



CODE OF CONDUCT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PT BANK NEGARA INDONESIA (PERSERO) Tbk.

Jakarta, November 2, 2017



CODE OF CONDUCT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PT BANK NEGARA INDONESIA (PERSERO) Tbk.

1. This is the Extraordinary General Meeting of Shareholders (hereinafter shall be referred to as “**the Meeting**”) of PT Bank Negara Indonesia (Persero) Tbk. (hereinafter shall be referred to as “**the Company**”)

2. The Meeting will be held on:

Day/Date	:	Thursday / November 2, 2017
Waktu	:	02.00 p.m. – end
Tempat	:	Multi Function Room, BNI Building 25th Floor Jl. Jenderal Sudirman Kav. 1 Jakarta 10220

3. Meeting Attendants:
 - 3.1 Shareholders of the Company, whose names are recorded in the Company’s Shareholder Register or holders of securities account of Collective Deposit of PT Kustodian Sentral Efek Indonesia (Indonesian Central Securities Depository) at 4.15 p.m on Thursday, October 10, 2017.
 - 3.2 Shareholders or their proxies who arrived after the registration is closed, still can attend the Meeting but they do not have the rights to cast vote and/or to raise question(s) and/or the express opinion(s).

**CODE OF CONDUCT
THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF
PT BANK NEGARA INDONESIA (PERSERO) Tbk.**

4. Invitees are parties who attend the Meeting based on the invitation from the Board of Directors but they are not allowed to raise question(s), express opinion(s) or cast vote in the Meeting.
5. Chairperson of the Meeting
 - 5.1 According to Article 24 Paragraph (1.a) of the Company's Article of Association, the Meeting shall be chaired by a member of the Board of Commissioner appointed by the Board of Commissioner.
 - 5.2 The Chairperson of the Meeting is fully responsible for the convening of the Meeting.
 - 5.3 The Chairperson of the Meeting reserves the right to take all necessary actions to maintain order in the Meeting include but not limited to determined matters that have not yet provided in this Code of Conduct.
 - 5.4 Shareholders or their proxies are expected to follow the Meeting in orderly manner. The Chairperson of the Meeting is entitled to take any necessary actions in case of any disturbance has occurred.
 - 5.5 The Chairperson of the Meeting shall request the attendants to prove their authority to be present in the Meeting and/or cast vote(s) or question(s).
6. The Meeting shall be held in Indonesian language.

CODE OF CONDUCT

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PT BANK NEGARA INDONESIA (PERSERO) Tbk.

7. Meeting Quorum

Pursuant to Article 25 paragraph (4.a) of the Company's Article of Association, for the Meeting Agenda regarding the change of the Board of Directors/Commissioners of the Company, the Meeting shall be attended by the Dwiwarna A Series Shareholder and other Shareholders and/or their lawful representatives or proxies who are jointly representing more than $\frac{1}{2}$ (one half) of the total shares with lawful voting rights and the resolutions shall be approved by the Dwiwarna A Series Shareholder and other Shareholders and/or their lawful representatives or proxies who are jointly representing more than $\frac{1}{2}$ (one half) of the total shares with voting rights present in the Meeting.

8. Question and Answer

- 8.1
 - a. In the event that the member of the Board of Directors and/or the Chairperson of the Meeting has finished deliver the resolutions, the Chairperson of the Meeting will give the opportunity to the Shareholders or their proxies to raise question(s) and/or express opinion(s) before decision-making session.
 - b. Only Shareholders or their legitimate proxies are entitled to raise question(s) and/or express opinion(s) regarding the Meeting Agenda which is being discussed.
- 8.2 The Shareholders or their proxies who wish to raise question(s) or express opinion(s) are requested to raise their question(s) or opinion(s) to the Chairperson of the Meeting by passing the question form that has been completed with the Shareholder's name, total number of shares that he/she represented, and their question(s) or opinion(s). All questions and opinions must be related to the Meeting Agenda as currently discussed.

CODE OF CONDUCT

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PT BANK NEGARA INDONESIA (PERSERO) Tbk.

9. Voting Procedure
 - 9.1 Only Shareholders or their legitimate proxies are entitled to cast votes.
 - 9.2 All resolutions shall be made based on deliberation or discussion leading to mutual consensus.
 - 9.3 In the event that a resolution to be made based on deliberation and/or discussion (leading to mutual consensus) is not reached, according to Company's Articles of Association Article 25 paragraph (16) and (17), such resolution shall be made based on assenting votes.
 - 9.4 According to Company's Articles of Association Article 25 paragraph (10) and (11), in the Meeting, each share shall grant the right to cast 1 (one) vote to its owner/holder. The Shareholders with voting rights who are present in the Meeting but they do not cast votes (abstain) shall be considered to have cast the same votes as the majority votes of the Shareholders who are casting votes.
 - 9.5 Voting shall be conducted verbally. Shareholders or their proxies who cast blank votes or disagree will be requested to raise their hands and submit the voting card to the officer. Otherwise, Shareholders or their proxies who do not raise their hand are considered to have agreed with the proposal.
 - 9.6 According to Article 25 paragraph (12) of the Company's Article of Association, an a voting, the vote cast by a shareholder shall apply to all shares owned by him/her and the Shareholder shall not be entitled to grant power of attorney to more than one proxy holders for a portion of shares owned by him/her with different votes. Such provisions are excluded for:
 - a. Custodian Bank or Securities Company as the Custodian who represents its customer holding the Company's shares.
 - b. Investment Manager who represents the interests of the Mutual Funds it manages.
 - 9.7 At the end of every voting session, the Chairperson of the Meeting will announce the voting results.

**CODE OF CONDUCT
THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF
PT BANK NEGARA INDONESIA (PERSERO) Tbk.**

10 Others

- 10.1 The Meeting attendants are expected to attend the Meeting until the Meeting is completed.
- 10.2 The Meeting attendants are expected to follow the Meeting in orderly manner and do not activate cellular phones during the Meeting.
- 10.3 The attendants badge for the Meeting should be worn during the Meeting.
- 10.4 Matters that have not yet provided in this Code of Conduct may be determined later by the Chairperson of the Meeting.