

**RULES**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**PT BANK MANDIRI (PERSERO) Tbk**  
**THURSDAY, MARCH 10 2022**

1. The Annual General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") of PT Bank Mandiri (Persero) Tbk (hereinafter referred to as the "**Company**") will be held in Indonesian language.
2. This meeting will be held on:  
Day/Date : Thursday/March 10, 2022  
Time : 14.00 (Western Indonesia Time Zone) WIB - Finished  
Venue : Auditorium Plaza Mandiri Lt. 3  
Plaza Mandiri, Jl. Jend. Gatot Subroto Kav. 36-38  
Jakarta, 12190

This meeting is held physically and electronically with reference to the provisions of Financial Services Authority Regulation No. 15/POJK.04/2020 on the Plan and Implementation of the General Meeting of Shareholders of Public Company ("**POJK 15/2020**"), Regulation of the Authority Financial Services No. 16/POJK.04/2020 on the Implementation of the General Meeting of Shareholders of Public Company Electronically ("**POJK 16/2020**"), and the Company's Articles of Association.

3. Meeting participants:
  - a. Based on Article 25 paragraph (9) of the Company's Articles of Association and Article 23 paragraph (1) of POJK 15/2020, Shareholders either themselves or represented under the letter of proxy are entitled to attend the Meeting.
  - b. 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 Western Indonesia Time Zone (WIB).
  - c. Shareholders or their legitimate proxies who attend the Meeting physically and arrive after the closing of the registration period, can still attend the Meeting but the votes are not counted and / or may not deliver questions or opinions in the question and answer session.
4. Meeting Participant Restrictions:
  - a. Company will limit the number of Shareholders who are physically present and appeal for Shareholders to attend the Meeting electronically or granting the letter of proxy electronically through the facilitation of *KSEI's Electronic General*

*Meeting System* (hereinafter referred to as "eASY.KSEI") in the <https://akses.ksei.co.id> link or granting the letter of proxy in writing to the Independent Party appointed by the Company.

- b. The Company has appointed an Independent Party to act and represent the Shareholders in casting votes and questions in the Meeting.
- c. The Independent Party appointed by the Company is a representative of the Company's Securities Administration Bureau, PT Datindo Entrycom, which is addressed at Jl. Hayam Wuruk No. 28, Jakarta 10120.
- d. 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.
- e. 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 this rules 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 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.

5. Letter of Proxy:

Shareholders may appoint their proxies to attend the Meeting, with the following conditions:

- a. Shareholders may grant their letter of proxy to other parties as designated by them subject to form and substances as determined by the Company that can be downloaded on the Company's website ([www.bankmandiri.co.id](http://www.bankmandiri.co.id)); or
  - b. Shareholders may grant their letter of proxy through eASY.KSEI provided by KSEI as an electronically letter of proxy granting mechanism in the process of performing the Meeting ( hereinafter referred to as "**e-Proxy**").
6. Observer is the party attending based on invitation of the Board of Directors but does not have the right to deliver questions, opinions or cast a vote in the Meeting.

7. Meeting Chairman:

- a. In accordance with the provisions of Article 24 paragraph (1) of the Company's Articles of Association and Article 37 of POJK 15/2020, the Meeting is chaired by members of the Board of Commissioners appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners are

unavailable or not available , the Meeting is chaired by one of the members of the Board of Directors appointed by the Board of Directors, and in the event that all members of the Board of Commissioners or members of the Board of Directors are unavailable or are not available, the Meeting is chaired by the Shareholder attending the Meeting appointed from and by the Meeting participants.

- b. In accordance with the provisions of Article 24 paragraph (1) of the Company's Articles of Association and Article 38 of POJK 15/2020:
  - i. In the event that member of the Board of Commissioners appointed by the Board of Commissioners to chair the Meeting bears a conflict of interest with the Meeting Agenda to be resolved in the Meeting, the Meeting is chaired by other members of the Board of Commissioners bearing no conflict of interest appointed by the Board of Commissioners.
  - ii. In the event that all members of the Board of Commissioners bear a conflict of interest, the Meeting is chaired by one of the members of the Board of Directors appointed by the Board of Directors. In the event that the member of the Board of Directors appointed by the Board of Directors to chair the Meeting bears a conflict of interest against the Meeting Agenda to be resolved in the Meeting, the Meeting is chaired by the member of the Board of Directors bearing no conflict of interest.
  - iii. In the event that all members of the Board of Directors bear a conflict of interest, the Meeting is chaired by one of the non-controlling Shareholders elected by the majority of other Shareholders who attend the Meeting.

