

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS PT BANK MANDIRI (PERSERO) Tbk. No. HBK. CSC/3/P/II/2022

Board of Directors of PT Bank Mandiri (Persero) Tbk. (hereinafter shall be referred to as the "Company"), domiciled in South Jakarta, hereby invites the shareholders to attend the Company's Annual General Meeting of Shareholders (hereinafter shall be referred to as the "Meeting") physically and electronically to be held at:

Day/Date : Thursday / 10 March 2022
Time : 14.00 WIB (Western Indonesian Time Zone) - finished
Place : Auditorium Plaza Mandiri Lt. 3
Plaza Mandiri, Jl. Jend. Gatot Subroto Kav. 36-38,
Jakarta 12190

The meeting will be held with the following Agenda:

Agenda:

- Approval on the Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval on the Board of Commissioners' Supervisory Report and Ratification of the Annual Financial Statements and Implementation of the Company's Social and Environmental Responsibility Program for the financial year ended on December 31, 2021, as well as the granting of a 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 Company's supervisory actions that have been performed during the Fiscal Year 2021.**

Explanation:

(i) Article 21 in conjunction with Article 18 of the Company's Articles of Association; Article 66, Article 67, Article 68, Article 69 and Article 78 of Law No. 40 of 2007 concerning Limited Liability Companies as amended by Law No. 11 of 2020 on Job Creation Law ("Company Law"); and Article 23 paragraph (1) of Law No. 19 of 2003 on State-Owned Enterprises ("SOE"), which stipulates that the Annual Report and the Supervisory Actions Report of the Board of Commissioners of the Company must obtain approval from the General Meeting of Shareholders of the Company ("GMS") and the Company's Consolidated Financial Statements must obtain approval from the GMS; and

(ii) Article 23 of the Minister of State-Owned Enterprises Regulation No. PER-05/MBU/04/2021 on the Social and Environmental Responsibility (CSER) Program of the State-Owned Enterprises stipulates that the Financial Statements and Implementation of the CSER Program will be reported and as an integrated part of the Company's Periodic Reports and the Annual Reports.

- Approval on the use of the Company's net profits for Fiscal Year 2021.**

Explanation:

Under the provisions (i) of Article 21 in conjunction with Article 26 of the Company's Articles of Association and (ii) Article 70 and Article 71 of the Company Law, the use of the Company's net profits is decided in the GMS.

- Determination of remuneration (salary/honorarium, facilities and allowances) in 2022 and Tantien Fiscal Year 2021 for the Board of Directors and Board of Commissioners of the Company.**

Explanation:

Based on 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, (iii) regulation of the Minister of State-Owned Enterprises No. PER-04/MBU/2014 on Guidelines for Determination of Remuneration of the Board of Directors, Board of Commissioners, and Supervisory Board of the State-Owned Enterprises as recently amended by the Regulation of the Minister of State-Owned Enterprises Number PER-013 / MBU / 09/2021, Provisions on the amount of salary, honorarium and benefits for the Board of Directors and Board of Commissioners of the Company are determined by the GMS.

- Appointment of a Public Accounting Firm (PAF) to audit the Company's Consolidated Financial Statements and the Annual Financial Statements and the Implementation of Social and Environmental Responsibility Programs Reports for fiscal year 2022.**

Explanation:

Based on provisions (i) of Article 21 paragraph (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 the Public Company ("POJK No. 15/POJK.04/2020"); and (iii) Article 13 paragraph (1) of POJK Number 13/POJK.03/2017 on the Use of Public Accountant services and Public Accounting Firms in Financial Services Activities, in the Annual GMS it will be determined the public accountant firm to audit the Company's ongoing books based on proposal from the Board of Commissioners.

- Confirmation on Implementation of the Regulation of the Minister of SOEs number PER-05/MBU/04/2021 dated April 8, 2021 on the Social and Environmental Responsibility Program of the State-Owned Enterprises.**

Explanation:

Based on provisions of Article 29 paragraph (2) of the Regulation of the Minister of SOEs Number PER-05 / MBU / 04/2021 dated April 8, 2021 concerning the Social and Environmental Responsibility Program of State-Owned Enterprises, for Persero / Limited Liability Companies which the shares thereof are not entirely owned by the state, this Ministerial Regulation is applied (a) directly by the Board of Directors; or (b) through confirmation at the AGM of Persero / Limited Liability Company concerned.

- Confirmation on Implementation of the Regulation of the Minister of SOEs number PER-11/MBU/07/2021 dated July 30, 2021 concerning Requirements, Procedures for Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprises.**

Explanation:

Based on provisions of Article 22 paragraph (2) of the Regulation of the Minister of SOEs No. PER-11/MBU/07/2021 dated July 30, 2021 concerning Requirements, Procedures for Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprises, for the Public Company (Persero), the implementation of this Ministerial Regulation is performed through direct adoption by the Board of Directors or based on confirmation in the relevant Public Company (Persero) GMS with due observance of the provisions of the capital market.

