



## GENERAL MEETING OF SHAREHOLDERS

### The Eighth Meeting Agenda

- a. Board of Commissioners:  
President Commissioner/ Independent: Muhamad Chatib Basri;  
Vice President Commissioner/ Independent: Andrinof A. Chaniago;  
Commissioner: Rionald Silaban;  
Commissioner: Nawal Nely;  
Commissioner: Arif Budimanta;  
Commissioner: Faried Utomo;  
Commissioner: Muhammad Yusuf Ateh;  
Independent Commissioner: Boedi Armanto;  
Independent Commissioner: Loeke Larasati Agoestina;  
Independent Commissioner: Muliadi Rahardja
  - b. Board of Directors:  
President Director: Darmawan Junaidi;  
Vice President Director: Alexandra Askandar;  
Corporate Banking Director: Susana Indah Kris Indriati;  
Commercial Banking Director: Riduan;  
Treasury and International Banking Director: Panji Irawan;  
Network and Retail Banking Director: Aquarius Rudianto;  
Operation Director: Toni E. B. Subari;  
Compliance and HR Director: Agus Dwi Handaya;  
Institutional Relations Director: Rohan Hafas;  
Risk Management Director: Ahmad Siddik Badruddin;  
Information Technology Director: Timothy Utama  
Finance and Strategy Director: Sigit Prastowo;
5. The appointed member of the Board of Commissioners as referred to at point 2 may only perform their duties after obtaining the prior approval from the Financial Services Authority (OJK) for the Fit and Proper Test and complying with the applicable laws and regulations. In the event that a member of the Board of Commissioners of the Company is later declared being disqualified as a member of the Board of Commissioners in the Fit and Proper Test by the OJK, then such member of the Board of Commissioners of the Company shall be honorably dismissed from the date of the decision on the results of the OJK Fit and Proper Test.
  6. The appointed member of the Board of Commissioners referred to at point 2 who are still holding other positions that are prohibited by laws and regulations from concurrently serving as members of the Board of Commissioners of State-Owned Enterprises must resign or be dismissed from their positions.
  7. Requested to Board of Directors to submit the written application to Financial Services Authority for the performance of Fit and Proper Test to the appointed members of Board of Commissioners as referred to at point 2.
  8. Delegated a power of attorney with substitution rights to the Board of Directors of the Company to restate the resolutions taken in this GMS in a notarial deed and appear before the Notary or authorized official, and prepare the necessary adjustments or corrections as required by the competent authority for the purposes of implementation of contents of the Meeting resolutions.

#### Follow-up

1. Mr. Muliadi Rahardja has obtained OJK approval regarding the fit and proper test as stated in the Decree of the OJK Board of Commissioners No. 40/KDK.03/2022 dated 22 June 2022 and OJK Letter No. SR-119/PB.12/2022 dated 23 June 2022, and his appointment as Independent Commissioner was declared effective as of 22 June 2022 as stated in Bank Mandiri Letter No. KPS/1703/2022 on 27 June 2022.
2. The Board of Directors of Bank Mandiri has taken all necessary actions related to the decisions of this agenda in accordance with the applicable laws and regulations.

Status: Realized

## IMPLEMENTATION OF PREVIOUS YEAR ANNUAL GMS (FISCAL YEAR 2021) AND REALIZATIONS

In 2021, the Company held 1 (one) GMS, the Annual GMS, which was held on 15 March 2021, at the Plaza Mandiri Auditorium, Jakarta. The Annual GMS was carried out with the following results and realizations:

### Resolution and Realization of the 2021 Annual GMS

#### The First Meeting Agenda

Approval on the Annual Report and Ratification of the Consolidated Financial Statements of the Company, Approval on Supervisory Report of Board of Commissioners and Ratification of Annual Report on Implementation of Partnership and Environmental Development Program for the financial year ended on 31 December 2020, as well as granting of a full release and discharge of responsibility (volledig acquit et de charge) to the Board of Directors for management of the Company and the Board of Commissioners for supervisory actions of the Company that have been performed the year ended 2020.

