nine percent) in 2012 (two thousand and twelve) to 6.1% (six point one percent) in 2013 (two thousand and thirteen).--
2. The growth of Loan during 2013 (two thousand and thirteen) reached 24.9% (twenty four point nine percent), in which the loan of Business Banking segment grew by 26.5% (twenty six point



five percent) and the loan of Consumer & Retail banking grew by 15.5% (fifteen point five percent), while loan of Subsidiaries increased by 45.0% (forty five percent). The risks reduction and risk mitigation efforts undertaken able to improve the existing assets quality. The Gross NPL improved from the position at the end of 2012 (two thousand and twelve) by 2.8% (two point eight percent) to 2.2% (two point two percent) in 2013 (two thousand and thirteen). Similarly, the Net NPL also improved from 0.8% (zero point eight percent) in 2012 (two thousand and twelve) to 0.5% (zero point five percent) in 2013 (two thousand and thirteen). The Fee based Income increased by 11.8% (eleven point eight percent) to IDR 9.4 trillion (nine point four trillion Rupiahs) in 2013 (two thousand and thirteen). The growth was dominated by the growth of recurring fee income by 14.5% (fourteen point five percent). On the other hand, the Deposits (DPK) increased by 13.3% (thirteen point three percent) in 2013 (two thousand and thirteen). The growth of funds was more focused on the growth of Current Accounts and Savings Account (CASA) as a more stable cheap funds. The composition of cheap funds also continued to improve by 15.3% (fifteen point



three percent), so that the CASA ratio increased from 67.3% (sixty seven point three percent) in 2012 (two thousand and twelve) to 68.5% (sixty eight point five percent) in 2013 (two thousand and thirteen).-----

3. The improvement of customers satisfaction was reflected from the results of survey conducted by an independent party, namely Marketing Research Indonesia which showed that the Company managed to improve the customers satisfaction from standing at number 4 (four) in the ranking during the period of 2011-2012 (two thousand and eleven - two thousand and twelve) into number 2 (two) during the period of 2012-2013 (two thousand and twelve - two thousand and thirteen) and at the same time was awarded the predicate of "The Rising Star Bank" in 2013 (two thousand and thirteen).
4. Results of the Company's efforts for operational efficiency and effectiveness is a decrease in Cost to Income Ratio (CIR) from 49.5% (forty nine point five percent) in 2012 (two thousand and twelve) to 46.7% (forty six point seven percent) in 2013 (two thousand and thirteen), while Operating Expenses to Operating Income (BOPO) decreased from 71.0% (seventy one percent) in 2012 (two thousand and twelve) to 67.1% (sixty



seven point one) in 2013 (two thousand and thirteen).-----

Considering that for the banking industry or other financial industries, Core Capital is an "Absolute" need but "Expensive", Company continually makes effort to strengthen the subsidiary companies' capital through direct investment or other inorganic options.

Related to the strategy, on the second day of December, two thousand and thirteen (02-12-2013) the Company signed a Memorandum of Understanding with Sumitomo Life as a strategic partner in PT BNI Life.-----

PT BNI Life issued 40% (forty percent) new shares which were purchased by Sumitomo Life worth IDR 4.2 trillion (four point two trillion Rupiahs). Upon the issuance of such new shares, the capital of PT BNI Life would become about IDR 4.6 trillion (four point six trillion Rupiahs) from the initial amount of about IDR 0.4 trillion (zero point four trillion Rupiahs) or increased by more than 1,000% (one thousand percent). With the capital of about IDR 4.6 trillion (four point six trillion Rupiahs), the capital of PT BNI Life will be directly included in the big 5 (five) in the insurance industry after: Prudential Life, MSIG Sinarmas Life, Allianz, and Axa.-----

Qualitatively, the Company's work programs that had been carried out in 2013 (two thousand and thirteen)



are to ensure a long term sustainable growth. The Company has expanded its networks and services in the form of addition of 103 (one hundred and three) outlets, so that in 2013 (two thousand and thirteen) the number of outlets become 1,693 (one thousand six hundred ninety three), including 5 (five) overseas branches and addition of 1 (one) sub-branch in Osaka in February 2013 (two thousand and thirteen). Throughout 2013 (two thousand and thirteen) there were addition of 2,936 (two thousand nine hundred thirty six) ATMs, so that currently the Company is in possession of 11,163 (eleven thousand one hundred sixty three) ATMs including 6 (six) ATMs abroad, i.e. 4 (four) ATMs in Hong Kong and 2 (two) ATMs in Singapore which are currently in the phase of trial. In 2014 (two thousand and fourteen), such 6 (six) ATMs are planned to operate commercially to facilitate transactions of the Company's customers abroad. The Company also made innovation by opening 11 (eleven) Drive-Through ATMs specifically for Motorcycles to serve and provide facilities for the bikers in carrying out transaction. In addition, the Company also is in possession of 58 (fifty eight) Small Loans Centre, 24 (twenty four) Middle Loans Centre, 12 (twelve) Loan Processing Centre, 27 (twenty seven) BNI Emerald Services, as well as 10 (ten) Remittance Representatives.-----



Through the networks and services, we are able to provide a secure and convenient banking experience for all customers.-----

The honorable shareholders and audiences,-----

In order to support an inherent supervision of the bank's operational activities, the Company has applied Whistle-Blowing System or WBS which aimed at developing an integrity culture consistently and as a preventive measure to avoid fraudulent practices that may be committed by the employees. The number of violation reports that go through the WBS until the end of December 2013 (two thousand and thirteen) was 51 (fifty one) reports. From this number of reports, 48 (forty eight) reports had been processed and settled, and 13 (thirteen) reported persons have been sanctioned in accordance with the weight of his/her violation.-----

In the field of Information Technology in 2013 (two thousand and thirteen), the Company developed and added various features of information technology based products and services to improve the customers satisfaction, among others:-----

1. Implementation of new internet banking to facilitate the transactions services for the customers with new designs and more complete features;---
2. Implementation of mobile payment system which



constitutes a payment system using mobile devices for online transactions.-----

3. Implementation of new prepaid system "Tap Cash" which was introduced first at the Gajah Mada University and the University of Indonesia, being a service that leads to a Cashless Society.
4. Implementation of Immigration Payment, Payment of Non Fiduciary Tax State Revenues, National Social Security Board (BPJS), and the payment of final Income Tax through ATMs.-----

In order to improve the security and convenience of the consumers, the Company is in the process of migrating the Debit/ATM Cards from the magnetic tape technology into chip technology to improve the security of the card.-----

The honorable shareholders and audiences,-----

Throughout the 2013 (two thousand and thirteen), the Company was establishing cooperation with various institutions, among others:-----

1. Adding cooperation relationship with 8 (eight) partners, covering various educational institutions, associations and communities to launch BNI Affinity credit card, so in total the Company has established cooperation with 46 (forty six) partners in the issuance of affinity cards.-----
2. Publishing Co-branding Credit Card with Ferrari,



so in total there are 5 (five) partners of co-branding credit cards with various variants.---

3. Launching BNI prepaid for the users of Trans-Jakarta, thus providing facility for the users of TransJakarta to purchase bus tickets.-----
4. Becoming the designated official bank for all state revenue transactions denominated in foreign currencies and the only bank that is connected directly to the integrated state revenue service system developed by the Ministry of Finance which is named "*Modul Penerimaan Negara valuta asing*" or called "*the MPN valas*".-----
5. Establishing cooperation with Pertamina, Total E & P Indonesia and INPEX Corporation, thus becoming the first national bank that provides trusteeship services to the players of domestic oil and gas industry.-----
6. Expanding the network of cash remittance service from abroad into the country in collaboration with the Alfamart retail stores network.-----
7. Becoming the only bank that is in synergy with the Directorate General of Immigration for the passport payment.-----

In 2013 (two thousand and thirteen), BNI won quite a lot of awards from external parties, among others:

1. Indonesia Most Trusted Company, Good Corporate



- Governance Award 2013 (two thousand and thirteen),
from The Indonesian Institute for Corporate
Governance & SWA.-----
2. Best Domestic Trade Finance in Indonesia, The
Asian Banker Achievement Awards 2013 (two thousand
and thirteen) from The Asian Banker.-----
3. The Best Product Innovation of Financial Service
Sector, BUMN Innovation Award 2013 (two thousand
and thirteen) from the Ministry of State-Owned
Enterprises.-----
4. Best Local Cash Management Bank in Indonesia as
Voted by Large-Sized Corporates, Asia Money Cash
Management Poll 2013 (two thousand and thirteen)
from Asiamoney Magazine.-----
5. Best Remittances Provider of the Year 2012 (two
thousand and twelve) in Southeast Asia (Indone-
sia), Alpha Southeast Asia Deal Awards, from
Alpha Southeast Asia.-----
6. Best Sustainability Reporting 2012 (two thousand
and twelve), in the Financial Service Category,
Sustainability Reporting Award 2012 (two thousand
and twelve), from ISRA.-----

Upon the receipt of various awards, on this occasion,
we express our gratitude and highest appreciation
to all stakeholders who have been involved and
supported the achievements.-----



The honorable shareholders and audiences,-----

With respect to the implementation of Risk Management, since the beginning of 2013 (two thousand and thirteen) the Company has fully implemented the Basel II, both Pillar 1, Pillar 2 and Pillar 3 in accordance with the requirements of Bank Indonesia, which will continue to be improved in the future.-----

The improvement is carried out through a series of initiatives that does not just observe the compliance aspects but also able to deliver value to the business by considering macro-economic changes, the level of business competition, the development of information technology and the customers' expectations.-----

Meanwhile, upon the issuance of PBI (Bank Indonesia Regulations) Number: 15/12/PBI/2013 dated the twelfth of December, two thousand and thirteen (12-12-2013) the Company is requested to prepare capital adequacy in accordance with the requirements of Basel III. The PBI specifically provides for the following:---

- Adjustment to the requirements for bank capital components and instruments, as well as adjustments to the capital ratios;-----
- Addition to capital above the minimum capital adequacy corresponding to the risks profile, which serves as a buffer in the event of financial



and economic crises that could destabilize the financial system.-----

In anticipation of the capital requirements, the Company has conducted analysis, simulation and prepared strategic formulas to strengthen the capital.

