

# ANNOUNCEMENT OF SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS PT BANK NEGARA INDONESIA (PERSERO) TBK

The Board of Directors of PT Bank Negara Indonesia (Persero) Tbk hereinafter called "The Company" that the Company has convened the Annual General Meeting of Shareholders hereinafter called "Meeting" as follows:

A. On:  
 Day : Thursday  
 Date : March 10, 2016  
 Time : 10:00 AM  
 Venue : Multi Function Room, BNI Building 25th Floor  
 Jl. Jenderal Sudirman Kav. 1, Jakarta 10220

with the following agenda:

- The approval of the Company's Annual Report and validation of the Company's Consolidated Financial Statements, approval of the Board of Commissioners Supervisory Actions Report as well as validation of the Annual Report of Partnership & Community Development Program for the financial year 2015 along with granting full release and discharge (acquit et de charge) to all members of the Board of Directors from the management actions and to all members of the Board of Commissioners from the supervisory actions carried out for the financial year 2015.
- The determination of the use of the Net Profits of the Company's for the financial year 2015.
- The determination of the Board of Directors salary, Board of Commissioners allowance and facilities for the Board of Directors and Board of Commissioners of the Company for the year 2016 as well as tantien for the Board of Directors and Board of Commissioners of the Company for the year 2015.
- The appointment of a Registered Public Accountants Firm to perform the audit on the Company's Financial Statements and the Annual Report of Partnership & Community Development Program for the financial year 2016.
- The approval of Management and Employee Stock Ownership Program using the treasury stock.
- The amendment of the members of the Board of Commissioners and/or Board of Directors of the Company.

- B. The member of Board of Directors and Board of Commissioners of the Company who attend the Meeting

The Board of Directors:

- President Direktor Mr. Achmad Baiquni
- Vice President Director Mr. Suprajarto
- CFO Mr. Rico Rizal Budidarmo
- Director Mr. Herry Sidharta
- Director Mr. Sutanto
- Director Mr. Anggoro Eko Cahyo
- Director Mrs. Adi Sulistyowati
- Director Mr. Bob Tyasika Ananta
- Director Mr. Imam Budi Sarjito
- Director Mr. Panji Irawan

The Board of Commissioners:

- President Commissioner Mr. Hartadi A. Sarwono
- Vice President Commissioner / Independent Commissioner Mr. Pradjoto
- Commissioner Mr. Kiagus Ahmad Badaruddin
- Independent Commissioner Mrs. Anny Ratnawati
- Commissioner Mr. Pataniari Siahaan
- Commissioner Mr. Revisond Baswir
- Commissioner Mr. Bistok Simbolon

- C. The Meeting was attended by 14,982,322,507 shares including The Series A Dwiwarna Share with valid voting rights or equal with 80.99% of total shares with valid voting rights that have been issued by the Company.

- D. The number of shareholder who raise the questions in first and second agenda are 1 shareholder, whereas there was no question raised on the subsequent agendas.

- E. Resolutions mechanism in the Meeting as follows:

Resolutions of the Meeting were resolved based on an amicable deliberation to reach a mutual consensus. In the event that the resolutions failed to be reached, the resolutions were resolved by way of voting.

- F. The resolutions were resolved by way of voting:

Agenda	Affirmative Vote	Non Affirmative Vote	Abstain
Agenda I	14,963,812,207 shares or 99.87% shares of all shares with voting rights present at the Meeting	7,100 shares or 0.00% shares of all shares with voting rights present at the Meeting	18,503,200 shares or 0.12% shares of all shares with voting rights present at the Meeting
Agenda II	14,981,040,607 shares or 99.99% shares of all shares with voting rights present at the Meeting	1,256,000 shares or 0.00% shares of all shares with voting rights present at the Meeting	25,900 shares or 0.00% shares of all shares with voting rights present at the Meeting
Agenda III	14,740,588,303 shares or 98.39% shares of all shares with voting rights present at the Meeting	240,963,104 shares or 1.61% shares of all shares with voting rights present at the Meeting	771,100 shares or 0.00% shares of all shares with voting rights present at the Meeting
Agenda IV	14,376,957,216 shares or 95.96% shares of all shares with voting rights present at the Meeting	586,644,837 shares or 3.92% shares of all shares with voting rights present at the Meeting	18,720,454 shares or 0.12% shares of all shares with voting rights present at the Meeting
Agenda V	12,337,372,858 shares or 82.35% shares of all shares with voting rights present at the Meeting	2,607,194,808 shares or 17.40% shares of all shares with voting rights present at the Meeting	37,754,841 shares or 0.25% shares of all shares with voting rights present at the Meeting
Agenda VI	11,903,946,787 shares or 79.45% shares of all shares with voting rights present at the Meeting	2,924,011,804 shares or 19.52% shares of all shares with voting rights present at the Meeting	154,363,916 shares or 1.03% shares of all shares with voting rights present at the Meeting

G. The resolutions of the meeting are as follow :

## First Agenda :

- Approve the Company's Annual Report for the 2015 financial year, including the Board of Commissioners Supervisory Action Report for the financial year ended on December 31, 2015, and ratify the Financial Statements of the Company for the financial year ended on December 31, 2015 which had been audited by the Office of the Registered Public Accountants Tanudiredja, Wibisana, Rintis & Partners – global network of PwC member firms according to the Office of the Registered Public Accountants Report No. A160125003/DC2/ANG/2016 dated January 25, 2016, with opinion "The Consolidated Financial Statements have been presented fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries dated December 31, 2015 and its financial performance and cash flows consolidated for the year ended on that date in accordance with Financial Accounting Standards in Indonesia"
- Approve and ratify the Annual Report of Partnership Program and Local Community Development Program including Financial Statements of Partnership Program and Local Community Development Program for the financial year ended on December 31, 2015, which has been audited by the Office of the Registered Public Accountants Tanudiredja, Wibisana, Rintis & Partners – global network of PwC member firms according to the Office of the Registered Public Accountants Report No. A160215003/DC2/ANG/2016 dated February 15, 2016, with opinion "The Financial Statements have been presented fairly, in all material respects, Financial Statements of Partnership Program and Local Community Development Program for the financial year ended on December 31, 2015, and its financial performance and cash flows for the year ended on that date, in accordance with Financial Accounting Standards Entities Without Public Accountability."
- Grant full release and discharge (volledig acquit et de charge) to all members of the Board of Directors and the Board of Commissioners from the management actions and from the supervisory actions they carried out in the financial year ended on December 31, 2015 including the management and supervisory actions to the Partnership Program and Local Community Development Program, to the extent that such actions do not constitute criminal offenses; and such actions are reflected in the Company's Annual Report and Financial Statements as well as Annual Report of Partnership Program and Local Community Development Program for the financial year ended on December 31, 2015.

Furthermore, in compliance with Article 11 paragraph 5 and Article 17 paragraph 5 of State Owned Enterprise Ministerial Regulations No. PER 12/MBU/2012 dated August 24, 2012 pertaining Supporting Organ of Board of Commissioner / Board of SOE Supervisor, the Company has submitted the changes report of the composition of the Company Audit Committee, Risk Monitoring Committee, Remuneration and Nomination Committee and also Integrated Corporate Governance Committee.

## Second Agenda:

- Approve and allocate the use of the Net Profits of the Company for the financial year ended on December 31, 2015 amounted Rp9,066,581,272,436.00 (nine trillion sixty six billion five hundred eighty one million two hundred seventy two thousand four hundred thirty six rupiah), hereinafter shall be referred to as "the Net Profits of the 2015" as follows:
  - A sum of 25% designated as the 2015 Financial Year dividend and will be paid to the shareholders.
  - The rest is determined as the Retained Earnings.

Allocation of funds for the Community Development Program of the 2016 amounting to 1% of the Net Profits of the 2015.

