

GENERAL MEETING OF SHAREHOLDERS

The Sixth Meeting Agenda

Confirmation on Implementation 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.

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

Voting Results

Agree: 88.9700295% Including one share of Dwiwarna Series A Share
Abstain: 0.2459206%
Disagree: 10.7840498%

Decision

Therefore:

The meeting with the majority votes namely 36,097,910,054 shares or constituting 89.2159502% of the total votes cast in the Meeting have resolved:
Confirmed the enforcement of the Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-11/MBU/07/2021 dated 30 July 2021 regarding Requirements, Procedures for Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprise along with the changes.

Follow-up

With the approval of the ratification of the Minister of SOEs Regulation No. PER-11/MBU/07/2021 dated 30 July 2021 on the Requirements, Procedures for the Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprises, the implementation of procedures for the appointment, and termination of members of the Board of Directors of Bank Mandiri refers to the Regulation of the Minister of SOEs.

Status: Realized

The Seventh Meeting Agenda

Approval on the Transfer of Shares of the Buyback-Shares held as the Treasury Stock.

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

Voting Results

Agree: 75.2911571% Including one share of Dwiwarna Series A Share
Abstain: 0.8237754%
Disagree: 23.8850675%

Decision

Therefore:

The meeting with the majority votes namely 30,797,071,409 shares or constituting 76.1149325% of the total votes cast in the Meeting have resolved:
1. Approved the Transfer of Shares of the Repurchased-Shares (Buyback) held as the Treasury Stock totalling 35,400,000 (thirty five million four hundred thousand) shares in the context of implementation of Employees Share Ownership Program.
2. Approved to delegate power and authority to the Company's Board of Directors to determine the Employees Share Ownership Program.

Follow-up

The process of transferring shares from the buyback has been fully completed on 15 June 2022, the Company has made an information disclosure to shareholders in accordance with Letter No. HBK. CSC/CMA.1513/2022 dated 17 June 2022.

Status: Realized

The Eighth Meeting Agenda

Changes in the Company's Board of Management

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

Voting Results

Agree: 84.0649390% Including one Dwiwarna Series A Share
Abstain: 1.8403107%
Disagree: 14.0947504%

Decision

Therefore:

The meeting with the majority votes namely 34,758,358,444 shares or constituting 85.9052496% of the total votes cast in the Meeting have resolved:
1. Honorably dismiss the following names as members of the Board of Management of the Company:
a. Mr. Mohamad Nasir as the Independent Commissioner;
b. Mr. Darmawan Junaidi as the President Director;
who were appointed respectively pursuant to Resolutions of the Extraordinary Meeting of Shareholders ("GMS") of the Year 2019 and Extraordinary Meeting of Shareholders of the Year 2017, effective as of the closing of the GMS, with gratitude for the contribution of their spirit and thoughts during their tenure as the members of the Board of Management of the Company.
2. Appointing the following names as the members of the Board of Management of the Company:
a. Mr. Muliadi Rahardja as the Independent Commissioner;
b. Mr. Darmawan Junaidi as the President Director.
3. Tenure of members of the Board of Commissioners and the Board of Directors appointed as referred to at point 2, are 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 the GMS to dismiss them at any time.
4. On such dismissal and appointment of the members of the Board of Management of the Company as referred to at points 1 and 2, therefore the composition of the Management of the Company becomes as follows:



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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%