In addition, the Company also continues to improve the corporate governance, risk management policies and methodologies to minimize the potential risks, to support the achievement of performance and to improve the competitiveness. No less important is ensuring that the risks culture has been adhered to by all employees exercising the same.-----

The honorable shareholders of the Company and also the audiences,-----

Thus the general overview of the strategies and measures we have set down in the 2013 (two thousand and thirteen) as well as the achievement of operational performance in the 2013 (two thousand and thirteen). Subsequently explanation of the financial performance and stock performance as well as Accountability Report on the Realization of the Use of Funds Received from Rights Issue III of 2010 (two thousand and ten) will be presented by the Finance Director.----

-Subsequently, Mr. Yap Tjai Soen as the Finance Director presented explanation of the financial performance and stock performance as follows:-----



"Thank you Mr. President Director,-----

The honorable shareholders and audiences,-----

Please allow me to present the financial performance report for 2013 (two thousand and thirteen) in which the Company managed to book an increase in net profit by 28.5% (twenty eight point five percent) from IDR 7.0 trillion (seven trillion Rupiahs) in 2012 (two thousand and twelve) to about IDR 9.1 trillion (nine point one trillion Rupiahs) in 2013 (two thousand and thirteen).-----

This financial performance was achieved among others because of the following:-----

1. The Company managed to maintain its net interest difference in the range of 6.1% (six point one percent) in 2013 (two thousand and thirteen) through proper management of the interest expense arising from liabilities against interest income arising from assets, so that the net interest income grew by 23.3% (twenty three point three percent) to IDR 19.1 trillion (nineteen point one trillion Rupiahs).-----
2. The non interest income also grew by 11.8% (eleven point eight percent) to IDR 9.4 trillion (nine point four trillion Rupiahs). This was driven by an increase in recurring fee which consisted of: fees and commissions income, account manage-



ment fees, cards business fees, reacquisition of written-off assets and Insurance Premium income,-----

3. In line with the business development, there was an increase in operating expenses by 14.4% (fourteen point four percent) from IDR 12.7 trillion (twelve point seven trillion Rupiahs) in 2012 (two thousand and twelve) to IDR 14.6 trillion (fourteen point six trillion Rupiahs) in 2013 (two thousand and thirteen).-----
4. Income before Provision of Allowance for Impairment Losses, increased by 24.7% (twenty four point seven percent) from IDR 11.2 trillion (eleven point two trillion Rupiahs) to IDR 13.9 trillion (thirteen point nine trillion Rupiahs).
5. In line with the policy "Improving the Growth of Quality Assets", the Provision of Allowance for Impairment Losses increased to IDR 2.7 trillion (two point seven trillion Rupiahs) in 2013 (two thousand and thirteen), this was to increase the coverage ratio from 123.0% (one hundred twenty three percent) in the previous year to 128.5% (one hundred twenty eight point five percent) in 2013 (two thousand and thirteen).

BALANCE SHEET -----

1. Balance Sheet of the Company saw a growth with



the total assets reaching IDR 386.7 trillion (three hundred eighty six point seven trillion Rupiahs) or increased by 16.0% (sixteen percent) from the previous year.-----

2. Loan extended in 2013 (two thousand and thirteen) increased by 24.9% (twenty four point nine percent) compared to those of the previous year i.e. reaching IDR 250.6 trillion (two hundred fifty point six trillion Rupiahs) in 2013 (two thousand and thirteen). The composition of loan was: corporate loan of 44.8% (forty four point eight percent), Small and Middle-Scale Business of 27.6% (twenty seven point six percent), Consumer of 19.0% (nineteen percent), International of 2.9% (two point nine percent), Retail of 1.3% (one point three percent) and Subsidiary of 3.4% (three point four percent). In 2013 (two thousand and thirteen) the Company upgraded the classification of Middle segment debtors into Corporate segment debtors totaling 116 (one hundred sixteen) debtors or worth IDR 10.3 trillion (ten point three trillion Rupiahs). This reflects the Company's success in fostering the Middle segment debtors so that they meet the criteria to be classified into the Corporate segment debtors.-----



3. Total Deposits grew by 13.3% (thirteen point three percent) from IDR 257.7 trillion (two hundred fifty seven point seven trillion Rupiahs) in 2012 (two thousand and twelve) to IDR 291.9 trillion (two hundred ninety one point nine trillion Rupiahs) in 2013 (two thousand and thirteen).--

4. Current account and savings account increased by 15.3% (fifteen point three percent) to IDR 200.0 trillion (two hundred trillion Rupiahs) and contributed 68.5% (sixty eight point five percent) to the total deposits, while the remaining of 31.5% (thirty one point five percent) originated from the time deposits.-----

Total equity increased by 9.5% (nine point five percent) from IDR 43.5 trillion (forty three point five trillion Rupiahs) to IDR 47.7 trillion (forty seven point seven trillion Rupiahs) at the end of 2013 (two thousand and thirteen).---

FINANCIAL RATIOS-----

We hereby present the financial ratios of 2013 (two thousand and thirteen) compared to those of 2012 (two thousand and twelve) as follows:-----

1. Capital Adequacy Ratio (CAR) was slightly decreased if compared to those of the previous year, i.e. from 16.7% (sixteen point seven percent) to 15.1% (fifteen point one percent)



in 2013 (two thousand and thirteen) due to the business development. However, the CAR was still far above the minimum requirement stipulated by Bank Indonesia i.e. 8.0% (eight percent).-----

2. Credit Quality improved, this was reflected by gross NPL ratio which decreased to 2.2% (two point two percent) from previously 2.8% (two point eight percent), and net NPL decreased to 0.5% (zero point five percent) from previously 0.8% (zero point eight percent). This achievement was the success of BNI in improving the credit process; in improving the monitoring; as well as more comprehensive credit salvage.-----
3. Ratio of allowance to impairment losses against NPL for 2013 (two thousand and thirteen) increased from 123.0% (one hundred twenty three percent) in 2012 (two thousand and thirteen) to 128.5% (one hundred twenty eight point five percent) in accordance with our initial commitment to continuously create a strong financial foundation.-----
4. Return On Assets (ROA) increased to 3.4% (three point four percent) from previously 2.9% (two point nine percent), it was followed by the Return On Equity (ROE) which was increased from previously 20.0% (twenty percent) to 22.5%



(twenty two point five percent) in 2013 (two thousand and thirteen). This condition indicated an increase in the BNI's integrated capacities to manage its assets, liabilities and capital.-

5. Net Interest Margin (NIM) was still able to be increased to 6.1% (six point one percent) in 2013 (two thousand and thirteen) thanks to the appropriate management of the liabilities and the earning assets.-----
6. Efficiency continued to improve, this was reflected from the achievement of cost to income ratio (CIR) which improved from 49.5% (forty nine point five percent) in 2012 (two thousand and twelve) to 46.7% (forty six point seven percent) in 2013 (two thousand and thirteen).--
7. Loan to Deposit Ratio (LDR) increased from 77.5% (seventy seven point five percent) in 2012 (two thousand and twelve) to 85.3% (eighty five point three percent) in 2013 (two thousand and thirteen), in line with the strategy of the management in managing the earning assets and liabilities optimally to gain a higher return.-----

The honorable shareholders,-----

And further, we I would like to present a report on development of the Company's shares performance and the Accountability Report on the Realization of the



Use of Funds Received from Rights Issue III of 2010
(two thousand and ten) or hereinafter shall be referred
to as the PUT III.-----

At the end of 2013 (two thousand and thirteen) the
Company's shares was closed at the price of IDR 3,950.-
(three thousand nine hundred fifty Rupiahs). The
movement of shares during the period of 2013 (two
thousand and thirteen) recorded the highest closing
price at IDR 5,600.- (five thousand six hundred
Rupiahs) and the lowest was recorded at IDR 3,375.-
(three thousand three hundred seventy five Rupiahs).

The average of transaction volume of shares during
the period of 2013 (two thousand and thirteen)
reached 25.1 (twenty five point one) million shares
per day or equivalent to IDR 113.5 billion (one hundred
thirteen point five billion Rupiahs) per day. While
the Market Capitalization of the shares reached IDR
73.7 trillion (seventy three point seven trillion
Rupiahs) at the end of 2013 (two thousand and thirteen).

Within the framework of fulfilling the Rule of the
Capital Market Supervisory Agency (Bapepam) Number
X.K.4 regarding Realization Report on the Use of
Funds Received from a Public Offering, we hereby
present the accountability on the realization of
funds received from the PUT III in 2010 (two thousand
and ten).-----



After issuing new shares totaling 3,374,715,948 (three billion three hundred seventy four million seven hundred fifteen thousand nine hundred forty eight) shares in December 2010 (two thousand and then), the total amount of outstanding shares was 18,648,656,458 (eighteen billion six hundred forty eight million six hundred fifty six four hundred fifty eight) shares. The shareholding composition of the Company's shares as of the thirty first day of December, two thousand and thirteen (31-12-2013) consists of the Government of 60.0% (sixty percent), Domestic Investors of 13.4% (thirteen point four percent) and Foreign Investors of 26.6% (twenty six point six percent).-----

Realization of the use of funds received from PUT III as of the thirty first day of December, two thousand and thirteen (31-12-2013) could be presented as follows:-----

In accordance with the funds use plan as contained in the prospectus, the net proceeds of PUT III was amounting to IDR 10.2 trillion (ten point two trillion Rupiahs), used for the following:-----

1. About 80% (eighty percent) for distribution of Corporate, Middle-scale Business, Small-scale Business and Consumer credits, with the realization of IDR 8.2 trillion (eight point two trillion



Rupiahs) or 100% (one hundred percent) of the use plan.-----

2. About 15% (fifteen percent) for the development of infrastructures of information technology, outlets, ATMs and so on, with the realization of IDR 1.5 trillion (one point five trillion Rupiahs) or 100% (one hundred percent) of the use plan.-----
3. About 5% (five percent) for the development of subsidiaries, namely BNI Life, BNI Syariah, BNI Securities and BNI Multifinance, with the realization of IDR 318.3 billion (three hundred eighteen point three billion Rupiahs) or 62.3% (sixty two point three percent) of the use plan.

