

ANNOUNCEMENT OF SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS PT BANK MANDIRI (PERSERO) TBK No. FST.CSC/04/P/III/2015

The Board of Directors of PT Bank Mandiri (Persero) Tbk., (hereinafter referred as the "Company"), having its domiciled in South Jakarta, hereby announces that the Company has convened the Annual General Meeting of Shareholders (hereinafter referred as the "Meeting") on:

Day/Date : Monday/16 March 2015
Time : 09.45 Western Indonesia Time (WIB) - 13.10 WIB
Place : Auditorium 3rd Floor Plaza Mandiri, Jl. Jend. Gatot Subroto Kaveling 36 - 38, South Jakarta, 12190

The Meeting was attended by:

All members of the Board of Commissioners ("BOC") and Board of Directors ("BOD") of the Company, Shareholders and/or their proxy/representative representing 19,770,767,838 shares in the Company, including the series A Dwiwarna share, or constituting 84.73% of the total shares with valid voting rights that have been issued by the Company up to the date of Meeting, totaling 23,333,333,333 shares which comprised of:

- 1 (one) series A Dwiwarna share; and
 - 23,333,333,332 (twenty three billion three hundred thirty-three million three hundred thirty-three thousand three hundred and thirty-two) series B shares;
- based on the Company's Shareholders Registry dated 18 February 2015 at 16.00 WIB (hereinafter referred as the "Shareholders").

The Meeting was convened with the following agendas:

1. Approval of the Annual Report and the BOC's Supervisory Report, and Ratification of the Company's Consolidated Financial Statements and the Annual Report on the Partnership and Community Development Program (*Program Kemitraan dan Bina Lingkungan*) for the financial year ended on 31 December 2014;
2. Approval for the distribution of the Company's net profit for the financial year ended on 31 December 2014;
3. Appointment of the Public Accountant Office to audit the Company's Annual Report and the Annual Report on the Partnership and Community Development Program (*Program Kemitraan dan Bina Lingkungan*) for the financial year ended on 31 December 2015;
4. Determination of the remuneration for members of the BOD, honorarium for members of the BOC, and tantiem also other benefits for all members of the BOD and BOC of the Company;
5. Amendment to the Articles of Association of the Company to make it in line with provisions stipulated in (i) Financial Service Authority Regulation No. 32/POJK.04/2014 regarding The Plan and Implementation of A General Meeting of Shareholders for an Issuer or a Public Company; and (ii) Financial Service Authority Regulation No. 33/POJK.04/2014 regarding the BOD and BOC of an Issuer or a Public Company;
6. Approval on the change of composition of the BOD and BOC of the Company.

In each Meeting Agenda, the Company has given opportunities to the shareholders and its proxy/representative to raise questions in which there were 5 (five) persons who raised questions during the discussion on the First Agenda and 1 (one) person who raised questions during the discussion during the Second Agenda. There was no question raised during the discussion on the subsequent Agendas.

In the Meeting, resolutions were resolved based on an amicable deliberation to reach a mutual consensus. In the event that the resolutions based on the amicable deliberation failed to be reached, the resolutions were resolved by way of voting. On the First, Second, Third, Fourth and Fifth Meeting Agendas, resolutions were resolved by way of open voting, while for the Sixth Meeting Agenda, resolution was resolved by way of closed voting.

Whereas the Meeting has resolved the following resolutions as set forth in Deed of Minutes of the Annual General Meeting of Shareholders of Perusahaan Perseroan (PERSERO) PT Bank Mandiri Tbk., dated 16 March 2015, made by Notary Ashoya Ratam SH, Mkn, which is summary is as follows:

In the First Meeting Agenda:

From all of the shares with voting rights present at the Meeting, 0.06% gave non affirmative votes, 0.35% are Abstain votes, while the remaining 99.21%, including one series A Dwiwarna share, gave affirmative votes.

