

# INVITATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT BANK MANDIRI (PERSERO) Tbk. No. CEO.CSC/005/P/II/2017

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

Day/Date : Tuesday, 14 March 2017  
Time : 14:00 Western Indonesian Time (WIB) to finish  
Venue : Auditorium Plaza Mandiri Lt. 3  
Jl. Jend. Gatot Subroto Kav. 36-38  
Jakarta 12190

#### Meeting Agenda:

- Approval of the Company's Annual Report and validation of the Company's Consolidated Financial Statements, the Board of Commissioners' Supervisory Actions Report and validation of the Annual Report of Partnership and Community Development Program for the financial year ended December 31, 2016 including submission of accountable report for the use of proceeds from public offering of the Revolving Bond I of Bank Mandiri Phase I of 2016 and granting 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 December 31, 2016.  
The underlying rationales of the proposed agenda are Article 11 Paragraph (2) and Article 21 Paragraph (9) and (10) of the Company's Articles of Association and Article 17 and Article 18 of Regulation of Minister of State-Owned Enterprises No. PER-07/MBU/05/2015 regarding Partnership Program for State-Owned Enterprises with Small Business and Community Development Program as amended by Regulation of Minister of State-Owned Enterprises No. PER-03/MBU/12/2016 on Amendment to Regulation of Minister of State-Owned Enterprises No. PER-09/MBU/07/2015 regarding Partnership Program and Community Development Program of State-Owned Enterprises, and Regulation of Financial Services Authority No. 30/POJK.04/2015 on Report on Proceeds Use from Public Offering, in the case of all proceeds from the public offering has been used, accountability of the last realization of the use of proceeds must be submitted in the nearest Annual General Meeting of Shareholders.
- Approval on the distribution of the Company's net profit for the financial year ended on December 31, 2016.  
Pursuant to the provisions of (i) Article 70 and Article 71 of the Company Law; and (ii) Article 11 paragraph (2) letter (b) in conjunction with Article 22 paragraph (1) of the Company's Articles of Association, the distribution of the Company's net profit shall be decided at a GMS.
- The Appointment of Public Accountant Firm to perform audit on the Company's Financial Statements and the Annual Report of and Community Development Program for the financial year ended on December 31, 2016.  
Pursuant to the provisions of Article 11 paragraph (2) letter (c) of the Company's Articles of Association, the Company shall appoint at the Annual GMS, a public accountant to audit the on-going Company's book, based on the Board of Commissioners' proposal.
- 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.  
Pursuant to the provisions of (i) Article 15 paragraph (9) and Article 18 paragraph (8) of the Company's Articles of Association; (ii) Article 96 and Article 113 of the Company Law; and (iii) Regulation of the Minister of SOE No.04/MBU/2014 as amended by Regulation of Minister of SOE No. PER-02/MBU/06/2016 on the Guidelines for the Determination of the Income of the Board of Directors, the Board of Commissioners, and the Supervisory Board of SOE, the income of the Board of Directors and Board of Commissioners shall be determined by a GMS.
- Confirmation on the enactment of Regulation of Minister of State-Owned Enterprises No. PER-03/MBU/12/2016 on Amendment to Regulation of Minister of State-Owned Enterprises No. PER-09/MBU/07/2015 regarding Partnership Program and Community Development Program of State-Owned Enterprises on 16 December 2016.  
Pursuant to Article 2 paragraph (2) of Regulation of Minister of State-Owned Enterprises No. PER-03/MBU/12/2016 on Amendment to Regulation of Minister of State-Owned Enterprises No. PER-09/MBU/07/2015 regarding Partnership Program and Community Development Program of State-Owned Enterprises on 16 December 2016.
- Approval on the Amendment to the Articles of Association of the Company.  
The underlying rationale of the proposed agenda is Article 24 of the Articles of Association of the Company and Letter of the Ministry of State-Owned Enterprises No. S-116/MBU/02/2017 dated 13 February 2017 regarding Proposal for Additional Agenda for Annual General Meeting of Shareholders of PT Bank Mandiri (Persero) Tbk. for the Financial Year of 2016.
- Change in the Company's Management.  
Pursuant to Article 15 paragraph (5) and Article 18 paragraph (5) 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 should approve the decision.

#### Notes:

- The Company will not send a separate invitation to the Shareholders as this announcement constitutes as official invitation in accordance with the provision stipulated in Article 13 paragraph 4 section a of the Company's Articles of Association.
- Shareholders who are entitled to attend or represented at the Meeting are those whose names are recorded in the Shareholders Register of the Company or the holders of collective deposit account of PT Kustodian Sentral Efek Indonesia at 16:00 on Friday, February 17, 2017.
- Shareholders or their proxies are required to submit copy of their Identity Cards (Kartu Tanda Penduduk/KTP) or other forms of valid identification before entering the meeting venue. Shareholders which are legal entity are required to submit copy of their latest articles of association, and documents evidencing their latest management compositions 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 to attend the meeting (Konfirmasi Tertulis Untuk Rapat/KTUR), which can be obtained at business hours from the Company's share registrar office as set out in paragraph 5 or from the custodian bank where the Shareholders opened their accounts.
- Any Shareholders who are unable to attend the Meeting may be represented by their proxies, 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 for 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. Jenderal Sudirman Kav. 34 Jakarta 10220, at the latest by 7 March 2017.
- 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 the Meeting Materials can be obtained also in the Head Office of the Company during office hours at the Head Office of the Company, PT Bank Mandiri (Persero) Tbk., Plaza Mandiri, 3<sup>rd</sup> Floor, Jl. Jenderal Gatot Subroto Kav. 36-38, Jakarta 12190, Phone (021) 5291 3321, Facsimile (021) 526 3460 if requested in writing by Shareholders, except for material related to the agenda changes in the Company's management which will be available no later than at the organization of the Meeting.
- 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 20, 2017

PT Bank Mandiri (Persero) Tbk.

The Board of Directors

