

Meeting Material

Extraordinary General Meeting of Shareholders

PT. BANK RAKYAT INDONESIA (PERSERO) Tbk.

Jakarta, January 3rd 2019

Extraordinary General Meeting of Shareholders, held on:

- Day/Date : Thursday, January 03rd 2019
- Time : 14.00 Western Indonesian Time (WIB) onwards
- Venue : BRI I Building 21st floor
Jl. Jenderal Sudirman Kav. 44-46 Jakarta
- Meeting Agenda :
 1. Evaluation of the Company Financial Performance Result for the 9-Months of 2018
 2. Changes of the member of the Company's Board of Commissioners and/or Board of Directors

1. Explanation

- a. Series A Dwiwarna Shareholders have right to propose the meeting agenda of General Meeting of Shareholders.
- b. Responsibilities of the Board of Directors to provide periodic reports upon request of the Board of Commissioners and/or the Series A Dwiwarna Shareholders.
- c. Evaluation of Company Financial Performance Result for the 9-Months of 2018. The Company' has been published the 9-Months of 2018 Financial Result in the company Analyst Meeting held on October 24th 2018.
- d. The meeting agenda is report of the company's financial performance, it does not require resolution from the General Meeting of Shareholders.

2. Laws and Regulations

Evaluation of the Company Financial Performance for the 9 Months of 2018, refers to following:

a. Articles of Association

- Article 5 paragraph (4) point c item c.3
Privileges right the Series A Dwiwarna Shareholders is to propose the agenda of General Meeting of Shareholders.
- Article 12 paragraph (2) point b item 14
The Board of Directors shall to provide periodic reports in any manner and time in accordance with applicable regulations, as well as other reports when requested by the Board of Commissioners and/or the shareholders of Series A Dwiwarna, subject to the laws and regulations in particular the regulations on Capital Market.

b. Minister of State Owned Enterprises Letter No. SR-742/MBU/11/2018 on November 5th 2018 regarding the request of Extraordinary General Meeting of Shareholders.

Mata Acara 2:

Changes of the member of the Company's Board of Commissioners and/or Board of Directors

1. Explanation

- a. Members of the Board of Directors and/or Board of Commissioners appointed and/or dismissed by the General Meeting of Shareholders.
- b. Holders of Series A Dwiwarna shares hold the right to nominate and approve the appointment and dismissal of the Members of the Board of Directors and/or the Board Commissioners.
- c. Delegation of the tasks and authority among members of the Board of Directors is determined in accordance with the General Meeting of Shareholders Resolution.

2. Laws and Regulations

Changes of the member of the Company's Board of Commissioners and Board of Directors, refers to following regulations:

a. Articles of Association

- Article 11 paragraph (10)
 - Members of the Board of Directors are appointed and dismissed by the GMS, in which the GMS is attended by the shareholders of Series A Dwiwarna and the resolutions of such meeting shall be approved by the shareholders of series A Dwiwarna with due observance of the provisions of this Articles of Association. The Board of Directors shall be appointed by the General Meeting of Shareholders of the nominee submitted by the shareholders of series A Dwiwarna, whose nomination shall be binding as General Meeting of Shareholders.

- Article 14 paragraph (12)
 - The members of the Board of Commissioners shall be appointed and dismissed by the general meeting of shareholders, which in the GMS is attended by the shareholders of series A Dwiwarna and the decision of such meeting shall be approved by the shareholders of series A Dwiwarna. The members of the Board of Commissioners are appointed by the GMS of the nominee submitted by the shareholders of the A Dwiwarna series, which nominations are binding for the GMS.

- Article 14 paragraph (25) point b

The company shall hold the General Meeting of Shareholders to decide upon the resignation of members of the Board of Commissioners within 90 (ninety) days after the receipt of the letter of resignation.

b. Company Law No 40 of 2007

- Article 94 paragraph (1)

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

- Article 111 paragraph (1)

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

- Article 92 paragraph (5)

In the event that the Board of Directors consists of 2 (two) or more members of the Board of Directors, the delegation of management tasks and authority between the members of the Board of Directors shall be determined by a General Meeting of Shareholders resolution.

- Article 92 paragraph (6)

In the event that the General Meeting of Shareholders contemplated in paragraph (5) does not make any determination, the division of the tasks and authority of the members of the Board of Directors shall be determined by a resolution of the Board of Directors.

c. Financial Service Authority Regulation No.33 /POJK.04/2014 on December 8 2014 concerning the Board of Directors and the Board of Commissioners of the Public Companies

- Article 3

Members of the Board of Directors are appointed and dismissed by General Meeting of Shareholders.

- Article 7

Proposals for the appointment, dismissal, and/or replacement of members of the Board of Directors to General Meeting of Shareholders shall consider the recommendations from the Board of Commissioners or a committee which carries out the nomination functions.

- Article 26

Proposals for the appointment, dismissal, and/or replacement of members of the Board of Directors to General Meeting of Shareholders as referred to in Article 7 are mutatis mutandis of those of members of the Board of Commissioners

d. Regulation of the Minister of SOE Number: PER-03/MBU/02/2015 dated February 17, 2015 regarding Requirements and Procedures for Appointment and Dismissal of the Members of the Board of Directors of SOEs

- Chapter III.B.2

Specific for public State Owned Enterprises, prospective candidates from the State Owned Enterprises must be nominated by the Board of Commissioners. If the Minister views that there are other candidates who have the potential to become members of the Board of Directors, but not included in the list of names proposed by the Board of Commissioners, the Minister can ask the Board of Commissioners to assess the person concerned and if they meet the requirements, Board of Commissioners will proposed to the Minister.

- Chapter III.E.4

For public State Owned Enterprise, the curriculum vitae of prospective members of the Board of Directors that nominated in the General Meeting of Shareholders must be available and announced at the Meeting prior to the final decision to elect a new member of the Board of Directors.

e. Regulation of the Minister of SOE Number: PER-02/MBU/02/2015 dated February 17, 2015 regarding Requirements and Procedures for Appointment and Dismissal of the Members of the Board of Commissioners and Board of Supervisors of State-Owned Enterprises.

- Chapter III.C.11

Specific for state-owned banks, candidates nominated in the General Meeting Shareholders are assessed by a team formed by the Minister by involving the Chair of the Board of Commissioners who performs the Nomination function. If the Chairperson of the Board of Commissioners as intended is absent, it can be replaced by a Committee member from the Independent Commissioner who performs the nomination function.

- Chapter III.D.4

For public State Owned Enterprise, the curriculum vitae of prospective members of the Board of Commissioners that nominated in the General Meeting of Shareholders must be available and announced at the Meeting prior to the final decision to elect a new member of the Board of Commissioners.

BUMN
Hadir untuk negeri

 **BANK BRI**


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