

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS MATERIAL

**PT Bank Negara Indonesia (Persero) Tbk.
2 November 2017**



AGENDA

Change in the Company's Management

UNDERLYING RATIONALES

The underlying rationales of this Meeting Agenda are to meet among others Article 23 and 24 of the Regulation of the Financial Services Authority (“OJK”) No. 55/POJK.03/2016 on Implementation of Good Corporate Governance for Commercial Banks and the Company's Articles of Association Article 11 concerning the Board of Directors and Article 14 concerning the Board of Commissioners.

ELUCIDATION

- PT Bank Mandiri (Persero) Tbk. Extraordinary General Meeting of Shareholders which convened on 21 August 2017 has appointed Mr. Hartadi A. Sarwono (the Company's President Commissioner / Independent Commissioner) as its President Commissioner / Independent Commissioner.
- Therefore, based on Article 23 and 24 of the Regulation of the Financial Services Authority ("OJK") No. 55/POJK.03/2016 and in order to meet requirement of Article 14 paragraph (23) of the Company's Articles of Association, if at any time due to any reasons whatsoever a vacancy occurs in one or more position/function of the members of the Board of Commissioners: a General Meeting of Shareholders shall be held / convened to fill such vacancy if the vacant position is the President Commissioner.
- According to the Company's Articles of Association on Article 11 paragraph (10) and Article 14 paragraph (12), the members of the Board of Directors / Commissioners shall be appointed and dismissed by a General Meeting of Shareholders, which meeting shall be attended by the Dwiwarna A Series Shareholder and resolution of such Meeting shall be approved by the Dwiwarna A Series Shareholder. The members of the Board of Directors / Commissioners shall be appointed by a GMS from the nominee nominated by the Dwiwarna A Series Shareholder, which nomination shall be binding on the GMS.



THANK YOU

