

**DISCLOSURE OF INFORMATION
IN REGARD TO AFFILIATED TRANSACTION
IN COMPLYING WITH INDONESIAN FINANCIAL SERVICES AUTHORITY
(OTORITAS JASA KEUANGAN) REGULATION NO. 42/POJK.04/2020
ON AFFILIATED PARTY TRANSACTIONS AND
CONFLICT OF INTEREST TRANSACTIONS ("POJK 42")**



**PT BANK RAKYAT INDONESIA (PERSERO) Tbk.
("COMPANY")**

Having its registered domicile at Central Jakarta

Business Sector:

Banking Services

Head Office:

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I. INTRODUCTION

The Company and PT Danareksa (Persero) ("**Danareksa**") have signed a the Conditional Share Sale and Purchase Agreement (*Perjanjian Jual Beli Saham Bersyarat*) dated 19 July 2022 ("**CSPA**") in connection with the purchase of 9,000,000 shares of PT Danareksa Investment Management ("**DIM**") which owned by Danareksa by the Company which will result in the acquisition of DIM ("**Affiliated Transaction**"). The completion of the Affiliated Transaction is subject to the fulfillment of CSPA, including obtaining the necessary approvals in accordance with the provisions of the applicable laws and regulations ("**The completion of the Affiliated Transaction**")

Based on Law No. 8 of 1995 concerning the Capital Market ("**Capital Market Law**"), the Company, DIM, and Danareksa have affiliated relations as described further in Part II letter D of this Disclosure of Information.

The Affiliated Transaction has obtained a fairness opinion from the Public Appraisal Service Office of Suwendho Rinaldy & Partners ("**SRR**") as an Independent Appraiser.

Furthermore, Affiliated Transaction does not meet the criteria of Material Transactions as referred to in Indonesian Financial Services Authority (*Otoritas Jasa Keuangan*) Rule No. 17/POJK.04/2020 on Material Transactions and Change of Business Activity. Therefore, the Company conducting Affiliated Transaction based on POJK 42.

The Company has adequate procedures to ensure that the Affiliated Transaction is carried out in accordance with the general business practices and the Company will retain documents related to the implementation of the procedures within the document retention period in accordance with the laws and regulations.

II. DESCRIPTION OF THE AFFILIATED TRANSACTION

A. Affiliated Transaction Date

The date of the Affiliated Transaction is 19 July 2022.

B. Affiliated Transaction Object

The Affiliated Transaction Object is 9,000,000 shares in DIM each with a nominal value of IDR 1,000 (one thousand Rupiah) owned by Danareksa. Those number of shares is equivalent to 30% of all shares issued by DIM.

After the transfer of the Affiliated Transaction Object, the Company will own 19,500,000 shares of DIM, which is equivalent to 65% of all shares issued by DIM. Accordingly, the transfer of the Affiliated Transaction Object will lead to the acquisition of DIM.

The following are some material information on DIM:

1) General

DIM was established in Indonesia based on Deed of Establishment No. 26 dated July 1, 1992, made before Imas Fatimah, Bachelor of Law, Notary in Jakarta juncto Deed of Amendment to Establishment Deed No. 108 dated August 24, 1992, was made before Achmad Bajumi, Bachelor of Law, Notary in Jakarta. The deed has been approved by the Minister of Justice of the Republic of Indonesia based on Decree No. C2-7283.HT.01.01.Th.92 dated September 3, 1992 and announced in the State Gazette of the Republic of Indonesia dated October 27, 1992 No. 86.

The latest amendment to the Articles of Association of DIM was contained in the Deed No. 2 dated 16 October 2019, made before Ffidiana, S.H., S.S., MKn., Notary in Jakarta, which has been approved by the Minister of Law and Human Rights ("MOLHR") based on Decree No. AHU-0083200.AH.01.02.TAHUN 2019 dated 16 October 2019 and has been notified to MOLHR based on Notification Receipt on Amendment of Company's Data No. AHU-AH.01.03-0346586 dated 16 Oktober 2019.

