

**INVITATION OF THE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
PT BANK MANDIRI (PERSERO) Tbk**

The Board of Directors of PT Bank Mandiri (Persero) Tbk (hereinafter referred to as the "**Company**"), having its domicile in South Jakarta, hereby invite the Shareholders of the Company to attend the Company's Annual General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") which will be held physically and electronically on:

Day/Date : Thursday / March 7, 2024  
Time : 14.00 WIB (Western Indonesia Time Zone) – finished  
Venue : Plaza Mandiri Auditorium, 3<sup>rd</sup> Floor  
Plaza Mandiri, Jl. Jend. Gatot Subroto Kav. 36-38,  
Jakarta 12190

The Meeting will be held with the following Agendas:

- 1. Approval of the Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Board of Commissioners' Supervisory Task Report and Ratification of the Financial Statements of the Micro and Small Business Funding Program (PUMK) for the 2023 Financial Year, as well as the granting of full release and discharge (*volledig acquit et de charge*) to the Board of Directors for the management actions of the Company and the Board of Commissioners for the supervisory actions of the Company that have been dedicated during 2023 Financial Year.**

Explanation of the First Meeting Agenda:

- Based on (i) Article 18 *juncto* Article 21 of the Company's Articles of Association; (ii) Article 69 of Law No. 40 of 2007 concerning Limited Liability Companies ("**Company Law**") as lastly amended by Government Regulation in Lieu of the Law No. 2 of 2022 concerning Job Creation as has been stipulated into law under Law No. 6 of 2023 concerning Stipulation of Government Regulation in Lieu of Law No. 2 of 2022 concerning Job Creation into Law ("**Job Creation Law**"); and (iii) Article 23 paragraph (1) of Law No. 19 of 2003 concerning State-Owned Enterprises ("**SOE**") as last amended by Job Creation Law, the Annual Report and Supervisory Task Report of the Company's Board of Commissioners must obtain an approval from the Company's General Meeting of Shareholders ("**GMS**") and the Company's Consolidated Financial Statements must obtain a ratification from the GMS.
- Based on Article 33 paragraph (3) of Minister of SOE of the Republic Indonesia Regulation No. PER-1/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs of State-Owned Enterprises ("**SOE Regulation 01**"), the annual Financial Statements of the Micro and Small Business Funding Program (PUMK) must be audited by a Public Accounting Firm separately from the audit of SOE Financial Statements and prepared in accordance with financial accounting standards and approved by the GMS.

**2. Approval for the use of the Company's net profits for 2023 Financial Year.**

Explanation of the Second Meeting Agenda:

Based on provisions of (i) Article 21 *juncto* Article 26 of the Company's Articles of Association and (ii) Article 70 and Article 71 of Company Law, the use of the Company's net profits must be approved by the GMS.

**3. Determination of Remuneration (Salary/Honorarium, Facilities, and Benefits) in 2024 and Bonus (*Tantien*) for the 2023 Financial Year for the Board of Directors and the Board of Commissioners of The Company.**

Explanation of the Third Meeting Agenda:

Based on the provisions of (i) Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's Articles of Association, (ii) Article 96 and Article 113 of the Company Law, and (iii) Article 76 of Minister of SOE of the Republic Indonesia Regulation No. PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises, provisions regarding the amount of salary, honorarium and benefits for the Board of Directors and Board of Commissioners of the Company shall be determined by the GMS.

**4. Determination of Public Accountants (AP) and/or Public Accounting Firms (KAP) to audit the Company's Consolidated Financial Statements and Financial Statements of the Micro and Small Business Funding Program (PUMK) for the 2024 Financial Year.**

Explanation of the Fourth Meeting Agenda:

- Based on the provisions of (i) Article 21 paragraphs (1) and (2) of the Company's Articles of Association, (ii) Article 59 of the Financial Services Authority Regulation ("**POJK**") No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies; and (iii) Article 3 paragraph (1) POJK No. 9 of 2023 concerning the Use of Services of Public Accountant and Public Accountant Firms in Financial Services Activities, a GMS determines the Public Accountant and/or Public Accountant Firm to audit the Company's ongoing books based on a proposal from the Board of Commissioners.
- Based on the provisions of Article 33 paragraph (3) of SOE Regulation 01, the annual Financial Statements of the Micro and Small Business Funding Program (PUMK) must be audited by a Public Accounting Firm separately from the audit of SOE Financial Statements and prepared in accordance with financial accounting standards.

