

**PEMANGGILAN  
RAPAT UMUM PEMEGANG SAHAM TAHUNAN  
PT BANK NEGARA INDONESIA (PERSERO) Tbk**

Direksi Perseroan dengan ini mengundang Pemegang Saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Tahunan ("Rapat") yang akan diselenggarakan pada:

Hari/Tanggal : Selasa / 20 Maret 2018  
Waktu : Pukul 14:00 WIB s.d selesai  
Tempat : Ballroom, Hotel Shangri-La, Kota BNI, Jl. Jenderal Sudirman Kav. 1, Jakarta 10220

**Mata Acara:**

1. Persetujuan Laporan Tahunan dan Pengehasan Laporan Keuangan Konsolidasian Perseroan, Persetujuan Laporan Tugas Pengawasan Dewan Komisaris serta Pengehasan Laporan Tahunan Pelaksanaan Program Kemitraan & Bina Lingkungan Tahun Buku 2017, termasuk penyampaian laporan pertanggungjawaban realisasi penggunaan dana hasil Penawaran Umum Obligasi Berkelanjutan I BNI Tahap I Tahun 2017 serta pemberian pelunasan dan pembebasan tanggung jawab sepenuhnya (*volledig acquit et de charge*) kepada Direksi dan Dewan Komisaris Perseroan atas tindakan pengurusan dan pengawasan yang telah dijalankan selama Tahun Buku 2017.  
**Dasar usulan mata acara Rapat tersebut** adalah Pasal 21 ayat (2) Anggaran Dasar Perseroan, Pasal 17 dan 18 Peraturan Menteri BUMN No. Per-09/MBU/07/2015 yang diubah oleh Peraturan Menteri BUMN No. Per-02/MBU/7/2017 tentang Perubahan Kedua Atas Peraturan Menteri Badan Usaha Milik Negara No. Per-09/MBU/07/2015 tentang Program Kemitraan dan Program Bina Lingkungan Badan Usaha Milik Negara serta Peraturan Otoritas Jasa Keuangan No. 30/POJK.04/2015 tentang Laporan Realisasi Penggunaan Dana Hasil Penawaran Umum, dalam hal seluruh dana hasil Penawaran Umum telah habis direalisasikan, pertanggungjawaban realisasi penggunaan dana yang terakhir wajib disampaikan dalam RUPS Tahunan terdekat.
2. Persetujuan penggunaan Laba Bersih Perseroan untuk Tahun Buku 2017.  
**Dasar usulan mata acara Rapat tersebut** adalah berdasarkan ketentuan Pasal 70 dan Pasal 71 Undang-Undang tentang Perseroan Terbatas serta Pasal 21 ayat (2) dan Pasal 26 ayat (2) Anggaran Dasar Perseroan.
3. Penetapan remunerasi (gaji/honorarium, fasilitas dan tunjangan) Tahun Buku 2018 serta tantiem Tahun Buku 2017 bagi Direksi dan Dewan Komisaris Perseroan.  
**Dasar usulan mata acara Rapat tersebut** adalah Pasal 11 ayat (19), Pasal 14 ayat (30) dan Pasal 26 ayat (2) Anggaran Dasar Perseroan, Pasal 96 dan 113 Undang-Undang tentang Perseroan Terbatas, serta Peraturan Menteri BUMN No. Per-04/MBU/2014 sebagaimana diubah dengan Peraturan Menteri BUMN No. Per-01/MBU/06/2017 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris dan Dewan Pengawas BUMN.
4. Penetapan Kantor Akuntan Publik untuk mengaudit Laporan Keuangan Perseroan dan Laporan Tahunan Pelaksanaan Program Kemitraan & Bina Lingkungan untuk Tahun Buku 2018.  
**Dasar usulan mata acara Rapat tersebut** adalah Pasal 21 ayat (2) Anggaran Dasar Perseroan.
5. Persetujuan Rencana Aksi (*Recovery Plan*) Perseroan.  
**Dasar usulan mata acara Rapat tersebut** adalah Pasal 3 Peraturan Otoritas Jasa Keuangan No. 14/POJK.03/2017 tentang Rencana Aksi (*Recovery Plan*) Bagi Bank Sistemik, bahwa Rencana Aksi (*Recovery Plan*) wajib memperoleh persetujuan Pemegang Saham dalam RUPS.
6. Pengukuhan Pemberlakuan Peraturan Menteri BUMN No. PER-02/MBU/7/2017 tentang Perubahan Kedua Atas Peraturan Menteri Badan Usaha Milik Negara Nomor Per-09/MBU/07/2015 tentang Program Kemitraan dan Program Bina Lingkungan Badan Usaha Milik Negara.  
**Dasar usulan mata acara Rapat tersebut** adalah berlakunya Peraturan Menteri BUMN No. PER-02/MBU/7/2017 tentang Perubahan Kedua Atas Peraturan Menteri Badan Usaha Milik Negara Nomor Per-09/MBU/07/2015 tentang Program Kemitraan dan Program Bina Lingkungan Badan Usaha Milik Negara dan surat Kementerian BUMN No. SR-172/MBU/D5/02/2018 perihal Usulan Tambahan Agenda RUPS Tahunan Tahun Buku 2017.
7. Perubahan Pengurus Perseroan.  
**Dasar usulan mata acara Rapat tersebut** adalah berdasarkan Pasal 11 ayat (10) dan Pasal 14 ayat (12) Anggaran Dasar Perseroan dan surat Kementerian BUMN No. SR-172/MBU/D5/02/2018 perihal Usulan Tambahan Agenda RUPS Tahunan Tahun Buku 2017.
8. Persetujuan Perubahan Anggaran Dasar Perseroan.  
**Dasar usulan mata acara Rapat tersebut** adalah berdasarkan Pasal 28 Anggaran Dasar Perseroan dan surat Kementerian BUMN No. SR-172/MBU/D5/02/2018 perihal Usulan Tambahan Agenda RUPS Tahunan Tahun Buku 2017.

