

Meeting Agenda Materials

Annual General Meeting of Shareholders

PT Bank Mandiri (Persero) Tbk
29th April 2026



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The Company may amend or add items to Annual General Meeting of Shareholders materials via the Company's website.



01

Approval of the Company's 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 Financial Statements of the Micro and Small Business Financing Program (PUMK) for the 2025 Fiscal Year, along with the Granting of Full Discharge and Release from Liability (*volledig acquit et de charge*) to the Board of Directors for the management of the Company and to the Board of Commissioners for the supervision of the Company carried out during the 2025 Fiscal Year.

First Meeting Agenda

Approval of the Company's 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 Financial Statements of the Micro and Small Business Financing Program ("PUMK") for the 2025 Fiscal Year, along with the Granting of Full Discharge and Release from Liability (volledig acquit et de charge) to the Board of Directors for the management of the Company and to the Board of Commissioners for the supervision of the Company carried out during the 2025 Fiscal Year.

Legal Basis

- Law No. 40 of 2007 on Limited Liability Companies, as amended by Law No. 6 of 2023 on the Enactment of Government Regulation in Lieu of Law No. 2 of 2022 on Job Creation into Law ("**UUPT**").
- Law No. 19 of 2003 on State-Owned Enterprises, as last amended by Law No. 16 of 2025 ("**UU BUMN**").
- Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia No. PER-1/MBU/03/2023 on Special Assignments and Social and Environmental Responsibility Programs of State-Owned Enterprises.
- Articles of Association of the Company.

Explanation

- The Company's Annual Report and the Supervisory Board's Supervisory Report must be approved by the Company's General Meeting of Shareholders ("GMS"), and the Company's Consolidated Financial Statements must be adopted by the GMS.

- The Annual Financial Statements of the Micro and Small Business Financing Program (PUMK) must be audited by a Public Accounting Firm separately from the audit of the SOE's Financial Statements, which are prepared in accordance with financial accounting standards, in order to obtain approval from the SOE's General Meeting of Shareholders (GMS) or Board of Commissioners (BOC).
- The General Meeting of Shareholders grants full discharge and release from liability (*volledig acquit et de charge*) to the members of the Board of Directors for their management actions and to the members of the Board of Commissioners for their supervisory actions carried out during the previous fiscal year, to the extent that such actions are reflected in the Annual Report and Financial Statements, except for acts of embezzlement, fraud, and other criminal offenses.
- The Company's Financial Statements have been audited by the public accounting firm Purwanto Susanti and Surja in accordance with Report No. 00026/2.1505/AU.1/07/0242 -1/1/II/2026 dated February 5, 2026, with an unqualified opinion in all material respects, and has been published on the Company's website at <https://www.bankmandiri.co.id/web/ir/audited-financials>.
- The Company's Annual Report has been published on the Company's website at <https://www.bankmandiri.co.id/web/ir/annual-reports>.
- The Financial Statements of the Micro and Small Business Financing Program (PUMK) for the 2025 Fiscal Year ending December 31, 2025, which were audited by the Public Accounting Firm Purwanto Susanti and Surja in accordance with Report No. 00172/2.1505/AU.2/07/0242-1/1/III/2026 dated March 13, 2026, with an unqualified opinion in all material respects.

Summary of the Proposed Resolution

1. Approval of the annual report for the 2025 fiscal year includes the adoption of:
 - a. The consolidated financial statements for the year ended December 31, 2025;
 - b. The Supervisory Board's oversight report;
 - c. The financial statements of the PUMK program ending on December 31, 2025;
2. The granting of full discharge and release from liability (*volledig acquit et de charge*) to the Board of Directors and the Board of Commissioners of the Company.



02

Approval of the Allocation of the Company's Net Profit for the 2025 Fiscal Year

Second Meeting Agenda

Approval of the Allocation of the Company's Net Profit for the 2025 Fiscal Year

Legal Basis

- Section 70 and Section 71 of the Limited Liability Companies Act
- Article 22 in conjunction with Article 27 of the Company's Articles of Association

Explanation

- Pursuant to the provisions of Article 22 in conjunction with Article 27 of the Company's Articles of Association and Articles 70 and 71 of the Limited Liability Companies Act, the allocation of the Company's net profit shall be decided at the General Meeting of Shareholders.
- The Company's Consolidated Net Profit for the fiscal year ending December 31, 2025, amounting to Rp56,293,949,580,806, will be allocated, among other things, as dividends to be distributed to Shareholders, with the remainder designated as the Company's retained earnings.
- For further details regarding the Company's Consolidated Net Profit for the 2025 fiscal year, please refer to the Company's 2025 Consolidated Financial Statements, which are available on the Company's website at <https://www.bankmandiri.co.id/web/ir/annual-reports>.
- On January 14, 2026, the Company distributed an interim dividend of Rp9,324,158,333,200, or Rp100 per share based on the net profit for the Fiscal Year of 2025 and will be included in the dividends for the 2025 fiscal year.

