

GENERAL MEETING OF SHAREHOLDERS

AGENDA 8

5. The new appointed members of the Board of Directors and Board of Commissioners as referred to in point 2 may only commence performing their tasks after obtaining 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 the members of the Board of Directors and the Board of Commissioners of the Company, in fact, are not approved as members of the Board of Directors and the Board of Commissioners in the Fit and Proper Test by the OJK, the members of the Board of Directors and the Board of Commissioners of the Company shall be honorably dismissed from the date of the decision of the OJK Fit and Proper Test results.
6. Members of the Board of Directors and the Board of Commissioners appointed as referred to in point 2 who are still serving in other positions that are prohibited by laws and regulations to be concurrently held by members of the Board of Directors or the Board of Commissioners of the State-Owned Enterprises, the concerned person must resign or be dismissed from his/her position.
7. Requested the Board of Directors to submit a written request to the OJK for the implementation of the Fit and Proper Test for the new appointed members of the Board of Directors and the Board of Commissioners as referred to in point 2.
8. Granted a power of attorney with the rights of substitution to the Board of Directors of the Company to restate the resolutions of this GMS in a Notarial deed and to appear before a Notary or the authorized official, and to make necessary adjustments or rectifications if required by the competent authorities for the purposes of implementing the resolutions of the meeting.

Follow-up

1. Mr. Heru Kristiyana has obtained OJK approval of the Fit and Proper Test assessment as stated in the copy of OJK Board of Commissioners Decree No. KEPR-98/D.03/2023 dated 21 August 2023 and OJK Letter No. SR-163/PB.02/2023 dated 21 August 2023, and his appointment as Independent Commissioner is effective as of 21 August 2023 as stated in Bank Mandiri Letter No. KPS/1181/2023 dated 24 August 2023.
2. Mr. Zainudin Amali has obtained OJK's approval of the Fit and Proper Test assessment as stated in the copy of OJK Board of Commissioners Decree No. KEPR-139/D.03/2023 dated 06 November 2023 and OJK Letter No. SR-250/PB.02/2023 dated 06 November 2023, and his appointment as Independent Commissioner is effective as of 06 November 2023 as stated in Bank Mandiri Letter No. KPS/1428/2023 dated 08 November 2023.
3. Ms. Eka Fitriana has obtained OJK's approval of the Fit and Proper Test assessment as stated in the copy of OJK Board of Commissioners Decree No. KEPR-97/D.03/2023 dated 21 August 2023 and OJK Letter No. SR-163/PB.02/2023 dated 21 August 2023, and her appointment as Independent Commissioner is effective as of 21 August 2023 as stated in Bank Mandiri Letter No. KPS/1181/2023 dated 24 August 2023.
4. 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 : Terealisasi

IMPLEMENTATION OF PREVIOUS YEAR ANNUAL GMS AND REALIZATIONS

In 2022, Bank Mandiri held 1 (one) GMS, the Annual GMS, which was held on 10 March 2022, at the Plaza Mandiri Auditorium, Jakarta. The Annual GMS was carried out with the following results and realizations:

RESOLUTIONS OF THE 2022 ANNUAL GMS

The First Meeting 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 fiscal year ended on 31 December 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.

The Minutes of Meeting stated a Dwiwarna Series A shareholder gave response and there was 1 (one) question.

Voting Results

Agree: 98.0527965% including one share of Dwiwarna Series A Shares
 Abstain: 0.0513776%
 Disagree: 1.8958259%

Decision

Therefore:

1. The meeting with the majority votes namely 39,694,198,687 shares or constituting 98.1041741% of the total votes cast in the Meeting have resolved: Approved the Annual Report of the Company including the Supervisory Report of Board of Commissioners of the Company for the fiscal year ended on 31 December 2021.
2. Ratifying:
 - a. Financial Statements of the Company for the fiscal year ended on December 31, 2021 audited by Public Accountants Firm of Tanudiredja, Wibisana, Rintis & Partners Rekan (a member firm of the Global PricewaterhouseCoopers network) according to its report No. 00042/2.1025/AU.1/07/0229- 1/1/1/2022 dated January 27, 2022, with the unqualified opinion in all material respects.
 - b. Annual Financial Statements and Implementation of Social and Environmental Responsibility Program for the fiscal year ended on December 31, 2021 audited by Public Accountants Firm of Tanudiredja, Wibisana, Rintis & Partners Rekan (a member firm of the global PricewaterhouseCoopers network) according to its report No. 00052/2.1025/AU.2/11/0229-1/1/1/2022 dated January 28, 2022, with the unqualified opinion in all material respects.
3. Upon approval on the Annual Report of the Company including the Supervisory Actions Report performed by Board of Commissioners, as well as ratification on the Financial Statements of the Company and the Annual Financial Statements and Implementation of Social and Environmental Responsibility Program for the fiscal year ended on December 31, 2021, the GMS shall grant a full release and discharge (volledig acquit et de charge) to all members of the Board of Directors for the management actions of the Company and the Board of Commissioners for the supervisory actions of the Company that have been performed during the Fiscal Year 2021, to the extent such actions are not criminal acts, and are reflected in the reports mentioned above.

GENERAL MEETING OF SHAREHOLDERS

The First Meeting Agenda

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 Statements:
The Financial Statements was also submitted through the OJK Electronic Reporting System and the Indonesia Stock Exchange.
2. Submission of Annual Report:
 - a. Submitted to the OJK through Letter No. HBK.CSC/CMA.295/2022 dated 16 February 2022 and the report is copied to the Indonesia Stock Exchange.
 - b. The annual report was also submitted through the OJK Electronic Reporting System and the Indonesia Stock Exchange.

Status : Realized

The Second Meeting Agenda

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

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

Voting Result

Agree : 97.5818916% including one share of Dwiwarna Series A Shares
Abstain : 0.0958159%
Disagree : 2.3222925%

Decisions

Therefore:

The meeting with the majority votes namely 39,521,644,855 shares or constituting 97.6777075% of the total votes cast in the Meeting have resolved: Approved and determined the utilization of Net Profit of the Company for the Fiscal Year ended on 31 December 2021 amounting to Rp28,028,155,247,474 (twenty-eight trillion twenty-eight billion one hundred fifty-five million two hundred forty-seven thousand four hundred seventy-four Rupiah) as follows:

1. 60% of the net profit of the Company for the Fiscal Year ended on 31 December 2021 or Rp16,816,893,148,484.40 (sixteen trillion eight hundred sixteen billion eight hundred ninety three million one hundred forty eight thousand four hundred eighty four 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 52% shares in the amount of Rp8,751,423,016,698.88 (eight trillion seven hundred fifty one billion four hundred twenty three million sixteen thousand six hundred ninety eight Rupiah and eighty eight cents) will be credited to the State Treasury General Account. Conferring the power of attorney 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.
Provide power and authority to the Board of Directors of the Company to regulate the procedures and implementation of the cash dividend payment and subsequently announce in accordance with applicable regulations.
2. 40% or Rp11,211,262,098,989.60 (eleven trillion two hundred eleven billion two hundred sixty-two million ninety-eight thousand nine hundred ninety-nine Rupiah and sixty 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 2021 on 14 March 2022 and has paid cash dividends to shareholders on 6 April 2022.

Status : Realized

The Third Meeting Agenda

Determination of remuneration (salary/honorarium, facilities and allowances) in 2022 and Tantiem Fiscal Year 2021 for the Board of Directors and 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: 94.4040145% Including one share of Dwiwarna Series A Shares
Abstain: 0.1706709%
Disagree: 5.4253146%

Decisions

Therefore:

The meeting with the majority votes namely 38,266,122,581 shares or constituting 94.5746854% of the total votes cast in the Meeting have resolved:

1. Delegated the authority and power to the Shareholder of Series A Dwiwarna Shares of the Company to specify the amount of tantiem (bonus) for the fiscal year ended on December 31, 2021 as well as honorarium, facilities and allowances for members of the Board of Commissioners of the Company for the year 2022.
2. Delegated the authority and power to the Board of Commissioners of the Company subject to the prior written approval from the Shareholder of Series A Dwiwarna Shares to specify the amount of tantiem (bonus) for the fiscal year ended on December 31, 2021, as well as salary, facilities and allowances for the members of the Board of Directors of the Company for the year 2022.