**Catatan:**

1. Perseroan tidak mengirimkan undangan tersendiri kepada Pemegang Saham, karena iklan Pemanggilan ini sudah merupakan undangan resmi.
2. Pemegang Saham atau kuasanya yang akan menghadiri Rapat diminta untuk menyerahkan fotocopy KTP atau tanda pengenal lain yang sah kepada petugas pendaftaran sebelum memasuki ruang Rapat. Bagi Pemegang Saham yang berbentuk Badan Hukum, agar membawa fotocopy dari Anggaran Dasarnya yang terakhir serta akta pengangkatan anggota Direksi dan Dewan Komisaris atau pengurus terakhir. Khusus untuk Pemegang Saham dalam Penitipan Kolektif PT Kustodian Sentral Efek Indonesia ("KSEI") diminta untuk memperlihatkan Konfirmasi Tertulis Untuk RUPS ("KTUR") kepada petugas pendaftaran sebelum memasuki ruang Rapat. Dalam hal Pemegang Saham tidak dapat memperlihatkan KTUR, maka Pemegang Saham tetap dapat menghadiri Rapat sepanjang namanya tercatat dalam Daftar Pemegang Saham dan membawa identitas diri yang dapat diverifikasi sesuai ketentuan yang berlaku.
3. Yang berhak hadir atau diwakili dalam Rapat adalah para pemegang saham yang nama-namanya tercatat dalam Daftar Pemegang Saham tanggal **23 Februari 2018 sampai dengan pukul 16.15 WIB**.
4. a) Pemegang Saham yang berhalangan hadir dapat diwakili oleh kuasanya dengan menyerahkan Surat Kuasa yang sah yang bentuknya ditentukan oleh Direksi Perseroan, dengan ketentuan para anggota Direksi, anggota Dewan Komisaris dan karyawan Perseroan boleh bertindak kuasa dalam Rapat namun suara yang mereka keluarkan selaku kuasa tidak dihitung dalam pemungutan suara.  
b) Formulir Surat Kuasa dapat diperoleh setiap hari kerja di Biro Administrasi Efek Perseroan yaitu PT. Datindo Entrycom, Jl. Hayam Wuruk No. 28, Jakarta 10120.
5. Bahan-bahan terkait mata acara Rapat tersedia dan dapat diperoleh di situs web Perseroan dan di kantor pusat Perseroan pada jam kerja Perseroan sejak tanggal **26 Februari 2018 sampai dengan 20 Maret 2018**. Salinan dokumen fisik dapat diberikan jika diminta secara tertulis oleh Pemegang Saham Perseroan, dengan memperhatikan Peraturan Menteri BUMN Nomor: PER-02/MBU/02/2015 dan Nomor: PER-03/MBU/02/2015 tanggal 17 Februari 2015.
6. Untuk mempermudah pengaturan dan demi tertibnya Rapat, Pemegang Saham atau kuasanya diminta sudah berada di tempat Rapat pada pukul **13:30 WIB**.

