

## **PT BANK RAKYAT INDONESIA (PERSERO) Tbk INVITATION ANNUAL GENERAL MEETING OF SHAREHOLDERS**

PT Bank Rakyat Indonesia (Persero) Tbk (the "**Company**"), having its domicile in Central Jakarta, hereby invites the Shareholders to attend the Annual General Meeting of Shareholders (the "**Meeting**"), which will be held on:

Day/Date	: Monday, March 24, 2025
Time	: 14.00 Western Indonesia Time (WIB) – onward
Venue	: Menara BRILiaN Jl. Gatot Subroto No. 177A, Menteng Dalam Central Jakarta
Procedure	: The Meeting will be held electronically through Electronic General Meeting System Facility of KSEI (" <b>eASY.KSEI</b> ") and physically

### **Agendas of the Meeting:**

- 1. Approval of Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Board of Commissioners' Supervisory Report as well as Ratification of Financial Statements of Micro and Small Enterprise Funding Program for the Financial Year 2024, and Grant of Release and Discharge of Liability (*volledig acquit et de charge*) to the Board of Directors for the Management Actions of the Company and the Board of Commissioners for the Supervisory Actions Performed during the Financial Year of 2024.**

#### Rationale:

- Pursuant to Article 66 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Company as modified by Law No. 6 of 2023 concerning the Stipulation of Government Regulation in Lieu of Law No. 2 of 2022 concerning Job Creation to Become Law ("**Company Law**"), the Board of Directors presents the Annual Report to the General Meeting of Shareholders ("**GMS**") after the examination of such report by the Board of Commissioners.*
- Pursuant to Article 18 paragraph (9) of the Company's Articles of Association, the approval of the Annual Report, including the ratification of the Annual Financial Statements, as well as the Supervisory Duties Report of the Board of Commissioners, is determined by the Annual GMS.*
- The Ratification of Financial Statements of Micro and Small Enterprise Funding Program is a part of this Agenda pursuant to Article 33 paragraph (3) of Regulation of Minister of State-Owned Enterprises of Indonesia (MSOE) No. PER-1/MBU/03/2023 dated March 3, 2023 concerning Special Assignments and Environmental Social Responsibility Programs of State-Owned Enterprises ("**MSOE Regulation 1/2023**"), the annual financial statements of micro and small enterprise funding program which has been audited by public accountant separately, must obtain a ratification from the GMS/Minister.*

d. *The Company shall request full repayment and release of responsibility to members of the Board of Directors and Board of Commissioners for the management and supervision that has been carried out during the Financial Year 2024, as stipulated in the Annual Report and Financial Statements.*

## **2. Determination of Appropriation of the Company's Net Profit for the Financial Year of 2024.**

### Rationale:

- a. *Pursuant to Article 26 paragraph (12) of the Company's Articles of Association jo. Article 72 Company Law, on January 15, 2025, the Company disbursed the interim dividend for the Financial Year of 2024 which is calculated in the cash dividend derived from the Company's net profit for the Financial Year of 2024.*
- b. *Pursuant to Article 22 of Regulation of the Minister of Finance of the Republic of Indonesia Number 179/PMK.02/2022 concerning Management of Non-Tax State Revenue (PNBP) from State Assets Separated by the State General Treasurer, in essence regulates the decision to provide additional dividend deposits and/or interim dividends as PNBP deposits which are further recorded in the GMS or similar with the GMS.*
- c. *Pursuant to Article 70, Article 71 Company Law, also Article 26 paragraph (1) Company's Articles of Association, the GMS decides the appropriation utilization of net profit and disbursement of dividend.*

## **3. Determination of the Salary/Honorarium, Facilities and Benefits for the Financial Year 2025, as well as Tantiem/Performance Incentives/Special Incentives of the Performance for the Financial Year 2024 and/or Long-Term Incentives for the 2025-2027, for the Board of Directors and the Board of Commissioners of the Company.**

