



# GENERAL MEETING OF SHAREHOLDERS

As a Limited Liabilities Company, the General Meeting of Shareholders (GMS) is the highest organ in the Company with the rights and authorities not delegated to the Board of Commissioners and Board of Directors within the limit as specified in the regulations and Articles of Association of the Company.

In addition, the GMS also serves as a communication forum between the Board of Directors and Board of Commissioners, as well as the Company's shareholders in the form of discussion for all present shareholders in every GMS agenda. Implementation of GMS in Bank Mandiri refers to the following regulations:

1. Law No. 40 of 2007 concerning Limited Liability Company.
2. Financial Services Authority Regulation OJK No. 15/POJK.04/2020 concerning the Plan and Implementation of General Meeting of Shareholders of a Public Company.
3. OJK Regulation OJK No. 16/POJK.04/2020 concerning the Electronic Implementation of General Meeting of Shareholders of a Public Company.

## Quorum Provision

The quorum provisions regarding the attendance and resolutions of GMS, in relation to matters that must be resolved, were executed as follows:

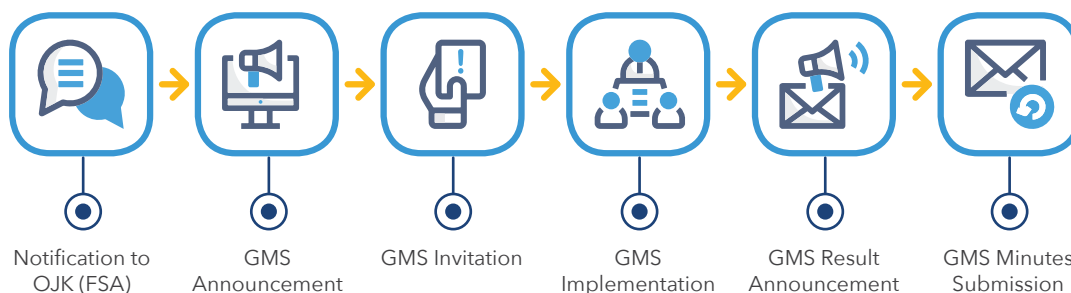
1. The meeting is attended by shareholders who represent more than 1/2 (one half) of the entire shares with valid voting rights, and resolutions are valid when agreed by more than 1/2 (one half) of the entire number of shares with voting rights which were present in the Meeting, unless the Law and/or Articles of Association of the Company determines a higher quorum.
2. In the event that presence quorum as specified is not achieved, the second GMS is valid and is entitled to make binding resolutions when attended by shareholders who represent minimum 1/3 (one third) of the entire shares with valid voting rights, and resolutions are valid when agreed by more than 1/2 (one half) of the entire number of shares with voting rights which were present in the Meeting, unless the Law and/or Articles of Association of the Company determines a higher quorum.

3. In the event that attendance rate of the second GMS as specified is not achieved, the third GMS can be held under the condition that it is valid and is entitled to make decisions when attended by shareholders of shares with valid voting rights, within a presence quorum and requirement to make decision that are determined by Financial Services Authority at the Company's request.

## Decision Making Mechanism

The decision making mechanism in the meeting is conducted by deliberation to reach consensus. But if deliberation for consensus was not reached, then the decision making in the Meeting is conducted through voting. Voting is carried out verbally with shareholders who vote disagree or abstain being asked to submit the sound card. For the first to the eight meeting agenda, voting is carried out openly. As for the ninth meeting agenda, voting is carried out with a closed letter that is not signed and all shareholders present the voting card. Voting is done with a sound card the calculation is done electronically.

## Process of GMS Implementation and Voting



## 2021 ANNUAL GMS IMPLMENTATION AND REALIZATION

In 2021, the Company held the Annual General Meeting of Shareholders (GMS), on 15 March 2021, at the Plaza Mandiri Auditorium, Jakarta. The meeting was carried out in the following stages:

### 2021 Annual General Meeting of Shareholders

No.	Activities	Date	Description
1	GMS Notification to Financial Service Authority	28 January 2021	Delivered to FSA through a letter signed by the Board of Directors of Bank Mandiri No. CEO/012/2021 dated January 28, 2021 regarding the Implementation of the Year 2020 Annual General Meeting of Shareholders of PT Bank Mandiri (Persero) Tbk.
2	GMS Notification to Shareholders	4 February 2021	Disclosed via: <ol style="list-style-type: none"> <li>1. Bisnis Indonesia daily newspaper.</li> <li>2. Bank Mandiri Website.</li> <li>3. Indonesia Stock Exchange Website.</li> <li>4. PT. Kustodian Sentral Efek Indonesia website</li> </ol> <p>The proof of GMS announcement has been reported by the Company to the OJK and the Indonesia Stock Exchange on the same day through Letter No. HBK.CSC/CMA.114/2021 dated February 4, 2021 and reported through the OJK and the Indonesia Stock Exchange Electronic Reporting System.</p>
3	Invitation to the GMS to the Shareholders	19 February 2021	Disclosed via: <ol style="list-style-type: none"> <li>1. Bisnis Indonesia daily newspaper.</li> <li>2. Bank Mandiri Website.</li> <li>3. Indonesia Stock Exchange Website.</li> <li>4. PT. Kustodian Sentral Efek Indonesia website</li> </ol> <p>The proof of GMS invitation has been reported by the Company to the OJK and the Indonesia Stock Exchange on the same day through Letter No. HBK.CSC/CMA.166/2021 dated February 19, 2021 and reported through the OJK and the Indonesia Stock Exchange Electronic Reporting System.</p>
4	GMS Implementation	15 March 2021	The GMS was chaired by Mr. Muhamad Chatib Basri as Bank Mandiri President Commissioner/ Independent Commissioner in accordance with his appointment at the Board of Commissioners Meeting on March 4, 2021. <p>The GMS was attended by 10 members of the Board of Commissioners and 12 members of the Board of Directors.</p> <p>Shareholders and/or their proxies who own 38,838,514,981 shares including series A Dwiwarna shares or 83.2892129% of the total shares, were present at the GMS.</p>



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No.	Activities	Date	Description
			<p>The Company provides the GMS Rules to all shareholders in soft copies, at the time of the Invitation when it was uploaded on the Company's website and at the time of the GMS where it was available via barcode scan, and the main points of the rules were read before the start of the GMS.</p> <p>Shareholders were given the opportunity to ask questions according to the agenda of the Meeting in each agenda item discussed in the Annual GMS.</p> <p>Voting is conducted verbally in which shareholders who vote against or abstain are asked to submit their ballot cards. Particularly for meeting agenda involving a certain person, voting was conducted by means of an unsigned closed letter and all shareholders present submitted the ballot card.</p> <p>The company has appointed an independent party, namely Notary Utiek R. Abdurachman, SH., MLI., MKn and PT Datindo Entrycom in calculating and/or validating votes.</p>
5	Announcement of GMS Results	17 March 2021 18 March 2021	<p>The results of the GMS have been announced and uploaded to the Company's website in Indonesian and English</p> <p>Disclosed via:</p> <ol style="list-style-type: none"> <li>1. Bank Mandiri Website.</li> <li>2. Indonesia Stock Exchange Website.</li> <li>3. PT Kustodian Sentral Efek Indonesia website In Bahasa Indonesia and English.</li> </ol> <p>The proof of GMS Result Announcement has been reported by the Company to the OJK and the Indonesia Stock Exchange on the same day through Letter No. HBK.CSC/CMA.349/2021 dated March 17, 2021 and reported through the OJK and the Indonesia Stock Exchange Electronic Reporting System.</p>
6	Submission of the GMS Minutes	14 April 2021	<p>The submission of minutes of the GMS to FSA has given due observance to the time limit in accordance with the provisions of POJK No. 15/POJK.04/2020 and submitted through Letter No. HBK.CSC/CMA.446/2021 dated April 14, 2021 and uploaded to the Bank Mandiri website on the same day.</p>

### Independent Vote Counter

The Company has appointed an independent party, Notary Utiek R. Abdurachman, S.H., MLI., MKn and PT Datindo Entrycom to conduct the calculation and/or to validate the votes.

### Attendance Recapitulation at 2021 Annual General Meeting of Shareholders

The 2021 Annual GMS attended by all the Board of Commissioners, Directors and Audit Committee of Bank Mandiri are as follows:

### Attendance Recapitulation Table at the 2021 Annual General Meeting of Shareholders

No.	Name	Position	Presence
1.	Darmawan Junaidi	President Director	Present
2.	Alexandra Askandar	Vice President Director	Present
3.	Ahmad Siddik Badruddin	Director of Risk Management	Present
4.	Rico Usthavia Frans*	Director of Information Technology	Present
5.	Agus Dwi Handaya	Director of Compliance and HR	Present



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### 2020 ANNUAL GMS IMPLEMENTATION AND REALIZATION

In 2020, the Company held 2 (two) GMS, the Annual GMS, which was held on February 19 2020, at the Plaza Mandiri Auditorium, Jakarta. The Annual GMS was carried out with the following results and realizations:

#### Decision and Realization of the 2020 Annual General Meeting of Shareholders

##### First Meeting Agenda

Approval of the Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Supervisory Report of the Board of Commissioners and Ratification of the Annual Report on the Implementation of the Partnership and Community Development Program for the financial year ending December 31, 2019, as well as granting full payment and discharge of responsibility (volledig acquit et de charge ) to the Board of Directors for the management of the Company and the Board of Commissioners for the Company's supervisory actions that had been carried out during the 2019 Financial Year.

