

Meeting Agenda Annual General Meeting of Shareholders

March 21, 2018
PT Bank Mandiri (Persero) Tbk.

Disclaimer:

** In the event of amendment or addition to Agenda to the Annual General Meeting of Shareholders, the Bank will inform the matter to Shareholders through the Company's website.*

Agenda 1 (1/2)

Approval of the Company's Annual Report and validation of the Company's Consolidated Financial Statements, approval the Board of Commissioners' Supervisory Actions Report and validation of the Annual Report of Partnership and Community Development Program for the -financial year ended on December 31, 2017, including accountability for the use of proceeds from public offering of the Revolving Bond I of Bank Mandiri Phase II of 2017, and the granting of full release and discharge (volledig acquit et de charge) to all members of the Board of Directors and Board of Commissioners from the management and supervisory actions carried out for the -financial year ended on December 31, 2017

Elucidation

- Article 21 jo. Article (18) Company's Article of Association; Article 66, Article 67, Article 68, Article 69 and Article 78 of Law No. 40 of 2007 on Limited Liability Company ("Company Law"); and Article 23 paragraph (1) Law No. 19 of 2003 on State-Owned Enterprises ("SOE"), which regulate that the Annual Report and the Board of Commissioners' Supervisory Actions Report must be approved by a General Meeting of Shareholders ("GMS") and the Consolidated Financial Statements must be ratified by the GMS;
- Article 17 and Article 18 Paragraph (2) Minister of State-Owned Enterprises Regulation No. PER-07/MBU/05/2015 as lastly amended with Minister of SOE Regulation No. PER-02/MBU/07/2017 regarding Partnership Program and Community Development Program of State-Owned Enterprises ("PKBL Regulation"), which regulate that the Annual Report of Partnership and Community Development Program must be ratified by the GMS; and

Agenda 1(2/2)

Elucidation

- Article 6 and Article 7 Regulation of Financial Services Authority (“FSA Regulation”) No. 30/POJK.04/2015 regarding Report on the Realization of Funds from the Public Offering, which regulate that, if, all proceeds from the public offering has been used, the accountability of the last realization of the use of proceeds must be submitted in the nearest Annual GMS.

Agenda 2



Approval on Net Profits allocation for the financial year ended on December 31, 2017.

Elucidation

- Based on the provisions of (i) Article 21 paragraph (1) and (2) of the Company's Articles of Association, (ii) Article 36A paragraph (1) FSA Regulation No. 32/POJK.04/2014 as amended with FSA Regulation No. 10/POJK.04/2017 regarding The Planning and Holding General Meetings of Shareholders of Public Companies, a public accountant is appointed in the Annual GMS to audit the Company's current books based on the proposal of the Board of Commissioners.

Agenda 3



The Appointment of Public Accountant Firm to perform audit on the Company's Financial Statements and the Annual Report of Partnership Program and Community Development Program for the financial year ended on December 31, 2018.

Elucidation

Based on the provisions of (i) Article 21 paragraph (1) and (2) of the Company's Articles of Association, (ii) Article 36A paragraph (1) FSA Regulation No. 32/POJK.04/2014 as amended with FSA Regulation No. 10/POJK.04/2017 regarding The Planning and Holding General Meetings of Shareholders of Public Companies, a public accountant is appointed in the Annual GMS to audit the Company's current books based on the proposal of the Board of Commissioners.

Agenda 4



Approval on salary of the Board of Directors, honorarium for the Board of Commissioners and tantiem and the setting of allowance, facilities, and other benefits for all members of the Board of Directors and Board of Commissioners of the Company.

