



**HIGHLIGHTS OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK MANDIRI (PERSERO) Tbk.
21 August 2017**

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 Extraordinary General Meeting of Shareholders (hereinafter referred as the "Meeting") on:

Day/Date : Monday, 21 August 2017
Time : 14:36 to 15:35 Western Indonesia Time (WIB)
Venue : Auditorium Plaza Mandiri Lt.3 Jl. Jend. Gatot Subroto
Kaveling 36 - 38, Jakarta Selatan

The Meeting was chaired by Mr Imam Apriyanto Putro as Vice President Commissioner based on resolution of the Meeting of the Board of Commissioners dated 26 July 2017 and attended by all members of Board of Directors and Board of Commissioners as follows:

Board of Commissioners:

1. Vice President Commissioner : Imam Apriyanto Putro
2. Independent Commissioner : B.S Kusmulyono (Head of the Audit Committee and Head of Remuneration and Nomination Committee)
3. Independent Commissioner : Goei Siau Hong (Head of Integrated Governance Committee and Risk Monitoring Committee)
4. Commissioner : Askolani
5. Commissioner : Ardan Adiperdana
6. Independent Commissioner* : Makmur Keliat

**Appointment of the member of the Board of Commissioners shall be effective upon approval from the Financial Services Authority on Fit & Proper Test and in line with the prevailing laws and regulations.*

Board of Directors:

1. President Director : Kartika Wirjoatmodjo
2. Vice President Director : Sulaiman A. Arianto
3. Director of Operations : Ogi Prastomiyono
4. Director of Wholesale Banking : Royke Tumilaar
5. Director of Distribution : Hery Gunardi
6. Director of Retail Banking : Tardi
7. Director of Risk Management & Compliance : Ahmad Siddik Badruddin
8. Director of Government & Institutional : Kartini Sally
9. Director of Digital Banking & Technology : Rico Usthavia Frans



Audit Committee:

- | | |
|-------------------------------|--------------------|
| 1. Head | : B.S Kusmulyono |
| 2. Member | : Askolani |
| 3. Member | : Goei Siau Hong |
| 4. Member | : Ardan Adiperdana |
| 5. Member (Independent Party) | : Budi Sulistio |
| 6. Member (Independent Party) | : Lista Irna |

and shareholders and/or their proxy/representative representing 20,333,348,446 shares in the Company, including the A series Dwiwarna share, or constituting 87.143% 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) A series 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 27 July 2017 at 16:00 WIB.

The Meeting was convened with the following agenda:

1. Approval for nominal stock split from Rp500 (five hundred rupiah) per stock to Rp250 (two hundred fifty rupiah) per stock and amendment to the Articles of Association in relation to the stock split.
2. Changes in the management of the Company.

In each Meeting Agenda, opportunities were provided to the shareholders and its proxy/representative to raise questions as set out in the elucidation of each Meeting Agenda.

Meeting Resolution Mechanism

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. In the First Meeting Agenda, the resolution was resolved by way of open voting, whilst for the Second Meeting Agenda on the Changes in the Management of the Company, the resolution was resolved by way of closed voting. Voting is performed by vote cards which calculation is performed electronically.

Independent Party to Record the Meeting and to count Votes

The Company has appointed Notary Ashoya Ratam SH, Mkn as the independent notilen and PT Datindo Entrycom as the Company's share registrar office to calculate and/or validate the votes.

Resolutions

Whereas the Meeting has resolved the following resolutions as set forth in deed of "Minutes of the Extraordinary General Meeting of Shareholders of PERUSAHAAN PERSEROAN

(PERSERO) of PT Bank Mandiri Tbk”, dated 21 August 2017 number 25, made by Notary Ashoya Ratam SH, Mkn, which summary is as follows:



In the First Meeting Agenda:

Questioner

There was 1 (one) questioner in the first Meeting agenda.

Voting

Not in favor	Blank	In favor (including one series A Dwiwarna share)
-	0.011%	99.989%

Therefore:

“The meeting, unanimously (with 2,246,300 blank votes),decided:

1. To approve the following nominal stock split of the Company:
 - a. The A series Dwiwarna share to 2 (two) shares with the following nominal value:
 - (i) 1 (one) A series Dwiwarna share is maintained as A series Dwiwarna share of the Republic of Indonesia with a nominal amount of Rp250 (two hundred fifty Rupiah) per share; and
 - (ii) 1 (one) A series Dwiwarna share will become 1 (one) B series share of the Republic of Indonesia with a nominal amount of Rp250 (two hundred fifty Rupiah) per share;
 - b. B series share from Rp500 (five hundred Rupiah) per share to Rp250 (two hundred fifty Rupiah) per share;
2. To approve the amendment to the Articles of Association of the Company in relation to the stock split.
3. To approve granting power and authority to the Board of Directors of the Company with substituting rights to:
 - a. Carry out all necessary actions in implementing the Stock Split in accordance with applicable laws and regulations, including but not limited to determining the procedures and schedule for the implementation of the Stock Split.
 - b. Restate the resolution on the Stock Split and rearrange all provisions in the Articles of Association of the Company in a Notarial Deed and submit to all authoritative institution to obtain approval and/or receipt of announcement of the amendment in the Articles of Association, perform all necessary and useful actions for this purpose with no exemption, including to organize additions and/ or changes in the amendment of the Articles of Association if the matter is required by the competent authority.



In the Second Meeting Agenda:

Questioner

There was no questioner in the second Meeting agenda.