2) Capital Structure and Share Ownership

Based on Deed of Shareholders Resolutions in lieu of General Meeting of Shareholders No. 46 dated 20 December 2018 made before Masjuki, S.H., Notary in Jakarta, as has been notified to MOLHR through Notification Receipt No. AHU-AH.01.03-0278381 dated 20 December 2018, the capital and Shareholder structure of DIM before The Completion of the Affiliated Transaction are as follow:

Details	Shares	Nominal Value
Authorized Capital	120,000,000	IDR 120,000,000,000
Issued/Paid-Up Capital	30,000,000	IDR 30,000,000,000

Shareholders	Shares	Percentage	Nominal Value
PT Danareksa (Persero)	19,500,000	65%	IDR 19,500,000,000
PT Bank Rakyat Indonesia (Persero) Tbk	10,500,000	35%	IDR 10,500,000,000
Total	30,000,000	100%	IDR 30,000,000,000

If the Completion of the Affiliated Transaction has been carried out, the Company will own 65% shares in DIM.

3) Board of Commissioners and Board of Directors

Based on Deed No. 4 dated 8 June 2022 made before Ffidiana, S.H., S.S., MKn., Notary in Jakarta, as has been notified to MOLHR based on Notification Receipt No. AHU-AH.01.09-0019639 dated 8 June 2022, the current composition of the Board of Commissioners of DIM is as follows:

Board of Commissioners

Commissioner : Arisudono
Independent Commissioner : Kahlil Rowter

Based on Deed No. 3 dated 12 May 2022, made before Ffidiana, S.H., S.S., MKn., Notary in Jakarta, as has been notified to MOLHR based on Notification Receipt No. AHU-AH.01.09-0011994 dated 12 May 2022, the current composition of the Board of Directors of DIM is as follows:

Board of Directors

President Director : Marsangap Parlindungan Tamba
Director : Egi Indrawati Santosa
Director : Upik Susiyawati

4) Business Activities

The purposes and objectives of DIM is to carry out investment management business activities for individual and institutional customers in the broadest sense based on the applicable laws and regulations. To achieve these purposes and objectives, DIM may carry out the following business activities:

- a) conducting investment management business activities for customers or managing collective investment portfolios for a group of customers (investment managers) including but not limited to mutual funds;

- b) conducting activities to provide advice to other parties regarding the sale or purchase of investment assets;
- c) conducting business activities to set up or attempt to obtain a business license for an investment fund (mutual fund promoter);
- d) conducting investment activities in private equity;
- e) conducting other activities related to the activities mentioned above based on the laws and regulations.

C. Affiliated Transaction Value

The total value of the Affiliated Transaction is IDR 360,000,000,000 (three hundred and sixty billion Rupiah).

D. Name of Parties in the Affiliated Transaction

1) COMPANY

a) General

The Company was established and began commercial operations based on Law No. 21 of 1968 on December 18, 1968. Based on the Government Regulation of the Republic of Indonesia No. 21 of 1992 dated 29 April 1992, the legal entity form of the Company was changed to a Perusahaan Perseroan ("**Persero**"). The conversion of the Company to Perseroan was carried out based on Deed No. 133 dated 31 July 1992, made before Muhani Salim, Bachelor of Law, Notary in Jakarta. The deed has been approved by the Minister of Justice of the Republic of Indonesia based on Decree No.C2-6584.HT.01.01.TH.92. dated 12 August 1992 and announced in the State Gazette of the Republic of Indonesia No. 7, Supplement 3A dated 11 September 1992.

The latest amendment to the Company's Articles of Association contained in Deed No. 4 dated 6 October 2021 made before Fathiah Helmi, SH Notary in Jakarta, as has been notified to MOLHR based on Notification Receipt No. AHU-AH.01.03-0457763 dated 7 October 2021.

The Company made an initial public offering to the public and listed its shares on the Indonesia Stock Exchange on 10 November 2003.

b) Capital Structure and Share Ownership

Based on the Company's Shareholders Register as of 30 June 2022 issued by PT Datindo Entrycom as the Company's Securities Administration Bureau (*Biro Administrasi Efek*), the capital structure and shareholders composition of the Company are as follows:

Keterangan	Nominal value per shares IDR50.00 (full Rupiah) per share		Presentage (%)
	Number of shares (shares)	Nominal Value (Rp.00)	
Authorized capital			
- Dwiwarna Series A share	1	50	0.00
- Series B shares	299,999,999,999	14,999,999,999,950	100.00
Authorized capital	300,000,000,000	15,000,000,000,000	100.00
Issued and fully paid capital			
Government of Indonesia			
- Dwiwarna Series A share	1	50	0.00
- Series B shares	80,610,976,875	4,030,548,843,750	53.19
Public			
- Series B shares (each under 5%)	70,948,024,728	3,547,401,236,400	46.81
Issued and fully paid capital	151,559,001,604	7,577,950,080,200	100.00
Series B shares in portfolio	148,440,998,396	7,422,049,919,800	