The minutes of meeting stated a Dwiwarna Series A shareholder gave response and there was 1 (one) questioners.

#### Voting Results

Agree: 99,5853787% including one share of Dwiwarna Series A Shares  
Abstain: 0,4114377%  
Disagree: 0,0031837%

## GENERAL MEETING OF SHAREHOLDERS

**The First Meeting Agenda****Decision**

Therefore:

The meeting with the majority votes, for 38.837.578.481 shares or constituting 99,9968163% of the total votes cast in the Meeting have resolved:

1. Approving the Annual Report of the Company including approval of Supervisory Report of Board of Commissioners of the Company for the year ended 31 December 2020, and ratifying the Consolidated Financial Statements of the Company for the year ended 31 December 2020 audited by Public Accountants Firm of Purwanto, Sungkoro & Surja based on their report No. 00021/2.1032/AU.1/07/0685-3/1/1/2021 dated 21 January 2021 with an unqualified opinion in all material respects.
2. Ratifying the Annual Report on Implementation of Partnership and Environmental Development Program for the year ended 31 December 2020 audited by Public Accountant Firm of Purwanto, Sungkoro & Surja based on its report No. 00039/2.1032/AU.2/10/0685-3/1/1/2021 dated 29 January 2021 with an unqualified opinion in all material respects.
3. Upon approval on the Annual Report of the Company and Supervisory Actions Report performed by Board of Commissioners for the year ended 31 December 2020, as well as approval on the Consolidated Financial Statements and the Annual Report of the Company on Implementation of Partnership and Environmental Development Program for the year ended 31 December 2020, the Meeting will grant a full release and discharge of responsibility ( volledig acquit et de charge ) to all members of the Board of Directors and the Board of Commissioners of the Company for management and supervisory actions performed for the year ended 31 December 2020, to the extent those actions are not crimes and reflected in the Annual Report, Consolidated Financial Statements and Annual Report on Implementation of Partnership and Environmental Development Program of the Company for the year ended 31 December 2020.
4. A full Release and discharge of responsibility will also be granted to:
  - a. Mr. Robertus Billitea who from 1 January 2020 until 11 February 2020 was the Independent Commissioner of the Company.
  - b. Mr. Kartika Wirjoatmodjo and Mr. R. Widyo Pramono who from 1 January 2020 until 18 February 2020 was the President Commissioner and the Commissioner of the Company.
  - c. Mr. Makmur Keliat who from 1 January 2020 until 19 February 2020 was the Independent Commissioner of the Company.
  - d. Mr. Sulaiman Arif Arianto who from 1 January 2020 until 19 February 2020 was the Vice President Director of the Company.
  - e. Mr. Royke Tumilaar and Mr. Silvano Winston Rumatir who from 1 January 2020 until 2 September 2020 respectively were the President Director and the Financial and Strategic Director of the Company.
  - f. Mr. Hery Gunardi who from 1 January 2020 until 19 February 2020 was the Consumer and the Retail Transaction Director of the Company and on 19 February 2020 until 21 October 2020 was the Vice President Director of the Company.
  - g. Mr. Donsuwan Simatupang who from 1 January 2020 until 21 October 2020 was the Institutional Relations Director of the Company.

**Follow-up**

The Financial Statements and Annual Reports have been submitted to the FSA and the Indonesia Stock Exchange with the following information:

1. Submission of Financial Reports:  
The said report is also submitted through the FSA Electronic Reporting System and the Indonesia Stock Exchange.
2. Annual Report Submission:
  - a. Submitted to FSA through Letter No. HBK.CSC/CMA.177/2021 dated 19 February 2021 and the report is copied to the Indonesia Stock Exchange.
  - b. The annual report is also submitted through the OJK Electronic Reporting System and the Indonesia Stock Exchange.

Status: Realized

**The Second Meeting Agenda**

Determination of utilization of the Company's net profit for the year ended 2020.

The minutes of meeting stated there was no question and/or response from shareholders and proxies of shareholder.