- Approval on the Transfer of Shares of the Repurchased-Shares (Buyback) held as the Treasury Stock.**

Explanation:

In 2020, the Company has performed repurchase of the shares (buyback) in accordance with the provisions of POJK No. 2/POJK.04/2013 on Repurchase of Share Issued by Issuer or Public Company in Significantly Fluctuating Market Conditions ("POJK No. 2/POJK.04/2013").

The Company intends to transfer the buyback shares which are held as the treasury stock to be transferred to employees under the employee stock ownership program scheme by the Company's employees. Based on Article 9 and Article 10 paragraph (1) of POJK No. 2/POJK.04/2013, the buyback shares which will not be transferred through the Indonesia Stock Exchange must obtain the GMS approval.

- Changes in the Company's Board of Management.**

Explanation:

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

Note:

- Company does not send an individual separate invitation to the Shareholders because this summons is an official invitation to the Company's Shareholders to attend the Meeting.
- Shareholders being entitled to attend or being represented at the Meeting are the Shareholders of the Company whose names are recorded in the Company's Shareholders Register and/or the Company's shareholders who are recorded in the securities account balances in the Collective Custody of PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing of stock trading on **February 15, 2022 until 16.00 WIB ("Eligible Shareholder")**.
- Participation of the Eligible Shareholder in the Meeting may be performed under the following mechanisms:
 - Attending the Meeting electronically through the eASY.KSEI application (<https://akses.ksei.co.id/>);
 - Being represented by other parties by furnishing an electronic letter of proxy through the eASY.KSEI application (<https://akses.ksei.co.id/>) or granting a letter of proxy in writing; or
 - Attending the meeting physically.
- As prevention of the transmission of COVID-19, the Company will limit the number of Shareholders who may attend the Meeting physically, and request the Shareholders to attend the Meeting electronically or granting a letter of proxy for their attendance and votes (either electronically through eASY.KSEI or in writing) to the independent parties appointed by the Company.
- Procedure for Attending the Meeting electronically
 - Shareholders must firstly be registered in KSEI Securities Ownership Reference facility ("AKses KSEI"). In case the Shareholder has yet to be registered, please register through the <https://akses.ksei.co.id> website.
 - For the registered Shareholders, the letter of proxy is granted in eASY.KSEI through the <https://akses.ksei.co.id> website.
 - Shareholders may declare their attendance until no later than March 9, 2022 at 12:00 NOON of Western Indonesia Time Zone (WIB).

- For the Eligible Shareholder or Proxy below:
 - Shareholders of the Company who have yet to make an electronic declaration of attendance until the cut-off time of the declaration of attendance;
 - Shareholders of the Company who have made an electronic declaration of attendance but have yet to determine a voting choice until the cut-off time for the declaration of attendance;
 - Individual Representatives* and Independent Parties who have been appointed by the Company, i.e. representatives of PT Datindo Entrycom as the Company's Securities Administration Bureau who have received the letter of proxy from the Company's Shareholders, but the relevant Shareholders concerned have yet to determine a voting choice until the cut-off time of the declaration of attendance;
 - KSEI/Intermediary (Custodian Bank or Securities Companies) who have received the letter of proxy from the Company's Shareholders who have determine a voting choice through eASY.KSEI;

Must register their attendance electronically through eASY.KSEI on the date of the meeting from 11.00 of Western Indonesia Time Zone (WIB) until 13.00 of Western Indonesia Time Zone (WIB).

- Eligible Shareholder who have given a declaration of attendance or a letter of proxy to the Individual Representative or Independent Party and have determined a voting choice for the Meeting Agenda in eASY.KSEI until the specified cut-off time, then the relevant Eligible Shareholder will not be required to register the attendance electronically in eASY.KSEI.
 - Delays or failures in the registration process electronically due to any reason causing the shareholders or their Proxies are prevented from attending the Meeting electronically, and their share ownership will not be counted as the attendance quorum.
- The procedure of authorizing power electronically and in writing
 - For Shareholders who have been registered as the AKses KSEI users, may give their letter of proxy electronically through eASY.KSEI by first logging into AKses KSEI through the <https://akses.ksei.co.id> website.