Summary of the Proposed Resolution

1. Approval of the use of consolidated net income attributable to the Company for the payment of dividends, taking into account the distribution of interim dividends for the 2025 fiscal year that has been paid by the Company.
2. Allocation of the remaining net income for the 2025 fiscal year to the Company's retained earnings.



03

Determination of Salaries/Honoraria, Benefits, and Allowances for Fiscal Year 2026 and Performance-Based Compensation for Fiscal Year 2025 for the Company's Board of Directors and Board of Commissioners

Third Meeting Agenda

Determination of Salaries/Honoraria, Benefits, and Allowances for Fiscal Year 2026 and Performance-Based Compensation for Fiscal Year 2025 for the Company's Board of Directors and Board of Commissioners

Legal Basis

- Article 11 (16) and Article 14 (25) in conjunction with Article 5, paragraph 4, subparagraph (c) of the Company's Articles of Association.
- Article 96 and Article 113 of the Law on State-Owned Enterprises.
- Article 76 of Minister of State-Owned Enterprises Regulation No. PER-3/MBU/03/2023 concerning the Organization and Human Resources of State-Owned Enterprises ("**Permen BUMN 3**").

Explanation

In accordance with the provisions of Article 96(1) of the Limited Liability Companies Act, the determination of remuneration and bonuses for the Board of Directors, including the amount, method, and mechanism, is established by the General Meeting of Shareholders. Furthermore, pursuant to the provisions of Article 96(2) of the UUPT and Article 11(16) of the Company's Articles of Association, the GMS may delegate such authority to the Board of Commissioners, subject to the approval of the holders of Series A Dwiwarna shareholder. Thus, the determination of remuneration and bonuses for the Company's Board of Directors, including the amount, method, and mechanism, will be delegated to the Board of Commissioners, subject to prior approval by the holders of Series A Dwiwarna shareholder.

Summary of the Proposed Resolution

1. Authorization and delegation of authority to the Majority Holder of Series B Shares to determine the remuneration of the members of the Board of Commissioners.
2. Authorization and delegation of authority to the Board of Commissioners, subject to prior approval by the Majority Holder of Series B Shares, to determine the remuneration of the members of the Board of Directors.



04

Appointment of a Public Accountant and/or a Public Accounting Firm to Audit the Company's Consolidated Financial Statements for the 2026 Fiscal Year and the PUMK Program Financial Statements for the 2026 Fiscal Year

Fourth Meeting Agenda

Appointment of a Public Accountant and/or a Public Accounting Firm to Audit the Company's Consolidated Financial Statements for the 2026 Fiscal Year and the PUMK Program Financial Statements for the 2026 Fiscal Year

Legal Basis

1. Article 22 of the Company's Articles of Association.
2. Article 71 (1) of the State-Owned Enterprises Law.
3. Article 59 of OJK Regulation No. 15/POJK.04/2020 on the Planning and Conduct of General Meetings of Shareholders of Public Companies.
4. Article 3 (1) of OJK Regulation No. 9 of 2023 on the Use of Public Accountants and Public Accounting Firms in Financial Services Activities.
5. Article 33 (3) of SOE Ministerial Regulation No. 1.

Explanation

- The General Meeting of Shareholders must resolve to appoint a Public Accountant and/or a Public Accounting Firm to provide audit services for the annual historical financial information, taking into account the proposal of the Board of Commissioners.
- Specifically, the annual Financial Statements of the Micro and Small Business Funding Program (PUMK) must be audited by a Public Accounting Firm separately from the audit of the SOE Financial Statements prepared in accordance with financial accounting standards to obtain approval from the General Meeting of Shareholders.
- The proposed Public Accounting Firm is Purwanto Susanti and Surja Public Accounting Firm.

Summary of the Proposed Resolution

1. Approve the appointment of a Public Accountant and Public Accounting Firm to audit the financial statements and the PUMK report for the 2026 fiscal year
2. Approve the granting of authority and power to the Company's Board of Commissioners to appoint a Public Accountant (PA) and/or a Public Accounting Firm (PAF) to audit other periods within the 2026 fiscal year, a replacement PA and/or PAF in the event the original PA and/or PAF is unable to complete the audit, and to determine the audit fees for the PA and/or PAF as well as for the replacement PA and/or PAF.