#### 8. Health Protocols:

Taking into account the Decree of the Minister of Health No.HK.01.07/MENKES/382/2020 on Public Health Protocols in Places and Public Facilities in Prevention and Control of *Corona Virus Disease* 2019 (COVID-19) ("**MoHR Prevention of COVID 19**"), Meeting Participants who are physically attend the Meeting must follow and pass the safety and health protocols applied by the Company, as follows:

- a. For the sake of mutual safety and health, the Company requires every Shareholder or its proxy to present a Swab Test Certificate comprising 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. 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 Shareholder or its proxy is required to authorize the Company's Securities Administration Bureau without prejudice to the Shareholder's rights to deliver questions and/or opinions and vote in the Meeting, and the vote cast through the proxy of them in the Meeting will be counted in the voting, by filling out the Letter of Proxy form (which may be downloaded on the Company's website [www.bankmandiri.co.id](http://www.bankmandiri.co.id)) on the day of the Meeting.

- b. Presenting proof of certificate of Covid-19 vaccination through the Peduli Lindungi application in accordance with applicable provisions.
- c. Wearing a medical mask covering nose and mouth to chin during staying in the meeting area.
- d. Detecting and monitoring body temperature to ensure meeting participants do not have above-normal body temperature (or more than 37.3 °C).
- e. 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.
- f. 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.
- g. 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*.

9. Meeting Quorum:

- a. Based on Article 25 paragraph (1) of the Company's Articles of Association, Meeting 1<sup>st</sup> Meeting Agenda up to the 7<sup>th</sup> Meeting Agenda may be held if in the Meeting more than 1/2 (a half) part of the total number of shares with valid voting rights attend or being represented;
- b. Based on Article 11 paragraph (10), Article 14 paragraph (12), and Article 25 paragraph (4) of the Company's Articles of Association, the Meeting with the 8<sup>th</sup> Agenda on changes in the composition of the Company's board of management may be held if attended by Series A Dwiwarna Shares shareholder and the other Shareholders other and/or their legitimate proxies collectively represent more than 1/2 (a half) share of the total number of shares with valid voting rights.

10. Discussion of the Meeting Agenda is performed with the following mechanisms:

- a. Meeting Chairman will open, chair the Meeting and close the Meeting.
- b. Meeting Chairman may request for assistance of members of the Board of Commissioners or members of the Board of Directors or parties appointed by members of the Board of Directors to convey explanations in the Meeting Agenda.

## 11. Q&amp;A:

- a. Meeting Chairman will provide an opportunity for the Shareholder or Proxy to deliver questions and / or opinions in connection with the Meeting Agenda prior to resolution being taken.
- b. Meeting Chairman may request for assistance of members of the Board of Commissioners or members of the Board of Directors to handle the question and answer session (hereinafter referred to as the "**Appointed Meeting Chairman**"), provided that the authority to chair the Meeting must be handed back by the Appointed Meeting Chairman to the Meeting Chairman prior to resolution taking process.
- c. Only shareholders or their legitimate proxies have the right to deliver questions and/or opinions about the Meeting Agenda.
- d. Unless the Meeting Chairman or the Appointed Meeting Chairman determines otherwise, the submission of questions and/or opinions for the Meeting Agendas consists of 1 (one) session and will be given the opportunity to at most 3 (three) questioners under condition that each questioner may submit a maximum of 1 (one) question or opinion, and if there are still questions and / or opinions, it will be opened 1 (one) additional question and answer session with the same provisions as the previous session.
- e. If in the first session there are no questions and / or opinions, then the session of submission of questions and / or opinions will be terminated and continue to the resolution-taking session.
- f. Questions and/or opinions delivered by the Shareholders in writing
- g. Shareholders or their proxies who desire to deliver questions and/or express their opinions are requested to raise their hands and then the officer will submit a question sheet to be filled in with the name of the Shareholder, the number of shares represented and the questions or opinions. The question sheet must be submitted to the officer and the Notary will examine the validity or authority of the questioner.
- h. Questions or opinions delivered orally will not be responded.
- i. Meeting Chairman or the Appointed Meeting Chairman has the authority to determine a turn for the Shareholder or its proxy to deliver questions and / or express opinion.
- j. Meeting Support Profession will read out questions and/or opinions related to the Meeting Agenda to be answered by the Meeting Chairman or the Appointed Meeting Chairman without prejudice to the right of the Meeting Chairman or the Appointed Meeting Chairman refuse to answer if according to the Meeting Chairman or the Appointed Meeting Chairman the question and/or opinions

delivered are considered unrelated or irrelevant to the Meeting Agenda being discussed or discussed before.

- k. Meeting Chairman or the Appointed Meeting Chairman will read out and answer questions / respond the opinions one by one. If necessary, the Meeting Chairman or the Appointed Meeting Chairman may request members of the Board of Commissioners, members of the Board of Directors, the Company's executive officials or the Meeting Supporting Profession to answer or respond the questions and / or opinions.
- l. Meeting Chairman will commence the resolution-taking session and resolution-taking after the question or opinion is responded to.
- m. For the sake of time efficiency, questions and answer session will be allocated maximum 30 (thirty) minutes.
- n. For Shareholders of the Company or the power of shareholders who are present electronically may only deliver questions and / or opinions through *the chat* feature in the '*Electronic Opinions*' column available in the *E-meeting Hall* screen in the eASY.KSEI application. Delivery of questions and/or opinions may be performed to the extent [the status of meeting implementation in the '*General Meeting Flow Text*' column is "*Discussion started for agenda item no. [ ]*".

