

RULES OF ORDER

ANNUAL GENERAL MEETING OF SHAREHOLDERS

PT BANK MANDIRI (PERSERO) Tbk.

FEBRUARY 27, 2014

1. The Annual General Meeting of Shareholders of PT Bank Mandiri (Persero) Tbk. (hereinafter is referred to as "Company") on February 27, 2014 (hereinafter is referred to as "Meeting") will be organized in Indonesian language.
2. Meeting Participants:
 - a. Shareholder whose name is recorded in the List of Company Shareholders on February 11, 2014 or his/her proxy is entitled to submit any question and/or opinion as well as casting vote in the meeting.
 - b. Invitee is the party who is present upon invitation from the Board of Directors or Shareholder or proxy of the Shareholder who is late to attend as referred to in point 8 of this Rules of Order, which in the meeting:
 - i. Not entitled for submitting any question.
 - ii. Not entitled for forwarding any opinion and
 - iii. Not entitled for casting any vote in the Meeting.
3. According to Article 13 paragraph 9 of Company Articles of Association, the Meeting shall be presided over by the President Commissioner, in case that the President Commissioner is absent or impeded, for which it is not necessarily proven to the third party, it shall be presided over by Vice President Commissioner. In case of the Vice President Commissioner is not available, absent or impeded due to any reason whatsoever, for which it is not necessarily proven to the third party, it shall be presided over by one of the members of Board of Commissioners who is present. In case that all members of the Board of Commissioners are impeded to attend due to any reasons whatsoever, for which it is not necessarily proven to the third party, the Meeting shall be presided over by the President Director, and in case that the President Director is absent or impeded, for which it is not necessarily proven to the third party, the Meeting shall be presided over by Vice President Director. In case that the Vice President Director is not available or absent or impeded for which it is not necessarily proven to the third party, it shall be presided over by one of the members of the Board of Directors who is present, and in case that all members of the Board of Directors and members of the Board of Commissioners are absent or impeded, the Meeting shall be presided over by someone who is elected from the Shareholders who are present.
4. Discussion on Agenda of Meeting shall be implemented with mechanism as follows:
 - a. The Chairman of Meeting will open, preside over and close the meeting.
 - b. For the sake of smoothness of Meeting, the Chairman of Meeting may ask for assistance from the member of Board of Commissioners or the President Director for submitting explanation in each Agenda of Meeting, as well as presiding over the process of question and answer in each Agenda of Meeting, under the provisions that the authority for presiding over such meeting has to be re-submitted by the appointed party to the Chairman of Meeting prior to the commencement of adopting any resolution.

5. Question and Answer:

- a. Before adopting any resolution it is conducted question and answer.
- b. The Chairman of Meeting will ask for assistance from the member of Board of Commissioners or the President Director for presiding over the course of question and answer. The party as appointed by Chairman of Meeting for presiding over such process of question and answer will provide opportunities to the Shareholders or their proxies for submitting their questions and/or opinions in writing on the paper sheets as provided by the Functionary.
- c. The submission of question and/or opinion as submitted verbally will not be responded.
- d. The submission of questions and/or opinions for the each session consists of 2 (two Sessions, except the Chairman of Meeting has decided otherwise and in each session it will be provided with opportunities for maximum 5 (five) questioners.
- e. The Shareholders or their proxy are given the opportunity to submit their question and/or opinion in 1 (one) chance. The Shareholder who wants to submit any question and or submitting his/her opinion is required to raise his/her hand and then the party as appointed by the Chairman of Meeting for presiding over the process of question and answer will record the name as well as stipulating the sequence number as determined for shareholder who wants to submit such question or statement of opinion.
- f. The question and/or statement of opinion will be answered or responded in the event that that according to the party as appointed by the Chairman of Meeting for presiding over the process of question and answer, question and/or opinion as submitted according to and in relation with the agenda of Meeting under discussion.
- g. Any question and/or statement of opinion as have been written on a sheet of paper as provided by the functionary by the Shareholder or his/her proxy shall be submitted for further submission to the Notary Public for scrutiny on the legitimacy/authority of the questioner.
- h. The party as appointed by the Chairman of Meeting for presiding over the process of question and answer will provide or assign another party as appointed by him/her for reading out the question and/or statement of opinion as has been submitted in writing by the Shareholder and it has been scrutinized according to point g above.
- i. After such question and/or statement of opinion in writing from the Shareholder or his/her proxy is read out according to point h above, it will be further responded by the member of the Board of Commissioners or the President Director and/or the party as appointed or assigned by them.

6. Adoption of Meeting Resolution

- a. The resolution shall be adopted based on consultation to reach an agreement.
- b. In case that the resolution based on consultation to reach an agreement cannot be reached, then the resolution shall be adopted by way of voting.

7. Voting

- a. For the Agenda of Meeting under discussion, a Shareholder who has more than one share is only entitled to cast the same vote for the entire shares as owned by him/her.
- b. Voting will be conducted with mechanism as follows:
 - i. The Shareholder or his/her proxy who gives blank or unfavorable vote will be requested to raise his/her hand and submitting the ballot for the proposal being discussed;

- ii. The Shareholder or his/her proxy who has not raised his/her hand is considered to have agreed with the proposal and Agenda of Meeting under discussion.
 - iii. Particularly for voting concerning individual person in the 5th (fifth) agenda, it will be implemented under closed voting, unless the Meeting has determined otherwise. In such closed voting, all shareholders or their proxies who are present in the Meeting, both who will cast favorable vote and unfavorable vote or blank vote shall submit the ballot to the Functionary.
 - iv. The Chairman of Meeting will let the Notary Public for announcing the result of such voting.
 - c. Blank or void vote is considered non-existent and it is not calculated in determining the total votes as casted in the RUPS (General Meeting of Shareholders).
 - d. The whole Resolutions of the Agenda of Meeting are binding in the event that it is agreed with favorable votes from the Shareholders or their proxies more than ½ (a half) part of total votes as legitimately casted in the Meeting.
 - e. The Meeting Participants are expected to attend the Meeting until it is finished.
8. In the event that it is found any Shareholder or his/her proxy who comes late and his/her number of shares is not included in the total shares as already calculated for their attendances because it has been reported by the Notary Public to the Chairman of Meeting, then such Shareholder shall remain being able to join the course of the Meeting but his/her vote is not calculated and not allowed for submitting any question and/or opinion.
9. During the course of Meeting, the Meeting participants are expected for being in order and not activating the cellular phones. The Chairman of Meeting or member of the Board of Commissioners or the President Director as appointed by the Chairman of Meeting for presiding over the process of question and answer, is entitle to take any measures as required in safeguarding the orderliness of the Meeting implementation.
10. The Meeting Participant Identity is obligatory to wear during course of the Meeting.
11. Other matters which have not yet been regulated in this Rules of Order will be determined later by the Chairman of Meeting according to the provisions in Company Articles of Association or prevailing law provision, or according to those as deemed appropriate with the approval of the Meeting.