- To grant power and authority to the Company's Board of Directors with the substitution rights to set the schedule and the procedures for distribution of the 2015 Financial Year cash dividends in accordance with prevailing regulations.

## Third Agenda

Approve granting power and authority to the Board of Commissioners with the prior approval of Series A Dwiwarna Shareholders to determine tantien for the 2015 Financial Year, as well as the salary/honorarium, allowances and facilities of the Board of Directors and the Board of Commissioners for 2016.

## Fourth Agenda

Approve granting power and authority to the Company's Board of Commissioners to determine a Registered Public Accountants Office to perform the audit on the Company's Financial Statements and Annual Report of Partnership Program and Community Development Program for the financial year ending December 31, 2016, and to determine the compensation and other requirements in accordance with prevailing regulations. In addition, appoint a replacement Registered Public Accountants Office when the appointed Registered Public Accountants Office in particular fail to accomplish audit on Company's Financial Statements and Annual Report of Partnership Program and Community Development Program for the financial year ending December 31, 2016.

## Fifth Agenda:

Approve granting power and authority to the Company's Board of Commissioners with the prior written approval of the Seri A Dwiwarna Shareholder to determine Management and Employee Stock Ownership Program using the treasury stock.

## Sixth Agenda:

- Honorably dischargement of the members of the Company's Board of Commissioners:

- Mr. Zulkifli Zaini as Independent Commissioner
- Mr. Joseph F.P. Luhukay as Independent Commissioner
- Mr. Daniel T. Sparringa as Independent Commissioner

The dischargement of the said members of the Company's Board of Commissioners valid once the closing of this Meeting with gratitudo for the contribution of labor and thought given during their term of service as members of Board of Commissioners.

- Diverting the assignment of Mr. Hartadi A. Sarwono from President Commissioner concurrently as Independent Commissioner, Mr. Revisond Baswir and Mr. Pataniari Siahaan from Commissioner to Independent Commissioner.

- Approved and appointed names below as members of the Company's Board of Commissioners:

- Mr. Wahyu Kuncoro as Commissioner
- Mr. Joni Swastanto as Commissioner

The Appointment of the said members of the Company's Board of Commissioners valid once the approval from Indonesia Financial Services Authority has been obtained and has complied with rules and regulations. The expiry term of service of appointed member of the Board of Commissioner is until the closing of the Annual General Meeting of Shareholders on the 5th (fifth) anniversary since their appointment,

regarding regulation in the field of capital market, but without prejudice to the right of a General Meeting of Shareholders meeting to dismiss or discharge the member of the Board of Commissioners at any time before their term of office have come to an end.

- The composition of the Company's Board of Commissioners after the approval from Indonesia Financial Services Authority shall be as follows:
  - Mr. Hartadi A. Sarwono as President Commissioner/Independent Commissioner
  - Mr. Pradjoto as Vice President Commissioner/Independent Commissioner
  - Mr. Kiagus Ahmad Badaruddin as Commissioner
  - Mrs. Anny Ratnawati as Independent Commissioner
  - Mr. Pataniari Siahaan as Independent Commissioner
  - Mr. Revisond Baswir as Independent Commissioner
  - Mr. Bistok Simbolon as Commissioner
  - Mr. Wahyu Kuncoro as Commissioner
  - Mr. Joni Swastanto as Commissioner
- Honorably dischargement of Mr. Sutanto as the Company's Director valid once the closing of this Meeting with gratitudo for the contribution of labor and thought given during his term of service as member of Board of Directors.
- Approved and appointed Mr. Putrama Wahyu Setiawan as the Company's Director. The Appointment of the said member of the Company's Board of Directors valid once the approval from Indonesia Financial Services Authority has been obtained and has complied with rules and regulations. The expiry term of service of appointed member of the Board of Directors is until the closing of the Annual General Meeting of Shareholders on the 5th (fifth) anniversary since his appointment, regarding regulation in the field of capital market, but without prejudice to the right of a General Meeting of Shareholders Meeting to dismiss or discharge the member of the Board of Directors at any time before his term of office has come to an end.
- The composition of the Company's Board of Directors after the approval from Indonesia Financial Services Authority shall be as follows:
  - Mr. Achmad Baiquni as President Director
  - Mr. Suprajarto as Vice President Director
  - Mr. Rico Rizal Budidarmo as Director
  - Mr. Herry Sidharta as Director
  - Mrs. Adi Sulistyowati as Director
  - Mr. Bob Tyasika Ananta as Director
  - Mr. Anggoro Eko Cahyo as Director
  - Mr. Imam Budi Sarjito as Director
  - Mr. Putrama Wahyu Setiawan as Director
- Grant power and authority with substitution rights to the Company's Board of Directors to take all actions necessary relating to the above mentioned decisions in accordance with prevailing regulations, including to state the Decisions of this Meeting in a separate deed before a Notary Public and to register the composition of the members of the Company's Board of Commissioners and Board of Directors to the Ministry of Law and Human Rights of the Republic of Indonesia and to ask Indonesia Financial Services Authority to undergo a Fit and Proper Test to the Board candidates according to applicable regulations.

