

**CONSIDERATIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AGENDA
PT BANK MANDIRI (PERSERO) Tbk.
MAY 21, 2014**

On May 21, 2014 PT Bank Mandiri (Persero) Tbk. ("The Company") will hold an Extraordinary General Meeting of Shareholders ("EGMS"). In accordance with the provisions of Article 82 of Law No. 40 of 2007 on Limited Liability Company and Article 13 paragraph 5 and paragraph 6 of the company's Articles of Associations, On Tuesday, May 6, 2014 the Company has published an invitation for Extraordinary General Shareholders on *Bisnis Indonesia*, *The Jakarta Post* and *Suara Pembaruan* Newspapers, with the following agenda:

- Alteration of the Management of the Company.

The EGMS agenda consideration is as follows:

The agenda is based on the submission of the letter of the Minister of State-Owned Enterprises (SOE) no. SR-202/MBU/2014 dated March 27, 2014 whereby the SOE Ministry as majority shareholder and also acting as the holder of *Dwi Warna A Series* share (Golden Shares) submitted a proposal to the Company to conduct an Extraordinary General Meeting, and the agenda pertains to the alteration of the Company's board of management. As stated on the letter, the Ministry of SOE will end the assignment of a Commissioner for another assignment.

The Law No. 40 of 2007 regarding Limited Liability Companies Article 94 and Article 111 paragraph (1), (4) and (5) as well as the Articles of Association of the Company Article 15 paragraph (5) and Article 18 paragraph (5) and (7), set forth that the Board of Directors and Board of Commissioners are appointed, replaced and dismissed by the General Meeting of Shareholders based on the procedures stipulated in the Company's Articles of Association. Such general meeting should be attended by the Shareholders of *Dwiwarna A Series*, and the decision of the general meeting must be approved by the Shareholders of *Dwiwarna A Series*. The candidates are proposed by shareholders of *Dwi Warna A Series*.

In summary, the alteration in board of management requires an approval from the General Meeting of Shareholders, and the candidates are proposed by the shareholders of the *Dwi Warna A* shares.