*Including treasury stock in the amount of 155.078.000 series B shares

c) Board of Commissioners and Board of Directors

Based on Deed No. 29 dated 25 April 2022 made before Fathiah Helmi, S.H., Notary in South Jakarta, as has been notified to MOLHR based on Notification Receipt No. AHU-AH.01.09-0009181 dated 26 April 2022, the current composition of the Board of Directors and Board of Commissioners of the Company are as follows:

Board of Commissioners

President Commissioner	:	Kartika Wirjoatmodjo
Deputy President Commissioner	:	Rofikoh Rokhim
Commissioner	:	Hadiyanto
Commissioner	:	Rabin Indrajad Hattari
Independent Commissioner	:	Hendrikus Ivo
Independent Commissioner	:	Dwi Ria Latifa
Independent Commissioner	:	Heri Sunaryadi
Independent Commissioner	:	Paripurna Poerwoko Sugarda*
Independent Commissioner	:	Agus Riswanto*
Independent Commissioner	:	Numaria Sarosa*

* The members of the Board of Commissioners can only carry out their duties and functions of his/her position after receiving the approval of the fit and proper test from the Financial Services Authority (*Otoritas Jasa Keuangan*).

Board of Directors

President Director	:	Sunarso
Deputy President Director	:	Catur Budi Harto
Director of Consumer Business	:	Handayani
Director of Micro Business	:	Supari
Director of Compliance	:	Ahmad Solichin Lutfiyanto
Director of Wholesale & Institutional Business	:	Agus Noorsanto
Director of Risk Management	:	Agus Sudiarso
Director of Human Capital	:	Agus Winardono
Director of Micro & Medium Business	:	Amam Sukriyanto
Director of Finance	:	Viviana Dyah Ayu Retno K
Director of Digital & Information Technology	:	Arga Mahanana Nugraha
Director of Network & Services	:	Andrijanto

d) Business Activities

The main activity of the Company is to collect public funds and channel these funds by providing loans in the form of credit facilities and other banking activities in accordance with the Articles of Association and the prevailing laws and regulations.

The Company is located in BRI 1 Building, Jenderal Sudirman Street Kav. 44–46, Jakarta Pusat 10210. As of 31 March 2022, the Company has 18 regional offices, 450 branch offices, 582 sub-branches, 5,181 BRI Units, 517 cash offices, 1,614 Teras BRI, 135 Teras BRI Mobile and 14,425 ATM units throughout Indonesia.

2) DANAREKSA

a) General

Danareksa is a limited liability company established in Indonesia pursuant to Deed No. 74 dated 28 December 1976 and was amended by Deed No. 59 dated 17 February 1977 both made before Juliaan Nimrod Siregar Gelar Mangaradja Namora, S.H., Notary in Jakarta. The articles of association of Danareksa has been ratified by the Minister of Justice of the Republic of Indonesia through Decree No. Y.A.5/353/21 dated 12 July 1977 and has been registered with Company Registry of the Jakarta District Court under No. 2815 and No. 2816 dated 19 July 1977 and was announced in State Gazette No. 82 dated 14 October 1977, Supplemental Gazette No. 619/1977. Danareksa began its operations in 1977.

Danareksa's Articles of Association have undergone several changes. The amendment to comply with Law No. 40 of 2007 on Limited Liability Companies was stated on Deed No. 93 dated 13 August 2008, made before Imas Fatimah, S.H., Notary in Jakarta, which has been approved by MOLHR through its Decree No. AHU-69641.AH.01.02.Tahun 2008 dated 25 September 2008 and was announced in the State Gazette No. 28 dated 7 April 2009, Supplemental Gazette No. 9817/2009 and lastly amended with Deed No.10 dated 28 June 2022, made before Nurhasanah, SH, MKn, Notary in West Jakarta, which has been approved by MOLHR through its Decree dated 8 July 2022 No.AHU-0047332.AH.01.02.TAHUN 2022 and has been notified to MOLHR through Notification Receipt on Amendment of Articles of Association No.AHU-AH.01.03-0262811 dated 8 July 2022 (“**Deed No. 10 dated 28 June 2022**”).

b) Capital Structure and Share Ownership

Based on Deed No. 10 dated 28 June 2022, the capital and Shareholder structure of Danareksa are:

Details	Shares	Nominal Value
Authorized Capital	73,331,600	IDR 73,331,600,000,000
Issued/Paid-Up Capital	18,332,900	IDR 18,332,900,000,000

Shareholders	Shares	Percentage	Nominal Value
Republic of Indonesia	18,332,900	100%	IDR 18,332,900,000,000
Total	18,332,900	100%	IDR 18,332,900,000,000

c) Board of Commissioners and Board of Directors

Based on Deed No. 23 dated 13 October 2020 made before Mochamad Nova Faisal, S.H., M.kn., Notary in Jakarta, as has been notified to MOLHR based on Notification Receipt on Amendment to Company's Data No. AHU-AH.01.03-0397801 dated 14 October 2020, the current composition of the Board of Commissioners of Danareksa is as follows:

Board of Commissioners

President Commissioner and Independent Commissioner : Robert Pakpahan
 Commissioner : Barita Simanjuntak
 Commissioner : Sonny Loho
 Independent Commissioner : Mirza Adityaswara*

*effectively resigned on 23 May 2022.

Based on Deed No. 7 dated 7 June 2021 made before Nurhasanah, S.H., M.kn., as has been notified to MOLHR based on Notification Receipt No. AHU-AH.01.03-0360043 dated 9 June 2021, the current composition of the Board of Directors of Danareksa is as follows:

Board of Directors

President Director : Arisudono
 Director of Finance and Risk Management : Muhammad Teguh Wirahadikusumah
 Director of HR and Law : R. Muhammad Irwan
 Director of Investment : Chris Soemijantoro

d) Business Activities

Danareksa's main activities are (i) carrying out business activities as a holding company that manages subsidiaries in the fields of financial services, industrial estates, water resources, construction services and construction consulting, manufacturing, media and technology, as well as transportation and logistics, (ii) accelerating the process of community participation in share ownership of the company towards income distribution, increasing public participation in mobilizing funds, (iii) carrying out investment and management consulting activities, (iv) as well as optimizing the use of Company resources based on the principles of good corporate governance.

Danareksa has a focus on value creation whereas the holding parent of 25 subsidiaries and associated entities, Danareksa is the parent that manages multi-sector businesses. In its role as holding parent. Danareksa carries out (i) active subsidiary management in the Danareksa Holding ecosystem in order to increase business scale and create synergies, (ii) conduct selective investments that have an impact on increasing synergy and value in the Danareksa Holding ecosystem and/or financial returns, (iii) providing shared services and centralized support functions for members of Danareksa Holding, (iv) providing advisory services to internal clients (members of Danareksa Holding) and external clients (non Danareksa Holding).

E. The Nature of Affiliation

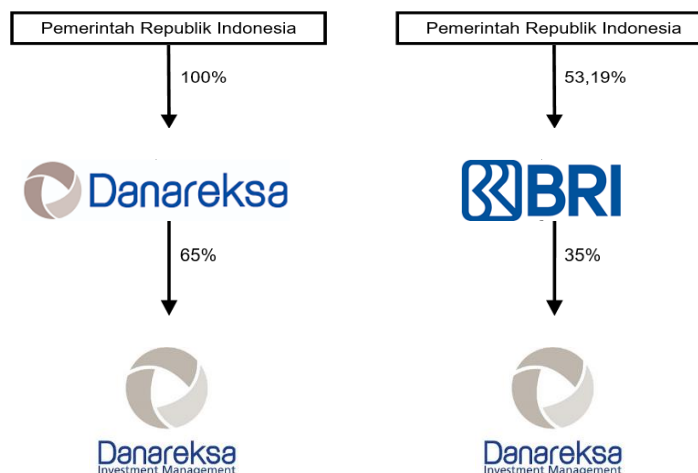
1) Relation between the Company and Danareksa

The Company and Danareksa are owned and controlled directly by the Government of the Republic of Indonesia. The nature of this Affiliation relationship can be shown in the following figure:



2) Relation between the Company and DIM

The Company is owned and controlled directly by the Government of the Republic of Indonesia, while DIM is owned and controlled indirectly by the Government of the Republic of Indonesia through Danareksa. The nature of this Affiliation relationship can be shown in the following figure¹:



¹ Figure before the completion of the Affiliated Transaction, which is subject to the provisions of the CSPA.

