

RULES OF ORDER
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PT BANK MANDIRI (PERSERO) Tbk.

May 21, 2014

1. Extraordinary General Meeting of Shareholders of PT Bank Mandiri (Persero) Tbk. (hereinafter is referred to as “Company”) on May 21, 2014 (hereinafter is referred to as “Meeting”) will be organized in Indonesian Language.
2. Meeting Participants:
 - a. The Shareholder whose name is recorded in the List of Company Shareholders on May 5, 2014 or his/her proxy, is entitled to submit question and/or opinion as well as casting vote in the Meeting.
 - b. Invitee is the party who is present upon invitation from the Board of Directors or Shareholder or proxy of Shareholder who comes late to attend as referred to in point 8 of this Rules of Order, which in the Meeting:
 - i. Not entitled for submitting any question.
 - ii. Not entitled for forwarding any opinion.
 - iii. Not entitled for casting any vote in the Meeting.
3. According to Article 13 paragraph 9 of Company Articles of Association, the Meeting is presided over by the President Commissioner, in case of the President Commissioner is not present or impeded, for which it is not necessarily proven to the third party, it is presided over by Vice President Commissioner. In case of the Vice President Commissioner is not available or absent or impeded due to any reason whatsoever, for which it is not necessarily proven to the third party, it presided over by one of the members of the Board of Commissioners who is present. In case of all the members of the Board of Commissioners are impeded to attend due to any reason whatsoever, for which it is not necessarily proven to the third party, then the Meeting is presided over by the President Director, and in case of the President Director is absent or impeded, for which it is not necessarily proven to the third party, the Meeting is presided over by the Vice President Director. In case of the Vice President Director is not available or absent or impeded, for which it is not necessarily proven to the third party, it is presided over by one of the members of Board of Directors who is present, and in case of all members of the Board of Directors and the members of the Board of Commissioners are absent or impeded, the Meeting is presided over by someone who is elected from the Shareholders who are present.
4. Discussion on Agenda of Meeting shall be implemented with mechanism as follows:
 - a. The Chairman of Meeting will open, preside over the Meeting and close the meeting.
 - b. For the sake smoothness of Meeting, the Chairman of Meeting may ask for assistance from the member of the Board of Commissioners or the President Director of Company or the party as appointed by the President Director for submitting explanation in each Agenda of Meeting, as well as for presiding over the process of question and answer in each agenda of Meeting, under the provisions that the authority for presiding over such Meeting has to be re-submitted by such appointed party to the Chairman of Meeting prior to the commencement of process of resolution adoption.

5. Question and Answer

- a. Before conducting resolution adoption it is conducted question and answer.
- b. The Chairman of Meeting will ask for assistance from the member of the Board of Commissioners or the President Director for presiding over the course of question and answer process. The party as appointed by the Chairman of Meeting who presides over such process of question and answer will further provide opportunity to the Shareholders or their proxies for submitting their question and/or opinion in writing on the sheet of paper as provided by the Functionary.
- c. The conveying of question and/or opinion as submitted verbally will not be responded.
- d. The conveying of question and/or opinion for each agenda consists of 2 (two) Sessions, except the Chairman of Meeting has stipulated otherwise and in each session it will be given the opportunity for maximum 5 (five) questioners.
- e. The Shareholders or their proxies are given the opportunity for submitting their question and/or opinion in 1 (one) time chance. The Shareholder who wants to submit his/her question and/or opinion is requested to raise his/her hand and the party as appointed by the Chairman of Meeting to preside over the process of question and answer will record the name as well as stipulating the sequence number as determined for the shareholder who wants to submit such question or statement of opinion.
- f. The question and/or statement of opinion will be answered or responded in the event that according to the party as appointed by the Chairman of Meeting for presiding over the process of question and answer, the question and/or opinion as submitted are conformed to or in relation with the agenda of Meeting under discussion.
- g. The question and/or opinion as have been written on the sheet of paper as provided by the functionary, it will be submitted by the Shareholder or his/her proxy to the functionary for further submission to the Notary Public for scrutiny for the legitimacy/authority of the questioner.
- h. The party as appointed by the Chairman of Meeting for presiding over the process of question and answer will read out or assign the other party as appointed by him/her for reading out the question and / or statement of opinion as have been submitted in writing by the Shareholder and it has been scrutinized according to point g above.
- i. After the question and/or statement of opinion in writing from the Shareholder or his/her proxy have been read out according to point h above, it will be further responded by the member of the Board of Commissioners or the President Director and/or the party as appointed or assigned by them.

6. Adoption of Meeting Resolution:

- a. The resolution shall be adopted based on consultation to reach an agreement.
- b. In case of resolution based on consultation to reach an agreement has not been reached, then the resolution shall be adopted by way of voting.

7. Voting

- a. For the Agenda of Meeting which are being discussed, a Shareholder who has more than one share is only entitled to cast the same vote for the whole shares in his/her possession.
- b. Voting will be conducted with mechanism as follows:
 - i. The Shareholder or his/her proxy who casts blank or unfavorable vote will be asked to raise his/her hand and submitting the ballot for the proposal being discussed.

- ii. The Shareholder or his/her proxy who has not raised his/her hand is considered for approving the proposal of the Agenda of Meeting under discussion.
 - ii. Particularly for voting concerning individual person in the 5th (fifth) agenda, it will be implemented by way closed voting, unless the Meeting has determined otherwise. In such closed voting, all shareholders or their proxies who are present in the Meeting, those who will cast favorable vote or unfavorable vote or blank vote shall submit the ballots to the Functionary.
 - iv. The Chairman of Meeting will let the Notary Public for announcing the result such voting.
 - c. Blank vote or void vote is considered non-existent and not calculated in determining the total votes as casted in the RUPS (General Meeting of Shareholders).
 - d. The whole Resolutions on the Agenda of Meeting are binding in the event that it is approved with favorable votes from the Shareholders or their proxy with more than $\frac{1}{2}$ (a half) part of the total votes as legitimately casted in the Meeting.
 - e. The Meeting Participants are expected for attending the Meeting until it has finished.
8. In the event that it is found the Company Shareholder or his/her proxy who has come late and his/her number of shares is not included in the total number of shares as has been calculated for their presence because it has been reported to the Chairman of Meeting, then such Shareholder shall remain being able to join the course of the Meeting, but his/her vote is not calculated and not allowed to submit any question and/or opinion.
9. During the course of the Meeting, the Meeting participant is expected for being in order and not activating the cellular phone. The Chairman of Meeting or member of the Board of Commissioners or the President Director as appointed by the Chairman of Meeting for presiding over the process of question and answer, is entitled to take any measures as required in safeguarding the orderliness of Meeting implementation.
10. Meeting Participant Identity is obligatory to wear during the course of Meeting.
11. Other matters which have not yet been regulated in this Rules of Order will be stipulated later by the Chairman of Meeting according to the provisions in the Company Articles of Association or prevailing provisions of law, or according to those as deemed appropriate with approval from the Meeting.