### Rationale:

- a. *Pursuant to Article 96 and Article 113 of Company Law, provision on the amount of Remuneration and Tantiem of the Board of Directors and Board of Commissioners is decided by a resolution of GMS.*
- b. *Pursuant to the Regulation MSOE Regulation No. PER-3/MBU/03/2023 dated March 24, 2023 concerning Organs and Human Resources of State-Owned Enterprises ('**MSOE Regulation 3/2023**'), it is stipulated that:*
  - 1) *The amount of the salary of Board of Directors of State-Owned Enterprises is determined by a GMS/Minister each year during a year, from January of the current year.*
  - 2) *The State-Owned Enterprises may grant Tantiem/Special Incentive/Long-Term Incentive to Board of Directors and Board of Commissioners and Supervisory Body pursuant to the decision of a GMS/Minister.*
- c. *Pursuant to Article 5 paragraph (4) letter c of Company's Articles of Association, the Series A Dwiwarna Shareholder is entitled to approve the remuneration of the Board of Directors and the Board of Commissioners.*

**4. Appointment of Public Accountant and/or Public Accountant Firm to Perform Audit on the Company's Consolidated Financial Statements for the Financial Year of 2025 as well as Micro and Small Enterprise Funding Program's Financial Statements and Implementation Report for the Financial Year of 2025.**

Rationale:

- a. Pursuant to Article 3 of Financial Services Authority Regulation No. 9 year 2023 dated July 11, 2023 concerning the Use of Public Accountant and Auditing Firm in Financial Services Activities and Article 59 of Financial Services Authority Regulation No.15/POJK.04/2020 dated April 20, 2020 concerning The Planning and Holding of General Meetings of Shareholders of Public Limited Companies ("**POJK GMS**"), appointment and dismissal of public accountant and/or public accountant firm which will perform audit of historical annual financial information must be decided in a GMS, by considering the opinion from the Board of Commissioners and with regard to the recommendation from audit committee.
- b. Pursuant to Article 33 paragraph 3 of MSOE Regulation 1/2023 principally regulates that the Micro and Small Enterprise Funding Program's Financial Statements shall be audited by Public Accountant Firm which is separated from the SOE Financial Statements audit which is organized under the financial accounting standard to be ratified by GMS/the Minister.

**5. Report on the Realization of the Utilization of Proceeds from Bank BRI Green Bonds I Phase III Year 2024.**

Rationale:

Pursuant to POJK No. 30/POJK.04/2015 dated December 22, 2015 concerning Report on the Realization of Use of Public Offering Proceeds ("**POJK 30/2015**"), that:

- a. Article 7 paragraph (1) POJK 30/2015, principally regulates that accountability for the realization of the use of funds from the first Public Offering must be carried out at the nearest annual GMS which will be held even though the realization of the use of funds has not yet covered 1 (one) year after the date of delivery of the Securities or after the allotment date.
- b. This Agenda is merely a report, thus an approval of GMS is not required.

**6. Approval of the Update to the BRI Recovery Action Plan.**

Rationale:

Pursuant to POJK Number 5 Year 2024 dated March 25, 2024 concerning Determination of the Status of Supervision and Handling of Problems of Commercial Bank ("**POJK 5/2024**"), it is stipulated that:

- a. Article 14 paragraph (1), Bank shall prepare and submit a Recovery Action Plan to Financial Services Authority .
- b. Article 15 paragraph (1), the Recovery Plan must obtain an approval from the Shareholders in a GMS.

## **7. Determination of Credit Limit (Plafond) for the Cancellation of Bad Loan Receivables which have been Written-off**

### Rationale:

*Pursuant to it is stipulated that:*

- a. Pursuant to Article 3 paragraph (1) Government Regulation Number 47 Year 2024 dated November 5, 2024 concerning the Cancellation of Bad Loan Receivables for Micro, Small and Medium Enterprises, it is stipulated that principally states that the bad debt receivables in the SOE Banks to Micro, Small, and Medium Enterprises may be written-off and cancelled.*
- b. Pursuant to Article 12 paragraph (8) Company's Articles of Association, In essence, it regulates that write-offs are carried out within the ceiling amount (limit) that has been determined by the GMS and will remain in effect until a new ceiling (limit) is established by the GMS.*

## **8. Approval of the Planning of Repurchase of the Company's Shares (Buyback) and the Transfer of the Repurchased Shares that is recorded as Treasury Stock**

