

Supporting Material Annual General Meeting of Shareholders 2016

Jakarta, March 23rd, 2016

PT BANK RAKYAT INDONESIA (PERSERO) Tbk

Agenda 1

Approval of the Annual Report including the ratification of the Company's Consolidated Financial Statements and the Board of Commissioners Supervisory Actions Reports as well as the ratification of the Annual Report including the Financial Report on the Partnership and Community Development Program for the financial year of 2015 also granting the full release and discharge (*acquit et de charge*) to all members of the Company's Board of Directors and Board of Commissioners for their management and supervision during the financial year of 2015.

Laws and Regulation

1. Article 22 paragraph (1) point a Company's Article of Association
2. Article 69 Law No. 40 Year 2007 regarding Limited Liabilities Companies
3. Article 23 paragraph (1) Law No. 19 Year 2003 regarding State Owned Enterprises
4. Article 18 Minister of State Owned Enterprises Regulation No. PER-09/MBU/07/2015 regarding the Partnership and Community Development Program of State owned Enterprises

Objective and Reason

1. The Annual Report including the Board of Commissioners Supervisory Actions Reports, Company's Consolidated Financial Statements as well as Annual Report on the Partnership and Community Development Program of the financial year of 2015 to be validated in the 2016 Annual General Meeting of the Shareholders is available and can be retrieved from the company's website (www.bri.co.id) and Indonesia Stock Exchange's website (www.idx.co.id) on the day of invitation release.
2. Company's Consolidated Financial Statements for the financial year ended on Desember 31, 2015 is audited by Public Accountant Firm of Purwantono, Sungkoro dan Surja. The auditor's report with formal opinion "**normal for all material issues**" in accordance with Auditor report No. RPC-250/PSS/2016 dated Januari 29, 2016 .
3. The Annual report on the Partnership and Community Development Program for the financial year ended on Desember 31, 2015 is audited by Public Accountant Firm of Purwantono, Sungkoro dan Surja (EY Member) with opinion "**normal for all material issues**" in accordance with Auditor report No. RPC-119/PSS/2016/DAU dated February 23, 2016

Agenda 2

Approval of the use of the Net profit of the Company for the financial year of 2015

Laws and Regulation

1. Article 22 paragraph (1) point b, article 27 paragraph (3), paragraph (4) and paragraph (7) Company's Article of Association
2. Article 71 paragraph (1) Law No. 40 Year 2007 regarding Limited liabilities Companies
3. Article 8 Minister of State Owned Enterprises Regulation No. PER-09/MBU/07/2015 regarding the Partnership and Community Development Program of State owned Enterprises

Objective and Reason

Company 's net profit (consolidated) for the financial year ended on December 31, 2015 is Rp 25.397,74 Triliun will be allocated as follows:

1. Dividends for the Shareholders,
2. Partnership and Community Development Program, and
3. Retained Earnings.

Agenda 3

Approval on the salary and honorarium for the financial year of 2016 as well as tantieme for the financial year of 2015 for the Board of Directors and Board of Commissioners .

Laws and Regulation

1. Article 11 paragraph (18) and Article 14 paragraph (27) Company's Article of Association
2. Article 96 and Article 113 Law No. 40 Year 2007 regarding Limited Liabilities Companies
3. Minister of State Owned Enterprises Regulation No. PER-04/MBU/2014 regarding Guidelines for Income Determination of the Board of Directors, the Board of Commissioners and the Board of Supervisory of State-Owned Enterprises

Objective and Reason

1. In accordance with Company's Article of Association, salary/honorarium and allowance for the member of the Board of Directors and the Board of Commissioners shall be determined by the General Meeting of Shareholders, where the authority of the General Meeting of Shareholders may be delegated to the Board of Commissioners.
2. As State owned enterprises, determination of the compensation of the Board of Directors and Board of Commissioners is to align with Minister of State Owned Enterprises Regulation No. PER-04/MBU/2014. In accordance with the regulation, determination of the compensation in the form of salary/honorarium, allowance and fixed facilities also tantieme/performance based incentive which is variable must considering business's size, complexity, inflation, financial condition, general compensation in similar industry and other relevant factors, as long as not contradicted with the prevailing laws and regulations.

Agenda 4

Appointment of Public Accountant Firm to audit the Company's Financial Report and the Financial Report on the Partnership and Community Development Program for the financial year of 2016 .

Laws and Regulation

Article 22 paragraph (1) point c Article of Association

Objective and Reason

In accordance with Company's Article of Association, the Annual General Meeting of Shareholders determines the Public Accountant Firm to audit on going Company Report based on proposal from Board of Commissioners or conferral of power on the Board of Commissioners to determine Public Accountant Firm.

Agenda 5

Approval of the Management and Employee Stock Ownership Program using the treasury stock.

Laws and Regulation

1. Article 9 Financial Service Authority Regulation No.2/POJK.04/2013 regarding Share Buybacks of Issuers and Publicly Listed Companies in Significantly Fluctuating Market Conditions.
2. Financial Service Authority Regulation No.22/POJK.04/2015 regarding Other Condition as Significantly Fluctuating Market Conditions.
3. Article 13 Financial Service Authority No. 11/POJK.03/2016 regarding Capital Adequacy of Public Bank.
4. Minister of State Owned Enterprises Regulation No. PER-04/MBU/2014 regarding Guidelines for Income Determination of the Board of Directors, the Board of Commissioners and the Board of Supervisory of State-Owned Enterprises..

Objective and Reason

1. The Management and Employee Stock Ownership are to comply with Financial Service Authority Regulation No.22/POJK.04/2015
2. Align with Financial Service Authority Regulation No.11/POJK.03/2016 which stated that stock buyback can be exercised in order to be used in Management and Employee Stock Ownership Program or to prevent acquisition/take over.
3. Management and Employee Stock Ownership Program will align with Financial Service Authority No.22/POJK.04/2015 and Minister of State Owned Enterprises Regulation No. PER-04/MBU/2014.

Agenda 6

Change of the Member of the Board of Commissioners and/or Board of Directors of the Company.

Laws and Regulation

1. Article 5, Article 11 paragraph (7), Article 11 paragraph (9), Article 14 paragraph (9) and Article 14 paragraph (11) Company's Article of Association
2. Article 16 paragraph (4) and Article 28 paragraph (3) Law No. 19 Year 2003 regarding Limited Liabilities Companies
3. Financial Service Authority Regulation No.33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of Issuers or Public Company.
4. Minister of State Owned Enterprises Regulation No. PER-03/MBU/02/2015 regarding Conditions, Appointment and Discharge of the Board of Directors of State Owned Enterprises
5. Minister of State Owned Enterprises Regulation No. PER-02/MBU/02/2015 regarding Condition, Appointment and Discharge of the Board of Commissioners and Board of Supervisory of State Owned Enterprises

Objective and Reason

1. Changes in the Company's management are due to the term of service of several members of the Board of Directors will be expired,
2. Board of Directors and Board of Commissioners of the State Owned Enterprises term of service is set for 5 (five) years and can be re-appointed for 1 (one) term of service in accordance with Company's Article of Association and the prevailing laws, with still considering the right of General Meeting of Shareholders to terminate at any time.
3. As State Owned Enterprises and in accordance with Company's Article of Association, holders of Serial A Dwiwarna shares hold the right to nominate, appoint and terminate the members of the Board of Directors and/or Board of Commissioners.

Thank You

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