**5. Reporting on the Realization of the Use of Proceeds from the Shelf Public Offering of Shelf Green Bonds I Tranche I of Bank Mandiri of 2023.**

Explanation of the Fifth Meeting Agenda:

- Based on Article 6 of POJK No. 30/POJK.04/2015 regarding the Realization Report of the Use of Proceeds of Public Offering, public companies are required to be responsible for the realization of the use of proceeds of public offering in each Annual GMS until all of the public offering proceeds have been realized.

- The realization of the use of proceeds of public offering shall be made as one of the agenda of the Annual GMS, but does not require a shareholders approval.

## **6. Approval of the update of the Company's Recovery Plan.**

### Explanation of the Sixth Meeting Agenda:

- Based on the provisions of Article 31 paragraph (2) of POJK No. 14/POJK.03/2017 concerning Recovery Plan for Systemic Banks, the Recovery Plan update which contains, among others, changes in the trigger level and/or fulfillment of the adequacy and feasibility of debt or investments instruments that have capital characteristics owned by systemic banks must obtain the shareholders' approval in the GMS.
- If the pertaining Recovery Plan update is submitted to OJK and has not been approved by the GMS, the systemic bank must request approval of such Recovery Plan at the subsequent GMS.
- In the 2022 Recovery Plan Update, the Company adjusted the trigger level for the CAR to trigger level 1 (Prevention). The trigger level adjustment has been approved by OJK and requires shareholder approval in the GMS.
- In 2023, the Company issued Medium Term Notes Subordinated II of PT Bank Mandiri (Persero) Tbk of 2023 to fulfill of the adequacy and feasibility of debt or investment instruments that have capital characteristics in the Recovery Plan update document that has been submitted to the Financial Services Authority ("OJK"), but has not yet obtained the GMS approval.

## **7. Approval of amendments to the Company's Articles of Association.**

### Explanation of the Seventh Meeting Agenda:

- Based on Article 25 paragraph (5) and Article 28 of the Company's Articles of Association, amendments to the Company's articles of association must obtain approval from the GMS, in which the GMS must be attended and approved by the Series A Dwiwarna Shareholder.
- The Company intends to amend the Company's Articles of Association to adjust to the following provisions:
  - a. Law Number 4 of 2023 concerning Development and Strengthening of the Financial Sector, OJK Regulation Number 17 of 2023 concerning Implementation of Governance for Commercial Banks;
  - b. Minister of SOE of the Republic Indonesia Regulation Number PER-2/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of BUMN;
  - c. Minister of SOE of the Republic Indonesia Regulation Number PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises; and
  - d. Regulations related to other Company business activities

## 8. Changes in the composition of the Company's Board of Management.

### Explanation of the Eighth Meeting Agenda:

Based on the provisions of Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association, members of the Board of Directors and the Board of Commissioners are appointed and dismissed by the GMS, where the GMS must be attended and approved by Series A Dwiwarna Shareholder.

