

**CODE OF CONDUCT OF THE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT BANK MANDIRI (PERSERO) Tbk  
WEDNESDAY, APRIL 29, 2026**

1. The Annual General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") of PT Bank Mandiri (Persero) Tbk (hereinafter referred to as the "**Company**") will be held in Bahasa Indonesia.
  
2. The Meeting will be held on:  
Day, Date : Wednesday, April 29, 2026  
Time : 14.00 WIB (Western Indonesian Time Zone) – finish  
Place : South Jakarta  
By electronically through the Electronic General Meeting System facility of KSEI ("eASY.KSEI") via <https://akses.ksei.co.id>, provided by PT Kustodian Sentral Efek Indonesia ("KSEI")

This meeting will be held electronically with reference to the provisions of the Financial Services Authority Regulation No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies ("**POJK 15/2020**"), Financial Services Authority Regulation No. 14 of 2025 on the Conduct of General Meetings of Shareholders, General Meetings of Bondholders, and General Meetings of Sukuk Holders by Electronic Means ("**POJK 14/2025**") and the Company's Articles of Association.

3. Meeting Participants:
  - a. Pursuant to Article 26 paragraph (9) of the Company's Articles of Association and Article 23 paragraph (1) of POJK 15/2020, Shareholders whether attended by themselves or being represented by power of attorney are entitled to attend the Meeting, with due regard to the provisions of laws and regulations.
  
  - b. Shareholders of the Company being entitled to attend or being represented in the Meeting (hereinafter referred to as "**Shareholders**") are Shareholders whose names are listed in the Company's Shareholders Register and/or the Company's shareholders who are recorded in the securities account balance listed in the Collective Custody of PT Kustodian Sentral Efek Indonesia (hereinafter referred to as "**KSEI**") on the closing date of stock trading day on April 6, 2026 until 16:00 WIB (Western Indonesia Time Zone).

- c. Meeting will be held electronically, specifically shareholders of the Company who holding share in scrip form must attend the Meeting physically.
  - d. The Company has appointed the Independent Party to act and represent the Shareholders for casting votes and raise questions in the Meeting, with a representative of the Company's Share Registrar, PT Datindo Entrycom, having its address at Jl. Hayam Wuruk No. 28, Jakarta 10120.
4. Power of Attorney:  
In accordance with the provisions of POJK 15/2020 and POJK 14/2025, Shareholders may appoint a proxy to attend the Meeting, subject to the following proxy requirements:
- a. Shareholders grant a power of attorney through eASY.KSEI provided by KSEI as a power of attorney electronic mechanism to grant power of attorney in the process of implementation the Meeting (hereinafter referred to as "**e-Proxy**");
  - b. Further guidelines on shareholder participation in electronic meetings can be downloaded from the eASY.KSEI website (<http://akses.ksei.co.id>) or the Company's website (<https://www.bankmandiri.co.id/web/gcg/aggm>).
5. Invitees attending the Meeting based on invitation from the Board of Directors shall not have the right to raise questions, render opinions or cast a vote in the Meeting.
6. The Chairman of the Meeting:
- a. In accordance with the provisions of Article 25 Paragraph (1) of the Company's Articles of Association and Article 37 of POJK 15/2020, the Meeting shall be chaired by a member of the Board of Commissioners designated by the Board of Commissioners. In terms of whether of all members of the Board of Commissioners are absent or unable to attend, the Meeting shall be chaired by a member of the Board of Directors appointed by the Board of Directors.
  - b. In accordance with the provisions of Article 25 Paragraph (1) of the Company's Articles of Association and Article 38 of POJK 15/2020, if a member of the Board of Commissioners appointed by the Board of Commissioners to chair the Meeting has a conflict of interest regarding an agenda item to be decided at the Meeting, the Meeting shall be chaired by another member of the Board of Commissioners who has no conflict of interest and is appointed by the Board of Commissioners. In case all members of the Board of Commissioners have a conflict of interest, the Meeting shall be chaired by a member of the Board of Directors appointed by the Board of Directors. In terms of a member of the

Board of Directors being appointed by the Board of Directors to chair the Meeting has a conflict of interest regarding an agenda item to be decided upon during the Meeting, the Meeting shall be chaired by a member of the Board of Directors who does not have a conflict of interest.