Therefore:

"Meeting by a majority vote, which is 19,758,562,138 shares or constitute of 99.94% of the total votes cast at the Meeting decided:

1. Approved the Company's Annual Report including the Report of BOC' Supervisory that has been implemented by the BOC for the financial year ended on 31 December 2014, and ratified the Consolidated Financial Report of the Company for the financial year ended 31 December 2014 which has been audited by Tanudiredja, Wibisana & Rekan Public Accountant Office, with unqualified opinion as stated in its report dated 2 February 2015, and approved the Company's Annual Report including the Report of BOC' Supervisory that has been implemented by the BOC and ratified the Consolidated Financial Report of the Company for the financial year ended 31 December 2014, the Meeting grants full release and discharge of responsibility (*validig acquit et de charge*) to the members of the BOD and the BOC for their management and supervision actions during the financial year ended on 31 December 2014, as long as such actions are not considered as criminal actions and reflected in the Annual Report and the Consolidated Financial Report of the Company;
2. Ratified the Annual Report on the Partnership and Community Development Program (*Program Kemitraan dan Bina Lingkungan*) (PKBL) for the financial year ended on 31 December 2014 which has been audited by Tanudiredja, Wibisana & Rekan Public Accountant Office, with unqualified opinion as stated in its report dated 20 February 2015, and having approved the Company's Annual Report for the financial year ended on 31 December 2014 as well as ratified the Annual Report on the Partnership and Community Development Program (*Program Kemitraan dan Bina Lingkungan*) (PKBL) for the financial year ended on 31 December 2014, the Meeting grants full release and discharge of responsibility (*validig acquit et de charge*) to the members of the BOD and the BOC for their management and supervision actions during the financial year ended on 31 December 2014, as long as such actions are not considered as criminal actions and reflected in the Annual Report and the Annual Report on the Partnership and Community Development Program (Program Kemitraan dan Bina Lingkungan) (PKBL) for the financial year ended on 31 December 2014;

In the Second Meeting Agenda:

From all of the shares with voting rights present at the Meeting, 0.36% of gave Non Affirmative votes, 0.43% are Abstain votes, while the remaining 99.21%, including one series A Dwiwarna share, gave Affirmative votes.

Therefore:

"Meeting by a majority vote, which is 19,700,580,368 shares or constitute of 99.65% of the total votes cast at the Meeting decided:

1. Approved and determined the distribution of the Net Profit (Consolidated) of the Company for the financial year of 2014, in the amount of IDR 19,871,873,276,792.6 (Nineteen trillion eight hundred seventy-one billion eight hundred seventy-three million two hundred seventy-six thousand seven hundred and ninety two rupiahs and six cents), as follows:
 - a. 25% of the Company's net profit for the period of 1 January through 31 December 2014 or in the amount of IDR 4,967,968,319,198.15 (four trillion nine hundred sixty-seven billion nine hundred sixty-eight million three hundred nineteen thousand one hundred and ninety eight rupiahs and fifteen cents) shall be distributed as cash dividend to the shareholders of the Company;
 - b. Grants the full power and authority with the right of substitution to the BOD to arrange the payment procedures and execution of the distribution of the cash dividend in accordance with applicable regulations.
2. 13.20% of the Company's net profit for the period of 1 January through 31 December 2014 or in the amount of IDR 2,622,936,000,000.36 (two trillion six hundred twenty-two billion nine hundred thirty-six million rupiahs and thirty six cents) shall be allocated as for the appropriated reserves in order to support the Company's investment;
3. The Company's net profit for financial year of 2014 after being allocated for payment of cash dividend and the appropriated reserves as set out in letter points 1 and 2 above, shall be allocated as returned earnings."

In the Third Meeting Agenda:

From all of the shares with voting rights present at the Meeting, 2.69% of gave Non Affirmative votes, 1.81% are Abstain votes, while the remaining 95.50%, including one series A Dwiwarna share, gave Affirmative votes.