Elucidation

Based on (i) Article 11 Paragraph (19) and Article 14 Paragraph (30) Company's Articles of Association, (ii) Article 96 and Article 113 of Company Law, and (ii) Minister of SOE Regulation No. PER-04/MBU/2014 as lastly amended with Minister of SOE Regulation PER-01/MBU/06/2017 on the Guidelines for the Remuneration of Board of Directors, Board of Commissioners, and Supervisory Board in State Owned Enterprises, the income of the Board of Directors and Board of Commissioners shall be determined by a GMS

Agenda 4(2/2)



Elucidation

Provide authorization and authority to the Board of Commissioners of the Company by first obtaining the approval of Series A Dwiwarna Shareholders to determine the amount of salary / honorarium including benefits, facilities and other benefits for all members of the Board of Directors and Board of Commissioners for the financial year 2018.

Agenda 5



Approval on the Company's Recovery Plan.

Elucidation

The underlying rationales of the proposed agenda are:

- Article 21 paragraph (2) letter (d) Company's Article of Association, which regulates that the Board of Directors may propose any other matters to be approved in the Annual GMS in accordance with the provisions in the Company's Article of Association; and
 - Article 3 FSA Regulation No. 14 /POJK.03/2017 regarding Recovery Plan for Systemic Bank, whereby the Recovery Plan must obtain the shareholders' approval in the GMS.
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Agenda 6



Affirmation on the Promulgation of Regulation of Minister of SOE No. PER-02/MBU/07/2017 on the Second Amendment to Regulation of Minister of SOE No. PER-09/MBU/07/2015 regarding Partnership Program and Community Development Program of State-Owned Enterprises and Approval on the Provision of Loans Without Interest or Grants of Partnership Program Funds to SOE in the field of Financial Services Specifically Established for the Development and Empowerment of the People's Economy ("Special SOE").

Elucidation

The underlying rationales of the proposed agenda are:

- Article 21 paragraph (2) letter (d) Company's Article of Association, which regulates that the Board of Directors may propose any other matters to be approved in the Annual GMS in accordance with the provisions in the Company's Articles of Association;
- Article 2 paragraph (2) of the PKBL Regulation, which regulates the Company may conduct Partnership and Community Development Programs in accordance with such regulation which has been affirmed by a GMS decision; and
- Article 12A of the PKBL Regulation, which regulates that the Company may provide loans without interest or grants of Partnership Program Fund to a Special BUMN upon the GMS approval.

Agenda 7



Approval on the Amendment to the Articles of Association of the Company.

Eludication

Pursuant to (i) Article 28 paragraph (2) jo. Article 25 paragraph (5) of the Company's Articles of Association, and (ii) Article 19 paragraph (1) of the Company Law, the amendment of the Company's Articles of Association shall be determined by a GMS.

Agenda 8



Approval on the Change in the Company's Management Composition.

Eludication

Pursuant to Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association, members of the Board of Directors and the Board of Commissioners should be appointed and terminated by a GMS in which the holder of Seri A Dwiwarna shares should be present and approve the decision.



Note:

The meeting agenda are to meet th requirement of Article 15 paragraph (2) In conjunction with paragraph (1) of POJK No. 32/POJK.04/2014 on the Planning and Implementation of the General Meeting of Shareholders of Public Company which basically regulates the obligation of a Public Company for providing Meeting Agenda material from the date of Meeting Invitation to the date of the Meeting with the exception as set out in Article 15 paragraph (7) section b, in the event the Meeting Agenda regarding the appointment of members of the Board of Directors and/or members of the Board of Commissioners, the résumé of the candidates for members of the Board of Directors and/or members of the Board of Commissioners to be appointed must be available at any other time, but no later than the implementation of GMS, as long as provided in the laws and regulations.

Based on the Regulation of the Minister of SOE No. PER-03/MBU/02/2015 on Conditions, Appointment and Discharge Procedures of Directors of State-Owned Enterprises and the Regulation of the Minister of SOE No. PER-02/MBU/02/2015 on Conditions and Procedures for Appointment and Discharge of Members of the Board of Commissioners and the Board of Trustees of State-Owned Enterprises, it is stated that the résumé of the candidates for members of the Board of Directors and/or members of the Board of Commissioners to be appointed in the GMS, must be available and announced at the General Meeting of Shareholders before the decision on the appointment as members of the Board of Directors and/or members of the Board of Commissioners.

Thank You