Jakarta, 26 Februari 2018  
**PT Bank Negara Indonesia (Persero) Tbk**  
Direksi Perseroan

**INVITATION  
FOR SHAREHOLDERS MEETING  
OF PT BANK NEGARA INDONESIA (PERSERO) Tbk**

The Board of Directors of PT Bank Negara Indonesia (Persero) Tbk (**the Company**) hereby invites shareholders of the Company to attend the Annual General Meeting of Shareholders (**the Meeting**) which will be convened on:

Day : Tuesday  
Date : March 20, 2018  
Time : 2.00 PM  
Venue : Ballroom Hotel Shangri-La, Kota BNI,  
Jl. Jenderal Sudirman Kav. 1, Jakarta 10220

**Agenda :**

1. The approval of the Company's Annual Report and validation of the Company's Consolidated Financial Statements, the Board of Commissioners Supervisory Actions Report and validation of the Annual Report of Partnership & Community Development Program for the financial year 2017 including submission of accountable report for the use of proceeds from Public Offering of the Revolving Bond I of BNI Phase I for the year 2017 and granting full release and discharge (volledig acquit et de charge) to all members of the Board of Directors from the management actions and to all members of the Board of Commissioners from the supervisory actions carried out for the financial year 2017.

**The underlying rationales of the proposed meeting agenda** are Article 21 paragraph (2) of Company's Articles of Association and Article 17 and 18 of the Ministry of SOE Regulation No. Per-09/MBU/07/2015 as amended by the Ministry of SOE Regulation No. Per-02/MBU/7/2017 regarding Second Amendment on the Ministry of SOE Regulation No. Per-09/MBU/07/2015 regarding Partnership Program and Community Development Program of SOE, and Regulation of Financial Services Authority No. 30/POJK.04/2015 on Report on Proceeds Use from Public Offering, in the case of all proceeds from the public offering has been used, accountability of the last realization of the use of proceeds must be submitted in the nearest Annual General Meeting of Shareholders.

2. The approval of the use of the Net Profits of the Company's for the financial year 2017.

**The underlying rationales of the proposed meeting agenda** are Article 70 and 71 of the Company Law, Article 21 paragraph (2) and Article 26 paragraph (2) of Company's Articles of Association.

3. The determination of the remuneration (salary, allowance, and facilities) for the Board of Directors and Board of Commissioners of the Company for the year 2018 as well as tantien for the year 2017.

**The underlying rationales of the proposed meeting agenda** are Article 11 paragraph (19), Article 14 paragraph (30) and Article 26 paragraph (2) of Company's Articles of Association, Article 96 and 113 of the Company Law, and also the Ministry of SOE Regulation No. Per-04/MBU/2014 as amended by the Ministry of SOE Regulation No. Per-01/MBU/06/2017 on the Guidelines for the Determination of the Income of the Board of Directors, the Board of Commissioners, and the Supervisory Board of SOE.

4. The appointment of a Registered Public Accountants Firm to perform the audit on the Company's Financial Statements and the Annual Report of Partnership & Community Development Program for the financial year 2018.

**The underlying rationale of the proposed meeting agenda** is Article 21 paragraph (2) of Company's Articles of Association.

5. The approval of the Recovery Plan of the Company.

**The underlying rationale of the proposed meeting agenda** is Article 3 of the Regulation of Financial Services Authority No. 14/POJK.03/2017 on the Recovery Plan for the Systemic Bank, that the Recovery Plan must acquire the Shareholders' approval in the General Meeting of Shareholders.