7. Shareholder Registration
  - a. Shareholders must first be registered in the KSEI Securities Ownership Reference Facility (“AKSes KSEI”). Shareholders are requested to register via the website <https://akses.ksei.co.id>.
  - b. Shareholders who registered their attendance electronically are required to register their attendance on the date of the Meeting from 11:00 a.m. to 1:30 p.m. Western Indonesian Time, with the following explanation:
    - i) Shareholders who have submitted an attendance declaration or proxy to an Independent Representative or Individual Representative and have cast their votes for the Meeting Agenda Items in eASY.KSEI by the specified deadline do not need to register their attendance electronically in eASY.KSEI.
    - ii) Local individual Shareholders who have not submitted a declaration of attendance or power of attorney via eASY.KSEI by the specified deadline and wish to attend the Meeting electronically.
  - c. Delays or failures in the electronic registration process for any reason will result in the Shareholder or their Proxy Holder being unable to attend the Meeting electronically, and their shares will not be counted toward the attendance quorum.
  - d. Guidelines for registration, usage, and further explanations regarding eASY.KSEI and AKSes KSEI can be found on the website <https://easy.ksei.co.id> and/or the website <https://akses.ksei.co.id>.
  - e. Shareholders who hold shares in scrip form may attend the meeting in person.
8. Quorum of Meeting Attendance:
  - a. Pursuant to Article 26 paragraph (1) of the Company’s Articles of Association, the Meeting may proceed with the 1<sup>st</sup> up to the 6<sup>th</sup> and the 8<sup>th</sup> Meeting Agenda may

be held if more than one-half (1/2) of the total number of the Company's shares with valid voting rights are present or represented at the Meeting;

- b. Pursuant to Article 26 paragraph (5) of the Company's Articles of Association in conjunction with Article 38 of 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"), the 7<sup>th</sup> Meeting Agenda may be held if it is attended by Shareholders and/or their lawful representatives who together represent at least 2/3 (two-thirds) of the total number of shares with valid voting rights;
  - c. Pursuant to Article 26 paragraph (5) of the Articles of Association, the 9<sup>th</sup> Meeting Agenda may be conducted if it is attended by The Seri A Dwiwarna Shareholder and other shareholders and/or their authorized representatives who together represent at least two-thirds (2/3) of the total number of shares with valid voting rights; and
  - d. Pursuant to Article 11 paragraph (8), Article 14 paragraph (8), and Article 26 paragraph (4) of the Company's Articles of Association, the 10<sup>th</sup> Meeting Agenda concerning changes to the composition of the Company's management may be held if attended by The Seri A Dwiwarna Shareholder and other Shareholders and/or their authorized representatives who together represent more than 1/2 (one half) of the total number of shares with valid voting rights.
9. Discussion of the Meeting Agenda will be performed with the following mechanism:
- a. The Chairman of the Meeting will open, preside over the Meeting and close the Meeting.
  - b. The Chairman of the Meeting may request for assistance of members of the Board of Commissioners or members of the Board of Directors or other parties appointed by members of the Board of Directors to convey explanations in the Meeting Agenda.
10. Questions and Answers Session:
- a. The Chairman of the Meeting will provide an opportunity to the Shareholders or their proxies to raise questions and/or opinions in connection with the Meeting Agenda before resolutions being taken.
  - b. The Chairman of the Meeting may request for assistance of members of the Board of Commissioners or members of the Board of Directors to lead the questions and answers session (hereinafter referred to as the "**Appointed**

**Chairman of the Meeting"),** provided that the authority to preside over the Meeting shall be handed back by the Appointed Chairman of the Meeting prior to the commencement of adoption of resolution process.

