

# **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

## **AGENDAS**

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**PT Bank Rakyat Indonesia (Persero) Tbk**

**November 25<sup>th</sup>, 2025**

# Event of the Extraordinary General Meeting of Shareholders



## Date & Time

Wednesday, December 17<sup>th</sup>, 2025  
14.00 Western Indonesia Time – End



## Place

Jakarta



## Mechanism

Electronically through the KSEI  
Electronic General Meeting System  
Facility/eASY.KSEI (e-GMS)

## Agendas:

1. **Approval of Amendments to the Company's Articles of Association**
2. **Approval of the Delegation of Authority to Approve the Company's Work Plan and Budget for the Year 2026**
3. **Changes to the Composition of the Company's Management**

The Company encourages Shareholders **to attend the Meeting electronically or to grant a proxy via the eASY.KSEI Facility**. In this regard, electronic attendance and proxy granting shall be carried out in accordance with the following procedures:

1. Shareholders must first be registered in the KSEI Securities Ownership Reference Facility ("AKSes KSEI"). In the event that they are not yet registered, Shareholders are requested to complete the registration through the website <https://akses.ksei.co.id>.
2. For Shareholders who are already registered, proxies shall be granted through eASY.KSEI via the website <https://easy.ksei.co.id> ("**e-Proxy**").
3. Shareholders may declare their proxy and votes, amend the appointment of the Proxy Holder and/or their voting selections for the Meeting Agenda, or revoke a previously granted proxy, from the date of the Meeting Notice until no later than 1 (one) business day before the date of the Meeting on **Tuesday, 16 December 2025 at 12:00 Western Indonesian Time**
4. The registration process for Shareholders who will attend the Meeting electronically to cast their e-votes through eASY.KSEI must be carried out on the date of the Meeting **between 11:00 AM and 1:00 PM Western Indonesian Time**.
5. Guidelines for registration, login, use, and further information regarding eASY.KSEI and AKSes KSEI can be found on the website <https://easy.ksei.co.id> and/or the website <https://akses.ksei.co.id>.

# Agenda 1

## Approval of the Amendment to the Company's Articles of Association

### 1. Legal Basis

- a. Article 19 Paragraph (1) of Law No. 40/2007 on Limited Liability Companies, as amended by Law No.6/2023 on the Stipulation of Government Regulation in place of Law No.2/2022 on Job Creation Law into Law (“**UUPT**”)
- b. Law Number 19 of 2003 on State-Owned Enterprises, as lastly amended by Law Number 16 of 2025 on the Fourth Amendment to Law Number 19 of 2003 on State-Owned Enterprises (“**SOE Law**”)
- c. Article 17 Paragraph (3) of Financial Services Authority Regulation No.30/2024 dated December 19<sup>th</sup>, 2024, of the Financial Conglomerates and Financial Conglomerates Holding Companies (“**POJK 30/2024**”).
- d. Decision of the Member of the Board of Commissioners of the Financial Services Authority No.KEP-11/KS.1/2025 dated September 24<sup>th</sup>, 2025, of the approval of PT Bank Rakyat Indonesia (Persero) Tbk as the Operational Financial Conglomerate Holding Company of the BRI Financial Conglomerate.
- e. Letter of the State-Owned Enterprises Regulatory Agency of the Republic of Indonesia Number S-23/BPU/10/2025 dated 28 October 2025 concerning Amendments to the Articles of Association
- f. Letter of BP BUMN No. S-112/DHK.MBU.A/12/2025 dated 12 December 2025 regarding the Submission of the Draft Articles of Association of Himbara Member SOEs
- g. Article 28 Paragraph (1) and (2) of the Company's Articles of Association

### 2. Explanation

- a. Amendment to the Company's Articles of Association for the purpose of aligning and complying with statutory regulations, including, among others, the SOE Law and FSA Regulation No.30/2024
- b. As the Company is a State-Owned Enterprise (“**SOE**”), it is necessary to align and comply with the provisions stipulated under the SOE Law within the Company's Articles of Association
- c. The Financial Services Authority has approved the Operational Financial Conglomerate Holding Company (“**PIKK**”) of the BRI Financial Conglomerate. In connection with this, the Company, as the Operational PIKK, is required to convene a General Meeting of Shareholders with an agenda that includes the approval of amendments to the Articles of Association

### 3. Proposed Resolution

Considering that amendments to the Company's Articles of Association must be approved by the General Meeting of Shareholders, the Company intends to obtain the Shareholders' approval for the Amendments to the Articles of Association and to redraft the provisions of the Articles of Association regarding the adjustments.