**Voting Result**

Agree: 99,0559799% including one share of Dwiwarna Series A Shares

Abstain: 0,0513981%

Disagree: 0,8926220%

**Decisions**

Therefore:

The meeting with the majority votes, i.e. 38.492.131.173 shares or constituting 99,1073780% of the total votes cast in the Meeting have resolved:

- Approving and determine the utilization of Net Income of the Company for the year ended 31 December 2020 amounting to Rp17,119,252,607,385.70 (seventeen trillion one hundred nineteen billion two hundred fifty-two million six hundred seven thousand three hundred eighty-five rupiah and seventy cents) as follows
1. 60 % of the net profits for the year ended 2020 or Rp 10,271,551,564,431.40 ( ten trillion two hundred seventy one billion, five hundred fifty one million five hundred sixty four thousand four hundred thirty one rupiah and forty cents ) will be distributed as cash dividends to shareholders and special dividends to the Government/State of the Republic of Indonesia for the ownership of 60% shares in the amount of Rp6,167,609,511,000.00 (six trillion one hundred sixty seven billion six hundred nine million five hundred eleven thousand rupiah) will be deposited to the State Treasury General Account. Conferring the power and authority to Board of Directors of the Company to arrange mechanism and realization of the cash dividend payment and further making announcement in accordance with the applicable regulations.
  2. 40% or Rp 6,847,701,042,954.28 (six trillion eight hundred forty seven billion seven hundred one million forty two thousand nine hundred fifty four rupiah and twenty eight cents) will be determined as the Retained Earnings.

**Follow-up**

Bank Mandiri has announced the Schedule and Procedure for the Distribution of Cash Dividends for Financial Year 2020 on 17 March 2021 and has paid cash dividends to shareholders on 12 April 2021.

Status: Realized



## GENERAL MEETING OF SHAREHOLDERS

**The Third Meeting Agenda**

Determination of remuneration (salary/honorarium, facilities, allowances, and other benefits) for the year ended 2021 and bonus (tantiem) for the year ended 2020 for the Board of Directors and the Board of Commissioners of the Company.

The minutes of meeting stated there was no question and/or response from shareholders and proxies of shareholder.

**Voting result**

Agree: 94,6159105% Including one share of Dwiwarna Series A Shares  
Abstain: 0,1097642%  
Disagree: 5,2743254%

**Decision**

Therefore:

The meeting with the majority votes, i.e. 36.790.329.511 shares or constituting 94,7256746% of the total votes cast in the Meeting have resolved:

1. Conferring authority and power to Dwiwarna Series A Shareholders of the Company to specify amount of tantiem for the year ended 31 December 2020, as well as honorarium, allowances, facilities and other benefits for members of Board of Commissioners of the Company for the year ended 31 December 2021.
2. Conferring authority and power to the Board of Commissioners of the Company subject to the prior written approval from the Series A Shareholders to specify the amount of bonus (tantiem) for the year ended 31 December 2020, as well as salary, allowances, facilities and other benefits for the members of the Board of Directors of the Company for the year ended 31 December 2021.

**Follow-up**

The determination of the salaries of the Board of Directors and the honorarium of the Board of Commissioners, and the provision of allowances, facilities, and/or other benefits for the 2021 financial year, as well as the determination of bonuses for the performance of the Board of Directors and the Board of Commissioners for the financial year ending on December 31, 2020 have been carried out by the Board of Directors. Commissioner with prior approval from the Ministry of SOEs.

Status: Realized

**The Fourth Meeting Agenda**

Appointment of Public Accounting Firm (KAP) for preparing the audit Consolidated Financial Statements and the Annual Report of the Company on Implementation of Partnership and Environmental Development Program for the year ended 2021.

The minutes of meeting stated there was no question and/or response from shareholders and proxies of shareholder.