3) The Roles between the Company, Danareksa and DIM

The role of each party in the Affiliated Transaction are:

- a) DIM as an investee that would be acquired
- b) The Company as the current holder of 35% of the total issued shares of DIM and the proposed purchaser of 9,000,000 shares in DIM (equivalent to 30% of the total issued shares of DIM) owned by Danareksa
- c) Danareksa as the current holder of 65% of the total issued shares of DIM and the proposed seller of 9,000,000 shares in DIM (equivalent to 30% of the total issued shares of DIM) it owns to Company

The Affiliated Transaction does not contain conflict of interest as referred to in POJK 42. This is supported by a Fairness Opinion Report from Independent Appraiser which will be explained further in section III of this Disclosure of Information.

III. SUMMARY OF INDEPENDENT APPRAISER REPORT

The Company has appointed an independent appraiser, namely SRR, to evaluate the 9,000,000 shares in DIM owned by Danareksa (equal to 30% of all shares issued by DIM) ("**DIM Shares**") and prepare a fairness opinion on the Affiliated Transaction. SRR as an independent appraiser stated that it has no affiliation either directly or indirectly with the Company as defined in the Capital Market Law.

SRR, which has a business license from the Ministry of Finance No. 1056/KM.1/2009 dated 20 August 2009 and registered as a Capital Market Supporting Profession at the Financial Services Authority (*Otoritas Jasa Keuangan*) with a Capital Market Supporting Professional Registration Certificate No. STTD.PPB-05/PM.2/2018 dated 4 June 2018 (Property and Business Assessment), has been appointed by the Company as an independent appraiser in accordance with the Work Order No. B.200.P-PL0/IGP/PTS/02/2022 dated 17 February 2022 to provide an opinion on the market value of DIM Shares and the fairness of the Affiliated Transaction ("**Fairness Opinion**").

A. Summary of Shares Appraisal Report

The following is a summary of the DIM Shares appraisal report No. 00259/2.0059-02/BS/07/0242/1/VII/2022 dated 5 July 2022 prepared by SRR:

1) Appraisal Object

The appraisal object is DIM Shares, namely 9,000,000 shares in DIM owned by Danareksa (equal to 30% of all shares issued by DIM).

2) Appraisal Objective

The objective of the appraisal of DIM Shares is to provide an opinion on the market value, as of 31 December 2021, of DIM Shares, which is expressed in Rupiah. The purpose of the appraisal is to provide an overview of the fair value of the DIM Shares which will then be used by the Company as a reference for the implementation of the Affiliated Transaction.

3) Assumptions and Qualifications

- The DIM Shares appraisal report is a non-disclaimer opinion.
- SRR has reviewed the documents used in the process of appraisal
- Data and information are obtained from sources that can be trusted for their accuracy.
- SRR uses adjusted financial projections that reflect the fairness of financial projections made by DIM management with their fiduciary duty.
- SRR is responsible for the implementation of the assessment and fairness of financial projections.

- DIM Shares appraisal report is open to the public unless there is confidential information that may affect DIM operations.
- SRR is responsible for DIM Shares appraisal report and final value conclusion.
- SRR has obtained information on the legal status of DIM Shares from the Company.

4) Appraisal Approaches and Methods

The appraisal approach used in the valuation of DIM Shares is the income based approach using the discounted cash flow (DCF) method and the market based approach using the comparison method of companies listed on the stock exchange.

The income based approach using the discounted cash flow method is used in the valuation of DIM Shares considering that the business activities carried out by DIM in the future will still fluctuate in accordance with the forecast for DIM's business development.

In carrying out the appraisal using this method, DIM's operations are projected in accordance with the forecast for DIM's business development. Future cash flows generated based on projections are converted to present value at a discount rate that is appropriate to the level of risk. The value indication is the total present value of the future cash flows.

The market approach with the comparison method of companies listed on the stock exchange is used in the valuation of DIM Shares because although there is no information available on the stock market for similar companies with equal business scale and assets, it is estimated that existing publicly listed companies shares data can be used as comparative data on value of DIM Shares.

Furthermore, the values obtained from each of these approaches are reconciled by weighting to obtain a final value of DIM Shares.

5) Final Value

Based on the analysis of all data and information that have been received by SRR and taking into account factors closely related to the appraisal, the market value of DIM Shares as of 31 December 2021 is IDR 360.34 billion.

B. Summary of the Fairness Opinion Report

The following is a summary of the fairness opinion report on Affiliated Transaction No. 00263/2.0059-02/BS/07/0242/1/VII/2022 dated 18 July 2022 prepared by SRR:

1) Parties in the Transaction

The parties transacting in the Affiliated Transaction are the Company and Danareksa.