The period of time for the Shareholders to declare their proxies and votes, make changes of the appointment of Proxy and/or vote for the Meeting agenda, or revocation of the letter of proxy electronically is from the date of the Summons of the Meeting until no later than Wednesday, March 9, 2022 at 12:00 NOON Western Indonesia Time Zone (WIB), which is 1 (one) business day prior to the date of the meeting.
 - In addition to providing the letter of proxy electronically, the Eligible Shareholder may provide the letter of proxy in writing by using the Letter of Proxy form that can be downloaded on the Company's website (www.bankmandiri.co.id) and if it has been filled out completely must be submitted to the Company's Securities Administration Bureau of PT Datindo Entrycom with the address Jl. Hayam Wuruk No. 28, Floor 2 of Central Jakarta - 10120, Telp. (021) 350 8077 Fax. (021) 350 8078, on every business day from the date of the meeting summons until Friday, March 4, 2022 until 16.00 of Western Indonesia Time Zone (WIB).
 - Shareholders who have attended the Meeting venue but are prohibited from attending or unable to enter the Meeting room due to the reasons as specified in item 9 letter j) of this summons may still exercise their rights by giving their letter of proxy (to attend and grant their voting rights at each agenda of the Meeting) to the Independent Party appointed by the Company (Representative of the Securities Administration Bureau), by filling out and signing the Letter of Proxy form provided by the Company at the Meeting location no later than before the start of the Meeting.
 - The attending shareholders by virtue of the Letter of proxy are subject to the provision that members of the Board of Directors, Board of Commissioners and employees of the Company may act as a proxy in the Meeting but the votes of them will not be taken into account in the vote at the Meeting. The Letter of proxy form may be downloaded on the Company's website (www.bankmandiri.co.id).
 - Registration guidelines, use and further explanations of eASY.KSEI may be viewed on the <https://easy.ksei.co.id> and/or <https://akses.ksei.co.id> website or on the Company's website (www.bankmandiri.co.id).
 - Eligible Shareholder or their conventional proxies who will attend the Meeting physically will be required to submit a copy of the Identity Card or other valid identification to the registration officer before entering the Meeting room. For legal entities shareholders must bring with them a copy of the latest and effective Articles of Association and deeds of appointment of members of the Board of Directors and Board of Commissioners in accordance with the applicable provisions. For Shareholders in the collective custody of KSEI will be required to present the Written Confirmation for the GMS ("KTUR") to the registration officer before entering the Meeting room. In the event that the Shareholder may not be able to present KTUR, the Shareholders may still attend the Meeting as long as his name is recorded in the Shareholders Register and carry a verifiable identity card in accordance with the applicable provisions.
 - Eligible Shareholder or their proxies who will attend the Meeting physically, must follow and pass the security and health protocols applicable at the Meeting venue, as follows:
 - For the sake of mutual safety and health, the Company requires every the Eligible Shareholder or their proxy to have a Swab Test Certificate obtained from a hospital physician, public health center, or clinic, comprising a PCR Swab test examination with a negative COVID-19 result that is valid 1 day prior to the Meeting or an antigen swab test examination with a negative COVID-19 result on the day of the Meeting.
 - Eligible Shareholder or their representatives who are unable to present the original negative result of COVID-19 on the Swab test are required to take an Antigen Swab test to be conducted by a doctor / health officer provided by the Company. If the swab test result is positive for COVID-19, the Eligible Shareholder or its proxy is required to authorize the Company's Securities Administration Bureau without prejudice to the Shareholder's rights to raise questions and/or opinions and vote in the Meeting, and the vote issued through the proxy of them in the Meeting will be counted in the vote, by filling out the Letter of Proxy form (which can be downloaded on the Company's website www.bankmandiri.co.id) on the day of the meeting.
 - Presenting proof of certificate of Covid-19 vaccination through the PeduliLindungi application in accordance with applicable provisions.
 - Wearing a mask during staying in the meeting area.
 - Detection and monitoring of body temperature to ensure the shareholders or their letter of proxy does not have a body temperature above normal (or more than 37.3°C).
 - Complying with directions of the Meeting committee in *implementing the physical distancing* policy in the Meeting venue wither prior to commencement of the Meeting, during the Meeting, or after the Meeting is completed.
 - Complying with other prevention procedures and protocols of COVID-19 spread and transmission determined by the Company.
 - Company will announce again if there are additional changes and/or related to the procedures for the implementation of the Meeting depending on the latest conditions and development on the integrated handling and control on the prevention of the spread and transmission of COVID-19.
 - For the health reasons and in order to control the prevention of the spread of COVID-19, Company will not serve foods, beverages, and souvenirs / *goodie bags*.
 - For the sake of health and safety of all Parties, the Company may prohibit shareholders or their power to attend / enter the building area or stay in the Meeting room where the Meeting is held in case the shareholders or their proxies do not meet the security and health protocols as required above, and if upon a certain conditions which, based on the Company's considerations must be taken as the implementation of the health and order protocols.
 - Meeting materials are available on the Company's website www.bankmandiri.co.id/web/gcg/agm from the date of this Summons until the date of the meeting, provided that the curriculum vitae of the prospective Board of Directors to be appointed will be available at the latest on the implementation of the Meeting as stipulated in the laws and regulations.
 - In facilitating the arrangement and for the orderliness of the Meeting, the Shareholder or their proxies attending physically the meeting, are respectfully requested to arrive at the Meeting venue no later than 30 (thirty) minutes prior to commencement of the Meeting.

Jakarta, February 16, 2022

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