**Voting Result**

Agree: 92,3950924% Including one share of Dwiwarna Series A Share  
Abstain: 0,3542451%  
Disagree: 7,2506625%

**Decision**

Therefore:

The meeting with the majority votes, i.e. 36.022.743.592 shares or constituting 92,7493375% of the total votes cast in the Meeting have resolved:

1. Assigning the Public Accountant Firm of Tanudiredja, Wibisana, Rintis and Partners (Pricewaterhouse Coopers International Limited) as the public accountant firm for auditing the Consolidated Financial Statements and the Financial Statements of the Implementation Partnership Program and Environmental Development of the Company for the year ended 31 December 2021.
2. Conferring power to the Board of Commissioners of the Company to specify the amount of honorarium and other requirements for public accountant firm, as well as the appointment of the substitute public accountant firm in case of the public accountant firm of Tanudiredja, Wibisana, Rintis and Partners (Pricewaterhouse Coopers International Limited), due to any reasons, whatsoever, fails in accomplishing the audit of the Consolidated Financial Statements of the Company and the Financial Statements of Implementation of Partnership and Environmental Development Program of the Company for the year ended 31 December 2021.

**Follow-up**

The appointment of the Public Accounting Firm of Tanudiredja, Wibisana, Rintis and Rekan (PricewaterhouseCoopers International Limited) has been reported to FSA through Letter No. KES/234/2021 dated 22 March 22 2021.

Status: Realized

**The Fifth Meeting Agenda**

Report on the use of proceeds from Public Offering of the II Self-Registration Bonds of Bank Mandiri Phase I for the year ended 2020.

The minutes of meeting stated that the Fifth Meeting Agenda is reporting, therefore no vote counting results.

The Fifth Meeting Agenda is reporting, therefore there was no question-and-answer session and there were no decisions made.

**Decision**

No decisions were made

**Follow-up**

The report on the realization of the use of proceeds from the II Self-Registration Bonds of Bank Mandiri Phase I for the year ended 2020 has been well received.

Status: Realized

## GENERAL MEETING OF SHAREHOLDERS

**The Sixth Meeting Agenda**

Approval on Amendments to Articles of Association of the Company.

The Minutes of Meeting stated that there was no question and/or response from shareholders and shareholder's power of attorney.

**Voting Results**

Agree: 75,2589700% Including one share of Dwiwarna Series A Share  
 Abstain: 0,0549906%  
 Disagree: 24,6860394%

**Decision**

Therefore:

The meeting with majority votes, i.e. 29.251.049.803 shares or constituting 75,3139606% of the total votes cast in the Meeting have resolved:

1. Approving the amendment to Articles of Association of the Company, i.e. adjustments to Regulation of the Financial Services Authority No. 15/POJK.04/2020 regarding Plan and Implementation of General Meeting of Shareholders of Public Companies, Regulation of the Financial Services Authority No. 16/POJK.04/2020 regarding Implementation of General Meeting of Shareholders of Public Companies Electronically and Regulation of the Financial Services Authority No. 14/POJK.04/2019 regarding Amendments to the Financial Services Authority Regulation Number 32/ POJK.04 / 2015 concerning Increase of Capital for Public Companies by Providing Pre-emptive Rights, as well as other related regulations.
2. Approving to make rearrangement to all provisions in the Articles of Association in connection with amendments as referred to the aforementioned point 1 (one).
3. Conferring power and authority to the Board of Directors with substitution rights to take all necessary actions related to resolutions of the Sixth Meeting Agenda, including arrangement and restatement of the entire Articles of Association of the Company in a Notary Deed and submitting to the competent authorities for obtaining approval and/or receipt notification of amendments to the Articles of Association of the Company, taking all actions as deemed necessary and useful with no exception, including making additions and/or changes to amendments of the Articles of Association of the Company if required so by the competent authority.

**Follow-up**

Bank Mandiri's Articles of Association have been amended as stated in Deed No. 08 dated 13 April 2021 which has obtained approval from the Minister of Law and Human Rights of the Republic of Indonesia dated 12 May 2021 number AHU-0087821.AH.01.11. 2021 and notification of the amendment to its articles of association has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia in accordance with the letter dated 12 May 2021 number AHU-AH.01.03-0307305.

