

# Meeting Material

## Extraordinary General Meeting Of Shareholders

PT Bank Rakyat Indonesia (Persero) Tbk

Jakarta, August 12<sup>th</sup> 2015

## *Changes in the Board of Commissioners and/or the Board of Directors*

### Background

- 1. The Assignment of Mr. Djarot Kusumayakti (BoD Member) to other State Owned Enterprise.**  
EGMs will ask approval from shareholders to terminate the tenure of Mr. Djarot Kusumayakti.
- 2. Resignation of Mr. Gatot M. Suwondo.**  
EGMs will report to the shareholders the resignation of Mr. Gatot M. Suwondo  
(note : not yet effective because he hasn't take fit and proper test).

1. Indonesia Financial Services Authority Regulation No. 33/POJK.04/2014 dated 8 December 2014 on the Board of Directors and The Board of Commissioners of Issuers or Public Company.

**Article 26 jo. Article 3**

*The members of Board of Directors and/or Board of Commissioners shall be appointed, dismissed and/or replaced by the General Meeting of Shareholders.*

2. Law No. 19 Year 2003 concerning State Owned Enterprises

**Article 53**

*Member of Board of Directors are prohibited to hold another position as :*

- a. *Member of Board of Director at other SOE, local government-owned-enterprises, private enterprise, and/or other position that may pose a conflict of interest.*
- b. *Other structural and functional positions at agencies, central and/ or local government agencies; and / or*
- c. *Other positions in accordance with the provisions of the Regulation of Perum establishment and the prevailing law and regulations*

## 3. Article of Association

### a. Article 11 paragraph (7)

*The members of the Board of Directors shall be appointed and dismissed by the General Meeting of Shareholders, wherein the General Meeting of Shareholders shall be attended by the holders of Serial A Dwiwarna shares and the resolution of such Meeting shall be approved by the holders of Serial A Dwiwarna shares, with due observance of the provisions stipulated in these Articles of Association. The members of the Board of Directors shall be appointed by the General Meeting of Shareholders from candidates nominated by the holders of Serial A Dwiwarna shares, such nomination shall bind the General Meeting of Shareholders. This provision applies also to the General Meeting of Shareholders held in order to annul or uphold the dismissal of the members of the Board of Directors.*

### b. Article 14 Paragraph (8)

*The members of the Board of Commissioners shall be appointed and dismissed by the General Meeting of Shareholders, wherein the General Meeting of Shareholders shall be attended by the holders of Serial A Dwiwarna shares and the resolution of such Meeting shall be approved by the holders of Serial A Dwiwarna shares.*

*The members of the Board of Commissioners shall be appointed by the General Meeting of Shareholders from candidates nominated by the holders of Serial A Dwiwarna shares, such nomination shall bind the General Meeting of Shareholders. This provision applies also to the General Meeting of Shareholders held in order to annul or uphold the dismissal of the members of the Board of Commissioners*

4. **Minister of State Owned Enterprises Rules No. PER-03/MBU/02/2015 dated 17 February 2015 concerning the requirements, appointment procedures and dismissal of directors of state-owned enterprises**

## **Bab III.E**

For public listed SOE, curriculum vitae candidates for the Board who is proposed to be appointed in the AGM, will be available and announced during the General Meeting of Shareholders before the decision on the appointment.

**Thank You**