- c. Only the Shareholders or their authorized proxies will be entitled to raise questions and/or express opinions on the Meeting Agenda through electronically.
- d. Unless The Chairman of Meeting or the Appointed Chairman of the Meeting determines otherwise, the submission of questions and/or opinions in the Meeting Agenda consist of 1 (one) session and will be given the opportunity to a maximum of 3 (three) questioners provided that each questioner will be entitled to raise only 1 (one) question or opinion.
- e. If there are no questions and/or opinions, the questions and answers session will be closed and will be continued with the adoption of resolution session.
- f. Questions and/or opinions may be submitted by Shareholders electronically using the chat feature in the "*Electronic Opinions*" column available on the E-Meeting Hall screen within the eASY.KSEI facility. The submission of questions and/or opinions can be made while the [status of the Meeting in the '*General Meeting Flow Test*' column] is "*Discussion started for agenda item no. [ ].*"
- g. Shareholders or their proxies holding shares in scrip form and attending the Meeting in person who wish to submit questions and/or express opinions are requested to raise their hands. The officer will then provide a question form to be completed with the Shareholder's name, the number of shares represented, and the question or opinion. The completed form must be submitted to the officer, and the Notary will examine the validity or authority of the questioner.
- h. Questions or opinions submitted by verbally will not be responded.
- i. The Chairman of the Meeting will read out questions and/or opinions related to the Meeting Agenda to be answered either by the Chairman of the Meeting or the Appointed Chairman, without prejudice to their right to decline to answer if, in their judgment, the submitted questions and/or opinions are deemed unrelated or not connected to the Agenda item under discussion.
- j. The Chairman or the Designated Chairman shall read out and answer questions or respond to comments one by one. If necessary, The Chairman or The Designated Chairman may invite members of the Board of Commissioners,

members of the Board of Directors, executive officers of the Company, or meeting support staff to answer or respond to questions and/or comments.

- k. The Chairman of the Meeting shall commence the session for the presentation of proposed resolutions and decision-making after questions or opinions have been addressed.
- l. To ensure time efficiency, the question-and-answer session is allocated a maximum of 15 (fifteen) minutes.

11. Meeting Resolutions:

- a. Decisions are made by consensus, in accordance with Article 40 of POJK 15/2020. If consensus cannot be reached, a vote shall be taken.
- b. Voting to decide on the agenda items of the Meeting must comply with the following provisions:
  - i. Pursuant to Article 26 paragraph (1) of the Company's Articles of Association and Article 41 of POJK 15/2020, for the 1<sup>st</sup>, 4<sup>th</sup>, 5<sup>th</sup> and the 8<sup>th</sup> Meeting Agenda, a decision is valid if approved by more than 1/2 (one-half) of the total voting shares present at the Meeting.
  - ii. Pursuant to Article 26 paragraph (1) in conjunction with Article 5 paragraph (4) letter (c) of the Company's Articles of Association, and Article 41 of OJK Regulation No. 15/2020 regarding the 2<sup>nd</sup> and 3<sup>rd</sup> Meeting Agenda, the resolution is valid if approved by the holders of The Seri A Dwiwarna Shareholder and the other shareholders and/or their authorized representatives who together represent more than 1/2 (one-half) of the total number of voting shares present at the Meeting.
  - iii. Pursuant to Article 26 paragraph (5) of the Company's Articles of Association in conjunction with Article 38 of the Limited Liability Companies Act and Article 42 OJK Regulation No. 15/2020, for the 7<sup>th</sup> Meeting Agenda, a resolution is valid if approved by more than two-thirds (2/3) of the total voting shares present at the Meeting.
  - iv. Pursuant to Article 26 paragraph (5) in conjunction with Article 5 paragraph (4) letter (c) of the Company's Articles of Association and Article 42 of POJK 15/2020, for the 9<sup>th</sup> Meeting Agenda, a resolution is valid if approved by the holders of The Seri A Dwiwarna Shareholder and the other shareholders and/or their authorized representatives who together represent more than two-thirds (2/3) of the total voting shares present at the Meeting.