6. The determination of the validation of the Ministry of SOE Regulation No. Per-02/MBU/7/2017 regarding the Second Amendment of the Ministry of SOE Regulation No. Per-09/MBU/07/2015 regarding the Partnership & Community Development Program.

**The underlying rationale of the proposed meeting agenda** are validation of the Ministry of SOE Regulation No. Per-02/MBU/7/2017 regarding Second Amendment on the Ministry of SOE Regulation No. Per-09/MBU/07/2015 regarding Partnership Program and Community Development Program of SOE and Letter of the Ministry of SOE No. SR-172/MBU/D5/02/2018 regarding Proposal for Additional Agenda for Annual General Meeting of Shareholders of PT Bank BNI (Persero) Tbk for the Financial Year of 2017.

7. The change in the member of the Board of Directors and/or Board of Commissioners of the Company.

**The underlying rationales of the proposed meeting agenda** are Article 11 paragraph (10) and Article 14 paragraph (12) of Company's Articles of Association and Letter of the Ministry of SOE No. SR-172/MBU/D5/02/2018 regarding Proposal for Additional Agenda for Annual General Meeting of Shareholders of PT Bank BNI (Persero) Tbk for the Financial Year of 2017.

8. The approval on the amendment of the Company's Articles of Association.

**The underlying rationales of the proposed meeting agenda** are Article 28 of Company's Articles of Association and Letter of the Ministry of SOE No. SR-172/MBU/D5/02/2018 regarding Proposal for Additional Agenda for Annual General Meeting of Shareholders of PT Bank BNI (Persero) Tbk for the Financial Year of 2017.

**Notes:**

1. The Company will not send separate invitations to the Shareholders, therefore this invitation shall be treated as an official invitation.
2. The Shareholders or their proxies who will attend the Meeting are requested to present the copy of their Kartu Tanda Penduduk (KTP) or the copy of a valid identity card to the registration officer before entering the Meeting room. The Shareholders of the Company in the form of Legal Entity are requested to submit a copy of the most recent Articles of Association accompanied by the latest deed of appointment of the members of the Board of Directors and the Board of Commissioners or members of the Management. Shareholders whose shares has been included in the Collective Deposit of PT Kustodian Sentral Efek Indonesia ("KSEI") are requested to present *Written Confirmation for a General Meeting of Shareholders ("Konfirmasi Tertulis untuk Rapat / KTUR")* to the registration officer before entering the Meeting room. In the event that the shareholders cannot present the KTUR, the shareholders can still attend the Meeting as long as their names are included in the Register of Shareholders and present valid identity card that can be verified in accordance with the prevailing provisions.
3. Those who are entitled to attend or be represented in the Meeting are the Shareholders of the Company whose names are included in the Company's Register of Shareholders on **February 23rd , 2018 by 4.15 p.m.**
4. a) The Shareholders who are unable to attend the meeting may be represented by their proxies by submitting lawful Written Power of Attorney, the form of which shall be determined by the Company's Board of Directors, with the provisions that the member of the Board of Directors, the member of the Board of Commissioners and the Employee of the Company may act as Proxies in the Meeting, however any vote cast by them in the meeting as proxies shall not be counted in the casting of votes.  
b) The form of Written Power of Attorney is available during working hours at the Company's Stock Administration Bureau i.e. PT Datindo Entrycom, Jl. Hayam Wuruk No. 28, Jakarta 10120.
5. Materials of the Meeting are available at the Company's Head Office and may be retrieved from the Company website, during the Company's working hours from **February 26th , 2018 until March 20th, 2018**. Copy of the documents will be available if requested in writing by the Company Shareholders, regarding the Ministry of SOE Regulation No. Per-02/MBU/02/2015 and PER-03/MBU/02/2015 dated February 17th, 2015.
6. To facilitate the arrangement and for the orderliness of the Meeting, the Shareholders or their Proxies are requested to be present on the Meeting venue at **1.30 p.m.**

Jakarta, February 26th , 2018

**PT Bank Negara Indonesia (Persero)Tbk  
The Board of Directors of the Company**