



Extraordinary General Meeting of Shareholders (EGMS) Material

PT Bank Mandiri (Persero) Tbk.
21 August 2017

Disclaimer:

** In the event there is any amendment or addition to this Extraordinary General Meeting of Shareholders Material, the Bank will inform the Shareholders through the Company's website.*

Agenda 1

Agenda

Approval of the Company's Nominal Stock Split from Rp. 500,00 (five hundred Indonesian Rupiah) per share to Rp. 250,00 (two hundred fifty Indonesian Rupiah) per share and amendment of Article of Association related with the Company's Nominal Stock Split.

Legal Ground

Article 28 of Articles of Association of the Company

Elucidation

- Stock Split is performed to increase the number of shares in the exchange and it is expected that may increase the trading liquidity.
- Amendment to Articles of Association of the Company in relation to the stock split.

Agenda 2

Agenda

Change in the Company's Management

Legal Ground

- POJK No. 55/POJK.03/2016 on Implementation of Good Corporate Governance for Commercial Banks in conjunction with POJK No. 33/POJK.04/2014 Board of Directors and Board of Commissioners of Issuers or Public Companies.
- Article 11 on Board of Directors and Article 14 on Board of Commissioners, Articles of Association of the Company;

Elucidation

- Based on Article 24 paragraph (1) of POJK No. 55/POJK.03/2016 on Implementation of Good Corporate Governance for Commercial Banks, the number of Independent Commissioners shall be no less than 50% (fifty percent) of the total members of the Board of Commissioners.
- Approval of the termination of office of Pahala Nugraha Mansury as Director of the Company and Wimboh Santoso as President Commissioner of the Company in line with Article 11 paragraph (24) and Article 14 paragraph (26) of Articles of Association of the Company which stipulate that the term of office of members of Board of Directors and Board of Commissioners shall be based on the Articles of Association and other laws and regulations (dual positions is prohibited).
- Based on Article 14 paragraph (23) of Articles of Association of the Company, General Meeting of Shareholders (GMS) shall be organized to fulfill vacant position if the number of members of Board of Commissioners is less than 3 (three) members of which one of the member of Board of Commissioner is a President Commissioner or the vacant position is the President Commissioner.
- Based on Article 11 paragraph (10) and Article 14 paragraph (12) of Articles of Association of the Company, members of Board of Directors and members of Board of Commissioners shall be appointed and dismissed by GMS, whereas the GMS shall be attended by the A series Dwiwarna Shareholders and the GMS resolutions must be approved by the A series Dwiwarna Shareholders. Director is appointed by GMS from the candidates as nominated by the A series Dwiwarna Shareholders, such nomination which is binding to the GMS.



Note:

The Meeting Agenda are 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