### Rationale:

- a. Pursuant to Article 13 POJK Number 11/POJK.03/2016 dated on January 29, 2016 tentang Minimum Capital Requirements for Commercial Banks along with the explanation, in essence regulates that the Company can carry out buybacks for certain purposes, including within the framework of a share ownership program for Employees and/or Company Management in accordance with OJK approval.*
- b. Pursuant to Article 2 paragraph (1) and paragraph (3), Article 21 letter c, junctis Article 22 paragraph (1) POJK Nomor 29 Year 2023 dated December 29, 2023 regarding the Buyback of Shares Issued by a Public Company ("**POJK 29/2023**"), the buyback and transfer of shares resulting from the buyback must first obtain approval from the GMS.*
- c. Pursuant to Article 22 ayat (3) POJK 29/2023, GMS agenda to carry out share buybacks and transfer of shares resulting from buybacks can be carried out at the same GMS.*

## **9. Amendments to the Company's Articles of Association.**

### Rationale:

- a. Pursuant to Article 19 paragraph (1) Company Law, principally regulates that the amendment of Company's Article of Associations is determined by GMS;*
- b. Pursuant to Article 28 paragraph (1) and (2) of the Company's Articles of Association, amendments of the Company's Articles of Association is ratified by the GMS with regard to Company Law and/or Capital Market regulation.*
- c. Pursuant to Article 16 paragraph (2) POJK GMS, that 1 (one) or more shareholders representing 1/20 (one twentieth) or more of the total number of shares with voting rights may propose agenda items for the Meeting.*

*d. Series A Dwiwarna Shareholders have the right to propose agenda items for the Meeting, as regulated in Article 5 paragraph (4) letter c of the Company's Articles of Association, Changes to the Company's Articles of Association are carried out based on the Letter of the Ministry of State-Owned Enterprises of the Republic of Indonesia No. S-56/MBU/02/2025 dated February 6, 2025 concerning Approval of the Annual General Meeting of Shareholders for the 2024 Fiscal Year of PT Bank Rakyat Indonesia (Persero) Tbk.*

## **10. Changes in the Composition of the Company's Management.**

### Rationale:

- a. Pursuant to Article 11 paragraph (10) and Article 14 paragraph (12) of Company's Articles of Association, the Board of Directors and Board of Commissioners are appointed and dismissed in a GMS attended by, and the candidate proposed by Series A Dwiwarna Shareholder.*
- b. Pursuant to Article 3 and Article 23 POJK No. 33/POJK.04/2014 dated December 8, 2014 concerning the Board of Commissioners and Board of Directors of Issuers or Public Companies ("**POJK 33/2014**"), that 1 (one) term of office of the Board of Commissioners and the Board of Commissioners is a maximum of 5 (five) years or until the closing of the annual GMS at the end of 1 (one) term of office and can be reappointed.*

In accordance with the Meeting, the Company hereby conveys the following matters:

1. This invitation constitutes an official invitation of the Meeting. Therefore, the Company shall not send separate invitations to the Shareholders.
2. Pursuant to Article 23 paragraph (2) of POJK GMS, Shareholders who are entitled to attend and vote in the Meeting are those whose names are recorded in the Shareholders Register of the Company or in the securities account at The Indonesian Central Securities Depository ("**KSEI**") on **Thursday, February 27, 2025**.
3. Pursuant to Financial Services Regulation Regulation No. 16/POJK.04/2020 dated April 20, 2020 concerning the Electronic General Meeting of Shareholders ("**POJK e-GMS**") and Regulation of KSEI No. XI-B concerning the Procedure for the Convening of Electronic General Meeting of Shareholders Supplemented by the Casting of Votes through Electronic General Meeting System of KSEI (eASY.KSEI):
  - a. The Meeting will be held electronically through eASY.KSEI and physically/present at the venue of the Meeting. Considering the limited room capacity, the Company is authorized to restrict the number of Shareholders who may attend the Meeting physically based on the first in first served method.
  - b. The Shareholders may only attend in the Meeting electronically or grant their power of attorney via eASY.KSEI with the following procedures:
    - 1) The Shareholders shall be registered in the Facility of Securities Ownership Reference of KSEI ("**AKSes KSEI**"). If the Shareholders are not registered, the Shareholders are kindly required to register on the website <https://akses.ksei.co.id>.