The balance of funds received from PUT III amounting to IDR 192.5 billion (one hundred ninety two point five billion Rupiahs) was placed partly with Bank Indonesian Facility at a rate of 5.5% - 5.75% (five point five percent - five point seven five percent) and placed partly with Money Market at the rate of 5.6% - 5.95% (five point six percent - five point nine five percent) with overnight tenor.-----

Thus the explanation on the financial performance, shares performance and Accountability Report on the Use of Funds Received from Rights Issue III which we could present, and now I return the floor to Mr. President Director".-----



"Thank you Mr. Finance Director, and now I would like to describe the implementation of Partnership & Local Community Development Program for 2013 (two thousand and thirteen).-----

The General Meeting of Shareholders for the 2012 (two thousand and twelve) Financial Year which was held on the twenty eighth of March, two thousand and three (29-03-2013) stipulates that the budget of the Partnership and Local Community Development Program is adjusted to the Company's capacity.-----

The realization of the use of funds for the Partnership and Local Community Development Program has been audited by the Registered Public Accounting Firm of Tanudiredja, Wibisana and Rekan or Pricewaterhouse-Coopers Indonesia, hereinafter shall be referred to as the KAP. On the twenty first day of February, two thousand and fourteen (21-02-2014), the KAP was of the opinion that the Financial Information Report on the Partnership and Local Community Development Program had been presented fairly, in all material respects, the financial position of the Partnership and Local Community Development Program as of the thirty first day of December, two thousand and thirteen (31-12-2013), as well as the activities and cash flow for the year then ended, and had been prepared based on the Financial Accounting Standards for



Entities Without Public Accountability or PSAK-ETAP.-----

In the early 2013 (two thousand and thirteen), the funds available for the Partnership Program was IDR 205 billion (two hundred five billion Rupiahs), while the funds available for the Local Community Development Program was IDR 153.5 billion (one hundred fifty three point five billion Rupiahs).-----

In detail the Partnership and Local Community Development Program during 2013 (two thousand and thirteen) could be reported as follows:-----

The realization of the funds for the Partnership Program up to the end of December 2013 (two thousand and thirteen) totaled IDR 12.6 billion (twelve point six billion Rupiahs), which was used for partnership credit extension, training and mentoring the partners through 58 (fifty eight) Small Credit Centers and 84 (eighty four) Stand Alone Branches all over Indonesia, with the number of partners as of the end of December 2013 (two thousand and thirteen) amounting to 4,476 (four thousand four hundred seventy six) debtors.-----

The funds for the Partnership Program were distributed through the superior program "Kampoeng BNI" by extending partnership credit to the



community using a cluster system. The "Kampoeng BNI" which was formalized during 2013 (two thousand and thirteen) were *Kampoeng BNI Tenun Silungkang, Kampoeng BNI Kain Ulos Samosir, Kampoeng BNI Kain Tapis Lampung Selatan, Kampoeng BNI Karebosi Makasar and Kampoeng BNI Tenun Pandai Sikek.*-----

The Local Community Development Program-----

Article 11 paragraph 2 of the Regulation of the Minister of State-Owned Enterprises Number PER-05/MBU/2007 dated the twenty seventh of April, two thousand and seven (27-04-2007) states that in every current year a total of 30% (thirty percent) of the total amount of funds available for Local Community Development Program shall be provided for BUMN Peduli Program. The scope of assistance of the BUMN Peduli Program shall be established by the Minister of State-Owned Enterprises.-----

In 2013 (two thousand and thirteen), in accordance with the Regulation of the Minister of State-Owned Enterprises Number PER-20/MBU/2012 dated the twenty seventh of December, two thousand and twelve (27-12-2012), Local Community Development Program of BUMN Peduli has been abolished so that the allocation of funds shall be used 100% (a hundred percent) for the Local Community Development Program of the State-



Owned Enterprise in Charge with a total funds of IDR 153.5 billion (one hundred fifty three point five billion Rupiahs).-----

The realization of the use of funds for the Local Community Development Program up to the end of December 2013 (two thousand and thirteen) was IDR 90.2 billion (ninety point two billion Rupiahs), which was used for the natural disaster victims aid totaling IDR 3.0 billion (three billion Rupiahs), aid for education and training totaling IDR 26.6 billion (twenty six point six billion Rupiahs), aid for improvement of health totaling IDR 9.1 billion (nine point one billion Rupiahs), aid for development of general facilities and infrastructures totaling IDR 5.7 billion (five point seven billion Rupiahs), aid for worship facilities totaling IDR 12.5 billion (twelve point five billion Rupiahs), aid for natural conservation totaling IDR 26.3 billion (twenty six point three billion Rupiahs) as well as aid for poverty alleviation totaling IDR 5.4 billion (five point four billion Rupiahs), plus the operating expenses totaling IDR 1.6 billion (one point six billion Rupiahs).-----

At a glance, we could present a number of the Local Community Development Program activities which have been carried out, among others:-----



1. Natural Disasters Sector-----

In accordance with the Decree of the Minister of State-Owned Enterprises Number: SK-235/MBU.2012 dated the twentieth of June, thousand and twelve (20-06-2012), the Company has been appointed as the coordinator of the BUMN Peduli for natural disasters sector. Office of Ministry of State-Owned Enterprises and the Company together with non-government organizations worked together in alleviating the burden of Jakarta flood victims in early 2013 (two thousand and thirteen). In addition, it also helped to alleviate the burden of natural disaster victims in several other affected regions in Indonesia.-----

2. Education and Training Sector -----

Some programs in the field of Education and Training conducted during 2013 (two thousand and thirteen) were *Sahabat Sekolah*, *Beasiswa BNI Gemilang* from the elementary school level up to the university, *Program Indonesian Mengajar*, *Pojok Wirausaha* at several universities, *Technology Transfer Program*, *Community Development*, *Gerakan Direksi Mengajar*, *Kapal Pintar*, and *Creative Industries Program*.-----

3. Health Improvement Sector-----

Programs in the field of Health Improvement which



have been conducted among others: *BNI Peduli Kesehatan* in the form of ambulance aid, blood donor, and other health cares. Afterward the *BNI Peduli Kesehatan* program helps underprivileged communities in the field of health and Autism Services Clinic.-----

4. Public Facilities & Infrastructure Development Sector-----

In 2013 (two thousand and thirteen), some programs in the field of public facilities and infrastructure development were the construction of Kampoeng BNI facilities, Buru Islands community empowerment, micro hydro power generating plant, *BUMN Membangun Desa* program, development of facilities for disadvantaged areas and other programs.-----

5. Worship Facilities Sector-----

In order to welcome the fasting month and Eid al-Fitr, [the Company] organized the *BNI Berbagi Ramadhan* program in all Regional Offices and joined break fasting program in all provinces all over Indonesia. The Company also implemented the *BNI Berbagi Retreat* program to welcome Christmas for the Christians and improvement of worship facilities and infrastructure quality for all religious societies in Indonesia.-----



6. Natural & Environmental Conservation Sector----

In supporting the natural and environmental conservation, some programs conducted in 2013 (two thousand and thirteen) were: *Program Hutan Kota* (Urban Forest Program), Planting of two hundred thousand trees at the TNGPP Saronge, Nursery of two million trees at the *Paguyuban Budiasi*, BNI Go Green program and the construction of *Taman Kota BNI Wonosari*.-----

7. Poverty Alleviation Sector-----

One of the Company's real contribution in the field of poverty alleviation was the program for development of *Desa Wisata Pulau Komodo*.---

The honorable shareholders,-----

All achievements described above cannot be separated from our Transformation Program being run, to build a customer centric business model which is aimed at realizing the position of BNI as "A Bank That Excels, Prominent and Advanced, In Delivering Services and Performance".-----

The program has now enter the second half of the implementation period and has managed to intensify more focused and structured business approach, both at the Head Office, Regional Offices, as well as Overseas Branches.-----



For more detail information, I request the Vice President Director to present the latest development and implementation of the Program".-----

-Now, Miss Felia Salim as the Vice President Director is going to present the latest development and implementation of the Program as follows:-----

"Thank you Mr. President Director,-----

The honorable shareholders, the journey in the implementation of BNI business transformation called as BNI Reformation 1.0. has fundamentally altered or improved the capabilities in three main aspects, i.e.: Human Resources, Process and Technology.----

The improvement in capabilities in recent years has contributed to major financial machines of the Bank, in which the achievement process is based on four objectives or four pillars of BNI Reformation, which are to increase income, to improve assets quality, to increase efficiency, as well as achievement of economies of scale.-----

A Pillar for Increasing Income as one of the main pillars has gradually yielded encouraging results.-

With the customer centric business model, in the Business Banking line, BNI is increasingly able to tap into the customers potential in the targeted industries, both nationally and in the region. The market intelligence capabilities is increasingly



developing and learning process results in the ability which is increasingly incisive in understanding the segment. This is important in order that a banking officer or Relationship Manager of BNI is able to discover the customers' needs in providing an integrated financial solutions. Presently, in the Account Planning of a Relationship Manager, the provision of Credit or business activity Financing are now complemented by the provision of other services, such as facilitating the payment and collection transactions through cash management, trade finance, foreign-exchange (fx), trustee, and so on. The income no longer depends on the Net Interest Income only, but presently the role of recurring fee is increasingly significant, in which for the last three years on average the (CAGR) grew by 14.5% (fourteen point five percent) if compared to those of the previous year which only grew by 5.6% (five point six percent).-----

In the Consumer & Retail line, we have building blocks serving as capability basic framework for Customer Relationship Management system, i.e. capability in developing various propensity modeling complete with the customers "insight". Upon completion of new piloting period, we will acquire the ability to develop "bundled product" along with the marketing



campaigns in accordance with the targeted segment and at the same time appropriately formulate the sales strategies, the selected distribution and service channels which are also appropriate to the specificity of each segment. Operationally, the system is more efficient and the risks are more controllable.-----

No less important is the project for the treasury line. The management of treasury functions with Overseas Branches has been integrated. The capability of treasury functions continues to be developed through Bourse Game training for our treasurers stationed in the Head Office and all regional offices. The liquidity management is increasingly effective.

The second **Pillar is Assets Quality Improvement**. The credit model which is applied gradually has changed various fundamentals things. Design of organization and operation of the credit processing is based on 4-Eyes Principle. Various internal regulations is redesigned comprehensively and for that purpose a particular function has been established (Policy Governance/PGV).-----

Actually the improvement of assets quality begins with the framework of the agreed Risk Appetite policy and the "Three line of Defense" control mechanism which emphasizes the importance of strengthening a



reliable front line. To that end, over the last three years we have recruited and trained more than 2,000 (two thousand) relationship managers and credit analysts. In line with this, the integrated integrity system is also expected to continuously strengthen a mature risk culture.-----

The third **Pillar** i.e. an **Increase in Cost Efficiency** certainly relies on the carrying capacity of technology and the internal working patterns of Go Green movement, in which the efficiency among others is gained from the reduction in the use of paper, electricity and water, automation of various processes, eliminating various operational duplication, also familiarizing email and video conference communication systems. Actually the fundamental efficiency can be gained from the organizational design and the appropriate division of works from the central and regional levels. Through the ARCI model which has been applied, it will define who is Accountable, Responsible, Consulted or Informed. This model clarifies coordination between functions/units and reinforce the lines of authority, duties, and responsibilities of each function/unit. This is able to speed up the decision-making process, and indirectly a fast decision-making process is also reducing the costs.-----



The fourth Pillar i.e. **Improvement in Economies of Scale**. Various transformation efforts ranging from organizational design and application of various capabilities as those described in the above three pillars have produced positive results in improving the Company's economies of scale. The multiplier effect can be produced more rapidly with more effective implementation of various multi-year projects of the Information Technology Strategic Plan such as Enterprise Data Warehouse, Integrated Data Management, and IT Capability Transformation. The economies of scale certainly could also be measured by the commitment to Human Capital Development, planned Workforce, appropriate placement in accordance with the customer centric organizational design, intensive and extensive training, in which during 2013 (two thousand and thirteen) no less than 19,000 (nineteen thousand) trainings were organized, all of these had contributed to an increase in economies of scale. We can point out here that although the addition to regular employees increased rapidly as many as 12,234 (twelve thousand two hundred thirty four) persons during 2009 - 2013 (two thousand and nine up to two thousand and thirteen), but the ratio of earnings per employee (EPE) continues to increase. In 2013 (two thousand and thirteen), the EPE



increased to IDR 347 million (three hundred forty seven million Rupiahs) per employee/year from IDR 283 million (two hundred eighty three million Rupiahs) in 2012 (two thousand and twelve).-----

Various measures for the human capital development, among others: Talent Management, Leadership Program, Individual Development Program within the framework of BNI Learning Academy has produced:-----

- Succession Planning, in which for each position of Manager there are at least two candidates for his/her replacement. In this way, the process of cadres forming or regeneration of leadership is running well and effective and it is expected to continue to be a major concern.-----

Furthermore, to encourage an improvement in economies of scale, we continue to make efforts in increasing all capabilities that have been developed by BNI Reformation. And, accordingly, the Human Capital Development is placed in a strategic perspective in the Key Performance Indicator (KPI) for all ranks.-

In line with the directions from the Ministry of State-Owned Enterprises, the KPI parameters were already adapted to the KPKU (Assessment Criteria for Performance Excellence) or Malcolm Baldrige for Performance Excellence parameters, especially starting at the level of the Board of Directors.



