

**NOTICE FOR  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF PT BANK MANDIRI (PERSERO) Tbk.  
No. FST.CSC/03/P/II/2015**

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

Day/Date : Monday/March 16, 2015  
Time : 09.00 Western Indonesia Time (WIB) - finished  
Place : Auditorium  
3rd Floor Plaza Mandiri  
Jl. Jendral Gatot Subroto Kav. 36-38  
Jakarta 12190

**With the following agenda:**

1. Approval of the Annual Report and the Board of Commissioners' Supervision 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.  
Pursuant to (i) Article 11 paragraph (2) letter (a), Article 21 paragraph (9) and Article 21 paragraph (10) letter (a) of the Company's Articles of Association, (ii) Article 69 and Article 78 of Law No. 40 of 2007 regarding Limited Liability Company ("**Company Law**"), (iii) Article 23 paragraph (1) Law No. 19 of 2003 on State-Owned Enterprise, and (iv) Article 22 paragraph (2) of Minister of State-Owned Enterprise Regulation No. PER-05/MBU/2007 as lastly amended with Minister of State-Owned Enterprise Regulation No. PER-08/MBU/2013, the Annual Report and the Board of Commissioners' Supervision Report must be approved by the General Meeting of Shareholders of the Company ("**GMS**"). Mean while, the Company's Consolidated Financial Statements and the Annual Report on the Partnership and Community Development Program (*Program Kemitraan dan Bina Lingkungan*) must be ratified by the GMS. Therefore, the Company has proposed the above agenda to be included in the Meeting's agenda.
2. Approval for the distribution of the Company's net profit for the financial year ended on 31 December 2014.  
Pursuant to (i) Article 11 paragraph (2) letter (b) of the Company's Articles of Association and (ii) Article 70 and Article 71 paragraph (1) of Company Law, the distribution of the Company's net profit shall be decided at the AGMS. Therefore, the Company has proposed the above agenda to be included in the Meeting's agenda.
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.  
Pursuant to 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. Therefore, the Company has proposed the above agenda to be included in the Meeting's agenda.
4. Determination of the remuneration for members of the Board of Directors, honorarium for members of the Board of Commissioners, and tantien(e) also other benefits for all members of the Board of Directors and Board of Commissioners of the Company.  
Pursuant to Article 15 paragraph (9) and Article 18 paragraph (8) of the Company's Articles of Association and Article 96 and Article 113 of Company Law, the amount of remuneration, honorarium, and other benefits that will be granted to members of the Board of Directors and Board of Commissioners of the Company shall be determined by a GMS, where such authority may be delegated to the Board of Commissioners. Therefore, the Company has proposed the above agenda to be included in the Meeting's agenda.
5. Amendment to the Articles of Association of the Company to align it 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 Board of Directors and Board of Commissioners of an Issuer or a Public Company;  
In accordance with Article 40 of the 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, all public companies, within 1 year since the stipulation of this regulation, are required to adjust their Articles of Association. In addition, considering the Financial Service Authority Regulation No. 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of an Issuer or a Public Company also stipulates several new provisions that may affect the Company's current Articles of Association, the Company proposes to amend several articles of its Articles of Association to comply with the above provisions.
6. Approval on the change of composition of the Board of Directors and Board of Commissioners of the Company.  
Considering the term of office of several members of the Board of Directors and Board of Commissioners have been or will be expired, then it is necessary to change or replace the members of the Board of Directors and Board of Commissioners in which case, pursuant to Article 15 paragraph (5) and Article 18 paragraph (5) of the Company's Articles of Association, the members of the Board of Directors and Board of Commissioners to be appointed by a GMS are those nominated by the holder of Seri A Dwiwarna shares, whereby such nomination binds the GMS concerned.

**NOTES:**

1. The Company does not send a separate invitation to each of its Shareholders since this announcement constitutes the official invitation in accordance with the provision stipulated in Article 13 paragraph (6) letter a of the Company's Articles of Association.
2. The Shareholders of the Company that are entitled to be present or be represented at the Meeting are those whose name are recorded in the Shareholders Register of the Company on Wednesday, February 18, 2015, at 16.00 WIB, or the holders of securities account at collective deposit of PT Kustodian Sentral Efek Indonesia after the market closing on Wednesday, February 18, 2015.
3. The Shareholders of the Company or their respective attorneys/proxies who will attend the Meeting are required to submit copies of their Identity Cards (*Kartu Tanda Penduduk*) or other forms of identification before entering the meeting room. Shareholders in the form of legal entity are asked to bring copies of their latest articles of association and latest composition of their Board of Directors and Board of Commissioners. Those Shareholders whose shares are deposited at the collective depository of PT Kustodian Sentral Efek Indonesia (KSEI) are required to bring a KTUR (*Konfirmasi Tertulis Untuk Rapat*), which can be obtained from the securities company or the custodian bank where the Shareholder opens their securities account.
4. Any Shareholder of the Company who cannot attend the Meeting may be represented by his/her attorney or 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 Shareholders of the Company at the Meeting.
5. Forms of Power of Attorney can be obtained at the Company share registrar office during office hours and the completed forms must be submitted to the Company, through the Company share registrar office, PT Datindo Entrycom, Puri Datindo - Wisma Diners Club Annex Jl. Jend. Sudirman Kav. 34 Jakarta 10220, on March 9, 2015 at the latest.
6. Save for the materials relating to the agenda on the change of composition of the Board of Directors and Board of Commissioners of the Company, which will be only available on the day the Meeting, at the latest, all materials to be discussed in the Meeting have been available and may be retrieved from the Company website; or if requested in writing by the Company Shareholders, at any time 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) 52913321, Facsimile (021) 526 3460.
7. To ensure the orderliness of the Meeting, the Shareholders or their certified proxies are required to be present at the venue of the Meeting at least 30 minutes before the Meeting starts.

Jakarta, February 20, 2015  
**PT Bank Mandiri (Persero) Tbk.**

**The Board of Directors**