

Meeting Materials

Annual General Meeting of Shareholders

Jakarta, February 18th 2020



Annual General Meeting of Shareholders

Day/Date : Tuesday, February 18th 2020
Time : 14.00 WIB onward
Place : Gedung BRI 1 Lt. 21
Jl. Jenderal Sudirman No. 44-46 Jakarta Pusat

1. Approval of Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Board of Commissioners Supervisory Report, Ratification of the Annual Report on the Implementation of the Partnership and Community Development Program for the financial year ended on December 31, 2019 including reports for the utilization of proceeds from the Company's Shelf Registration of Debt Securities, and grant of release and discharge of liability (volledig acquit et de charge) to all members of the Board of Directors and Board of Commissioners of the Company for the management and supervision actions carried out during the financial year ended on December 31, 2019.
2. Determination of appropriation of the Company's net profit for the financial year of 2019
3. Determination of the remuneration (salary/honorarium, facilities and benefits) for the financial year of 2020, as well as bonus (tantiem) for the financial year of 2019, for the Board of Directors and the Board of Commissioners of the Company
4. Appointment of a Public Accountant Firm (KAP) to audit the Company's Financial Statement and the Financial Statement of the Implementation of the Partnership and the Community Development Program for the Financial Year of 2020
5. Changes in the composition of the Company's Management.

Approval of Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Board of Commissioners Supervisory Report, Ratification of the Annual Report on the Implementation of the Partnership and Community Development Program for the financial year ended on December 31, 2019 including reports for the utilization of proceeds from the Company's Shelf Registration of Debt Securities, and grant of release and discharge of liability (volledig acquit et de charge) to all members of the Board of Directors and Board of Commissioners of the Company for the management and supervision actions carried out during the financial year ended on December 31, 2019

Laws and Regulations

1. (i) Article 18 paragraph (5), Article 21 paragraph (2) letter a and paragraph (3) of The Company's Articles of Association, (ii) Article 66, Article 67, Article 68, Article 69 and Article 78 of Law of the Republic of Indonesia No. 40 of 2007 concerning Limited Liability Companies ("LLC") and (iii) Article 23 paragraph (1) of Law of the Republic of Indonesia No. 19 of 2003 concerning State-Owned Entities ("SOE") which fundamentally regulate that the Board of Directors shall submit its Annual Report to the General Meeting of Shareholders (hereinafter called the "GMS") for approval, that includes ratification by the GMS of the Company's Consolidated Financial Statements and the Report of the Supervisory Tasks of the Board of Commissioners.
2. Article 17 and Article 18 of the Minister of SOE Regulation No. PER-09/MBU/07/2015 concerning the SOE's Partnership and Community Development Program as amended by Regulation of the Minister of SOE No. PER-03/MBU/12/2016 and Regulation of the Minister of SOE No. PER-02/MBU/7/2017 which fundamentally regulate that the Board of Directors shall submit its Annual Report of Partnership and Community Development Program to be ratified by the GMS.
3. Article 6 and Article 7 of Financial Services Authority Regulation No. 30/POJK.04/2015 dated 16 December 2015 concerning the Accountability Report of the Use of Funds from Public Offering which fundamentally regulate that in the event that all funds from a Public Offering have been realized, the Accountability Report for the Use of Funds shall be presented in the next nearest GMS.
4. Article 6 of Financial Services Authority Regulation No. 51/POJK.03/2017 concerning the Implementation of Sustainable Finance to Financial Services Institution, Issuer and Publicly Listed Companies which fundamentally regulates that The Board of Directors shall communicate the Company's Sustainable Action Plans to its shareholders.

Explanation

1. On this meeting agenda, the Company proposes to shareholders to approve and/or presents the following concerns:
 - a. Approval of the Company Annual Report, including the ratification of the Report of the Supervisory Tasks of the Board of Commissioners and the Company's Consolidated Financial Statements for the financial year 2019 that have been audited by Public Accounting Firm Purwanto, Sungkoro & Surja.
 - b. Approval and ratification of the Annual Report of Partnership and Community Development Program for the financial year 2019 which is an integral part of the Company Annual Report for the financial year 2019, including the Financial Statements of Partnership and Community Development Program for the financial year 2019 that has been audited by Public Accounting Firm Purwanto, Sungkoro & Surja.
 - c. Presentation of the Accountability Report for the Use of Funds from the Public Offering of Bank BRI Sustainability Bond III Phase 1 year 2019 of Rp 5.000.000.000.000,- (Five Trillion Rupiahs) issue size.
2. The shareholders approvals in this meeting agenda will also grant a full discharge from responsibilities (volledig acquit et de charge) to the Directors and Board of Commissioners of the Company for the management and supervisory actions that have been carried out during the financial year 2019.
3. The Company will also present the implementation of Sustainable Financial Action Plans of 2019.
4. Company's Annual Report for the financial year of 2019 has been uploaded and available to download on company website (www.bri.co.id or www.ir-bri.com) and Indonesia Stock Exchange website (www.idx.co.id).

Determination of appropriation of the Company's net profit for the financial year of 2019

Laws and Regulations

1. Article 21 Paragraph (2) letter b and Article 26 Paragraph (2) of the Company's Articles of Association;
2. Article 70 and Article 71 of Law of the Republic of Indonesia No. 40 of 2007 concerning Limited Liability Companies ("LLC");

which fundamentally regulate that the Board of Directors shall submit a proposal to the GMS on the use of the Company's net profit

Explanation

1. The Company's Net Profit (consolidated) that can be distributed to the parent entity for the financial year 2019 is Rp 34,41 Trillion which will be allocated for dividends and company's retained earnings.
2. The explanation related with the Company's Net Profit for the financial year 2019 is available on the Company Annual Report 2019.
3. The proportion of distribution will be decided at the Meeting.

