

# INVITATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT BANK MANDIRI (PERSERO) Tbk. No.FST.CSC/004/P/II/2016

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 : Monday/ March 21, 2016  
Time : 14.00 Western Indonesian Time (WIB) - finish  
Venue : Auditorium  
3rd Floor Plaza Mandiri  
Jl. Jend. Gatot Subroto Kav. 36-38  
Jakarta 12190

#### Agendas:

1. Approval of the Company's Annual Report and validation of the Company's Consolidated Financial Statements, the Board of Commissioners Supervisory Actions Report as well as validation of the Annual Report of Partnership & Community Development Program for the financial year ended December 31, 2015 along with granting full release and discharge (acquit et de charge) to all members of the Board of Directors from the management actions and to all members of the Board of Commissioners from the supervisory actions carried out for the financial year ended December 31, 2015.  
The underlying rationales of the proposed agenda are Article 11 Paragraph (2) and Article 21 Paragraph (9) and (10) Company's Article of Association and Article 21 Paragraph (2) Minister of State-Owned Enterprises Regulation No. PER-07/MBU/05/2015 regarding Partnership Program for State Owned Enterprises with Small Business and Community Development Program.
2. Approval on Net Profits allocation for the financial year ended December 31, 2015.  
The underlying rationales of the proposed agenda are Article 11 Paragraph (2), Article 22 Paragraph (1) and (2) and Article 23 Paragraph (1) Company's Article of Association and Minister of State-Owned Enterprises Regulation No. PER-09/MBU/05/2015 regarding Partnership and Community Development Program.
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.  
The underlying rationales of the proposed agenda are Article 15 Paragraph (9) and Article 18 Paragraph (8) Company's Article of Association and Minister of State-Owned Enterprises Regulation No. PER-04/MBU/2014 regarding Guidance for Determination of the Board of Directors, the Board of Commissioners and the Supervisory Board of the State Owned Enterprises Remuneration.
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.  
The underlying rationales of the proposed agenda is Article 11 Paragraph (2) Company's Article of Association.
5. Approval for changes 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.  
The underlying rationales of the proposed agenda is the Decision of Annual General Meetings of Shareholders Financial Year 2012 dated April 2, 2013.
6. Approval on the share ownership program by the management and employee in relation to performance-based long-term incentives benefit.  
The underlying rationales of the proposed agenda are Bapepam & LK regulation No. IX.E.1 regarding Affiliated Transactions and Conflicts of Interest on Certain Transactions and Minister of State-Owned Enterprises Regulation No. PER-04/MBU/2014 regarding Guidance for Determination of the Board of Directors, the Board of Commissioners and the Supervisory Board of the State Owned Enterprises Remuneration.
7. Change of Company member of the Board of Directors and/or Board of Commissioners of the Company.  
The underlying rationales of the proposed agenda are Company's Articles of Association and the OJK Regulations No. 33/POJK.04/2014 regarding The Board

#### Notes:

1. The Company will not send a separate invitation to the Shareholders as this announcement constitutes as the official invitation in accordance with the provision stipulated in Article 13 paragraph 4 section a of the Company's Articles of Association.
2. 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 Thursday, February 25, 2016 at 16.00.
3. 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 entity are required to submit copy (ies) 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 KTUR (Konfirmasi Tertulis Untuk Rapat), which can be obtained from the Company's share registrar office as mention at point 5 or the custodian bank.
4. Any Shareholder who are 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.
5. 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. Jend. Sudirman Kav. 34 Jakarta 10220, by March 14, 2016 at the latest.
6. 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, 3rd Floor, Jl. Jenderal Gatot Subroto Kav. 36-38, Jakarta 12190, Phone (021) 5291 3321, Facsimile (021) 526 3460, except for material related to the agenda changes in the Company's management will be available on the Meeting.
7. 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 26, 2016  
PT Bank Mandiri (Persero) Tbk.

The Board of Directors