Thus, it is expected that capabilities of the employees will be able to compete globally, in which the mobility of goods, services and people will be more open upon the adoption of the ASEAN Economic Community (AEC) in 2015 (two thousand and fifteen).-----

That was the report we could present to our honorable Shareholders. We expect the collaboration, support and prayer of all stakeholders in order that all BNI Reformation programs are completed on schedule for achievement of the position of BNI as a Leading and Prominent Bank that Excels, in Delivering Services and Performance.-----

And now I return the floor to the President Director."

-Mr. Gatot Mudiantoro Suwondo as the President Director proceeded the Meeting, and informed the following matters:

The honorable shareholders,-----

In order to comply with the provisions of Article 3 of the Bank Indonesia Regulation Number: 12/21/PBI/2010 regarding Bank Business Plan which stipulates that the Board of Directors shall be obliged to communicate the Business Plan to the Bank's Shareholders, please allow me to present the Company's Business Plan for 2014 (two thousand and fourteen).
Entering the year of 2014 (two thousand and fourteen),



various challenges will be faced by the banking industry, such as interest rates which are still high, tightening regulations on banking growth, the continued global economic uncertainty, as well as various analyzes of situations and conditions related to the general elections. However, supported by strong determination and also commitment to continue providing the greatest contribution to Indonesia, the Company is ready to face these challenges, and at the same time seizing the existing opportunities. In general, with our internal potential and strength we are confident enough to achieve Sustainable Financial Growth in 2014 (two thousand and fourteen), in order to continue improving the added values for all stakeholders.-----

To support the achievement of these objectives, we have set out five (5) focuses of Strategy Policy for 2014 (two thousand and fourteen) as follows:---

1. Synergy of Business Banking, Consumer & Retail and Subsidiaries to optimize profits through value chain approach.-----
2. Growth of sound assets and liabilities.-----
3. Optimizing customer engagement and channel to increase sales and transactions.-----
4. Improving operational efficiency and cost effectiveness.-----



5. Improving capabilities of employees and information technology to strengthen competitiveness.-

To encourage the achievement of that purposes we have set out the financial targets for 2014 (two thousand and fourteen) based on the following indicators:-----

1. "Synergy of Business Banking, Consumer & Retail and Subsidiaries to optimize profits through value chain approach", which is measured by the achievement of main targets, i.e.:-----

- Return On Assets of 3.4% (three point four percent) up to 3.6% (three point six percent) .
- Return On Equity of 21.0% (twenty one percent) to 23.0% (twenty three percent).-----

2. "Growth of sound assets and liabilities", which is measured by the achievement of main targets, i.e.:-----

- Credit growth of 14.0% (fourteen percent) up to 17.0% (seventeen percent).-----
- Coverage Ratio of 127.0% (one hundred twenty seven percent) up to 130.0% (one hundred thirty percent).-----
- Gross Non Performing Loan of 1.8% (one point eight percent) up to 2.2% (two point two percent).-----



- Loan to Deposit Ratio (LDR) of 85% (eighty five percent) up to 87% (eighty seven percent), below the provisions on maximum LDR stipulated by Bank Indonesia of 92% (ninety two percent).
3. "Optimizing customer engagement and channel to increase sales and transactions", which is measured by the achievement of main targets, i.e.:-----
- Deposits Growth of 13.0% (thirteen percent) up to 15.0% (fifteen percent), which is concentrated on Growth of CASA (Current Accounts and Savings Account) of 14.0% (fourteen percent) to 16.0% (sixteen percent).
 - Growth of Fee Based Income of 19.0% (nineteen percent) up to 21.0% (twenty one percent).
 - Maintaining the service level at least remains in the second place.-----
4. "Improving operational efficiency and cost effectiveness", which is measured by:-----
- Achievement of Cost to Income Ratio between 44.0% (forty four percent) up to 46.0% (forty six percent).-----
5. "Improving capabilities of employees and information technology to strengthen competitiveness", which is measured by:-----



- Growth of Earning Per Employee of 8.0% (eight percent) up to 12.0% (twelve percent) .-----

That was all about our report on the performance in the 2013 (two thousand and thirteen) Financial Year and the Company's Plan for 2014 (two thousand and fourteen) .-----

And furthermore please allow me to inform all of you that based on the Resolution of the Annual General Meeting of Shareholders for the 2012 (two thousand and twelve) Financial Year dated the twenty eighth of March, two thousand and thirteen (28-03-2013) with respect to the fifth (5th) item on the agenda, among others the appointment of Mr. Sutirta Budiman as a Director of the Company has been approved. And then, Bank Indonesia by means of the Letter Number 15/46/GBI/DPIP/Rahasia dated the fourth of September, two thousand and thirteen (04-09-2013) communicated that Mr. Sutirta Budiman is considered did not meet the requirements to be appointed as a Director of the Company. Then it was followed up by the Company by means of the Deed Number: 34 dated the twenty ninth of November, two thousand and thirteen (29-11-2013) drawn up by the Notary Public Fathiah Helmi, Sarjana Hukum. Therefore, the Resolution of the General Meeting of Shareholders regarding the appointment of Mr. Sutirta Budiman as



a Director of the Company is not effective.-----

Thus, the information above has herewith been brought to your attention, and now I return the floor to the Chairperson of the Meeting.-----

-After the President Director presented his report on the performance in 2013 (two thousand and thirteen) financial year and the Company's Plan for 2014 (two thousand and fourteen), now I return the floor to the Chairperson of the Meeting to proceed the Meeting and to present the Board of Commissioners Supervisory Action Report.-----

-The Chairperson of the Meeting presented the Board of Commissioners Supervisory Action Report, as follows:---

"Thank you the President Director, the Vice President Director and the Finance Director your reports.-----

The honorable shareholders and audiences,-----

Following up the provisions of Article 66 of the Law Number 40 of 2007 (two thousand and seven) regarding Limited Liability Company, the Board of Commissioners hereby presents the Board of Commissioners Supervisory Action Report.-----

In performing the supervisory duties for the Company, the Board of Commissioners carried out their duties and responsibilities independently with due observance of the provisions of the Company's Articles of



Association and the prevailing laws and regulations, which include supervision of the management policies and the running of the Company by the Board of Directors, giving advice to the Board of Directors, as well as ensuring the implementation of the provisions of the Company's Articles of Association and the provisions of other prevailing laws and regulations.-----

In order to maintain objectivity and independency in performing the supervision, the Board of Commissioners is not involved in making operational decisions of the Company, except for the matters set forth in the Company's Articles of Association and the provisions of laws and regulations.-----

The Board of Commissioners assessed, during 2013 (two thousand and thirteen), the Board of Directors implemented the management policies and carried out the Company's management properly, so as to achieve the strategic policy targets which had already been determined, as follows:-----

1. In general, the Company's financial performance in 2013 (two thousand and thirteen) showed a successful achievement of targets and results (returns), especially if compared to the achievement of the previous financial year. Although not all business targets can be achieved, but



there was improvement in the quantity and quality of most of the ratios and financial indicators.

2. From the aspect of profitability, the applied business strategies was able to boost better growth of net profits than that of the previous period. The achievement of net profits is not separate from the successful implementation of the strategy in maintaining a high level of margin, so that in 2013 (two thousand and thirteen) the achievement of Net Interest Margin (NIM) was higher than that of the previous year. Other profitability indicators also showed an improvement that was reflected by an increase in the Return on Asset and Return on Equity ratios.---
3. The efforts to improve operational efficiency and effectiveness that have been carried out was able to improve the operational efficiency as reflected by the Cost to Income Ratio (CIR) and the ratio of Operating Expenses to Operating Income (BOPO) which was lower than that of the previous period. Although there was an increase in efficiency, but there were several components of operating costs which realization exceeded the budget.-----
4. The strategy applied in the field of credit could encourage the growth of credit keep pace



with the growth of Deposits (DPK). The level of liquidity which is measured by the Loan to Deposit Ratio is within the range stipulated by Bank Indonesia and more optimal than that of the previous year. This is the impact of credit growth that is higher than the growth of Deposits. The growth of credit was also accompanied by an improvement in assets quality as reflected by a decrease in the ratio of Non Performing Loan. To be able to realize further improvement in assets quality, efforts shall continue to be made to strengthen the structure and mechanism of lending so that the NPL value could be absolutely suppressed.-----

5. From the aspect of capital, the Bank has performed capital management properly, in accordance with the characteristics, business scale, and complexity of the business so that the capital level could be maintained above the minimum limit stipulated by Bank Indonesia.-----
6. In general, the risk management has been done properly and adequately. The potential loss sustained from the risks inherent to the Bank's business was low, and Quality of Risk Management Implementation (KPMR) was considered adequate although there were minor weaknesses that required



the management's attention. With regard to the occurrence of market fluctuation due to the effect of global economic conditions, the risks management need to be improved, especially related to the management of market risk and credit risk.-----

The honorable shareholders and audiences,-----

For the achievement of the Company's performance in 2013 (two thousand and thirteen), the Board of Commissioners expressed its gratitude to all stakeholders who have contributed to the achievement of the BNI's performance in 2013 (two thousand and thirteen), especially to the shareholders, regulators, customers, Board of Directors and all employees of BNI. With the support and trust of all stakeholders, together we can continue to move forward with confidence.-----

Hopefully the results of hard work that have been achieved in 2013 (two thousand and thirteen) could be continued and increased to bring all of us into the shared aspiration "To Serve the Countries and to be a Bank of National Pride".-----

That was all about the report presented for the first item on the agenda of the Meeting, and thereafter the Chairperson of the Meeting provided the opportunity to all shareholders and/or proxy of the shareholders to



raise questions and/or responses to the reports that have been presented.-----

The questions and/or responses should be submitted in writing by writing down the name as well as the total number of shares possessed or represented.-----

