



ANNOUNCEMENT OF
SUMMARY OF MINUTES OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK MANDIRI (PERSERO) Tbk.
No. FST.CSC/017/P/XII/2015

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 "EGMS") on:

Day / Date : Friday / December 18, 2015
Time : 10.03 - 10.48 Western Indonesia Time (WIB)
Place : Auditorium 3rd Floor Plaza Mandiri,
Jl. Jend. Gatot Subroto Kav. 36-38, Jakarta 12190

The meeting was chaired by Mr. Imam Apriyanto Putro, as Deputy President Commissioner by decision of the Board of Commissioners Meeting dated December 16, 2015 and attended by Members of the Board of Commissioners and Board of Directors of the Company as follows:

- Board of Commissioners:**
- 1. Deputy President Commissioner : Mr. Imam Apriyanto Putro
 - 2. Independent Commissioner : Mr. Abdul Aziz
 - 3. Independent Commissioner : Ms. Aviliani
 - 4. Commissioner : Mr. Askolani
 - 5. Independent Commissioner : Mr. Goei Siau Hong
 - 6. Independent Commissioner : Mr. Bangun Sarwito Kusmuljono

* Mr. Suwhono, as the Commissioner was unable to attend the EGMS and his absence has been formally notified to the Company

- Board of Directors:**
- 1. President Director : Mr. Budi G. Sadikin
 - 2. Deputy President Director : Mr. Sulaiman A. Ariananto
 - 3. Director of Distributions : Mr. Sentot A. Sentausa
 - 4. Director of Technology & Operations : Mr. Ogi Prastomiyono
 - 5. Director of Treasury & Markets : Mr. Pahala N. Mansury
 - 6. Director of Corporate Banking : Mr. Royke Tumilaar
 - 7. Director of Consumer Banking : Mr. Hery Gunardi
 - 8. Director of Micro & Business Banking : Mr. Tardi
 - 9. Director of Risk Management & Compliance : Mr. Ahmad Siddik Badruddin
 - 10. Director of Commercial Banking : Mrs. Kartini Sally
 - 11. Director of Finance & Strategy : Mr. Kartika Wirjoatmodjo

The meeting was attended by Shareholders and/or their proxy/representative representing 19.633.688.277 shares in the company based on the Company's Shareholders Registry dated 25 November 2015 at 16:00 WIB (hereinafter referred as the "Shareholders"), including the Series A Dwiwarna share, or constituting 84,14% of the total shares with valid voting rights that have been issued by the Company, totaling 23.333.333.333 shares which comprised of:

- 1 (one) Series A Dwiwarna share; and
- 23.333.333.332 Series B shares;

The EGMS was convened with the following agendas:

- 1. Change in the Company's management (Board of Directors and/or Board of Commissioners).
- 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 (PKBL).

The Company had given opportunities to the shareholders and its proxy/representative to raise questions in each EGMS Agenda. There were 2 persons who raised questions in the First Agenda and no shareholders or their proxies who raised questions in the Second Agenda.

Resolutions of the EGMS were resolved based on 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. On the First EGMS Agenda resolution was resolved by way of closed voting, while for the Second EGMS Agenda, resolution was resolved by way of open voting.

The EGMS has resolved the following resolutions as follows:

First Meeting Agenda

From all of the shares with voting rights present at the EGMS, those who are Against are 21,66%, 1,89% are Abstain, while the remaining 76,45% including one Series A Dwiwarna share are in Favor. Referring to OJK Regulation No. 32/POJK.04/2014, abstain vote will be added to most vote. Therefore:

"EGMS by a majority vote, which is 15.381.313.582 shares or constitute of 78,34% of the total votes cast at the EGMS decided:

- 1. Approved the discharge of Mr. Darmin Nasution as President Commissioner with honor, commencing from his appointment as the Coordinator Minister for Economics of the Republic of Indonesia dated August 12th, 2015. The Company would like to express gratitude for his contribution and ideas during his tenure as President Commissioner.
- 2. Approved and appointed Mr. Wimboh Santoso as President Commissioner. The appointment as the President Commissioner shall be effective upon receiving an approval from the Financial Services Authority (OJK) on Fit and Proper Test, and fulfillment of the prevailing law and regulations.

The term of service as President Commissioner shall be until at the closing of the 5th (fifth) Annual General Meeting of Shareholders, since his appointment, with regards the laws and regulations in Capital Market and without limiting the rights of the General Meeting of Shareholders to terminate the service at any time.

- 3. The composition of the Board of Commissioners of the Company (after the appointment as the President Commissioner approve by OJK), shall be as follows:

- Board of Commissioners**
- President Commissioner : Mr. Wimboh Santoso
 - Deputy President Commissioner : Mr. Imam Apriyanto Putro
 - Independent Commissioner : Mr. Abdul Aziz
 - Independent Commissioner : Ms. Aviliani
 - Commissioner : Mr. Askolani
 - Commissioner : Mr. Suwhono
 - Independent Commissioner : Mr. Goei Siau Hong
 - Independent Commissioner : Mr. Bangun Sarwito Kusmuljono

- 4. Grant power of Attorney and authority to the Board of Directors, with the rights of substitution to take all actions necessary relating to the above mentioned resolution in accordance with prevailing regulations, including to state the resolution of this Meeting in a deed drawn up before a Notary Public and to register the composition of the member of the Board of Commissioners to the Ministry of Law and Human Rights of the Republic of Indonesia and request the OJK to conduct Fit and Proper Test to the President Commissioner candidate in accordance with applicable regulations.

Second Meeting Agenda

From all of the shares with voting rights present at the EGMS, those who are Against are 0,08%, 0,25% are Abstain, while the remaining 99,67% including one Series A Dwiwarna share are in Favor. The majority votes for the Agenda of the meeting consist of the in Favor votes and Abstain votes.

Therefore:

"EGMS by a majority vote, which is 19.618.193.184 shares or constitute of 99,92% of the total votes cast at the EGMS decided:

Approved the implementation of the Ministry State Owned Enterprises Regulation No. PER-09/MBU/07/2015 dated July 3, 2015, regarding the Partnership and Community Development Program (PKBL) as the Board of Directors' guideline to conduct PKBL Program and effective starting from year 2016.

Jakarta, December 22, 2015
PT Bank Mandiri (Persero) Tbk.
BOARD OF DIRECTORS