Status: Realized

**The Seventh Meeting Agenda**

Confirmation on enforcement of Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-08/MBU/12/2019 dated 12 December 2019 General Guidelines for Implementation of Procurement of Goods and Services for State-Owned Enterprise ("Regulation of the Minister of State-Owned Enterprise No. 08/2019").

The Minutes of Meeting stated that there was no question and/or response from shareholders and shareholder's power of attorney.

**Voting Results**

Agree: 99,8932661% Including one share of Dwiwarna Series A Share  
 Abstain: 0,1067298%  
 Disagree: 0,0000041%

**Decision**

Therefore:

The meeting with majority votes, i.e. 38.838.813.381 shares or constituting 99,9999959% of the total votes cast in the Meeting have resolved:

Confirming the enforcement of the Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-08/MBU/12/2019 dated 12 December 2019 regarding General Guidelines for Procurement of Goods and Services for State-Owned Enterprise and amendments thereof.

**Follow-up**

With the approval of the inauguration of the Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia No. PER-08/MBU/12/2019 dated December 12, 2019 concerning General Guidelines for the Implementation of the Procurement of Goods and Services for State-Owned Enterprises, the implementation of the Procurement of Goods and Services refers to the Regulation of the Minister of SOEs.

Status: Realized

**The Eighth Meeting Agenda**

Confirmation on enforcement of Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-11/MBU/11/2020 dated 12 November 2020 on Management Contracts and Annual Management Contracts for Directors of the State-Owned Enterprises ("Regulation of the Minister of State-Owned Enterprise No. 11/2020").

The Minutes of Meeting stated that there was no question and/or response from shareholders and shareholder's power of attorney.

**Voting Results**

Agree: 99,8932689% Including one share of Dwiwarna Series A Share  
 Abstain: 0,1067311%  
 Disagree: 0%



## GENERAL MEETING OF SHAREHOLDERS

## The Eighth Meeting Agenda

**Decision**

Therefore:

The meeting with the majority votes, i.e. 38.838.814.981 shares or constituting 100% of the total votes cast in the Meeting have resolved:

Confirming the enforcement of Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-11/MBU/11/2020 dated 12 November 2020 regarding Management Contracts and Annual Management Contracts for Board of Directors of the State-Owned Enterprises and amendments thereof.

**Follow-up**

With the approval of the inauguration of the Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia No. PER-11/MBU/11/2020 dated 12 November 2020 regarding Management Contracts and Annual Management Contracts for Directors of State-Owned Enterprises, preparation of Management Contracts and Annual Management Contracts for Directors of State-Owned Enterprises refers to the Regulation of the Minister of SOEs.

Status : Realized

## The Ninth Meeting Agenda

Changes in Composition of Management of the Company.

The Minutes of Meeting stated that there was no question and/or response from shareholders and shareholder's power of attorney.

**Voting Results**

Agree: 73,1985216% Including one share of Dwiwarna Series A Shares

Abstain: 1,7298021%

Disagree: 25,0716763%

**Decision**

Therefore:

The meeting with the majority votes, i.e. 29.101.273.003 shares or constituting 74,9283237% of the total votes cast in the Meeting have resolved:

- Conforming honorable dismissal of the following names as the Management of the Company
  - Mr. Ardan Adiperdana as Commissioner;
  - Mr. Rico Usthavia Frans as Director of Information Technology; Who were appointed respectively pursuant to Resolutions of the Annual General Meeting of Shareholders for the year ended 2015, starting from the closing of the Annual General Meeting of Shareholders with gratitude for contribution of their spirit and thoughts during their tenure as the Management of the Company.
- Appointing the following names as the Management of the Company:
  - Mr. Muhammad Yusuf Ateh as Commissioner;
  - Mr. Timothy Utama as Director of Information Technology
- Tenure of members of the Board of Commissioners and the Board of Directors appointed as referred to at point 2, is in compliance with provisions of the Articles of Association of the Company, by considering Capital Market laws and regulations and without prejudice to the rights of General Meeting of Shareholders to dismiss them at any time.
- On such confirmation on dismissal and appointment of the Management of the Company as referred to at points 1 and 2, therefore the structure of members of the Board of Commissioners and the Board of Directors becomes as follows:
  - Board of Commissioners
    - President Commissioner/Independent: M. Chatib Basri
    - Vice President Commissioner/Independent: Andrinof A. Chaniago
    - Commissioner: Ronald Silaban
    - Commissioner: Nawal Nely
    - Commissioner: Arif Budimanta
    - Commissioner: Faried Utomo
    - Commissioner: Muhammad Yusuf Ateh
    - Independent Commissioner: Boedi Armanto
    - Independent Commissioner: Mohamad Nasir
    - Independent Commissioner: Loeke Larasati Agoestina
  - Board of Directors
    - President Director: Darmawan Junaidi
    - Vice President Director: Alexandra Askandar
    - Director of Corporate Banking: Susana Indah Kris Indianti
    - Director of Commercial Banking: Riduan
    - Director of Treasury and International Banking: Panji Irawan
    - Director of Network and Retail Banking: Aquarius Rudianto
    - Director of Operation: Toni E. B. Subari
    - Director of Compliance and HR: Agus Dwi Handaya
    - Director of Institutional Relation: Rohan Hafas
    - Director of Risk Management: Ahmad Siddik Badruddin
    - Director of Information Technology: Timothy Utama
    - Direktor of Finance and Strategy: Sigit Prastowo
- Members of the Board of Commissioners and the Board of Directors appointed as referred to at point 2 may only perform their duties as members of the Board of Commissioners and members of the Board of Directors after obtaining the prior approval from the Financial Services Authority of the Fit and Proper Test. In the event that the members of the Board of Commissioners and the Board of Directors of the Company are subsequently declared not approved as members of the Board of Commissioners and members of the Board of Directors in the Fit and Proper Test by the OJK, the members of the Board of Commissioners and members of the Board of Directors of the Company will be honorably discharged from the date of the stipulation of the results of OJK Fit and Proper Test.
- Members of the Board of Commissioners and the Board of Directors appointed as referred to at point 2 who are still holding other positions prohibited by laws and regulations from concurrently serving as members of the Board of Commissioners or members of Board of Directors of State-Owned Enterprises must resign or terminated from their positions.
- Requesting to Board of Directors to submit the written application to Financial Services Authority for the performance of Fit and Proper Test to the appointed members of Board of Commissioners and Directors as referred to at point 2.
- Conferring a power of attorney with substitution rights to the Board of Directors of the Company to restate the resolutions taken in the General Meeting of Shareholders in a notarial deed and appear before the Notary or authorized official, and preparing necessary adjustments or corrections as required by the competent authority for the purposes of implementation of contents of the meeting resolutions.

**Follow-up**

- Mr. Timothy Utama has obtained FSA approval regarding the fit and proper test as stated in the Decree of the FSA Board of Commissioners No. 46/KDK.03/2021 dated 19 May 2021 and FSA Letter No. SR-148/PB.12/2020 dated 24 May 2021, and the appointment of the person concerned as Director of Information Technology is declared effective as of 24 May 2021 as stated in Bank Mandiri Letter No. KPS/416/2021 on 24 May 2021.
- Mr. Muhammad Yusuf Ateh has obtained FSA approval for the fit and proper test as stated in the Decree of the FSA Board of Commissioners No. 55/KDK.03/2021 dated 16 August 2021 and FSA Letter No. SR-223/PB.12/2021 dated 17 August 2021, as well as the appointment of the person concerned as Commissioner will be effective as of 18 August 2021 as stated in Bank Mandiri Letter No. KPS/1059/2021 dated 18 August 2021.
- The Board of Directors of Bank Mandiri has taken all necessary actions related to the decisions of this agenda in accordance with the applicable laws and regulations.

Status: Realized