-Since there were no shareholders or proxy of the Shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting resolve/decide as follows:-----

1. To approve the Company's Annual Report for the 2013 (two thousand and thirteen) Financial Year, consisting of the Board of Directors Report, the Board of Commissioners Supervisory Action Report, as well as to adopt the Company's Financial Statement for the financial year ended on the thirty first day of December, two thousand and thirteen (31-12-2013) along with the explanation or the notes thereof which have been audited by the Registered Public Accounting Firm of Tanudiredja, Wibisana & Rekan or PricewaterhouseCoopers (PWC) in accordance with the Report Number: A140217003/DC2/HSB/II/2014 dated the seventeenth of February, two thousand and fourteen (17-02-2014).-----
2. To approve and adopt the Annual Report of Partnership and Local Community Development Program including Financial Statement of the Partnership and Local



Community Development Program for the financial year ended on the thirty first day of December, two thousand and thirteen (31-12-2013), which have been audited by the Registered Public Accounting Firm of Tanudiredja, Wibisana & Rekan or Pricewaterhouse-Coopers (PWC) in accordance with the Report Number: A140221013/ANG/I/2014 dated the twenty first of February, two thousand and fourteen (21-02-2014).--

3. To grant full release and discharge (*acquit et de charge*) to all members of the Board of Directors from their management and to all members of the Board of Commissioners from the supervision they carried out during the Financial Year ended on the thirty first day of December, two thousand and thirteen (31-12-2013) including the management and supervision of the Partnership and Local Community Development Program, to the extent that:-----

- Such action is not a criminal act; and-----
- Such action is dealt with in the Annual Report and Financial Statement of the Company as well as Annual Report of the Partnership and Local Community Development Program for the financial year ended on the thirty first day of December, two thousand and thirteen (31-12-2013).-----

Furthermore within the framework of fulfilling the Rule of the Capital Market Supervisory Agency (Bapepam)



Number X.K.4 regarding Realization Report on the Use of Funds Received from a Public Offering, the Company has presented the accountability report on realization of the funds received from the Right Issue III of 2010 (two thousand and ten).-----

-Subsequently the Chairperson of the Meeting stated that the shareholders and/or proxy of the shareholders who cast dissenting votes or abstention votes (blank votes) were requested to raise hand.-----

-Since there were Shareholders and/or Proxy of the Shareholders who were present in the Meeting who raised objection, then voting was taken.-----

-Then the Chairperson of the Meeting asked me, the Notary Public to read out the outcomes of the voting.--

-Based on the data on the outcomes of voting in the Meeting submitted to me, the Notary Public, by PT Datindo Entrycom as the Securities Administration Agency of the Company, I, the Notary Public informed the meeting that the outcomes of voting are as follows:----

- The Shareholders who cast *abstention* vote were 55,345,800 (fifty five million three hundred forty five thousand eight hundred) shares or approximately 0.3837% (zero point three eight three seven percent) of the total shares present in the Meeting.-----

- The Shareholders who cast *assenting* vote were



14,365,486,080 (fourteen billion three hundred sixty five million four hundred eighty six thousand eighty) shares or approximately 99.6162% (ninety nine point six one six two percent) of the total shares present in the Meeting.-----

In line with the Rule of the Capital Market and Financial Institution Supervisory Agency (Bapepam-LK) Number: IX.J.1, and Article 25 paragraph 11 of the Company's Articles of Association, the shareholders with lawful voting rights who were present in the Meeting, but they did not cast votes (abstention), they shall be considered to have cast the same votes as those majority votes cast by the shareholders.-----

-After having heard my, the Notary Public explanation, the Chairperson of the Meeting informed that thereby the Meeting resolved/decided as follows:-----

1. To approve the Company's Annual Report for the 2013 (two thousand and thirteen) Financial Year, consisting of the Board of Directors Report, the Board of Commissioners Supervisory Action Report, as well as to adopt the Company's Financial Statement for the financial year ended on the thirty first day of December, two thousand and thirteen (31-12-2013) along with the explanation or the notes thereof which have been audited by the Registered Public Accounting Firm of Tanudiredja, Wibisana & Rekan or



PricewaterhouseCoopers (PWC) in accordance with the Report Number: A140217003/DC2/HSB/II/2014 dated the seventeenth of February, two thousand and fourteen (17-02-2014).-----

2. To approve and adopt the Annual Report of Partnership and Local Community Development Program including Financial Statement of the Partnership and Local Community Development Program for the financial year ended on the thirty first day of December, two thousand and thirteen (31-12-2013), which have been audited by the Registered Public Accounting Firm of Tanudiredja, Wibisana & Rekan or PricewaterhouseCoopers (PWC) in accordance with the Report Number: A140221013/ANG/I/2014 dated the twenty first of February, two thousand and fourteen (21-02-2014).--
3. To grant full release and discharge (*acquit et de charge*) to all members of the Board of Directors from their management and to all members of the Board of Commissioners from the supervision they carried out during the Financial Year ended on the thirty first day of December, two thousand and thirteen (31-12-2013) including the management and supervision of the Partnership and Local Community Development Program, to the extent that:-----
 - Such action is not a criminal act; and-----
 - Such action is dealt with in the Annual Report



and Financial Statement of the Company as well as Annual Report of the Partnership and Local Community Development Program for the financial year ended on the thirty first day of December, two thousand and thirteen (31-12-2013).-----

Furthermore within the framework of fulfilling the Rule of the Capital Market Supervisory Agency (Bapepam) Number X.K.4 regarding Realization Report on the Use of Funds Received from a Public Offering, the Company has presented the accountability report on realization of the funds received from the Right Issue III of 2010 (two thousand and ten).-----

The second item on the agenda of the Meeting, i.e.:----

Determination of the use of the Company's Net Profits for the 2013 (two thousand and thirteen) Financial Year.-----

The Chairperson of the Meeting informed that the legal basis used in this item on the agenda are:-----

1. Articles 70 and 71 of the Law on Limited Liability Company, which among others provide that:-----

- The Company shall be obliged to allocate a certain amount from the net profits of each financial year for reserve funds and the allocation of net profits shall be made up to an amount of at least 20% (twenty percent) from issued and paid-up capital.-----



- The use of net profits including the amount of allocation for reserve funds shall be determined by the General Meeting of Shareholders (GMS) and unless otherwise determined by the GMS meeting, all net profits after having been deducted by the allocation for reserve funds shall be distributed to the shareholders as dividends.-----

2. Article 26 paragraph (1) of the Company's Articles of Association stipulates that the use of the Company's profits shall be decided by a GMS meeting.-----

With reference to the above provisions, the Chairperson of the Meeting asked the President Director to present the proposal on the use of the Company's net profits for the 2013 (two thousand and thirteen) Financial Year.

-Subsequently the President Director presented the proposal on the use of the Company's profits for the 2013 (two thousand and thirteen) financial year, as follows:

"Thank you Mr. Chairperson of the Meeting,-----

The honorable shareholders and audiences,-----

As earlier reported in the first item on the agenda, the Company's net profits for the period of the first day of January, two thousand and thirteen (01-01-2013) up to the thirty first day of December, two thousand and thirteen (31-12-2013) was recorded at IDR 9,054,344,491,796.- (nine trillion fifty



four billion three hundred forty four million four hundred ninety one thousand seven hundred ninety six Rupiahs), hereinafter referred to as the "Net Profits of 2013". We proposed the use of the Net Profits of 2013 as follows:-----

1. A total of 30% (thirty percent) of the net profits or amounting to IDR 2,716,303,347,538.80 (two trillion seven hundred sixteen billion three hundred three million three hundred forty seven thousand five hundred thirty eight Rupiahs and eighty cent) shall be stipulated as Cash Dividends, so that the dividends shared to the State of the Republic of Indonesia for the shareholding of 60.00% (sixty percent) shares is amounting to IDR 1,630,429,340,628.78 (one trillion six hundred thirty billion four hundred twenty nine million three hundred forty thousand six hundred twenty eight Rupiahs and seventy eight cent) and the same shall be paid on the nineteenth day of May, two thousand and fourteen (19-05-2014) to the shareholders whose names are registered/ recorded in the Register of Shareholders as of the second day of May, two thousand and fourteen (02-05-2014) .-----
2. A total of 11.5% (eleven point five percent) of the net profits or amounting to IDR-----



1,041,249,616,556.54 (one trillion forty one billion two hundred forty nine million six hundred sixteen thousand five hundred fifty six Rupiahs and fifty four cent) shall be used for Appropriated Reserves to support investment.---

3. A total of 58.5% (fifty eight point five percent) of the net profits or amounting to IDR 5,296,791,527,700.66 (five trillion two hundred ninety six billion seven hundred ninety one million five hundred twenty seven thousand seven hundred Rupiahs and sixty six cent) shall be used for Retained Earnings.-----

The honorable shareholders and audiences,-----

Based on Article 9 paragraphs (1) and (2) of the Regulation of the Minister of State-Owned Enterprises (BUMN) Number: PER-08/MBU/2013 dated the tenth of September, two thousand and thirteen (10-09-2013) regarding the Fourth Amendments to the Regulation of the State Minister of State-Owned Enterprises (BUMN) Number: PER-05/MBU/2007 regarding Partnership and Local Community Development Program (PKBL) and Article 74 paragraph (2) of the Law on Limited Liability Company, the General Meeting of Shareholders (GMS) of this year the Company did not allocate the Net Profits of 2013 (two thousand and thirteen) for the Partnership and Local Community



Development Program. The Company will establish reserve of costs in 2014 (two thousand and fourteen) for Corporate Social Responsibility program, the amount of which shall be in accordance with the needs and capacities of the Company.-----

In addition, since the statutory reserve of the Company as of the thirty first day of December, two thousand and thirteen (31-12-2013) has reached 20% (twenty percent) of the paid-up capital or has fulfilled the provisions of Article 70 of the Law on Limited Liability Company, so for 2013 (two thousand and thirteen) the Company did not allocate statutory reserve.-----

For the smooth implementation of cash dividends distribution to the Shareholders, we also proposed in order that the Meeting grant power and authority to the Company's Board of Directors with the substitution right to stipulate the schedule and procedures for distribution of dividends for the 2013 (two thousand and thirteen) Financial Year in accordance with the applicable provisions.-----

-That was all about the proposal, and thereafter the President Director return the floor to the Chairperson of the Meeting to proceed.-----

-The Chairperson of the Meeting provided the opportunity to all shareholders and/or proxy of the shareholders to



raise questions and/or responses to the report that has been presented.-----

-The questions and/or responses should be submitted in writing by writing down the name as well as the total number of shares possessed or represented.-----

That was all about the report for the second item on the agenda of the Meeting, and thereafter the Chairperson of the Meeting provided the opportunity to all shareholders and/or proxy of the shareholders to raise questions and/or responses to the report that has been presented.-----