### **Notes:**

1. The Company will not send a separate invitation to the Shareholders as this Invitation is considered as an official invitation to the Company's Shareholders to attend the Meeting.
2. Shareholders who are eligible to attend or be represented at the Meeting are the Shareholders of the Company whose names are recorded in the Shareholders Register of the Company and/or the owners of the Company's shares in the securities account balance record at the Collective Custody of PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing of stock trading day on **February 12, 2024 until 16.00 WIB (Western Indonesia Time Zone) ("Eligible Shareholders")**.
3. Participation of the Eligible Shareholders in the Meeting may be carried out by the following mechanism:
  - a. physically attend the Meeting;
  - b. attend the meeting electronically through the eASY.KSEI (<https://akses.ksei.co.id/>) application; or
  - c. represented by another party by granting a power of attorney electronically through the eASY.KSEI (<https://akses.ksei.co.id/>) application or a granting power of attorney in writing.
4. Shareholders who can attend in person, electronically or authorize electronically (e-proxy) through the eASY.KSEI application are Shareholders whose shares are kept in the collective custody of KSEI. To use the eASY.KSEI application, Shareholders may access the eASY.KSEI menu at the AKSes.KSEI facility (<https://akses.ksei.co.id/>), subject to the following conditions:
  - a. Shareholders inform their attendance or appoint their proxies and/or submit voting choices on the eASY.KSEI application, no later than 12.00 WIB on 1 (one) business day before the date of the Meeting.
  - b. Shareholders who will attend electronically or provide electronic proxies to the Meeting through the eASY.KSEI application, must pay attention to the following matters:
    - i. Registration Process;
    - ii. The process of submitting questions and/or opinions electronically;
    - iii. Voting Process;
    - iv. GMS broadcast.

Guidelines for registration, usage, and further explanation of eASY.KSEI can be downloaded from the eASY.KSEI website (<http://akses.ksei.co.id>) or on the Company's website ([www.bankmandiri.co.id/web/gcg/agm](http://www.bankmandiri.co.id/web/gcg/agm)).

- c. In addition to granting power of attorney electronically, Eligible Shareholders may grant power of attorney in writing by using the Power of Attorney form which can be downloaded on the Company's website ([www.bankmandiri.co.id/web/gcg/agm](http://www.bankmandiri.co.id/web/gcg/agm)) and when completed must be submitted to the Company's Securities Administration Bureau PT Datindo Entrycom at Jl. Hayam Wuruk No. 28, 2nd Floor Central Jakarta - 10120, Tel. (021) 350 8077 Fax. (021) 350 8078, on each business day from the date of the Meeting Invitation until no later than Thursday, February 29, 2024 until 16.00 WIB.
5. Eligible Shareholders who attend based on a Power of Attorney shall apply the provisions that members of the Board of Directors, Board of Commissioners and employees of the Company may act as proxies in the Meeting but their votes will not be taken into account in voting at the Meeting. The form of Power of Attorney can be downloaded on the Company's website ([www.bankmandiri.co.id/web/gcg/agm](http://www.bankmandiri.co.id/web/gcg/agm)).
6. Eligible Shareholders or their proxies who will physically attend the Meeting shall be required to submit a copy of their Identity Card or other valid identification to the registration officer before entering the Meeting room. Legal Entities Shareholders must bring with them copies of its Articles of Association and deeds of appointment of the latest members of the Board of Directors and the Board of Commissioners or their management thereof and effective in accordance with applicable regulations. As for shareholders in KSEI collective custody will be required to present the Written Confirmation for GMS ("KTUR") to the registration officer before entering the Meeting room. If the Shareholders are unable to present the KTUR, the Shareholders may still attend the Meeting to the extent their name are recorded in the Shareholders Register of the Company and bring a verified identity in accordance with applicable regulations.
7. Meeting materials are available on the Company's website [www.bankmandiri.co.id/web/gcg/agm](http://www.bankmandiri.co.id/web/gcg/agm) from the date of this Meeting Invitation until the date of the Meeting, provided that the curriculum vitae of the candidates for the management of the Company to be appointed will be available no later than the time of the Meeting as stipulated under laws and regulations.
8. In order to facilitate the arrangement and for the order of the Meeting, Shareholders or their proxies who are physically present are kindly requested to be at the Meeting venue no later than 30 (thirty) minutes before the Meeting begins.

**Jakarta, February 13, 2024**

**PT Bank Mandiri (Persero) Tbk  
Board of Directors**