05

Approval of the Update to the Company's Recovery Plan

Fifth Meeting Agenda

Approval of the Update to the Company's Recovery Plan

Legal Basis

Article 43, paragraphs (2) and (3) of OJK Regulation No. 5 of 2024 on the Determination of Supervisory Status and the Handling of Issues at Commercial Banks.

Explanation

Any update to the Recovery Plan—which includes, among other things, changes to trigger levels and the adequacy and eligibility of deposits and/or debt or investment instruments with capital characteristics held by the bank—must be approved by shareholders at a general meeting of shareholders.

Summary of the Proposed Resolution

1. Approve the update to the Recovery Plan.
2. The Board of Commissioners and the Board of Directors shall take all necessary actions regarding the implementation of the Company's Recovery Plan in accordance with their respective authorities.



06

Report on the Use of Proceeds from the Continuous Public Offering (CPO) of Bank Mandiri's First Series of Sustainable Green Bonds (Green Bonds)Phase II, 2025, and Bank Mandiri's First Series of Sustainable Bonds Phase I, 2025

Sixth Meeting Agenda

Report on the Use of Proceeds from the Continuous Public Offering (CPO) of Bank Mandiri's First Series of Sustainable Green Bonds (Green Bonds) Phase II, 2025, and Bank Mandiri's First Series of Sustainable Bonds Phase I, 2025

Legal Basis

Section 13 in conjunction with Section 3 of OJK Regulation No. 40 of 2025 on the Use of Proceeds from Public Offerings

Explanation

- Pursuant to the provisions of Article 13 in conjunction with Article 3 of OJK Regulation No. 40 of 2025 on the Use of Proceeds from Public Offerings, the Company is required to report on the utilization of proceeds from public offerings at each Annual General Meeting of Shareholders until all such proceeds have been fully utilized, and such reporting must be conducted at the next Annual General Meeting of Shareholders to be held, even if the utilization of the proceeds has not yet spanned 1 (one) year following the date of the securities offering.
- On March 25, 2025, the Company conducted the Phase II 2025 Bank Mandiri Sustainable Green Bond I Continuous Public Offering ("Bank Mandiri Green Bond") in the amount of Rp5 trillion, which is part of the Sustainable Green Bond I totaling Rp10 trillion with a tenor of up to 5 years. On March 25, 2025, the Company conducted the 2025 Bank Mandiri Sustainable Green Bond I Phase II Continuous Public Offering ("Bank Mandiri Green Bond") in the amount of Rp5 trillion, which is part of the Sustainable Green Bond I with a total of Rp10 trillion and a tenor of up to 5 years maturing on March 25, 2025, the Company has conducted the Continuous Public Offering of Bank Mandiri Sustainable Green Bond I Phase II 2025 ("Bank Mandiri Green Bond") in the amount of Rp5 trillion, which is part of the Sustainable Green Bond I with a total of Rp10 trillion and a tenor of up to 5 years.

- In addition, the Company has conducted the Phase I 2025 Bank Mandiri Sustainable Bond I Continuous Public Offering (“Bank Mandiri Sustainability Bond”) on December 19, 2025, in the amount of Rp5 trillion, which is part of the Bank Mandiri Sustainability Bond I with a total of Rp20 trillion and a tenor of up to 5 years.
- This agenda item is a report on the use of proceeds from the continuous public offering of bonds issued by Bank Mandiri in 2025, and therefore does not require the approval of the Meeting.
- Report on the Utilization of Proceeds from the Continuous Public Offering (PUB) of Bank Mandiri’s First Sustainable Environmentally Conscious Bond, Phase II, 2025:

Types of Public Offerings	Effective Date	Proceeds from the Public Offering			Fund Allocation Plan	Fund Utilization	Remaining Proceeds from the Public Offering
		Total Proceeds from the Public Offering	Initial Public Offering Costs	Net Profit	Credit Expansion*	Credit Expansion*	
Bank Mandiri’s First Sustainable Green Bond, Phase II, 2025	25 March 2025	Rp5.000,- billion	Rp6,84 billion	Rp4.993,16 billion	Rp4.993,16 billion	Rp4.993,16 billion	Rp0,-

- Report on the Utilization of Proceeds from the 2025 Phase I Continuous Public Offering (CPO) of Bank Mandiri’s First Sustainable Bonds:

Types of Public Offerings	Effective Date	Proceeds from the Public Offering			Fund Allocation Plan	Fund Utilization	Remaining Proceeds from the Public Offering
		Total Proceeds from the Public Offering	Initial Public Offering Costs	Net Profit	Credit Expansion*	Credit Expansion*	
Bank Mandiri’s I Series of 2025 Sustainable Bonds	19 December 2025	Rp5.000,- billion	Rp33,68 billion	Rp4.966,32 billion	Rp4.966,32 billion	Rp4.966,32 billion	Rp0,-



07

Approval of the Company's Share Buyback Plan and the Transfer of Shares Acquired Through the Buyback to Be Held as Treasury Stock

Seventh Meeting Agenda

Approval of the Company's Share Buyback Plan and the Transfer of Shares Acquired Through the Buyback to Be Held as Treasury Stock

Legal Basis

1. Section 37 and Section 38 of the Public Companies Law
2. OJK Regulation No. 29 of 2023 on the Buyback of Shares Issued by Public Companies

Explanation

1. Pursuant to the provisions of Articles 37 and 38 of the Limited Liability Companies Act, the Company may repurchase its issued shares provided that it meets the financial requirements, including that such repurchase does not cause the Company's net worth to fall below the sum of paid-in capital and statutory reserves, and that it complies with the limits on the number of shares as prescribed by law. In principle, the implementation of a share buyback must obtain the approval of the General Meeting of Shareholders (GMS), except under certain conditions specifically provided for.
2. Pursuant to the provisions of Article 2(3) of OJK Regulation No. 29 of 2023 on the Buyback of Shares Issued by Public Companies, the Company's share buyback must first obtain the approval of the GMS.
3. Pursuant to the provisions of Article 21(c) in conjunction with Article 22(1) of OJK Regulation No. 29 of 2023 on the Buyback of Shares Issued by Public Companies, the transfer of shares resulting from a buyback conducted through the implementation of an Employee Stock Ownership Program by employees and/or the board of directors and the board of commissioners must obtain approval from the General Meeting of Shareholders.

Summary of the Proposed Resolution

1. Approve the repurchase (buyback) of the Company's shares up to a maximum value of Rp1,167,000,000,000.00 without calculating the costs.
2. Approve the disposal of repurchased shares through resale on the Indonesia Stock Exchange and/or an employee stock ownership program and/or to the Company's management.
3. Granting power and authority to the Company's Board of Directors regarding the implementation of the buyback and the transfer of shares resulting from the buyback.



08

Delegation of Authority for the Approval of the Company's Long-Term Plan (RJPP) 2026–2030 and the Company's Work Plan and Budget (RKAP)2027, along with any amendments thereto, from the General Meeting of Shareholders to a party designated by the General Meeting of Shareholders

Eighth Meeting Agenda

Delegation of Authority for the Approval of the Company's Long-Term Plan (RJPP) 2026–2030 and the Company's Work Plan and Budget (RKAP) 2027, along with any amendments thereto, from the General Meeting of Shareholders to a party designated by the General Meeting of Shareholders

Legal Basis

1. Law No. 19 of 2003 on State-Owned Enterprises, as last amended by Law No. 16 of 2025 (“SOE Law”).
2. Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia No. PER-2/MBU/03/2023 on Guidelines for Corporate Governance and Significant Corporate Activities of State-Owned Enterprises (“SOE Ministerial Regulation 2/2023”).
3. The Company's Articles of Association.

Explanation

1. Pursuant to the provisions of Article 15G(3) and (5) of the State-Owned Enterprises Law, the Board of Directors of a state-owned enterprise is required to prepare an annual work plan prior to the start of the upcoming fiscal year. The annual work plan referred to herein shall be submitted to the General Meeting of Shareholders for approval.
2. Pursuant to Article 95(4) of SOE Ministerial Regulation No. 2 of 2023, it is stipulated that for SOEs declared financially sound for two consecutive years, the authority of the GMS or the minister designated and/or authorized to represent the government as the state shareholder in the Persero (as relevant) regarding the approval of the draft Work Plan and Company Budget (RKAP) may be delegated to the Board of Commissioners or the Supervisory Board.
3. Pursuant to the provisions of Articles 17 and 18 of the Company's Articles of Association, the Board of Directors is required to prepare the Draft Long-Term Plan (RJP) and the Company Work Plan and Budget (RKAP) for approval by the General Meeting of Shareholders. The authority of the General Meeting of Shareholders to approve the Long-Term Plan (RJP) and the Company Work Plan and Budget (RKAP) may be delegated to the Board of Commissioners, provided that prior approval is obtained from the majority of Series B Shareholders.