The questions and/or responses should be submitted in writing by writing down the name as well as the total number of shares possessed or represented.-----

-Since there were no shareholders or proxy of the Shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting resolve/decide as the aforementioned proposals which have been presented by the President Director.-----

-Subsequently the Chairperson of the Meeting stated that the shareholders and/or proxy of the shareholders who cast dissenting votes or abstention votes (blank votes) were requested to raise hand, and furthermore the Chairperson of the Meeting asked assistance from me, the Notary Public.-----



-Since there were Shareholders and/or Proxy of the Shareholders who were present in the Meeting who raised objection, then voting was taken.-----

-Then the Chairperson of the Meeting asked me, the Notary Public to read out the outcomes of the voting.-----

-Based on the data on the outcomes of voting in the Meeting submitted to me, the Notary Public, by PT Datindo Entrycom as the Securities Administration Agency of the Company, I, the Notary Public informed the meeting that the outcomes of voting are as follows:-----

- The Shareholders who cast *dissenting* vote were 13,632,400 (thirteen million six hundred thirty two thousand four hundred) shares or approximately 0.0945% (zero point zero nine four five percent) of the total shares present in the Meeting.-----
- The Shareholders who cast *abstention* vote were 47,392,600 (forty seven million three hundred ninety two thousand six hundred) shares or approximately 0.3287% (zero point three two eight seven percent) of the total shares present in the Meeting.
- The Shareholders who cast *assenting* vote were 14,359,806,880 (fourteen billion three hundred fifty nine million eight hundred six thousand eight hundred eighty) shares or approximately 99.5768% (ninety nine point five seven six eight percent) of the total shares present in the Meeting.-----



In line with the Rule of the Capital Market and Financial Institution Supervisory Agency (Bapepam-LK) Number: IX.J.1, and Article 25 paragraph 11 of the Company's Articles of Association, the shareholders with lawful voting rights who were present in the Meeting, but they did not cast votes (abstention), they shall be considered to have cast the same votes as those majority votes cast by the shareholders.-----

-After having heard my, the Notary Public explanation, the Chairperson of the Meeting informed that thereby the Meeting resolved/decided as follows:-----

To approve and stipulate the use of the Company's Net Profits for the period of the first day of January, two thousand and thirteen (01-01-2013) up to the thirty first day of December, two thousand and thirteen (31-12-2013) which was recorded at IDR 9,054,344,491,796.- (nine trillion fifty four billion three hundred forty four million four hundred ninety one thousand seven hundred ninety six Rupiahs), hereinafter referred to as the "Net Profits of 2013". We proposed the use of the Net Profits of 2013 as follows:-----

1. A total of 30% (thirty percent) of the net profits or amounting to IDR-----
2,716,303,347,538.80 (two trillion seven hundred sixteen billion three hundred three



million three hundred forty seven thousand five hundred thirty eight Rupiahs and eighty cent) shall be stipulated as Cash Dividends, so that the dividends shared to the State of the Republic of Indonesia for the shareholding of 60.00% (sixty percent) shares was amounting to IDR 1,630,429,340,628.78 (one trillion six hundred thirty billion four hundred twenty nine million three hundred forty thousand six hundred twenty eight Rupiahs and seventy eight cent) and the same shall be paid on the nineteenth day of May, two thousand and fourteen (19-05-2014) to the shareholders whose names are registered/recorded in the Register of Shareholders as of the second day of May, two thousand and fourteen (02-05-2014).-----

2. A total of 11.5% (eleven point five percent) of the net profits or amounting to IDR 1,041,249,616,556.54 (one trillion forty one billion two hundred forty nine million six hundred sixteen thousand five hundred fifty six Rupiahs and fifty four cent) shall be stipulated for Appropriated Reserves to support investment.-----
3. A total of 58.5% (fifty eight point five



percent) of the net profits or amounting to IDR 5,296,791,527,700.66 (five trillion two hundred ninety six billion seven hundred ninety one million five hundred twenty seven thousand seven hundred Rupiahs and sixty six cent) shall be used for Retained Earnings.-

To approve the granting of power and authority to the Company's Board of Directors with the substitution right to stipulate the schedule of and procedures for distribution of cash dividends for the 2013 (two thousand and thirteen) financial year in accordance with the applicable provisions.

The third item on the agenda of the Meeting, i.e.:-----

Fixation of salary for the members of the Board of Directors, honorarium for the members of the Board of Commissioners and bonus as well as facilities for the Board of Directors and the Board of Commissioners of the Company for 2014 (two thousand and fourteen).-----

-Subsequently, the Chairperson of the Meeting asked the President Director to present his proposal.-----

-The President Director presented the proposal for the fourth item on the agenda, as follows:-----

"Thank you Mr. Chairperson of the Meeting,-----

The honorable Shareholders and audiences,-----



In accordance with the provisions of Article 11 paragraph 17 of the Company's Articles of Association it is stipulated that the members of the Board of Directors may be granted salary, together with other facilities and/or allowances including bonus and pension benefits/compensations, the amount of which shall be determined by a General Meeting of Shareholders and the said authority may be delegated to the Board of Commissioners.-----

And then in Article 14 paragraph 18 of the Company's Articles of Association it is stipulated that the members of the Board of Commissioners may be granted honorarium and allowances/facilities including bonus and pension benefits/compensations, the type and amount of which shall be determined by a General Meeting of Shareholders with due observance of provisions of the existing laws and regulations.---

In connection with the above provisions, we proposed the following matters to the Meeting:-----

To grant power and authority to the Board of Commissioners with prior approval from the Dwiwarna A Series Shareholder to fix the amount of bonus for the 2013 (two thousand and thirteen) Financial Year, as well as to fix the amount of salary/honorarium, allowances and facilities for the members of the Board of Directors and the members of the Board of Commissioners for



the 2014 (two thousand and fourteen).-----

That was all about the proposal for the third item on the agenda, and now I return the floor to the Chairperson of the Meeting to proceed the Meeting.-

That was all about the proposal for the third item on the agenda of the Meeting, and thereafter the President Director returned the floor to the Chairperson of the Meeting to proceed the Meeting.-----

The Chairperson of the Meeting provided the opportunity to all shareholders and/or proxy of the shareholders to raise questions and/or responses to the report that has been presented.-----

The questions and/or responses should be submitted in writing by writing down the name as well as the total number of shares possessed or represented.-----

-Since there were no shareholders or proxy of the Shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting resolve/decide to approve the matters which have been proposed earlier.

-If there were shareholders and/or proxy of shareholders who raised objection or there were abstention vote, they were requested to raise their hand, and thereafter the Chairperson of the Meeting asked assistance from me, the Notary Public.-----

-Furthermore, the Chairperson of the Meeting asked me,



the Notary Public.-----

-I, the Notary Public informed the meeting that since there were Shareholders and/or Proxy of the Shareholders who were present in the Meeting who raised objection or who cast abstention votes, so that a resolution to be made by deliberation or discussion leading to mutual agreement is not reached, then voting for the above proposal was taken.-----

I, the Notary Public informed the meeting that in the voting, there were:-----

- The Shareholders who cast *dissenting* vote were 210,591,950 (two hundred ten million five hundred ninety one thousand nine hundred fifty) shares or approximately 1.4603% (one point four six zero three percent) of the total shares present in the Meeting.-----
- The Shareholders who cast *abstention* vote were 48,472,800 (forty eight million four hundred seventy two thousand eight hundred) shares or approximately 0.3361% (zero point three three six one percent) of the total shares present in the Meeting.-----
- The Shareholders who cast *assenting* vote were 14,161,767,130 (fourteen billion one hundred sixty one million seven hundred sixty seven thousand one hundred thirty) shares or approximately 98.2036%



(ninety eight point two zero three six percent) of the total shares present in the Meeting.-----

In line with the Rule of the Capital Market and Financial Institution Supervisory Agency (Bapepam-LK) Number: IX.J.1, and Article 26 paragraph 11 of the Company's Articles of Association, the shareholders with lawful voting rights who were present in the Meeting, but they did not cast votes (abstention), they shall be considered to have cast the same votes as those majority votes cast by the shareholders.-----

-After having heard my, the Notary Public explanation, the Chairperson of the Meeting informed that thereby the Meeting resolved/decided as follows:-----

To approve the granting of power and authority to the Board of Commissioners with prior approval from the Dwiwarna A Series Shareholder to fix the amount of bonus for the 2013 (two thousand and thirteen) Financial Year, as well as to fix the amount of salary/honorarium, allowances and facilities for the members of the Board of Directors and the members of the Board of Commissioners for the 2014 (two thousand and fourteen).-----

The fourth item on the agenda of the Meeting, i.e.:----

Determination of a Registered Public Accounting Firm to audit the Financial Statement of the Company and the Annual Report on the Implementation of Partnership



and Local Community Development Program for the 2014
(two thousand and fourteen) Financial Year.-----

-The Chairperson of the Meeting informed the meeting
that:-----

Based on Article 15 paragraph 2.b.5 of the Company's
Articles of Association, the Board of Commissioners
recommends the GMS Meeting to appoint a Registered
Public Accounting firm who will audit the Company's
books.-----

With reference to the above provisions, we proposed
the following matters to the Meeting:-----

To grant power and authority to the Company's
Board of Commissioners to stipulate a Registered
Public Accounting Firm (KAP) which will audit
the Company's Financial Statement and Annual
Report of Partnership and Local Community Deve-
lopment Program for the 2014 (two thousand and
fourteen) financial year and to fix the amount
of honorarium and to stipulate other requirements
for the KAP, in addition, to also stipulate a
Replacement KAP in the event the designated KAP
for any reasons is unable to complete the audit
of the Company's Financial Statement and Annual
Report of Partnership and Local Community Deve-
lopment Program for the 2014 (two thousand and
fourteen) financial year".-----



That was all about the report presented for the fourth item on the agenda of the Meeting, and thereafter the Chairperson of the Meeting provided the opportunity to all shareholders and/or proxy of the shareholders to raise questions and/or responses to the report that has been presented.-----

The questions and/or responses should be submitted in writing by writing down the name as well as the total number of shares possessed or represented.-----

-Since there were no shareholders or proxy of the shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting resolve/decide as follows:-----

To grant power and authority to the Company's Board of Commissioners to stipulate a Registered Public Accounting Firm (KAP) which will audit the Company's Financial Statement and Annual Report of Partnership and Local Community Development Program for the 2014 (two thousand and fourteen) financial year and to fix the amount of honorarium and to stipulate other requirements for the KAP, and in addition, to also stipulate a Replacement KAP in the event the designated KAP for any reasons is unable to complete the audit of the Company's Financial Statement and Annual Report of Partnership and Local Community Development Program for the 2014 (two thousand and fourteen) financial year".-----



-If there were shareholders and/or proxy of shareholders who raised objection or there were abstention vote, they were requested to raise their hand, and thereafter the Chairperson of the Meeting asked assistance from me, the Notary Public,-----

-Furthermore, the Chairperson of the Meeting asked me, the Notary Public,-----

-I, the Notary Public informed the meeting that since there were Shareholders and/or Proxy of the Shareholders who were present in the Meeting who raised objection or who cast abstention votes, so that a resolution to be made by deliberation or discussion leading to mutual agreement is not reached, then voting for the above proposal was taken,-----

I, the Notary Public informed the meeting that in the voting, there were:-----

- The Shareholders who cast *dissenting* vote were 26,604,200 (twenty six million six hundred four thousand two hundred) shares or approximately 0.1845% (zero point one eight four five percent) of the total shares present in the Meeting,-----
- The Shareholders who cast *abstention* vote were 54,595,497 (fifty four million five hundred ninety five thousand four hundred ninety seven) shares or approximately 0.3786% (zero point three seven eight



six percent) of the total shares present in the Meeting.-----

- The Shareholders who cast *assenting* vote were 14,339,632,183 (fourteen billion three hundred thirty nine million six hundred thirty two thousand one hundred eighty three) shares or approximately 99.4369% (ninety nine point four three six nine percent) of the total shares present in the Meeting.