- v. Pursuant to Article 11 paragraph (8), Article 14 paragraph (8), and Article 26 paragraph (4) in conjunction with Article 5 paragraph (4) letter (c) of the Company's Articles of Association, as well as Article 41 of POJK 15/2020, for the 10<sup>th</sup> Meeting Agenda, a resolution is valid if approved by the holders of The Seri A Dwiwarna Shareholder and the other shareholders and/or their authorized representatives who together represent more than 1/2 (one-half) of the total number of voting shares present at the Meeting.
- vi. The 6th Meeting Agenda is a report, so no vote is taken to make a decision at the Meeting.

12. Voting Procedures:

- a. Shareholders who hold more than 1 (one) share are only entitled to cast the same vote on all shares held by them and the Shareholders are not entitled to authorize more than 1 (one) proxy for a certain portion of the number of their own shares for casting different votes, except for (i) the Custodian Bank or Securities Company as a Custodian representing its customers as the shareholders of the Company's shares, and (ii) Investment Manager representing the interests of the Mutual Fund under its management.
- b. In accordance with Article 47 of POJK 15/2020, Article 26(6) of POJK 14/2025 and its explanatory notes, and Article 26(13) of the Company's Articles of Association, an abstention shall be deemed to constitute a vote in favor of the majority of shareholders who cast their votes.
- c. The electronic voting process will take place on the eASY.KSEI application on the E-meeting Hall menu, Live Broadcasting submenu.
- d. Shareholders who attend the Meeting by themselves or represented by the proxies but have yet to cast their votes on the Meeting Agenda on the eASY KSEI application until the deadline no later than 12.00 noon WIB (Western Indonesia Time Zone) on 1 (one) business day prior to the date of the Meeting, such Shareholders or proxies shall be given an opportunity to cast their votes directly during the voting period through the E-Meeting Hall screen on the eASY.KSEI application opened by the Company, accordingly. On commencement of the electronic voting period for each meeting agenda, the system will automatically run the voting time by counting for a maximum of 5 (five) minutes. During the electronic voting process, you will see the status "*Voting for agenda item no [ ] has started*" in the '*General Meeting Flow Text*' column. If the shareholders or

their proxies do not cast votes for a particular Meeting Agenda until the status of the meeting as seen in the '*General Meeting Flow Text*' column will change to "*Voting for agenda item no [ ] has ended*", they will be deemed to have cast Abstained votes for the related Meeting Agenda.

- e. At the closing of the vote count, the Notary will announce the results of the voting.
13. Meeting Live Broadcast:
- a. Shareholders who have been registered with eASY.KSEI within no later than the specified deadline can watch the meeting via Zoom *webinar* by accessing the eASY.KSEI menu, a submenu of GMS Broadcast located at the AKSes (<https://akses.ksei.co.id/>) facility.
  - b. Shareholders who do not have the opportunity to watch the Meeting through the GMS Broadcast are deemed to be legally present electronically, and their share ownership and voting options will be taken into account in the Meeting, to the extent they have been registered in eASY.KSEI.
  - c. Shareholders who only watch the Meeting through the GMS Broadcast but are not registered as present electronically on the eASY.KSEI application, will not be counted in the quorum of the Meeting attendance, accordingly.
14. The Chairman of the Meeting, the Board of Directors and the Board of Commissioners, as well as capital market professionals assisting with the conduct of the Meeting, attended the Meeting in person at the Company's Head Office.
15. Other matters that have yet to be stipulated in this Code of Conduct will be stipulated later by The Chairman of the Meeting.

**PT Bank Mandiri (Persero) Tbk**  
**Jakarta, April 7, 2026**