Summary of the Proposed Resolution

Authorization and delegation of authority to the Company's Board of Commissioners, subject to prior written approval from the Majority Holder of Series B Shares, to approve the Company's Long-Term Plan (RJPP) for 2026–2030 and the Company's Work Plan and Budget (RKAP) for 2027, including any amendments thereto.



09

Amendments to the Company's Articles of Association

Nineth Meeting Agenda

Amendments to the Company's Articles of Association

Legal Basis

- Articles of Incorporation of the Company.
- UUPT

Explanation

- Pursuant to Article 19(1) of the Limited Liability Companies Act, amendments to the Company's Articles of Association are adopted at a General Meeting of Shareholders.
- Pursuant to Article 26(5) and Article 29 of the Company's Articles of Association, amendments to the Company's Articles of Association must be approved by a General Meeting of Shareholders, which must be attended and approved by the holders of Dwiwarna Series A Shares and pursuant to Article 5, paragraph (4), subparagraph (c), item (1) of the Company's Articles of Association, holders of Dwiwarna Series A Shares have the special right to approve amendments to the Company's Articles of Association.
- As a follow-up to adjustments regarding amendments to the State-Owned Enterprises Law concerning the shareholding percentage of the Dwiwarna Series A Shares, pursuant to Article 2(3) of the State-Owned Enterprises Law, the Republic of Indonesia holds a 1% (one percent) shares in SOEs in the form of Dwiwarna Series A Shares through the State-Owned Enterprises Board (BP BUMN) and a 99% shares in SOEs in the form of Series B Shares through the Daya Anagata Nusantara Investment Management Agency; therefore, an adjustment to the number of Dwiwarna Series A Shares and Series B Shares in the Company's Articles of Association is required.
- The adjustment to the number of Dwiwarna Series A Shares was made based on the State-Owned Enterprises Regulatory Agency Letter No. S-24/BPU/01/2026 dated January 6, 2026, regarding the Notification of the Signing of the Share Transfer Agreement between PT Bank Mandiri (Persero) Tbk and PT Danantara Asset Management No. SR.003/DI-DAM/DO/2026 dated January 6, 2026, regarding the Notification of the Signing of the Share Transfer Agreement between PT Bank Mandiri (Persero) Tbk.

Matrix of Amendments to the Articles of Association

Existing Articles of Association	Proposed Amendments to the Articles of Association
Article 4, paragraph (1)	Article 4, paragraph (1)
<p>The Company's authorized capital of Rp16,000,000,000,000.00 (sixteen trillion Rupiah) is divided into:</p> <ol style="list-style-type: none"> 1. 1 (one) Series A Dwiwarna Series A Share with a par value of Rp125.00 (one hundred twenty-five Rupiah); and 2. 127,999,999,999 (one hundred twenty-seven billion nine hundred ninety-nine million nine hundred ninety-nine thousand nine hundred ninety-nine) Series B shares, each with a par value of Rp125.00 (one hundred twenty-five Rupiah), for a total value of Rp15,999,999,999,875.00 (fifteen trillion nine hundred ninety-nine billion nine hundred ninety-nine million nine hundred ninety-nine thousand eight hundred seventy-five Rupiah). 	<p>The Company's authorized capital of Rp16,000,000,000,000.00 (sixteen trillion Rupiah) is divided into:</p> <ol style="list-style-type: none"> 1. 485,333,333 (four hundred eighty-five million three hundred thirty-three thousand three hundred thirty-three) Dwiwarna Series A Shares, each share having a par value of Rp125.00 (one hundred twenty-five Rupiah), resulting in a total value of Rp60,666,666,625.00 (sixty billion six hundred sixty-six million six hundred sixty-six thousand six hundred twenty-five Rupiah); and 2. 127,514,666,667 (one hundred twenty-seven billion five hundred fourteen million six hundred sixty-six thousand six hundred sixty-seven) Series B shares, each share with a par value of Rp125.00 (one hundred twenty-five Rupiah), resulting in a total value of Rp15,939,333,333,375.00 (fifteen trillion nine hundred thirty-nine billion three hundred thirty-three million three hundred thirty-three thousand three hundred seventy-five Rupiah).