# Agenda 1

## Approval of the Amendment to the Company's Articles of Association

The main points of the proposed amendments to the Articles of Association include, among others:

### Special Rights of Series A Dwiwarna Shares

Adjustment to Special Rights of Series A Dwiwarna Shareholders as stipulated in Article 4C SOE Law

### Clarification of the Prohibition on Concurrent Positions

Amendment of the provisions on the prohibition of concurrent positions for members of the Board of Directors and the Board of Commissioners in accordance with Articles 15B and 27B of the SOE Law

### Series B Share Ownership

Adjustment of the provisions on the ownership of Series B shares held by the Government of the Republic of Indonesia, BPI Danantara, the Operational Holding, and/or the public

### Term of Office of Members of the Board of Directors and the Board of Commissioners

Adjustment of the provisions on the term of office of members of the Board of Directors and the Board of Commissioners in accordance with the Letter of the Head of BP BUMN No.:

- S-23/BPU/10/2025 and;
- S-112/DHK.MBU.A/12/2025

### Requirements for Candidates for Members of the Board of Directors and the Board of Commissioners

Amendment to the eligibility requirements for prospective members of the Board of Directors and the Board of Commissioners in accordance with applicable regulations

### Circumstances for the Termination of Office of Members of the Board of Directors and the Board of Commissioners

Adjustment of the provisions on the grounds for the termination of office of members of the Board of Directors in accordance with Articles 15E and 27E of the SOE Law.

# Agenda 1

## Approval of the Amendment to the Company's Articles of Association

The main points of the proposed amendments to the Articles of Association include, among others:

### **Write-off and Absolute Write-off of Company's Assets**

Adjustment of the rights and authorities of the Board of Directors relating to the write-off and/or absolute write-off of assets in accordance with Article 3F Paragraph (2) letter d of the SOE Law

### **Report on the Implementation of Write- Off and Absolute Write- Off**

Addition of the obligation to submit reports on the implementation of write-off and absolute write-off in accordance with Article 62F of the SOE Law

### **Long-Term Work Plan (RJP) and Annual Work Plan (RKT)**

Addition of provisions relating to the RJPP and the RKAP in accordance with Article 15G of the SOE Law

### **Reporting Obligations of the Board of Commissioners**

Addition of the reporting obligations of the Board of Commissioners relating to the Company's performance in accordance with Article 27F Paragraph (3) of the SOE Law

### **Director Overseeing the Financial Conglomerate (‘KK’) Management Function/Unit**

Addition of provisions regarding the position of the Director overseeing the function/unit responsible for managing the Financial Conglomerate in accordance with Article 16 paragraph (1) of FSA Regulation 30/2024

### **Duties, Authorities, and Obligations of the Director Overseeing the Financial Conglomerate Management Function/Unit**

Addition of the duties, authorities, and obligations of the PIKK Board of Directors and the Director responsible for the Financial Conglomerate management function, as stipulated under Article 65 of POJK 30/2024

### **Obligation of the Board of Commissioners to Obtain FSA Approval for the Operational PIKK**

Addition of the obligation for members of the Company's Board of Commissioners to obtain FSA approval before performing their duties and functions in accordance with Article 16 paragraph (1) of FSA Regulation 30/2024

# Agenda 2

## Delegation of Authority for the Approval of the Company's Work Plan and Budget of 2026

### 1. Legal Basis

- a. Article 64 Paragraph (2) and (3) of the UUPT.
- b. Article 15G Paragraph (5) and (6) of the SOE Law.
- c. Article 95 of the Regulation of the Ministry of State-Owned Enterprises of the Republic of Indonesia No.PER-2/MBU/03/2023 on the Guidelines for Governance and Significant Corporate Actions of State-Owned Enterprises (“**Permen BUMN 2/2023**”).
- d. Item No.14 of the Decision of the Capital Market and Financial Institution Supervisory Agency No.Kep-179/BL/2008 on the Main Provisions of the Articles of Association of the Companies Conducting Public Offerings of Equity Securities and Public Companies (“**Peraturan IX.J.1**”).
- e. Letter of the State-Owned Enterprises Regulatory Agency of the Republic of Indonesia Number SR-53/BPU/11/2025 dated 13 November 2025 concerning Approval for the Convening of the 2025 Extraordinary General Meeting of Shareholders of PT Bank Rakyat Indonesia (Persero) Tbk (“**BP BUMN Letter**”).
- f. Article 17 Paragraph (3) of the Company's Articles of Association.