- 2) For registered Shareholders, the proxy is provided at eASY.KSEI in the website <https://easy.ksei.co.id> ("**e-Proxy**").
  - 3) The Shareholders may declare their proxy and votes, modify the appointment of the Attorney and/or the votes for the agenda of the Meeting, or revoke the proxy since the date of the Invitation of the Meeting until 1 (one) business day prior to the date of the Meeting, which is **Friday, March 21, 2025 at 12.00 WIB**.
- c. Following matters which should be noticed on the registration process for Shareholders who will attend the Meeting electronically to give an e-voting through eASY.KSEI are:
- 1) The Shareholders mentioned below must register their attendance electronically in eASY.KSEI on the date of the Meeting starting from 12.00 to 13.30 WIB:
    - a) Local individual Shareholders who have not declared their attendance or proxy in eASY.KSEI until the specified time limit and intend to attend the Meeting electronically.
    - b) Local individual Shareholders who have declared their attendance, yet have not submitted their vote in eASY.KSEI until the specified time limit and intend to attend the Meeting electronically.
    - c) Proxy from the Shareholders who have granted power of attorney to the Independent Representative or Individual Representative, yet have not submitted their vote in eASY.KSEI until the specified time limit.
    - d) Proxy from the Shareholders who have granted power of attorney to participant/intermediary (Custodian Bank or Securities Company) and have submitted their vote in eASY.KSEI until the specified allocated time.
  - 2) For Shareholders who have granted an attendance declaration or proxy to the Independent Representative or Individual Representative and have submitted their vote for the Meeting agenda in eASY.KSEI until the specified time limit, such Shareholder/the Proxy is not required to register attendance electronically in eASY.KSEI.
  - 3) Any delay or failure in the electronic registration process for any reason will cause the Shareholders or their Proxy are unable to attend the Meeting electronically, and their share ownership will not be calculated as the attendance quorum.
  - 4) Guidelines for registration, use and explanation concerning eASY.KSEI and AKSes KSEI are available on <https://easy.ksei.co.id> and/or <https://akses.ksei.co.id>.
- d. Exempted from previous provision, Shareholders with the **scripted shares** may attend the Meeting physically by complying point e below.
- e. Shareholders who will attend physically, shall comply with following provisions:
- 1) Shareholders are recommended to attend and represented by their proxies with the following provisions:
    - a) Shareholders grant their power of attorney to Independent Representative.

- b) The form of Power of Attorney may be downloaded in the Company's website. The fully completed Power of Attorney must be delivered to the Share Registrar (Biro Administrasi Efek/"**BAE**") of the Company, PT Datindo Entrycom, Jl. Hayam Wuruk No. 28, Jakarta 10210, Telp. (021) 3508077, no later than Wednesday, March 19, 2025, at 16.15 WIB.
- 2) Attending Shareholders (or their proxy) who will attend are requested to bring and submit a copy of valid identification to the registration officer before entering the Meeting room.
- 3) Legal Entity Shareholders are requested to bring a complete copy of their latest Articles of Association, attached with the latest Deed of the current composition of the Board of Directors and the Board of Commissioners.
- 4) Shareholders in the securities account of KSEI shall deliver Written Confirmation for GMS ("**KTUR**") which may be collected on business hours in the Securities Company or in the Custodian Bank where such Shareholders opened their securities account.
- 5) Shareholders or their proxies who come to the Meeting location, but are unable to enter the Meeting room due to limited capacity, can still exercise their rights to attend and vote at the Meeting represented by an Independent Representative through the granting of a proxy based on letter c above.
- 6) Shareholders or their Proxies and other parties who will physically attend the Meeting, must comply with the security safety and health protocols. The Company may take certain actions necessary for the Meeting to run properly,
- f. Further explanation regarding to the agendas of the Meeting is available in the Materials of Meeting from the date of this Invitation to the day of the Meeting which may be downloaded on the Company's website pursuant to Article 18 paragraph (1) dan paragraph (4) of POJK RUPS.
- g. To simplify the arrangement and orderliness of the Meeting, the Shareholders (or their proxy) are required to arrive 30 (thirty) minutes prior to the Meeting is started.

Jakarta, February 28, 2025  
**PT Bank Rakyat Indonesia (Persero) Tbk**  
**Board of Directors**