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

GENERAL MEETING OF SHAREHOLDERS

The Fourth Meeting Agenda

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.

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

Voiting Result

Agree: 97.28629% Including one share of Dwiwarna Series A Share

Abstain: 1.193752%

Disagree: 1.519956%

Decision

Therefore:

The meeting with the majority votes namely 39,846,280,527 shares or constituting 98.4800442% of the total votes cast in the Meeting have resolved:

1.
 - a. Assigned the Public Accountant Firm of Public Accountants Firm of Tanudiredja, Wibisana, Rintis & Partners Rekan (a member firm of the global PricewaterhouseCoopers network) as the public accountant firm for auditing the Consolidated Financial Statements of the Company (covering the Annual Financial Report and Implementation of the Company's Social and Environmental Responsibility Programs), Financial Reports and Implementation of the Micro and Small Business Funding Program (PUMK) and other reports for the 2022 Fiscal Year.
 - b. Granted authority and power to the Board of Commissioners of the Company to appoint a Public Accounting Firm to audit the Company's Financial Statements for other periods in the 2022 Fiscal Year for the purposes and interests of the Company.
2. Delegated the power to the Board of Commissioners of the Company to specify the amount of honorarium and other requirements for the Public Accountants Firm, as well as the appointment of the substitute Public Accountant Firm in case of the Public Accountants Firm of Tanudiredja, Wibisana, Rintis and Partners (a member firm of the global PricewaterhouseCoopers network), due to any reasons, whatsoever, fails in accomplishing the audit of the Consolidated Financial Statements of the Company (covering the Annual Financial Report and Implementation of the Company's Social and Environmental Responsibility Programs), Financial Reports and Implementation of the Micro and Small Business Funding Program (PUMK) and other reports for the 2022 Fiscal Year.

Follow-up

The appointment of the Public Accounting Firm of Tanudiredja, Wibisana, Rintis and Rekan (PricewaterhouseCoopers International Limited) has been reported to OJK through Letter No. KES/203/2022 dated 22 March 2022.

Status: Realized

The Fifth Meeting Agenda

Confirmation on Implementation of the Regulation of the Minister of SOEs No. PER-05/MBU/04/2021 dated 8 April 2021 on the Social and Environmental Responsibility Program of the State-Owned Enterprises.

The Minutes of Meeting stated that the Fifth Agenda of the Meeting was reporting only, therefore there was no question-and-answer session.

Voiting Result

Agree: 99.3189839% Including one share of Dwiwarna Series A Share

Abstain: 0.0912332%

Disagree: 0.5897829%

Decisions

Therefore:

The meeting with the majority votes namely 40,222,640,348 shares or constituting 99.4102171% 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-05/MBU/04/2021 dated 8 April 2021 regarding Social and Environmental Responsibility Program

Follow-up

With the approval of the ratification of the Minister of SOEs Regulation No. PER-05/MBU/04/2021 dated 8 April 2021 on the Social and Environmental Responsibility Program of State-Owned Enterprises, the implementation of the Bank Mandiri Social and Environmental Responsibility Program refers to the Regulation of the Minister of SOEs.

Status : Realized

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 : Terealisasi

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 totaling 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 Juncidi 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 Juncidi 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:

GENERAL MEETING OF SHAREHOLDERS

The Eighth Meeting Agenda

a. Board of Commissioners:

- President Commissioner/ Independent : Muhamad Chatib Basi
- 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 Indarti Indarti
- 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