Furthermore, according to the resolution of the Second Agenda as mentioned above where it has been decided the payment of dividends, from the Company's Net Profit amounted to Rp 2,266,645,318,109.00 or Rp122.533827 per share will pay to the shareholder of the Company.

According to above matters, the Company announce of the schedule and the procedures of cash dividend payment as follows:

## The schedule of cash dividend payment

No	Activities	Date
1	• Cum Dividend in Regular Market and Negotiable Market Pasar Reguler dan Negosiasi • Cum Dividend in Cash Market	March 17, 2016 March 22, 2016
2	• Ex Dividend in Regular Market and Negotiable Market Pasar Tunai • Ex Dividend in Cash Market	March 18, 2016 March 23, 2016
3	Recording date (the date of Registered Shareholders who entitled to receive cash dividend)	March 22, 2016
4	Cash dividend payment	April 13, 2016

## The procedures of cash dividend payment:

- Cash dividend will be paid to Shareholders as recorded in Shareholder Register (DPS) of the Company on March 22, 2016 (Recording Date) and/or in the sub securities account in Collective Custodian of the Indonesian Central Securities Depository or PT Kustodian Sentral Efek Indonesia (KSEI) at the closing of the Indonesian Stock Exchange trading session on March 22, 2016.
- Shareholders whose shares are deposited in KSEI, the cash dividend shall be paid through KSEI and distributed to the Account of the Securities Company and/or Custodian Bank on April 13, 2016. The receipt of the payment of the cash dividend shall be delivered by KSEI to the Securities Company and/or Custodian Bank where Shareholders open his/her Account. Shareholders whose shares are not deposited in KSEI, the cash dividend will be transfer directly to the Shareholders account.
- The cash dividend is subject to taxes as regulated under the prevailing Indonesia Tax Regulation. The Company will automatically deduct the income tax from the cash dividend payment.
- Shareholders who are Domestic Assessable organized as Legal Entity and has not submitted NPWP should submit it to KSEI or PT Datindo Entrycom (BAE) with address on Puri Datindo – Wisma Sudirman, Jl. Jend. Sudirman Kav. 34 Jakarta 10220 at the latest on March 22, 2016 at 4.00 pm. Without NPWP, cash dividend payment is subject to a 30% income tax.
- Shareholders who are Foreign Assessable that tax deduction rate is in accordance to Agreement on the Prevention of the Imposition of Dual Taxes (Persetujuan Penghindaran Pajak Berganda –P3B), obligate to fulfill the requirement of Article 26 UU No. 36, 2008 as well as submit DGT-1 or DGT-2 Form that has been legalized by local Kantor Pelayanan Pajak Perusahaan Masuk Bursa to KSEI or PT Datindo Entrycom, at the latest on April 1, 2016 at 4.00 pm. Without the required documents, cash dividend payment is subject to a 20% income tax.

Jakarta, March 14, 2016

The Board of Directors of the Company