##### Decision

Therefore:

Meeting with the most votes, namely 40,266,916,451 shares or representing 99.9916122% of the total number of votes cast in the Meeting decided:

1. Approving the Company's Annual Report including the approval of the Supervisory Task Report that had been carried out by the Company's Board of Commissioners for the Fiscal Year ending on December 31, 2019, and ratify the Company's Consolidated Financial Statements for the Financial Year ending on 21-12-2019 which had been audited by Public Accountant Firm Purwantono, Sungkoro & Surja according to their report Number 00018/2.1032/AU.1/07/0685- 2/1/I/2020 dated January 23, 2020 with a fair audit opinion in all material matters.
2. Ratifying the Annual Report on the Implementation of the Company's Partnership and Community Development Program for the Financial Year ending on 31-12-2019 which has been audited by Purwantono, Sungkoro & Surja Public Accountants Office according to its report Number 00076/2.1032/AU.2/10/0685-2/1/II/2020 dated February 14, 2020 with fair audit opinion in all material respects.
3. For the approval of the Company's Annual Report and Supervisory Task Report that had been carried out by the Board of Commissioners for the Financial Year ending on 31-12-2019, as well as the approval of the Company's Consolidated Financial Statements and the Company's Consolidated Financial Statements and the Annual Report on the Implementation of the Partnership and Development Program For the Company's Environment for the Financial Year ending on 31-12-2019, the meeting provided full repayment and release of responsibility (volledig acquit et de charge) to all members of the Board of Directors and Board of Commissioners of the Company for management and supervision actions that have been carried out during the current Financial Year. ended on 31-12-2019, as long as the act was not a criminal act and the action was reflected in the Company's Annual Report, Consolidated Financial Statements of the Company and the Annual Report on the Implementation of the Company's Partnership and Community Development Program for the Financial Year ending on 31-12- 20 19.
4. Repayment and discharge of the said responsibility were also given to:
  - a. Mr. Askolani, from 1-1-2019 to 28-8-2019 served as a member of the Board of Commissioners of the Company.
  - b. Mr. Kartika Wirjoatmodjo who from 1-1-2019 until 25-10-2019 served as a member of the Company's Board of Directors.
  - c. Mr. Imam Apriyanto Putro who served as a member of the Company's Board of Commissioners from 1-1-2019 to 18-11-2019.
  - d. Mr. Hartadi Agus Sarwono, pour Bangun Sarwito Kusmulyono and Mr. Goei Siau Hong who from 1-1-2019 to 9-12-2019 served as members of the Company's Board of Commissioners.

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### Follow up:

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

1. Submission of Financial Statements
  - Submission of these reports was also done through the FSA Electronic Reporting System and the Indonesia Stock Exchange.
2. Submission of the Annual Report
  - Submitted to FSA through Letter No. BSJ.CSC/CMA/113/2020 dated January 28, 2020 and the report was copied to the Indonesia Stock Exchange.
  - Submission of annual reports was also done through the FSA Electronic Reporting System and the Indonesia Stock Exchange.

**Status :** Realized

### Second Meeting Agenda

Approval of the Use of the Company's Net Profits for the 2019 Financial Year.

#### Decision

Therefore:

The meeting with the most votes, namely 39,961,837,627 shares or 99.2340344% of the total votes cast in the Meeting decided:

To approve and determine the use of the Company's Net Profits for the Financial Year ending on December 31, 2019 amounting to IDR27,482,133,229,323.20 (twenty-seven trillion four hundred eighty-two billion one hundred thirty-three million two hundred twenty-nine thousand three hundred and two thirty three rupiahs and twenty cents) as follows:

1. As much as 60% of the Company's net profit for the financial year 2019 or in the amount of IDR16,489,279,937,593.92 (sixteen trillion four hundred eighty- nine billion two hundred seventy-nine million nine hundred thirty-seven thousand five hundred ninety-three rupiah and ninety-two cents) distributed as cash dividends to shareholders and special dividends for the Government/State of the Republic of Indonesia for ownership of 60% shares amounting to IDR9,893,567,936,000.00 (nine trillion eight hundred ninety-three billion five hundred sixty-seven million nine hundred thirty six thousand rupiah) will be deposited into the State General Treasury Account.
2. To grant power and authority to the Board of Directors of the Company to regulate the procedure and implementation of the cash dividend payment and subsequently announce it in accordance with applicable regulations.
3. As much as 40% or IDR10,992,853,291,729.28 (ten trillion nine hundred ninety-two billion eight hundred fifty-three million two hundred ninety-one thousand seven hundred twenty-nine rupiah and twenty-eight cents) was determined as Retained Earnings.

### Follow-up

Bank Mandiri announced the schedule and procedures for the distribution of dividends for the 2019 financial year on March 4, 2020 and paid cash dividends to shareholders on March 20, 2020 and March 27, 2020.

**Status :** Realized

### Third Meeting Agenda

Determination of the remuneration (salary/honorarium, facilities, allowances, and other benefits) for the 2020 financial year and the 2019 financial year bonus for the Company's Directors and Board of Commissioners.