Voting

Not in favor	Blank	In favor (including one series A Dwiwarna share)
21.420%	5.184%	73.396%

Therefore:

“The Meeting by a majority vote, which is 15,977,964,539 shares or constitute of 78.580% of the total votes cast at the Meeting decided:

1. To approve the cancelation of the resolution of the Annual General Meeting of Shareholders as organized on 14 March 2017 in relation to the appointment of Destry Damayanti as an Independent Commissioner of the Company.
2. To confirm the resignation of Wimboh Santoso as President Commissioner of the Company from his appointment as the Head of Board of Commissioners of the Financial Services Authority on 20 July 2017 with gratitude for his contribution during his term as President Commissioner of the Company.
3. To appoint the following names as members of the Board of Commissioners:
 - Hartadi A. Sarwono as President Commissioner/ Independent Commissioner.
 - R. Widyopramono as Commissioner.

The end of the term of office of the said appointed members of the Board of Commissioners shall be until the closing of the fifth Company’s Annual General Meeting of Shareholders since their appointment, which is the Annual General Meeting of Shareholders in 2022, by observing the laws and regulations in the Capital Market sector and without prejudice to the right of General Meeting of Shareholders to dismiss those members at any time.

4. To confirm the resignation of Pahala Nugraha Mansury as Director of the Company from his appointment as President Director of PT Garuda Indonesia (Persero) Tbk. on 12 April 2017 with gratitude for his contribution during his term as member of the Board of Directors of the Company.
5. To confirm the change in nomenclature of the composition of the members of the Board of Directors as follows:

Before	After
President Director	President Director
Vice President Director	Vice President Director
Director	Director of Wholesale Banking
Director	Director of Institution
Director	Director of Treasury
Director	Director of Retail Banking



Director	Director of Distribution
Director	Director of Operations
Director	Director of Digital Banking and Technology
Director	Director of Risk Management and Compliance

6. Transfer the following members of the Board of Directors:
- Royke Tumilaar from Director to Director of Wholesale Banking;
 - Kartini Sally from Director to Director of Institution.
 - Tardi from Director to Director of Retail Banking;
 - Hery Gunardi from Director to Director of Distribution;
 - Ogi Prastomiyono from Director to Director of Operations;
 - Rico Usthavia Frans from Director to Director of Digital Banking and Technology;
 - Ahmad Siddik Badruddin from Director to Director of Risk Management and Compliance.
- the term of office shall be the remaining term of office.

7. To appoint Darmawan Junaidi as Director of Treasury.

The end of the term of office of the said appointed member of the Board of Directors shall be until the closing of the fifth Company's Annual General Meeting of Shareholders since the appointment, which is the Annual General Meeting of Shareholders in 2022, by observing the laws and regulations in the Capital Market sector and without prejudice to the right of General Meeting of Shareholders to dismiss the members at any time; With the discharge and appointment of the members of the Board of Commissioners and Board of Directors of the Company, the composition of members of Board of Directors and Board of Commissioners shall be as follows:

BOARD OF DIRECTORS

- President Director : Kartika Wirjoatmodjo;
- Vice President Director : Sulaiman Arif Arianto;
- Director of Operations : Ogi Prastomiyono;
- Director of Distribution : Hery Gunardi;
- Director of Retail Banking : Tardi;
- Director of Risk Management & Compliance : Ahmad Siddik Badruddin;
- Director of Institution : Kartini Sally;
- Director of Wholesale Banking : Royke Tumilaar;
- Director of Digital Banking and Technology : Rico Usthavia Frans;
- Director of Treasury : Darmawan Junaidi*;

BOARD OF COMMISSIONERS

- President Commissioner and Independent Commissioner : Hartadi A. Sarwono*;
- Vice President Commissioner : Imam Apriyanto Putro;
- Independent Commissioner : Goei Siau Hong;
- Independent Commissioner : Bangun S. Kusmulyono;
- Commissioner : Askolani;
- Commissioner : Ardan Adiperdana;
- Independent Commissioner : Makmur Keliat*;
- Commissioner : R. Widyopramono*;

* Appointment of the member of the Board of Commissioners shall be effective upon approval from the Financial Services Authority on Fit & Proper Test and in line with the prevailing laws and regulations.



with the following term of office:

Members of the Board of Directors:

- a. - Ogi Prastomiyono; and
- Hery Gunardi;
to the closing of Annual General Meeting of Shareholders of the Company in 2018.
- b. - Kartika Wirjoatmodjo;
- Sulaiman Arif Arianto;
- Kartini Sally;
- Ahmad Siddik Badruddin; and
- Tardi;
to the closing of Annual General Meeting of Shareholders of the Company in 2020.
- c. - Royke Tumilaar; and
- Rico Usthavia Frans;
to the closing of Annual General Meeting of Shareholders of the Company in 2021.
- d. Darmawan Junaidi;
to the closing of Annual General Meeting of Shareholders of the Company in 2022.

Members of the Board of Commissioners:

- a. Askolani;
to the closing of Annual General Meeting of Shareholders of the Company in 2019;
 - b. - Imam Apriyanto Putro;
- Goei Siau Hong; and
- Bangun S. Kusmulyono;
to the closing of Annual General Meeting of Shareholders of the Company in 2020;
 - c. Ardan Adiperdana
to the closing of Annual General Meeting of Shareholders of the Company in 2021;
 - d. - Makmur Keliat
- Hartadi A. Sarwono; and
- R. Widyopramono;
to the closing of Annual General Meeting of Shareholders of the Company in 2022;
8. Grant power and authority to the Board of Directors 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 Board of Directors and Board of Commissioners 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.

Jakarta, 23 August 2017
PT Bank Mandiri (Persero) Tbk.
BOARD OF DIRECTORS