Matrix of Amendments to the Articles of Association

Existing Articles of Association	Proposed Amendments to the Articles of Association
Article 4 paragraph (2)	Article 4 paragraph (2)
<p>Of the authorized capital, approximately 72.92% (seventy-two point nine two percent) has been subscribed, issued, and paid in, amounting to 93,333,333,332 (ninety-three billion three hundred thirty-three million three hundred thirty-three thousand three hundred thirty-two) shares, with a total par value of Rp11,666,666,666,500.00 (eleven trillion six hundred sixty-six billion six hundred sixty-six million six hundred sixty-six thousand five hundred Rupiah), consisting of:</p> <ol style="list-style-type: none"> 1. 1 (one) Dwiwarna Series A Share with a par value of Rp125.00 (one hundred twenty-five Rupiah); and 2. 93,333,333,331 (ninety-three billion three hundred thirty-three million three hundred thirty-three thousand three hundred thirty-one) shares Series B shares, with a total par value of Rp11,666,666,666,375.00 (eleven trillion six hundred sixty-six billion six hundred sixty-six million six hundred sixty-six thousand three hundred seventy-five Rupiah). 	<p>Of the authorized capital, approximately 72.92% (seventy-two point nine two percent) has been subscribed, issued, and paid in, amounting to 93,333,333,332 (ninety-three billion three hundred thirty-three million three hundred thirty-three thousand three hundred thirty-two) shares, with a total par value of Rp11,666,666,666,500.00 (eleven trillion six hundred sixty-six billion six hundred sixty-six million six hundred sixty-six thousand five hundred Rupiah), consisting of:</p> <ol style="list-style-type: none"> 1. 485,333,333 (four hundred eighty-five thousand three hundred thirty-three thousand three hundred thirty-three) Dwiwarna Series A Shares, each share with a par value of Rp125.00 (one hundred twenty-five Rupiah), resulting in a total value of Rp60,666,666,625.00 (sixty billion six hundred sixty-six million six hundred sixty-six thousand six hundred twenty-five Rupiah); and 2. 92,847,999,999 (ninety-two billion eight hundred forty-seven million nine hundred ninety-nine thousand nine hundred ninety-nine) Series B shares, each with a par value of Rp125.00 (one hundred twenty-five Rupiah), resulting in a total value of Rp11,605,999,999,875.00 (eleven trillion six hundred five billion nine hundred ninety-nine million nine hundred ninety-nine thousand eight hundred seventy-five Rupiah).

Summary of the Proposed Resolution

1. Amendments to the Company's Articles of Association in connection with the reclassification of the Company's shares, specifically the conversion of Series B Shares owned by the Republic of Indonesia through the State-Owned Enterprises Board (BP BUMN) into Dwiwarna Series A Shares, in compliance with Law No. 16 of 2025 on the Fourth Amendment to Law No. 19 of 2003 on State-Owned Enterprises.
2. To amend the articles of the Company's Articles of Association related to the decision in point 1 above.
3. Granting power and authority to the Board of Directors, with the right of substitution, to take all necessary actions related to the resolution of Agenda Item 9 of the Company's Annual General Meeting of Shareholders, including drafting and restating the entire Articles of Association of the Company in a Notarial Deed and submitting it to the competent authorities to obtain approval and/or a receipt of the notification of amendments to the Company's Articles of Association, and to do everything deemed necessary and useful for such purposes without any exception, including making additions and/or changes to said amendments to the Company's Articles of Association if required by the competent authorities.



10

Changes to the Company's Management Composition

Ten Meeting Agenda

Changes to the Company's Management Structure

Legal Basis

1. OJK Regulation No. 33/POJK.04/2014 dated December 8, 2014, regarding the Board of Directors and Board of Commissioners of Issuers or Public Companies.
2. Ministry of State-Owned Enterprises Regulation No. PER-3/MBU/03/2023 regarding the Organizational Structure and Human Resources of State-Owned Enterprises
3. The Company's Articles of Association.

Explanation

Members of the Board of Directors and the Board of Commissioners are appointed and dismissed by the General Meeting of Shareholders attended by the Series A Dwiwarna shareholder, and the decisions of such meetings must also be approved by the Series A Dwiwarna shareholder in accordance with the provisions of the Articles of Association. Members of the Board of Directors and the Board of Commissioners are appointed by the General Meeting of Shareholders from candidates proposed by the Series A Dwiwarna shareholder.

Summary of the Proposed Resolution

Approve the proposal submitted by the holders of Series A Dwiwarna shareholder at the meeting.

Thank You

PT Bank Mandiri (Persero) Tbk