

# INVITATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT BANK MANDIRI (PERSERO) Tbk. No. CEO.CSC/004/P/II/2018

The Board of Directors of PT Bank Mandiri (Persero) Tbk. (hereinafter referred to as the "Company"), having its domicile in Jakarta, hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (hereinafter referred to as the "Meeting"), which will be held on:

**Day/Date** : Wednesday/ March 21, 2018  
**Time** : 14.00 Western Indonesian Time (WIB) - finish  
**Venue** : Auditorium 3<sup>rd</sup> Floor Plaza Mandiri  
Jl. Jend. Gatot Subroto Kav. 36-38, Jakarta 12190

#### Agendas:

- 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.  
The underlying rationales of the proposed agenda are:
  - 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
  - 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.
- Approval on Net Profits allocation for the financial year ended on December 31, 2017.  
Based on (i) Article 21 jo. Article 26 of the Company's Articles of Association and (ii) Article 70 and Article 71 of Company Law, the use of the Company's net profit is decided in the Meeting.
- 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.  
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.
- 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.  
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 (iii) 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.
- Approval on the Company's Recovery Plan.  
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.
- 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").  
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.
- Approval on the Amendment to the Articles of Association of the Company.  
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.
- Approval on the Change in the Company's Management Composition.  
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.

#### Notes:

- The Company will not send a separate invitation to the Shareholders as this announcement constitutes an official invitation in accordance with the provision stipulated in Article 23 paragraph 7 letter (a) of the Company's Articles of Association.
- Shareholders who are entitled to attend or represented at the Meeting, whose names are recorded in the Shareholders Register of the Company or the holders of collective deposit account of PT Kustodian Sentral Efek Indonesia on Monday, February 26, 2018 at 16.00.
- The Shareholders or their proxy are required to submit copy of their Identity Cards (Kartu Tanda Penduduk) or other forms of valid identification before entering the Meeting venue. Shareholders which are legal entities are required to submit copy (or copies) of their latest articles of association, and documents evidencing their latest compositions of the management of the company (Board of Directors and Board of Commissioners). Shareholders of the Company whose shares are deposited at the collective depository of PT Kustodian Sentral Efek Indonesia (KSEI), are required to submit written confirmations (KTUR or Konfirmasi Tertulis Untuk Rapat) to attend the meeting, which can be obtained from the Company's share registrar office as mentioned in point 5 below or the custodian bank where the Shareholders opened their accounts during office hours.
- Any Shareholder unable to attend the Meeting may be represented by their proxy, provided that none of the members of the Board of Directors or the Board of Commissioners, or the employees of the Company may act as the proxy of the Shareholder at this Meeting.
- Forms of power of attorney are available during office hours at the Company's share registrar office and the completed power of attorney form must be submitted to the Company, through the Company's share registrar office, PT Datindo Entrycom, Puri Datindo Wisma Diners Club Annex Jl. Hayam Wuruk No. 28, Jakarta 10120, by March 14, 2018 at the latest.
- All materials to be discussed in the Meeting are available on the Company's website ([www.bankmandiri.co.id](http://www.bankmandiri.co.id)) and they can be also obtained if so requested in writing by the Shareholders at the Head Office of the Company, PT Bank Mandiri (Persero) Tbk., Plaza Mandiri, 29th Floor, Jl. Jenderal Gatot Subroto Kav. 36-38, Jakarta 12190, Phone (021) 5291 3321, Facsimile (021) 526 3460 during office hours, except for materials related to the agenda on the changes of the Company's management, which will be available just before the time of the Meeting, at the latest.
- In order to ensure the orderliness of the Meeting, the Shareholders of the Company or their certified proxies are required to be present at the venue of the Meeting no later than thirty (30) minutes before the commencement of the Meeting.

Jakarta, February 27, 2018  
PT Bank Mandiri (Persero) Tbk.

The Board of Directors



Terdepan, Terpercaya. Tumbuh bersama Anda.