## 12. Meeting Resolution:

- a. Resolution will be taken based on deliberation for reaching a mutual consensus by taking into account Article 28 of POJK 15/2020.
- b. Voting must comply with the following provisions:
  - i. Based on Article 25 paragraph (1) of the Company's Articles of Association, the 1<sup>st</sup> Meeting Agenda to the 7<sup>th</sup> Meeting Agenda are valid and binding if approved by more than 1/2 (a half) part of the total number of shares with voting rights attending the Meeting.
  - ii. Based on Article 25 paragraph (4) of the Company's Articles of Association, for the 8<sup>th</sup> Meeting Agenda, the resolution is binding if approved by Series A Dwiwarna Shares shareholder and other Shareholders and/or their legitimate proxies collectively represent more than 1/2 (a half) of the total number of shares with voting rights attending the Meeting.

## 13. Voting Mechanism

- a. Shareholders holding more than one share are only entitled to cast the same vote for all shares owned by him, and shareholders are not entitled to appoint more than one proxy for a portion of the number of shares owned by him with a different vote, except for (i) the Custodian Bank or Securities Company as the Custodian representing its customers of the Company's shareholders, and (ii)

- Investment Manager who represents the interests of the Mutual Funds managed by him.
- b. A voting ballot for taking resolution will be provided by the officer.
  - c. Voting will be conducted by the following mechanisms:
    - i. 1<sup>st</sup> Meeting Agenda up to 7th Meeting Agenda:
      - a) Shareholders or their proxies who are abstained or cast dissenting vote will be requested to raise their hands and deliver their voting ballot to the officer.
      - b) Shareholders or their proxies who do not raise their hands are considered approving the proposal submitted in connection with the Meeting Agenda being discussed.
    - ii. 8<sup>th</sup> Meeting Agenda:
      - a) Resolution-taking is performed with a closed voting ballot.
      - b) Shareholders or their proxies will be required to cast their voting ballot to the officer.
  - d. In accordance with Article 47 POJK 15/2020 and Article 25 paragraph (11) of the Company's Articles of Association, the abstained vote is considered as cast the same vote as the majority of shareholders who cast the vote.
  - e. The electronic voting process takes will be performed in the eASY.KSEI application on the E-meeting Hall menu, the Live Broadcasting sub-menu.
  - f. Shareholders who attend or are represented by the Shareholders' proxy but have yet to cast vote of the Meeting Agenda in the eASY application.KSEI until the deadline no later than 12.00 noon of Western Indonesia Time Zone (WIB) on 1 (one) business day prior to the Meeting date, then the Shareholders or shareholders' proxies have the opportunity to cast their votes directly during the voting session through the *E-Meeting Hall* screen in the eASY.KSEI application opened by the Company. When the electronic voting session for each Meeting Agenda being commenced, the system automatically runs the voting *time* by counting down the maximum for 5 (five) minutes. During the electronic voting process will appear the status "*Voting for agenda item no [ ] has started*" in the column '*General Meeting Flow Text*'. If the shareholder or its proxy does not cast vote for the Agenda of a particular Meeting Agenda until the status of the meeting implementation seen in the column '*General Meeting Flow Text*' is changed to "*Voting for agenda item no [ ] has ended*", it will be considered to cast abstained vote for the related Meeting Agenda.
  - g. At the end of the voting count, the Notary will announce the results of the voting.

14. Live Broadcasting of Meeting:
  - a. Shareholders who have been registered with eASY.KSEI no later than the specified deadline can watch the meeting through the Zoom *webinar* by accessing the eASY.KSEI menu, the AGM broadcast submenu is provided at the AKSes facility (<https://akses.ksei.co.id/>).
  - b. GMS live broadcast has a capacity of up to 500 participants with the attendance will be determined based on *the first come first serve basis*.
  - c. Shareholders who do not get the opportunity to watch the Meeting through the GMS Live Broadcast are considered legally attending the Meeting electronically, and their share ownership and votes are taken into account in the Meeting, to the extent they have been registered in eASY.KSEI.
  - d. Shareholders who only watch the Meeting through the GMS Live Broadcast, but are not registered as electronically attend the Meeting on the eASY.KSEI application, will not be taken into account in the meeting attendance Quorum.
15. Meeting participants are expected to attend the Meeting until finish.
16. During the Meeting, Meeting Participants are expected to orderly joint the Meeting and do not activate the mobile phone during the Meeting.
17. Meeting Chairman or the Appointed Meeting Chairman has the right to take all necessary actions in maintaining the orderliness of the implementation of the Meeting.
18. Meeting participant identity must be worn during the Meeting.
19. Other matters that have yet to be stipulated in this Rules, will be stipulated later by the Meeting Chairman.

**PT Bank Mandiri (Persero) Tbk  
Jakarta, February 16, 2022**