### 2. Explanation

- a. Pursuant to the UUPT, Articles of Association may stipulate that the Annual Work Plan and Budget (“**RKAP**”) submitted by the Board of Directors must obtain the approval of the Board of Commissioners or the General Meeting of Shareholders, unless otherwise stipulated under statutory regulations.
- b. Based on the SOE Law, the RKAP shall be submitted to the General Meeting of Shareholders for approval. The Board of Commissioners must first review the RKAP before it is submitted to the General Meeting of Shareholders.
- c. Permen BUMN 2/2023 stipulated that the RKAP Draft, which has been jointly signed with the Board of Commissioners/Board of Supervisors, shall be submitted to the GMS/Minister. For the SOEs that have been declared healthy for 2 (two) consecutive years, the authority of the GMS/Minister may be delegated to the Board of Commissioners/Board of Supervisors.
- d. Furthermore, the Company's Articles of Association stipulate that the RKAP, once signed by all members of the Board of Directors, shall be submitted to the Board of Commissioners to obtain the approval of the Board of Commissioners.
- e. This Agenda Item is convened based on the BP BUMN Letter. Pursuant to Article 5 paragraph (4) letter c of the Company's Articles of Association, the holder of the Series A Dwiwarna Shares is entitled to propose agenda items for the Meeting

### 3. Proposed Resolution

The company intends to obtain the Shareholders' approval for the delegation of authority to approve the 2026 RKAP to the Board of Commissioners.

# Agenda 3

## Changes to the Composition of the Company's Management

### 1. Legal Basis

- a. Article 3 of FSA Regulation No. 33/POJK.04/2014 dated 8 December 2014 on Directors and Boards of Commissioners of Issuers or Public Companies (“**POJK 33/201**”).
- b. FSA Regulation No. 27/POJK.03/2016 dated 22 July 2016 on Fit and Proper Test for Key Persons of Financial Services Institutions (“**POJK 27/2016**”).
- c. Article 38 Paragraph (7) and Article 42 Paragraph (7) of Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia No. PER-3/MBU/03/2023 dated 24 March 2023 on Organs and Human Resources of State-Owned Enterprises (“**SOE Ministerial Regulation 3/2023**”).
- d. Letter of the State-Owned Enterprises Regulatory Agency of the Republic of Indonesia Number SR-66/BPU/11/2025 dated 17 November 2025 concerning the Addition of an Agenda Item on Changes to the Management at the 2025 Extraordinary General Meeting of Shareholders (EGMS) of PT Bank Rakyat Indonesia (Persero) Tbk (“**BP BUMN Letter**”).
- e. Article 11 Paragraph (10), Article (12) Letter c, and Article 14 Paragraph (12) of the Company's Articles of Association, provide that the Board of Directors and the Board of Commissioners are appointed and dismissed by the GMS, which shall be convened and attended with candidates nominated by the holder of the Series A Dwiwarna Shares.

### 2. Explanation

- a. The Board of Directors and the Board of Commissioners are appointed and dismissed by the GMS attended by the holder of the Series A Dwiwarna Shares. The Board of Directors and the Board of Commissioners shall be appointed by the GMS from candidates nominated by the holder of the Series A Dwiwarna Shares.
- b. For publicly listed SOEs, the curriculum vitae of candidates for members of the Board of Directors and the Board of Commissioners proposed for appointment at the GMS shall be made available and announced at the time of the GMS, before the decision on their appointment as members of the Board of Directors and the Board of Commissioners.
- c. Members of the Board of Directors and the Board of Commissioners appointed at the GMS must obtain Fit and Proper approval from the Financial Services Authority before they may perform the actions, duties, and functions of their respective positions.
- d. The criteria, appointment and dismissal procedures, as well as the nomination process for candidates for members of the Board of Directors and the Board of Commissioners for the 2024 financial year, can be found in the Company's 2024 Annual Report under the section explaining the Nomination Procedures for the Board of Commissioners and the Board of Directors.
- e. This Agenda Item is convened based on the BP BUMN Letter. Pursuant to Article 5 paragraph (4) letter c of the Company's Articles of Association, the holder of the Series A Dwiwarna Shares is entitled to propose agenda items for the Meeting.