2) Fairness Opinion Object

The object of the fairness opinion is the Affiliated Transaction, namely the purchase of DIM Shares.

3) Purposes and Objective of the Fairness Opinion

The purpose of preparing the Fairness Opinion is to provide an overview of the fairness of the Affiliated Transaction. The objective of preparing the Fairness Opinion is to comply with POJK 42.

4) Assumptions and Qualifications

- The Fairness Opinion is a report with non-disclaimer opinion.
- SRR has reviewed the documents used in the drafting process of the Fairness Opinion.
- Data and information are obtained from sources that can be trusted for their accuracy.

- The analysis in the preparation of the Fairness Opinion is carried out using adjusted financial projections that reflect the fairness of the financial projections made by the Company's management with the ability to achieve (fiduciary duty).
- SRR is responsible for the implementation of the preparation of the Fairness Opinion and the fairness of financial projections.
- The Fairness Opinion is open to the public unless there is confidential information that may affect the operations of the Company.
- SRR is responsible for the Fairness Opinion and the conclusion of the Fairness Opinion.
- SRR has obtained information on the terms and conditions of the agreements related to the Affiliated Transaction from the Company.

5) Approaches and Procedures of Fairness Opinion

In evaluating the fairness of the Affiliated Transaction, SRR has carried out:

Qualitative and quantitative analysis of the Affiliated Transaction is carried out by conducting a review of the financial and banking industries which will provide an overview of the development of the performance of the financial and banking industries, analyzing the operational activities and business prospects of the Company, the reasons for conducting the Affiliated Transaction, the advantages and disadvantages of the Affiliated Transaction and analyzing the historical financial performance of the Company based on the audited consolidated financial statements of the Company for the years ended on 31 December 2017-2021.

Furthermore, SRR also conducts an analysis of the pro forma report and incremental analysis of the Affiliated Transaction, which after the Affiliated Transaction becomes effective, based on the Company's consolidated financial projections, it is expected to improve the Company's consolidated financial performance and provide added value for all shareholders of the Company.

6) Fairness Analysis of the Affiliated Transaction

Analysis of the fairness of the Affiliated Transaction is carried out by conducting qualitative and quantitative analysis of the Affiliated Transaction. Qualitative analysis is carried out by taking into account the benefits and risks as well as the potential benefits of the Affiliated Transaction for all shareholders of the Company.

Furthermore, quantitative analysis is carried out by taking into account the potential profits before and after the Affiliated Transaction is carried out in terms of the Company's financial projections.

7) Conclusion

Based on the fairness analysis of the Affiliated Transaction as described in the Fairness Opinion analysis above, SRR opines that the Affiliated Transaction is fair.

IV. CONSIDERATIONS AND REASONS FOR CARRYING OUT THE TRANSACTION COMPARED TO SIMILAR TRANSACTIONS THAT ARE NOT PERFORMED WITH AFFILIATED PARTIES

Investments in non-bank financial institutions are part of the Company's non-organic growth strategy as set out in the Company's 2022-2024 Business Plan.

In order to achieve the Company's vision to become "The Most Valuable Bank in Southeast Asia and Champion of Financial Inclusion", the Company plans to become an integrated financial services company with one of its efforts being the optimization of Investment Management services in the Company's ecosystem through DIM.

The Investment Manager industry in Indonesia is projected to continue to grow over the next 5 years. In addition, the growth rate of DIM's AUM is higher than the market growth. Going forward, DIM development will be more focused on the retail segment by providing complete financial service solutions for the customers of BRI Group.

V. STATEMENTS FROM THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

The Board of Directors and Board of Commissioners of the Company state that :

1. The Affiliated Transaction **does not** contain a Conflict of Interest as referred to in POJK 42.
2. All material information relevant to the Affiliated Transaction has been disclosed in this Disclosure of Information and such information is not misleading.

VI. ADDITIONAL INFORMATION

Shareholders of the Company who need more information can contact the Company during normal business hours at the following address:

Corporate Secretary / Investor Relations

Gedung BRI 1
Jl. Jenderal Sudirman Kav. 44-46, Jakarta 10210
Telp. (021) 5752019
Fax. (021) 5700916
[Email: humas@bri.co.id / ir@bri.co.id](mailto:humas@bri.co.id)
[Website: www.bri.co.id / www.ir-bri.com](http://www.bri.co.id)

PT Bank Rakyat Indonesia (Persero) Tbk.

Board Of Directors