



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:

1. Conforming honorable dismissal of the following names as the Management of the Company
 - a. Mr. Ardan Adiperdana as Commissioner;
 - b. 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.
2. Appointing the following names as the Management of the Company:
 - a. Mr. Muhammad Yusuf Ateh as Commissioner;
 - b. Mr. Timothy Utama as Director of Information Technology
3. 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.
4. 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:
 - a. Board of Commissioners
 - President Commissioner/Independent: M. 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: Mohamad Nasir
 - Independent Commissioner: Loeke Larasati Agoestina
 - b. Board of Directors
 - President Director: Darmawan Junaedi
 - 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
5. 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.
6. 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.
7. 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.
8. 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 prepping 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. 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.
2. 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.
3. 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