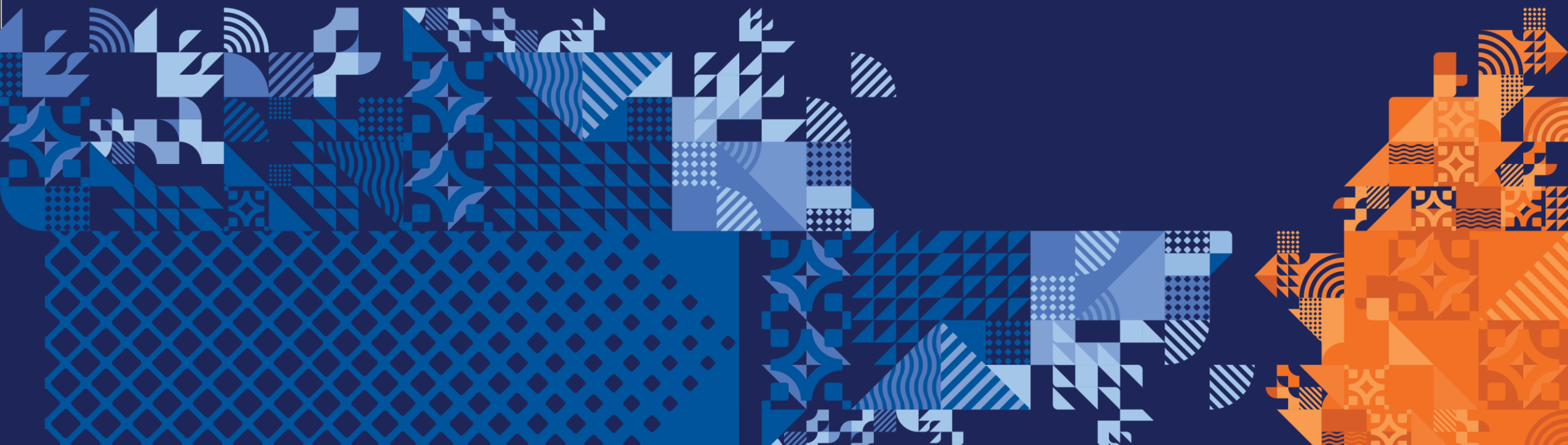


# EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2019

Meeting Materials



## Extraordinary General Meeting of Shareholders, held on:

Day/Date

- Monday, 02 September 2019

Time

- 14.00 WIB onwards

Venue

- BRI 1 Building 21<sup>st</sup> Floor, Jl. Jend. Sudirman Kav.44-46, Jakarta

# AGENDA 1

Evaluation of the 1<sup>st</sup> Semester 2019 Company Financial Performance



# Agenda 1 Explanation

## LAW AND REGULATIONS:

1. Article 5 paragraph (4) and Article 12 paragraph (2) Articles of Association of the Company.
2. Letter of the Minister of State-Owned Enterprises Number S-725/MBU/S/07/2019 dated 09 July 2019 regarding the request to Organize an Extraordinary General Meeting of Shareholders.
3. Letter of the Minister of State-Owned Enterprises Number S-748/MBU/D5/07/2019 dated 17 July 2019 regarding the proposal of Meeting Agenda of the Extraordinary General Meeting of Shareholders PT. Bank Rakyat Indonesia (Persero) Tbk.

## EXPLANATION:

1. Series A Dwiwarna Shareholders have right to propose the meeting agenda of General Meeting of Shareholders.
2. 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.
3. The meeting agenda is report of the company's financial performance result for the second quarter/1<sup>st</sup> semester performance of 2019.

