

**ANNOUNCEMENT OF  
THE RESOLUTION OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT BANK MANDIRI (PERSERO) Tbk  
No.CSC/069/P/XII/2005**

The Board of Directors of PT Bank Mandiri (Persero) Tbk (hereinafter referred to as the "Company"), domiciled in Jakarta, hereby inform that the Extraordinary General Meeting of Shareholders (the "Meeting") of the Company which held on Wednesday, 21 December 2005 has decided, the following resolutions:

**1) Resolutions for 1<sup>st</sup> Agenda :**

- a. Approved the amendment of Article 12 paragraph 6 letter f of the Articles of Association to become as follows :
  - f. *Any action for not collecting the principal amount of bad debt that has been written-off, which amount will be from time to time decided by (General Meeting of Shareholders (GMS).*
- b. Approved to add 1 (one) paragraph into the Article 12 of the Articles of Association, i.e . Article 12 paragraph 6 letter g, as follows:
  - g. *Any action for not collecting the receivables of interest, fine, and or other expenses in connection to restructuring or credit settlement.*
- c. Approved the amendment of Article 12 paragraph 14 letter b point v of the Articles of Association to become as follows:
  - v. *To writte-off the principal amount of a bad debt, which then reported to the Board of Commissioners.*
- d. Approved the amendment of Article 12 paragraph 14 letter a point ii of the Articles of Association to become as follows:
  - ii. *Prepare the Work Plan and Company Annual Budget (Rencana Kerja dan Anggaran Tahunan Perusahaan), and submit it to the Board of Commissioners at the latest 30 (thirty) days before the beginning of the next financial year to be approved by Board of Commissioners.*

**2) Resolution of the 2<sup>nd</sup> Agenda:**

Approved and determined the limit for eradication of the principal amount of receivables of bad debt that have been written-off, which execution is the authority of the Board of Directors and approved by the Board of Commissioners, which amount is Rp. 3 trillion, with limitation that the execution shall be performed with due observance of the prevailing regulations, including but not limited to the regulation on state debt management. Such amount is excluding the limit which has been given in the Extraordinary General Meeting of Shareholders (EGMS) dated 29 September 2003.

**3) Resolution of the 3<sup>rd</sup> Agenda:**

Approved the Company's action in relation with the eradication of the receivables of the Interest, Fine and Fee (*Bunga, Denda, Ongkos - "BDO"*) since the Company became a Public Company.

**4) Resolution of the 4<sup>th</sup> Agenda:**

Approved to provide legal assistance for the members of the Board of Directors and or the Board of Commissioners and the former member of the Board of Directors and or the former member of Board of Commissioners of the Company, during the examination as witness or defendant/suspected in a certain legal cases related to any actions/decisions taken on and in relation to carrying out the Company's duty and responsibility, with the following general rules:

- a. Appointment of lawyer is conducted by the Company with due observance of the Articles of Association, reasonable price, the reputation and the experience in handling similar case.
- b. If the related member of the Board of Directors and or the Board of Commissioners and or the related former member of the Board of Directors and or the former Board of Commissioners refuse to use the legal assistance from the lawyer chosen by the Company, the related member of the Board of Directors and or the Board of Commissioners and or the related former member of Board of Directors and or the former Board of Commissioners may choose their own lawyer by their own expenses.
- c. If the related member of the Board of Directors and or the Board of Commissioners and or the related former member of the Board of Directors and or the former Board of Commissioners is declared free, the related lawyer's fee will be bear by the Company, however if the status of the above mentioned parties change to the convicted, the fee that has been expensed by the Company will become personal bear of each related member of the Board of Directors and or the Board of Commissioners and or the related former member of the Board of Directors and or the former Board of Commissioners.
- d. The expenses that can be bear by the Company regarding the legal assistance are the expenses which directly related to the legal assistance, such as lawyers fee, court administration fee, fine, and other expenses as long as such expenses are reasonable and can be justified.

- e. The legal assistance for the former member of the Board of Directors and or the former Board of Commissioners shall only be given if the related person has obtained an *acquitt et decharge* with due observance of the principles of fairness, transparency, and accountability.

**5) Resolution of the 5<sup>th</sup> Agenda:**

**Approve:**

1. The Tantiem amounting to Rp.26.278.157.287,- as was resolved by the (Annual General Meeting of Shareholders (AGMS) of the Company dated 16 May 2005 as Tantiem for the members of Board of Directors, Board of Commissioners and Secretary of the Board of Commissioners who held such positions in the Financial Year of 2004, in accordance with the period of time of the related person held their positions, as was already stipulated by the result of 4<sup>th</sup> agenda of the above mentioned AGMS, is taken from the net profit of 2004, which has been determined as Company's Retained Earnings pursuant to the 2<sup>nd</sup> agenda of the same AGMS.
2. The reserved budget for Tantiem which has been formed in Financial Year of 2004, will be put as part of the operational profit of the Financial Year of 2005.

**6) Resolution of the 6<sup>th</sup> Agenda:**

1. Accept and ratify the resignation of Mr. Nimrod Sitorus as Director of the Company and honorably discharge him by expressing our appreciation for all his good work and contribution while he assumed the position as Director of the Company, effective from 21 December 2005.
2. Grant the authority to the Board of Commissioners to appoint one of the member of the Board of Directors, by taking into account the President Director proposal, to carry out the duty of the vacant Director position with equal power and authority, pursuant to the Article 11 paragraph 7 of the Articles of Association.

Jakarta, 23 December 2005

**PT Bank Mandiri (Persero) Tbk**

**Board of Directors**