### 3. Recommended Decision

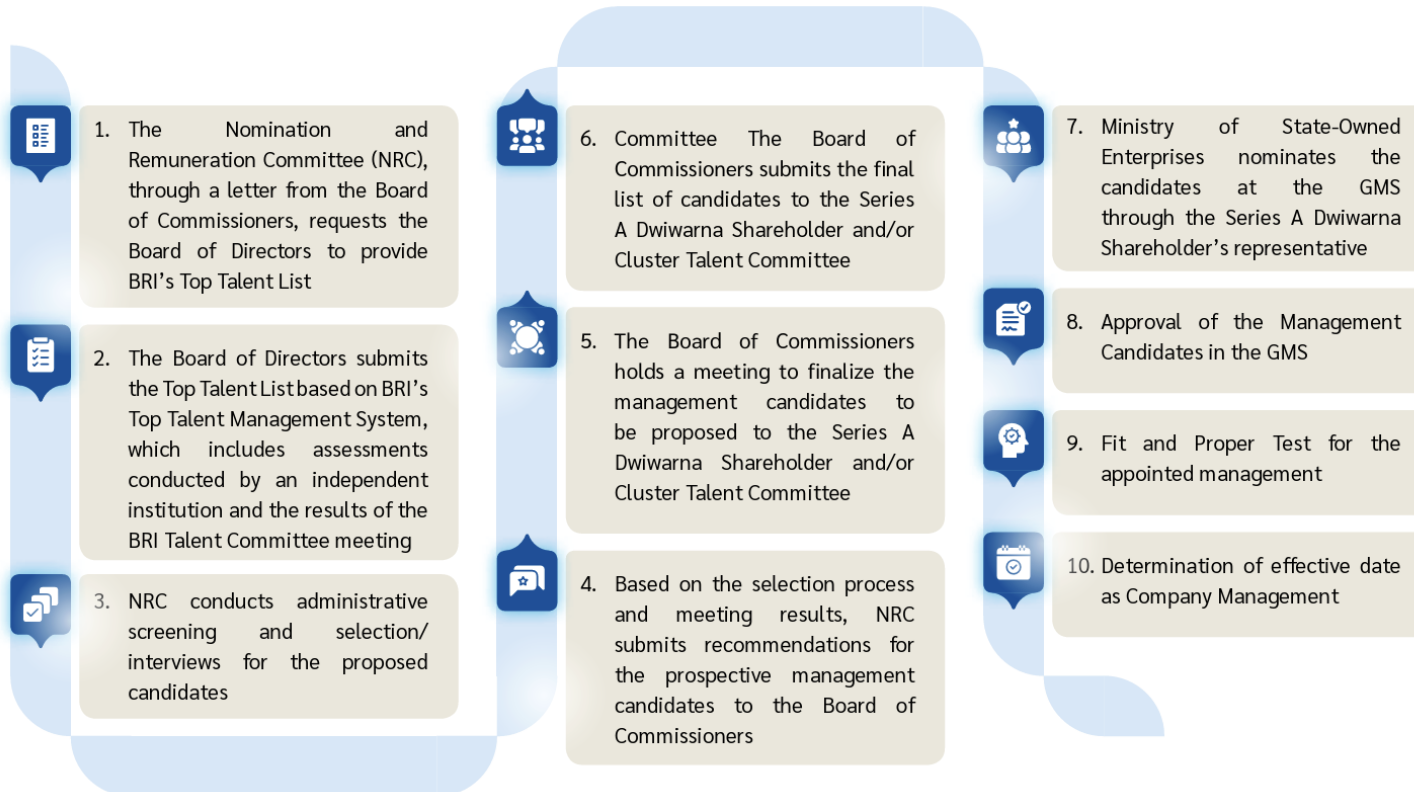
The Company intends to obtain the Shareholders' approval for the Changes to the Composition of the Company's Management



# Agenda 3

## Changes to the Composition of the Company's Management

### Procedure for the Selection of Prospective Candidates for Members of the Board of Commissioners and/or the Board of Directors



Pursuant to the Company's Articles of Association, the criteria for individuals who may be appointed as members of the Board of Directors and the Board of Commissioners include, among others, the following requirements:

1. Possess good character, morality, and integrity;
2. Legally competent;
3. Domiciled in Indonesia;
4. Commit to comply with statutory regulations;
5. Possess knowledge and/or expertise in the fields required by the Company.



# THANK YOU

PT Bank Rakyat Indonesia (Persero) Tbk

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*\*) The Company may amend the materials of this agenda item at any time in accordance with prevailing conditions and developments, without the obligation to provide explanations and/or notify the Shareholders of such changes.*