Therefore:

"Meeting by a majority vote, which is 19,239,359,131 or constitute of 97.31% of the total votes cast at the Meeting decided:

Delegate the authorization of the Meeting as regulated under Article 11 paragraph (2) letter c of the Company's Articles of Association which states that "The Annual General Meeting of Shareholders shall determine a Public Accountant Office to audit the on-going Company's book based on the BOC' proposal", to the BOC to determine a Public Accountant Office to audit the Consolidated Financial Report of the Company and the Annual Report on the Partnership and Community Development Program (*Program Kemitraan dan Bina Lingkungan*) (PKBL) for the financial year ended on 31 December 2015, including to determine the honorarium and other requirements applied for such Public Accountant Office, as well as determine a substitute Public Accountant Office in the event the appointed and determined Public Accountant Office, due to any reasons whatsoever, is unable to finish the audit for the Consolidated Financial Report of the Company and the Annual Report on the Partnership and Community Development Program (*Program Kemitraan dan Bina Lingkungan*) (PKBL) for the financial year ended on 31 December 2015."

In the Fourth Meeting Agenda:

From all of the shares with voting rights present at the Meeting, 3.26% of gave Non Affirmative votes, 1.01% are Abstain votes, while the remaining 95.73%, including one series A Dwiwarna share, gave Affirmative votes.

Therefore:

"Meeting by a majority vote, which is 19,127,018,506 shares or constitute of 96.74% of the total votes cast at the Meeting decided:

Provide authority and power to the BOC with prior approval from the holder of series A Dwiwarna share to determine the amount of tantiem given to members of the BOD and BOC who served during the financial year 2014 and to determine the salaries, honoraria, and other benefits, including benefits and facilities for member of the BOD and BOC for 2015."

In the Fifth Meeting Agenda:

From all of the shares with voting rights present at the Meeting, 21.78% of gave Non Affirmative votes, 2.94% are Abstain votes, while the remaining 75.19%, including one series A Dwiwarna share, gave Affirmative votes.

Therefore:

"Meeting by a majority vote, which is 15,446,131,373 or constitute 78.13% of the total votes cast at the Meeting decided:

1. Approved amendments of the Articles of Association of the Company, to comply with Financial Service Authority Regulation No. 32/POJK.04/2014 regarding The Plan and Implementation of A General Meeting of Shareholders for an Issuer or a Public Company and Financial Service Authority Regulation No. 33/POJK.04/2014 regarding the BOD and BOC of an Issuer or a Public Company;
2. Approved to restate the entire provisions of the Articles of Association in connection with the changes as referred to in point 1 (one) above;
3. Provided power and authority to the BOD with the right of substitution to perform all necessary actions relating to the decision of this meeting agenda, including to arrange and restate the Articles of Association as decided in point 2 (two) above in a Notarial Deed and then deliver to relevant authorities for approval and/or receipt of notification of the amendment, and then do everything that is necessary and useful for this purpose without exclusion, including to do additions and/or changes in the amendment of the Articles of Association if it is required by the relevant authorities."

In the Sixth Meeting Agenda:

From all of the shares with voting rights present at the Meeting, 23.11% of gave Non Affirmative votes, 2.36% are Abstain votes, while the remaining 74.53%, including one series A Dwiwarna share, gave Affirmative votes.

Therefore:

"Meeting by a majority vote, which is 15,202,018,770 or constitute 76.89% of the total votes cast at the Meeting decided:

1. Approved the honorable discharge of members of BOC and BOD of the Company who term of office have ended as of the closing of this Meeting, with gratitulation for the contribution of labor and thought given during their term of office as members of BOC and BOD of the Company;
2. Accepted the resignation of Mr. MAHMUDJIN YASIN from his post as President Commissioner of the Company as stated in his letter dated 10 March 2015, with gratitulation for the contribution of labor and thought given during his term of office as a member of the BOC;
3. Approved the honorable discharge of Mr. ANTON HERMANTO GUNAWAN as Independent Commissioner of the Company as of the closing of this Meeting, with gratitulation for the contribution of labor and thought given during his term of office as a member of the BOC;
4. Appointed:
 - a. The members of BOC of the Company:
 - a. Mr. DARMIN NASUTION as President Commissioner;
 - b. Mr. IMAM APRIYANTO PUTRO as Deputy President Commissioner;
 - c. Mr. GOEI SIAUW HONG as Independent Commissioner;
 - d. Mr. SUWHONO as Commissioner;
 - e. Mr. BANGUN SARWITO KUSMULJONO as Independent Commissioner;
 - f. Ms. CAHAYA DWI REMBULAN SINAGA as Independent Commissioner;
 - b. Members of BOD of the Company:
 - a. Mr. SULAIMAN ARIF ARIANTO as Deputy President Director;
 - b. Mr. PAHALA NUGRAHA MANSURY as Director;
 - c. Ms. KARTINI SALLY as Director;
 - d. Mr. KARTIKA WIRJOATMODJO as Director;
 - e. Mr. AHMAD SIDDIK BADRUDDIN as Director;
 - f. Mr. TARDI as Director;

The appointment of the said members of the BOC and BOD of the Company shall be effective after the issuance of approval by the Financial Services Authority on Fit and Proper Test and the fulfillment of the prevailing regulations except for the appointment of Mr. PAHALA NUGRAHA MANSURY which shall be effective as of the closing of this Meeting.

The end of the term of office of the said appointed members of the BOC and BOD shall be until the closing of the 5th Company's Annual General Meeting of Shareholders since their appointment without prejudice to the right of General Meeting of Shareholders to dismiss those members at any time.

Re-assign the assignment of Mr. ABDUL AZIZ from Commissioner to become an Independent Commissioner with term of office continuing the term of office as Commissioner.

Thus, after the closing of the Meeting, the composition of the BOC and BOD shall be as follow:

BOC

Independent Commissioner : Mr. ABDUL AZIZ;
Commissioner : Mr. ASKOLANI;
Independent Commissioner : Ms. AVLIANI;

BOD

President Director : Mr. BUDI GUNADI SADIKIN;
Director : Mr. SENTOT A SENTAUSA;
Director : Mr. OGI PRASTOMIYONO;
Director : Mr. PAHALA NUGRAHA MANSURY;
Director : Mr. ROYKE TUMILAAAR;
Director : Mr. HERY GUNARDI;

Furthermore, after obtaining approval from the OJK on the fit and proper test as well as the fulfillment of the requirements mentioned in the letter of OJK approval on the appointment of members of the BOC and BOD of the Company, the full composition of the BOC and BOD shall be as follow:

BOC

President Commissioner : Mr. DARMIN NASUTION;
Deputy President Commissioner : Mr. IMAM APRIYANTO PUTRO;
Independent Commissioner : Ms. AVLIANI;
Independent Commissioner : Mr. GOEI SIAUW HONG;
Commissioner : Mr. SUWHONO;
Independent Commissioner : Mr. ABDUL AZIZ;
Commissioner : Mr. ASKOLANI;
Independent Commissioner : Mr. BANGUN SARWITO KUSMULJONO;
Independent Commissioner : Ms. CAHAYA DWI REMBULAN SINAGA;

BOD

President Director : Mr. BUDI GUNADI SADIKIN;
Deputy President Director : Mr. SULAIMAN ARIF ARIANTO;
Director : Mr. ROYKE TUMILAAAR;
Director : Mr. HERY GUNARDI;
Director : Mr. SENTOT A SENTAUSA;
Director : Mr. OGI PRASTOMIYONO;
Director : Mr. PAHALA NUGRAHA MANSURY;
Director : Ms. KARTINI SALLY;
Director : Mr. KARTIKA WIRJOATMODJO;
Director : Mr. AHMAD SIDDIK BADRUDDIN;
Director : Mr. TARDI;

5. Grant power and authority to the BOD with the right of substitution to perform all necessary actions related with this agenda decision in accordance with the prevailing laws and regulations, including to state in a notarial deed and to notify the changes of composition of the BOD and BOC to the Ministry of Law and Human Rights of the Republic of Indonesia and to ask the Financial Services Authority to undergo a Fit and Proper Test to the Board candidates according to applicable regulations."

