



Agenda for Extraordinary General Meeting of Shareholders of 2015 PT Bank Mandiri (Persero) Tbk.

18 December 2015

Disclaimer:

** The Company has a right to change the meeting agenda material in the event of amendment to or addition of Agenda to the Extraordinary Meeting of Shareholders.*

MEETING AGENDA 1

**Change in the Company's Management
(Board of Directors and/or Board of Commissioners)**

Background

1 The Annual General Meeting of Shareholders of the Company on 16 March 2015 has appointed Darmin Nasution as the new President Commissioner of the Company, with a condition that the appointment shall be effective upon an approval from the Financial Services Authority in relation to the fit & proper test requirement.

2 The Financial Services Authority has approved the appointment of Darmin Nasution as President Commissioner of the Company on 8 June 2015.

3 On 12 August 2015, Darmin Nasution, President Commissioner of the Company, is appointed as the Coordinating Economic Minister of the Republic of Indonesia.

Legal Grounds for Appointment & Discharge of the Company's Management (Board of Directors & Board of Commissioners)

**Law No. 40/2007
Limited-Liability
Company**

Article 94 paragraph (1) and Article 111 paragraph (1)

Members of the Board of Directors and Board of Commissioners shall be appointed by General Meeting of Shareholders

**Financial Services
Authority No.
33/POJK.04/2014
Board of Directors
and Board of
Commissioners of
Listed or Public**

Article 3 paragraph (1) and Article 24

Members of the Board of Directors and Board of Commissioners shall be appointed and discharged by General Meeting of Shareholders

**Law No. 19/2003
State-Owned
Enterprise**

Article 15 paragraph (1) and Article 27 paragraph (1)

Appointment & Discharge of the Board of Directors and Board of Commissioners shall be by General Meeting of Shareholders

Legal Grounds for Appointment & Discharge of the Company's Management (Board of Directors & Board of Commissioners)

Law No. 19/2003 State-Owned Enterprise

Article 25 paragraph c and Article 33 paragraph b

Members of the Board of Directors and Board of Commissioners shall hold no other position as:

“Other position in line with the provisions of laws and regulations”

Articles of Association of the Company

- **Article 15 paragraph (18) and Article 18 paragraph (15)**

Members of the Board of Directors and Board of Commissioners shall not hold other position which may create conflict of interests and prohibited by laws and regulations.

- **Article 15 paragraph (5) and Article 18 paragraph (8)**

Members of the Board of Directors and Board of Commissioners shall be appointed and discharged by General Meeting of Shareholders (GMS), whereas the GMS shall be attended by Shareholders of A Series Dwiwarna and the resolution of the GMS shall be approved by Shareholders of A Series Dwiwarna. Members of the Board of Directors and Board of Commissioners are appointed by GMS from candidates from the Shareholders of A Series Dwiwarna, and the candidacy shall be binding for the GMS.

MEETING AGENDA 2

The Implementation of the Ministry of State Owned Enterprises Regulation No. PER-09/MBU/07/2015 dated 3 July 2015 regarding the Partnership and Community Development Program of State-Owned Enterprise

**Regulation of SOE
Minister No. PER-
09/MBU/07/2015
on PKBL**

Article 2 paragraph 2

Public Company implement the Partnership Program and Community Development Program based on this Regulation must be determined by resolution of General Meeting of Shareholders (GMS)



Note:

*The Meeting Agenda is 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 **at the time of General Meeting of Shareholders**, as long as provided in the laws and regulations.*

*Based on the Regulation of the Minister of of **State Own Enterprises** 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 General Meeting of Shareholders**, 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