In line with the Rule of the Capital Market and Financial Institution Supervisory Agency (Bapepam-LK) Number: IX.J.1, and Article 26 paragraph 11 of the Company's Articles of Association, the shareholders with lawful voting rights who were present in the Meeting, but they did not cast votes (abstention), they shall be considered to have cast the same votes as those majority votes cast by the shareholders.-----

-After having heard my, the Notary Public explanation, the Chairperson of the Meeting informed that thereby the Meeting resolved/decided as follows:-----

To approve the granting of power and authority to the Company's Board of Commissioners to stipulate a Registered Public Accounting Firm (KAP) which will audit the Company's Financial Statement and Annual Report of Partnership and Local Community Development Program for the 2014 (two thousand and fourteen) financial year and to fix the amount of



honorarium and to stipulate other requirements for the KAP, and in addition, the meeting also stipulate a Replacement KAP in the event the designated KAP for any reasons is unable to complete the audit of the Company's Financial Statement and Annual Report of Partnership and Local Community Development Program for the 2014 (two thousand and fourteen) financial year".-----

The fifth item on the agenda of the Meeting, i.e.:----

Amendment to the Company's Articles of Association. Subsequently the Chairperson of the Meeting asked the Legal and Compliance Director to present an explanation regarding the fifth item on the agenda.-----

The Legal and Compliance Director presented his explanation as follows:-----

The honorable Shareholders, Proxy of the Shareholders and Invitees as well as audiences,-----

Article 21 paragraph (4) of the Company's Articles of Association among others stipulates that:-----

One or more Shareholders representing at least 1/10 (one tenth) of the total shares which have been issued by the Company with lawful voting right may propose an agenda of the Annual GMS meeting.-----

Relating to the above matters, the Ministry of State-Owned Enterprises (BUMN) of the Republic of Indonesia



furnished the Company's Board of Directors with the letter Number S-50/MBU/D4/2014 dated the twelfth of February, two thousand and fourteen (12-02-2014) regarding Agenda of the Annual GMS Meeting for the 2013 (two thousand and thirteen) Financial Year of PT Bank Negara Indonesia (Persero) Tbk requesting an addition to the Agendas of the GMS Meeting i.e. Amendments to the Company's Articles of Association with the following proposals:-----

1. To adjust the provisions of Article 6 of the Company's Articles of Association related to Share Certificates by making addition of one paragraph to Article 6 as the 8th paragraph with the following formulation:-----
 8. a. B Series and C Series Shares which are owned/possessed by public shareholders shall be included into Collective Custody with the Depository and Settlement Agency as well as recorded for trading on the Indonesia Stock Exchange.-----
 - b. The exercise of right of the Public Shareholders who possess B Series and C Series share shall be subject to the provisions of Article 8 of the Articles of Association.
2. To adjust the provisions of Article 15 of the Company's Articles of Association related to



the duties, authority and obligations of the Board of Commissioners by making addition of one item to Article 15 paragraph 2 letter b as the 12th item with the following formulation:--

b. 12. To provide explanations/information on all matters asked or required by the holder of Dwiwarna A Series share, with due observance of the existing laws and regulations, especially regulations in the field of Capital Market.-----

3. In the event that the provisions of item 1 above is not in accordance with the provisions that will be applied at a later date, the shareholders agreed to re-amend the Company's Articles of Association in the nearest GMS Meeting of the Company.-----

4. To approve to grant power and authority to the Company's Board of Directors with the substitution right to restate the resolution on the Amendments to the Company's Articles of Association in a Notarial Deed and subsequently to notify the same to the competent authorities as well as to take other necessary actions in relation with the amendments to the Company's Articles of Association, to the extent that they do not contravene with the current provisions and the provisions to be applied at a later date.-----



As a consequence of the Amendments to Article 6 of the Company's Articles of Association mentioned above, the Company's Board of Directors is required to make efforts for the conversion of share certificates belonging to the Shareholders to be adjusted to the shares after the implementation of reverse stock and converted into scriptless shares to be subsequently kept in the collective custody with the Depository and Settlement Agency.-----

In connection with the above proposal, now I return the floor to the Chairperson of the Meeting to proceed".-----

That was all about the report presented for the fifth item on the agenda of the Meeting, and thereafter the Chairperson of the Meeting provided the opportunity to all shareholders and/or proxy of the shareholders to raise questions and/or responses to the report that has been presented.-----

The questions and/or responses should be submitted in writing by writing down the name as well as the total number of shares possessed or represented.-----

-Since there were no shareholders or proxy of the shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting resolve/decide as follows:-----

1. To adjust the provisions of Article 6 of the



Company's Articles of Association related to Share Certificates by making addition of one paragraph to Article 6 as the 8th paragraph with the following formulation:-----

8. a. B Series and C Series Shares which are owned/possessed by public shareholders shall be included into Collective Custody with the Depository and Settlement Agency as well as recorded for trading on the Indonesia Stock Exchange.-----

b. The exercise of right of the Public Shareholders who possess B Series and C Series share shall be subject to the provisions of Article 8 of the Articles of Association.

2. To adjust the provisions of Article 15 of the Company's Articles of Association related to the duties, authority and obligations of the Board of Commissioners by making addition of one item to Article 15 paragraph 2 letter b as the 12th item with the following formulation:-----

b. 12. To provide explanations/information on all matters asked or required by the holder of Dwiwarna A Series share, with due observance of the existing laws and regulations, especially regulations in the field of Capital Market.-----



3. In the event that the provisions of item 1 above is not in accordance with the provisions that will be applied at a later date, the shareholders agreed to re-amend the Company's Articles of Association in the nearest GMS Meeting of the Company.-----
4. To approve to grant power and authority to the Company's Board of Directors with the substitution right to restate the resolution on the Amendments to the Company's Articles of Association in a Notarial Deed and subsequently to notify the same to the competent authorities as well as to take other necessary actions in relation with the amendments to the Company's Articles of Association, to the extent that they do not contravene with the current provisions and the provisions to be applied at a later date.-----

As a consequence of the Amendments to Article 6 of the Company's Articles of Association mentioned above, the Company's Board of Directors is required to make efforts for the conversion of share certificates belonging to the Shareholders to be adjusted to the shares after the implementation of reverse stock and converted into scriptless shares to be subsequently kept in the collective custody with the Depository and Settlement Agency.-----



-Subsequently the Chairperson of the Meeting stated that the shareholders and/or proxy of the shareholders who cast dissenting votes or abstention votes (blank votes) were requested to raise hand.-----

-Since there were Shareholders and/or Proxy of the Shareholders who were present in the Meeting who raised objection, then voting was taken.-----

-Furthermore the Chairperson of the Meeting asked me, the Notary Public to read out the outcomes of the voting.

I, the Notary Public informed the meeting that proposal of resolution for the Fifth Item on the Agenda of the Meeting shall comply with the laws and regulations in the field of Capital Market.-----

Then I report that based on the data on the outcomes of voting in the Meeting submitted to me, the Notary Public, by PT Datindo Entrycom as the Securities Administration Agency of the Company, I, the Notary Public informed the meeting that the outcomes of voting are as follows:----

- The Shareholders who cast *dissenting* vote were 2,426,948,274 (two billion four hundred twenty six million nine hundred forty eight thousand two hundred seventy four) shares or approximately 16.8295% (sixteen point eight two nine five percent) of the total shares present in the Meeting.-----
- The Shareholders who cast *abstention* vote were



332,585,621 (three hundred thirty two million five hundred eighty five thousand six hundred twenty one) shares or approximately 2.3063% (two point three zero six three percent) of the total shares present in the Meeting.-----

- The Shareholders who cast assenting vote were 11,661,297,985 (eleven billion six hundred sixty one million two hundred ninety seven thousand nine hundred eighty five) shares or approximately 80.8642% (eighty point eight six four two percent) of the total shares present in the Meeting.-----

In line with the Rule of the Capital Market and Financial Institution Supervisory Agency (Bapepam-LK) Number: IX.J.1, and Article 26 paragraph 11 of the Company's Articles of Association, the shareholders with lawful voting rights who were present in the Meeting, but they did not cast votes (abstention), they shall be considered to have cast the same votes as those majority votes cast by the shareholders.-----

-After having heard my, the Notary Public explanation, the Chairperson of the Meeting informed that thereby the Meeting resolved/decided as follows:-----

1. To approve the adjustment of the provisions of Article 6 of the Company's Articles of Association related to Share Certificates by making addition of one paragraph to Article 6 as the 8th paragraph



with the following formulation:-----

8. a. B Series and C Series Shares which are owned/possessed by public shareholders shall be included into Collective Custody with the Depository and Settlement Agency as well as recorded for trading on the Indonesia Stock Exchange.-----

b. The exercise of right of the Public Shareholders who possess B Series and C Series share shall be subject to the provisions of Article 8 of the Articles of Association.

2. To approve the adjustment of the provisions of Article 15 of the Company's Articles of Association related to the duties, authority and obligations of the Board of Commissioners by making addition of one item to Article 15 paragraph 2 letter b as the 12th item with the following formulation:-----

b. 12. To provide explanations/information on all matters asked or required by the holder of Dwiwarna A Series share, with due observance of the existing laws and regulations, especially regulations in the field of Capital Market.-----

3. In the event that the provisions of item 1 above is not in accordance with the provisions that



will be applied at a later date, the shareholders agreed to re-amend the Company's Articles of Association in the nearest GMS Meeting of the Company.-----

4. To approve the granting of power and authority to the Company's Board of Directors with the substitution right to restate the resolution on the Amendments to the Company's Articles of Association in a Notarial Deed and subsequently to notify the same to the competent authorities as well as to take other necessary actions in relation with the amendments to the Company's Articles of Association, to the extent that they do not contravene with the current provisions and the provisions to be applied at a later date.