*\*This agenda is only a report to the shareholders and it does not require resolution from the General Meeting of Shareholders.*

# Agenda 2

## Approval of the Company's Recovery Plan



# Agenda 2 Explanation

## LAW AND REGULATIONS:

1. Article 18 paragraph 1 point b Law of Republic of Indonesia Number 9 of 2016 concerning on the Prevention and Handling of Financial System Crisis (PPKSK).
2. Financial Services Authority Regulation Number 2 /POJK.03/2018 concerning Determination Systematically Important Bank and Capital Surcharge.
3. Article 2, paragraph 29 dan Article 31 POJK Financial Services Authority Regulation Number 14/POJK.03/2017 concerning Recovery Plan for Systemic Banks.
4. Letter of the Minister of State-Owned Enterprises of the Republic of Indonesia (SOE) Number S-39/MBU/01/2019 dated 15 January 2019 concerning Approval of Recovery Plan Document of PT. Bank Rakyat Indonesia (Persero) Tbk.

## EXPLANATION

1. It is mandatory for systemic Bank to update their *Recovery Plan* regularly at least once in a year.
2. The update on Recovery Plan which include the changes of (a) *trigger level* (b) *recovery option* and/or (c) fulfillment of bond/investment adequacy and feasibility owned by systemic banks should get approval from the shareholders in the General Meeting of Shareholders.
3. In terms of the updated recovery plan submitted to the Financial Service Authority has not been approved in the general meeting of shareholders, it is mandatory for systemic banks to ask for the approval in the next general meeting of shareholders.
4. In accordance with the Financial Services Authority Regulations Number 14/POJK.03/2017 and in reference to the letter from the Minister of State-Owned Enterprises of the Republic of Indonesia (SOE) Number S-39/MBU/01/2019 that stated that the Company has evaluated and updated its Recovery Plan and one of the updated parameter is Capital (CAR) trigger level, thus the updated Recovery Plan required approval from shareholders in the GMS.

*\* This agenda requires resolution from the General Meeting of Shareholders*



# AGENDA 3

Change of the Company's Management Composition.



# Agenda 3 Explanation



## LAW AND REGULATIONS:

1. Article 11 paragraph (10) and Article 14 paragraph (12) Articles of Association of the Company.
2. Article 92 paragraph (5) and paragraph (6), Article 94 paragraph (1) and Article 111 paragraph (1), Law of Republic of Indonesia Number 40 of 2007 concerning Public Companies.
3. Article 3, 7 and 26 of the Financial Services Authority Regulation Number 33/POJK.04/2014 dated 08 December 2014 concerning the Board of Directors and the Board of Commissioners of the Public Companies.
4. Regulation of the Minister of SOE Number PER-03/MBU/02/2015 dated 17 February 2015 concerning Requirements and Procedures for Appointment and Dismissal of the Members of the Board of Directors of SOEs.
5. Regulation of the Minister of SOE Number PER.02/MBU/02/2015 dated 17 February 2015 concerning Requirements and Procedures for Appointment and Dismissal of the Members of the Board of Commissioners and Board of Supervisors of State-Owned Enterprises.
6. Letter of the Minister of SOE Number S-725/MBU/D5/07/2019 dated 09 July 2019 regarding Request to Organize an Extraordinary General Meeting of Shareholders.
7. Letter of the Minister of SOE Number S-748/MBU/D5/07/2019 dated 17 July regarding the Proposal of Meeting Agenda of Extraordinary General Meeting of Shareholders PT. Bank Rakyat Indonesia (Persero) Tbk.

## EXPLANATION

1. Members of the Board of Directors and the Board of Commissioners shall be appointed and dismissed by the general meeting of shareholders, which 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.
2. The members of the Board of Directors and the Board of Commissioners shall be appointed by the General Meeting of Shareholders from the nominee submitted by the shareholders of series A Dwiwarna, whose nomination shall be binding to the General Meeting of Shareholders.
3. In the event that the Board of Directors consist of 2 (two) or more members, the delegation of tasks and authority between the members of the Board of Directors shall be determined in the General Meeting of shareholders. If the GMS does not decide authority delegation for the members of the Board of Directors, it will be determined by a resolution of the Board of Directors.

*\* it requires resolution from the General Meeting of Shareholders*





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**THANK YOU**

