



**Meeting Material for
Annual General Meeting of Shareholders
(AGMS)
21 March 2016
PT Bank Mandiri (Persero) Tbk**



Disclaimer:

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

AGENDA 1

Approval on the Company's Annual Report and ratification of the Company's Consolidated Financial Statements, the Board of Commissioners Supervisory Actions Report as well as validation of Annual Partnership and Community Development Program for the financial year ended December 31, 2015 along with granting full release and discharge (*acquitt et de charge*) to members of Board of Directors and Board of Commissioners for the Financial year ended on December 31, 2015.

Legal Ground

- Article 11 paragraph (2) jo Article 21 paragraph (9) and (10) and Article 22 paragraph (2) of the Articles of Association of the Company
- Regulation of SOE Minister No. PER-07/MBU/05/2015 on SOE Partnership with SME and Environmental Development Program.

Remarks

- Annual Report of the Company including Report on the supervisory of the Board of Commissioners for the Financial Year ended on 31 December 2015, and Consolidated Financial Statements of the Company for the Financial Year ended on 31 December 2015, which already audited by the Public Accounting Firm of Purwantono, Sungkoro & Surja, with unmodified audit opinion (formerly unqualified) as stated in the report No. RPC-293/PSS/2016 dated 28 January 2016.
- Annual Partnership and Community Development Program Report for the Financial Year ended on 31 December 2015, which already audited by the Public Accounting Firm of Purwantono, Sungkoro & Surja, with unmodified audit opinion (formerly unqualified) as stated in the report No. RPC-120/PSS/2016/DAU dated 12 February 2016.



AGENDA 2

Approval on Net Profits allocation for the financial year ended December 31, 2015.

LEGAL GROUND

- Article 11 paragraph (2), Article 22 paragraph (1) and (2) and Article 23 paragraph (1) of the Articles of Association of the Company
- Regulation of the SOE Minister No. PER-09/MBU/07/2015 on Partnership and Community Development Program of State-Owned Enterprise.

Remarks

Net Income of PT. Bank Mandiri (Persero) Tbk for the Financial Year ended on 31 December 2015 in the amount of Rp20.335 trillion and will be allocated for the following items:

1. Payment of dividends to Shareholders Rp. 6.100,5 billion (30%), with allocation of the distributions:
 - a. Government of the Republic of Indonesia: 60%
 - b. Public: 40%
2. Appropriated Reserve Rp. 2.277,5 billion (11,2%).
3. Retained Earnings Rp. 11.957 billion (58,8%)

The amount of funds for the Partnership Program and Community Development (PKBL) by 0.5% of the Company's net profit in 2015 (Rp. 101.6 billion), which accounted for expenses of the Company.

Determination of the percentage allocation of net income for each items shall be requested for approval at the AGMS.



AGENDA 3

Approval on salary and allowance for the financial year 2016, and tantieme for financial year 2015 for the Board of Directors and Board of Commissioners of the Company.

LEGAL GROUND

- Article 15 paragraph (9) and Article 18 paragraph (8) of the Articles of Association of the Company.
- Regulation of the SOE Minister No. PER-04/MBU/2014 on Income Allocation Guidance for Board of Directors, Board of Commissioners and Board of Trustees of State-Owned Enterprises.



AGENDA 4

The Appointment of Public Accountants Firm to perform the audit on the Company's Financial Statements and the Annual Report of Partnership & Community Development Program for the financial year ended December 31, 2016.

LEGAL GROUND

Article 11 paragraph (2) of the Articles of Association of the Company.

Remarks

Determine the Public Accounting Firm Purwantono, Suherman & Surja to audit the Consolidated Financial Statements of the Company and Annual Partnership and Community Development Program Report for the Financial Year ended on 31 December 2016.



AGENDA 5

Approval to change of the Adequacy Fund Ratio of “Dana Pensiun Bank Mandiri Satu”, “Dana Pensiun Bank Mandiri Dua”, “Dana Pensiun Bank Mandiri Tiga” and “Dana Pensiun Bank Mandiri Empat” as stipulated in the decision of Annual General Meetings of Shareholders dated April 2, 2013 as previously set at minimum ratio of 115% is converted into a minimum ratio of 105% which executions to determine the increase of Retirement Benefits and Other Benefits that has been delegated to the Board of Commissioners.

LEGAL GROUND

Resolution of the Annual General Meeting of Shareholders for the Financial Year of 2012 dated 2 April 2013.



AGENDA 6

Approval on the share ownership program by the management and employee in relation to performance-based long-term incentives benefit.

LEGAL GROUND

- Regulation of the Capital Market and Financial Services Authority No. IX.E.1 on Affiliated Transactions and Conflicts of Interest on Certain Transactions
- Regulation of the SOE Minister No. PER-04/MBU/2014 on Income Allocation Guidance for Board of Directors, Board of Commissioners and Board of Trustees of State-Owned Enterprises.

AGENDA 7

Change of Company member of the Board of Directors and/or Board of Commissioners of the Company.

LEGAL GROUND

Company's Articles of Association and the Financial Supervisory Authority (Otoritas Jasa Keuangan) Regulations No. 33/POJK.04/2014 regarding The Board of Directors and Board of Commissioners of Emiten or Public Company.

Remarks

List of the Board of Director who will end his term of office :

NO	NAME	POSITION	DATE OF APPOINTMENT	END OF TERM
1	Budi G. Sadikin	Chief Executive Officer	May 23, 2011	AGMS 2016 (2 nd period)
2	Sentot A. Sentausa	Director of Distribution	May 23, 2011	AGMS 2016 (2 nd period)
3	Royke Tumilaar	Director of Corporate Banking	May 23, 2011	AGMS 2016 (1 st period)



Note:

The Meeting Agenda is to meet the 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