The sixth item on the agenda of the Meeting, i.e.:-----

Amendment to the composition of the Company's management.-----

-Subsequently the Chairperson of the Meeting informed that consideration of the proposal for the Change in Composition of the Company's Management was:-----

The Letter of the Ministry of State-Owned Enterprises (BUMN) of the Republic of Indonesia Number: S-80/MBU/D4/2014 dated the twenty fifth of February, two thousand and fourteen (25-02-2014) proposing an addition to the agendas of the Company's GMS Meeting



i.e. Change to the Composition of the Company's Management, and in this regard I asked the willingness of the proxy of Dwiwarna A Series shareholder to present his proposals.-----

-Relating to the above matters, the Chairperson of the Meeting asked/requested the willingness of the proxy of Dwiwarna A Series shareholder to present his proposals.

In response to the above request, the proxy of Dwiwarna A Series shareholder submitted a document to the Chairperson of the Meeting.-----

-The Chairperson of the Meeting read out written proposal of the Dwiwarna A Series Shareholder regarding the change in the composition of the Company's Management, in accordance with the letter Number: SR-173/MBU/2014 dated the twenty fourth of March, two thousand and fourteen (24-03-2014) regarding proposal for the change in the management of PT Bank Negara Indonesia (Persero) Tbk, as attached to the master of original copy of this deed, which basically read as follows:-----

"With due observance of Article 11 paragraph (7) of the Company's Articles of Association of PT Bank Negara Indonesia (Persero) Tbk, we as the Dwiwarna A Series Shareholder hereby propose to the General Meeting of Shareholders of PT Bank Negara Indonesia (Persero) Tbk as follows:-----

1. To appoint Mr. Kiagus Ahmad Badaruddin as a



member of the Board of Commissioners of the Company. The appointment of the member of the Board of Commissioners shall be effective after obtaining approval from the Financial Services Authority over the Fit and Proper Test and shall comply with the prevailing laws and regulations. The term of office of the member of the Board of Commissioners who is appointed as mentioned above is until the closing of the 5th (fifth) Annual GMS Meeting as of the appointment of the person concerned, without prejudice to the right of a GMS Meeting to dismiss or discharge him at any time.-----

2. Upon such appointment, the composition of the Company's Board of Commissioners shall be as follows:-----

- President Commissioner concurrently serving as an Independent Commissioner, Mr. Peter Benyamin Stok;-----
- Vice President Commissioner, Mr. Tirta-----
Hidayat;-----
- Independent Commissioner, Mr. Achil Ridwan-Djayadiningrat;-----
- Independent Commissioner, Mr. Fero-----
Poerbonegoro;-----
- Independent Commissioner, Mr. Bangun-----
Sarwito Kusmuljono;-----



- Commissioner, Mr. Daniel Theodore Sparringa;
- Commissioner, Mr. Achiran Pandu Djajanto;---
- Commissioner, Mr. Kiagus Ahmad Badaruddin;-

3. To grant power and authority to the Company's Board of Directors with the substitution right to take all necessary actions relating to the resolution of this Item on the Agenda in accordance with the prevailing laws and regulations, including stating or declaring in a separate Notarial deed and notifying the composition of the Company's Board of Commissioners to the Ministry of Law and Human Rights.-----

That was all about our proposal, and now I return the floor to the Chairperson of the Meeting to proceed the Meeting".-----

-Subsequently, to get more acquainted with the would-be member of the Company's Board of Commissioners who is proposed to be appointed in this Meeting, the Master of Ceremony was requested to read out curriculum vitae of the would-be member of the Company's Board of Commissioners.-----

-After listening to the curriculum vitae of the would-be member of the Company's Board of Commissioner, the Chairperson of the Meeting provided the opportunity to all shareholders and/or proxy of the shareholders to raise questions and/or responses to the proposal that



has been presented.-----

The questions and/or responses should be submitted in writing by writing down the name as well as the total number of shares possessed or represented.-----

-Since there were no shareholders or proxy of the shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting resolve/decide as follows:-----

1. To appoint Mr. Kiagus Ahmad Badaruddin as a member of the Board of Commissioners of the Company. The appointment of the member of the Board of Commissioners shall be effective after obtaining approval from the Financial Services Authority over the Fit and Proper Test and shall comply with the prevailing laws and regulations. The term of office of the member of the Board of Commissioners who is appointed as mentioned above is until the closing of the 5th (fifth) Annual GMS Meeting as of the appointment of the person concerned, without prejudice to the right of a GMS Meeting to dismiss or discharge him at any time.-----

Upon such appointment, the composition of the Company's Board of Commissioners shall be as follows:-----

- President Commissioner concurrently serving



as an Independent Commissioner, Mr. Peter
Benyamin Stok;-----

- Vice President Commissioner, Mr. Tirta-----
Hidayat;-----
- Independent Commissioner, Mr. Achil Ridwan-
Djayadiningrat;-----
- Independent Commissioner, Mr. Fero-----
Poerbonegoro;-----
- Independent Commissioner, Mr. Bangun-----
Sarwito Kusmuljono;-----
- Commissioner, Mr. Daniel Theodore Sparringa;
- Commissioner, Mr. Achiran Pandu Djajanto;---
- Commissioner, Mr. Kiagus Ahmad Badaruddin;-

2. To grant power and authority to the Company's
Board of Directors with the substitution right
to take all necessary actions relating to the
resolution of this Item on the Agenda in accordance
with the prevailing laws and regulations,
including stating or declaring in a separate
Notarial deed and notifying the composition of
the Company's Board of Commissioners to the
Ministry of Law and Human Rights.-----

-If there were shareholders and/or proxy of share-
holders who raised objection or there were abstention
vote, they were requested to raise their hand, and
thereinafter the Chairperson of the Meeting asked
assistance from me, the Notary Public.-----



-Furthermore, the Chairperson of the Meeting asked me, the Notary Public.-----

-I, the Notary Public informed the meeting that since there were Shareholders and/or Proxy of the Shareholders who were present in the Meeting who raised objection or who cast abstention votes, so that a resolution to be made by deliberation or discussion leading to mutual agreement is not reached, then voting for the above proposal was taken.-----

I, the Notary Public informed the meeting that in the voting, there were:-----

- The Shareholders who cast *dissenting* vote were 2,613,744,312 (two billion six hundred thirteen million seven hundred forty four thousand three hundred twelve) shares or approximately 18.1248% (eighteen point one two four eight percent) of the total shares present in the Meeting.-----
- The Shareholders who cast *abstention* vote were 383,615,999 (three hundred eighty three million six hundred fifteen thousand nine hundred ninety nine) shares or approximately 2.6602% (two point six six zero two percent) of the total shares present in the Meeting.-----
- The Shareholders who cast *assenting* vote were 11,423,471,569 (eleven billion four hundred twenty three million four hundred seventy one thousand five hundred sixty nine) shares or approximately 79.2150%



(seventy nine point two one five zero percent) of the total shares present in the Meeting.-----

In line with the Rule of the Capital Market and Financial Institution Supervisory Agency (Bapepam-LK) Number: IX.J.1, and Article 26 paragraph 11 of the Company's Articles of Association, the shareholders with lawful voting rights who were present in the Meeting, but they did not cast votes (abstention), they shall be considered to have cast the same votes as those majority votes cast by the shareholders.-----

-After having heard my, the Notary Public explanation, the Chairperson of the Meeting informed that thereby the Meeting resolved/decided as follows:-----

Therefore the Meeting had resolved/decided to approve the Change in the Company's Management, i.e. as follows:

1. To approve the appointment of Mr. Kiagus Ahmad Badaruddin as a member of the Board of Commissioners of the Company. The appointment of the member of the Board of Commissioners shall be effective after obtaining approval from the Financial Services Authority over the Fit and Proper Test and shall comply with the prevailing laws and regulations. The term of office of the member of the Board of Commissioners who is appointed as mentioned above is until the closing of the 5th (fifth) Annual GMS Meeting as of the



appointment of the person concerned, without prejudice to the right of a GMS Meeting to dismiss or discharge him at any time.-----

Upon such appointment, the composition of the Company's Board of Commissioners shall be as follows:-----

- President Commissioner concurrently serving as an Independent Commissioner, Mr. Peter Benyamin Stok;-----
- Vice President Commissioner, Mr. Tirta-----
Hidayat;-----
- Independent Commissioner, Mr. Achil Ridwan-Djayadiningrat;-----
- Independent Commissioner, Mr. Fero-----
Poerbonegoro;-----
- Independent Commissioner, Mr. Bangun-----
Sarwito Kusmuljono;-----
- Commissioner, Mr. Daniel Theodore Sparringa;
- Commissioner, Mr. Achiran Pandu Djajanto;---
- Commissioner, Mr. Kiagus Ahmad Badaruddin;-

2. To grant power and authority to the Company's Board of Directors with the substitution right to take all necessary actions relating to the resolution of this Item on the Agenda in accordance with the prevailing laws and regulations, including stating or declaring in a separate Notarial



deed and notifying the composition of the Company's Board of Commissioners to the Ministry of Law and Human Rights.-----

Since there were no other matters to be discussed in the Meeting, the Chairperson of the Meeting closed the Meeting at 11.57 (three minutes to twelve) Western Indonesia Time.-----

-I, the Notary Public, have drawn up these Minutes of Meeting to be used as necessary.-----

-Those persons appearing before me were introduced to me, the Notary Public by two other persons appearing before me.-----

----- IN WITNESS WHEREOF -----

-This deed was made or drawn up as master of original copy and executed in Jakarta, on the day and date as mentioned in the preamble of this deed, in the presence of:-----

- Mrs. Dahlia, Sarjana Hukum, born in , on the

, residing in South Jakarta,

- Mr. Garry Dianto, born in , on the



, residing in West Jakarta,

both of whom are employees at my, the Notary's office,
as witnesses.-----

-After this deed was read out by me, the Notary Public,
to those persons appearing before me and to the witnesses,
it was immediately signed by the persons appearing before
me Mr. PETER BENYAMIN STOK and Mr. GATOT MUDIANTORO
SUWONDO mentioned above, by the witnesses and by me, the
Notary Public, whereas the other persons who were
appearing before me had left the meeting room.-----

-Made or drawn up with 2 (two) amendments, i.e. 2 (two)
crossings out without substitutions.-----

-The original of this deed has been duly signed.-----

ISSUED AS A CERTIFIED COPY.

Notary Public in Jakarta,

officially stamped stamp
by the Notary Public duty signed

PATHIAH HELMI, SH.

*I, Manimbud Luhut Sitorus, certified, authorized and sworn translator, appointed by virtue of the Decree of the Governor of Jakarta Special Capital Region number 5226/1998 SK GUB DKI, dated June 17, 1998, hereby certify that this translation is correct and true to the document written in the Indonesian language which was submitted to me.
Jakarta, June 11, 2014.*