Determination of the remuneration (salary/honorarium, facilities and benefits) for the financial year of 2020, as well as bonus (tantiem) for the financial year of 2019, for the Board of Directors and the Board of Commissioners of the Company

Laws and Regulations

1. Article 11 Paragraph (19), Article 14 Paragraph (26), Article 26 Paragraph (2) of the Company's Articles of Association;
2. Article 96 and Article 113 of Law of the Republic of Indonesia No. 40 of 2007 concerning Limited Liability Companies ("LLC");
3. Regulation of the Minister of SOE Number PER-04/MBU/2014 concerning of the Guidance of remuneration for Board of Directors, Boards of Commissioners, and SOE Supervisory Council as amended by Regulation of the Minister of SOE Number PER-02/MBU/06/2016 dated 20 June 2016, Regulation of the Minister of SOE Number PER-04/MBU/06/2018 dated 10 March 2018, and Regulation of the Minister of SOE Number PER-01/MBU/05/2019 dated 31 May 2019

which fundamentally regulate that the Salary and allowance of Boards of Directors and Board of Commissioners shall be stipulated by General Meeting of Shareholders.

1. The amount of salary or honorarium and other allowances for members of the Board of Directors and Board of Commissioners of the Company is determined by the GMS, where the authority of the GMS can be delegated to the Company's Board of Commissioners. The Board of Commissioners' authority may be granted by obtaining the approval of the Dwiwarna Series A Shareholders.
2. Based on the Regulation of the Minister of SOE, the approval of salary or honorarium, fixed allowances and facilities as well as performance-based tantiem is carried out by considering business scale factors, business complexity factors, inflation rates, conditions and financial capability of the company, income levels generally accepted in similar industries, as well as other relevant factors as long as they do not conflict with regulations and legislation.

Appointment of a Public Accountant Firm (KAP) to audit the Company's Financial Statement and the Financial Statement of the Implementation of the Partnership and the Community Development Program for the Financial Year of 2020

Laws and Regulations

1. Article 21 Paragraph (1) and Paragraph (2) (c) of the Company's Articles of Association;
2. Article 36A Paragraph (1) Financial Services Authority Regulation No. 32/POJK.04/2014 dated 08 December 2014 concerning the Planning and Organizing of General Shareholders Meeting for Public Listed Companies as amended by Financial Services Authority Regulation Number 10/POJK.04/2017 dated 14 March 2017
3. Article 13 Paragraph (1) and (2) Financial Services Authority Regulation No 13/POJK.03/2017 dated 08 August 2016 concerning the Use of Public Accounting Services and Public Accounting Firms in Financial Services Activities.
4. Financial Services Authority Regulation No. 6/POJK.03/2015 dated 08 August 2016 concerning the Transparency and Publication of Bank Reports

which fundamentally regulate that in the AGMS appoints the Public Accountant Firm (KAP) as proposed by the Board of Commissioners to audit the Company's Financial Statements for the current year or grant authority to the Board of Commissioner to appoint the KAP

Explanation

1. The appointment of Public Accountant Firm to audit the Company's Financial Statement and Financial Statement on the Implementation of Partnership and Community Development Program for the Financial Year 2020
2. In terms of the Public Accountant Firm appointment, there are criterias used such as audit methodology, effectivity, and audit activities, Public Accountant Firm experiences, auditors capacity as well as auditors willingness to spare their time.

Changes in the composition of the Company's Management

Laws and Regulations

1. Article 11 Paragraph (10) and Article 14 Paragraph (12) of the Company's Articles of Association
2. Article 94 Paragraph (1), Article 92 Paragraph (5) & Paragraph (6), and Article 111 Paragraph (1) of Law of the Republic of Indonesia No. 40 of 2007 concerning Limited Liability Companies ("LLC");
3. Article 3 and Article 23 of Financial Service Authority Regulation No.33 /POJK.04/2014 on 8 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 February 17 2015 concerning the 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 February 17, 2015 concerning the 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 from the Ministry of SOE of the Republic of Indonesia No.S-13/MBU/Wk2/01/2020 regarding the Approval of the Annual General Meeting of Shareholders (AGMS) schedule of PT. Bank Rakyat Indonesia (Persero) Tbk.

which fundamentally regulated that members of the Board of Commissioners and Board of Directors are appointed and dismissed by the GMS and the GMS should be attended by the Serie A Shareholder.

1. There are several members of the Company's Board of Commissioners and/or Directors whose tenure will expire. The term of office of the Board of Directors and Board of Commissioners of the SOE is set for 5 (five) years and can be reappointed for another 1 (one) term of office, in accordance with the Company's Articles of Association and the laws and regulations, without prejudice to the right of the GMS to be able to dismiss at any time.
2. Based on the Company's Articles of Association, Dwiwarna Series A Shareholders have the right to nominate and approve the appointment and termination of the member(s) of the Company's Board of Directors and/or Board of Commissioners.
3. The members of the Company's Board of Commissioners and/or Directors are appointed and/or dismissed by the GMS.
4. The division of tasks and management authority among the members of the Board of Directors will be determined based on the resolution of the GMS.
5. For Publicly Listed State-Owned Entities, the curriculum vitae of the candidate(s) of the Board of Commissioners and/or Directors must be available and announced at the latest when the GMS is held before the candidate(s) is/are decided to be appointed as a member(s) of the Board of Commissioners and/or Directors

THANK YOU

Disclaimer : This meeting material is prepared to fulfill the POJK Regulation No. 32/POJK.04/2014 Article 15 (2) Jo Ayat (1) and POJK No. 10/POJK.04/2017 about Plans and Organizing of a Public Company General Meeting of Shareholders. The Company can change or revise or add AGMS meeting material through website without prior announcement or explanation.