Furthermore, in accordance with the decision of the Second Meeting Agenda as mentioned above where it has been decided to distribute the payment of dividends, from the Company's net profit of IDR 4,967,968,319,198.15 or IDR 212,912,929 per share to be distributed to 23,333,333,333 shares of the Company, the Company hereby notify the schedule and procedures for cash dividends of the fiscal year 2014 as follow:

Schedule of Cash Dividend Payment

No.	ACTIVITIES	DATE
1.	Last Date of the trading period of the Company's shares on the stock exchange with dividend rights (cum dividend) • Regular and Negotiation Market • Cash Market	23 March 2015 26 March 2015
2.	First Date of the trading period of the Company's shares on the stock exchange without dividend rights (ex dividend) • Regular and Negotiation market • Cash Market	24 March 2015 27 March 2015
3.	Recording Date	26 March 2015
4.	Payment Date	17 April 2015

Procedures of Cash Dividend Payment

1. The Cash Dividend will be paid to the shareholders of the Company whose names are registered in the Shareholders Register of the Company on 26 March 2015 (recording date) and/or in the sub securities account in PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing of the Indonesian Stock Exchange trading session on 26 March 2015.
2. For those shareholders of the Company whose shares are deposited in KSEI, the cash dividend shall be paid through KSEI and distributed to the securities account of the Securities Companies and/or Custodian Banks in KSEI on 17 April 2015. The receipt of the payment of the cash dividend shall be given by KSEI to the Securities Companies and/or the Custodian Banks where the shareholders have opened their account. For shareholders of the Company whose shares are not deposited in the collective deposit in KSEI, the cash dividend will be transferred directly to the shareholders account.
3. The cash dividend is subject to taxes as regulated under the prevailing laws and regulations. The amount of tax that will be borne by the relevant shareholder and the amount of cash dividend received by the shareholders will be in the amount after being deducted by applicable tax.
4. For shareholders considered as on shore Tax Payer in the form of entity which have not given their Tax Register Number (*Nomor Pokok Wajib Pajak/NPWP*) are asked to submit their NPWP to KSEI or the Company Share Registrar PT Datindo Entrycom, Puri Datindo - Wisma Sudirman, Jl. Jend Sudirman Kav. 34 Jakarta 10220 at the latest on 26 March 2015 at 16.00 WIB. Without the NPWP, the cash dividend will be subject to withholding tax at the rate of 30%.
5. For shareholders who are considered as an offshore Tax Payer which will use the Tax Treaty under the Agreement on the Prevention of the Imposition of Dual Taxes (P3B) it has to comply with article 26 of Law No 36 Year 2008 regarding The Fourth Amendment to the Law No. 7 of year 1983 on Income Tax and must submit the forms of DGT-1 and DGT-2 which has been legalized by Indonesian Tax Service Office for Public Company to KSEI or the Company Registrar at the latest on 2 April 2015. Without the said document, the cash dividend will be subject to withholding tax at the rate of 20%.
6. For shareholders whose shares are deposited in KSEI, you may collect your Cash Dividend Tax Deductions Slip as of 11 May 2015 at the Securities Company and/or the Custodian Banks where the shareholders have opened their securities account and at the Company Registrar for the holders of the script shares.

Announcement of this Summary of Minutes of Meeting is to comply with the provision under Article 34 paragraphs (1), (2) and (6) of Financial Service Authority Regulation No. 32/POJK.04/2014 regarding The Plan and Implementation of A General Meeting of Shareholders for an Issuer or a Public Company, as well as compliance with the provision under Article 27 in conjunction with Article 9 of Financial Service Authority Regulation No. 33/POJK.04/2014 regarding the BOD and BOC of an Issuer or a Public Company in connection with the resignation of Mr. Yasin, as President Commissioner of the Company.

Jakarta, 18 March 2015
PT Bank Mandiri (Persero) Tbk.
DIRECTORS