

# INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT BANK MANDIRI (PERSERO) Tbk. No. HBK.CSC/2/P/II/2021

The Board of Directors of PT Bank Mandiri (Persero) Tbk. (hereinafter referred to as the "Company"), having its domicile in South Jakarta, hereby invites the Shareholders of the Company to attend the Company's Annual General Meeting of Shareholders (hereinafter referred to as the "Meeting"), which will be held on:

Day/Date: Monday / March 15, 2021  
Time : 14.00 Western Indonesian Time (WIB) - finish  
Venue : Plaza Mandiri Auditorium, 3rd floor  
Plaza Mandiri, Jl. Jend. Gatot Subroto Kav 36-38,  
Jakarta 12190

#### Agendas:

- Approval of the Company's Annual Report and Validation of the Company's Consolidated Financial Statements, Approval of the Board of Commissioners' Supervisory Actions Report and Validation of the Annual Report of Partnership and Community Development Program for the financial year end on 31 December 2020, including the granting of full release and discharge (volledig acquit et de charge) to the Board of Directors for management actions and to the Board of Commissioners for supervisory actions carried out for the financial year 2020.**

The underlying rationales of the proposed meeting agenda are:

- Article 21 jo. Article (18) Company's Articles of Association; Article 66, Article 67, Article 68, Article 69 and Article 78 of Law No. 40 of 2007 on Limited Liability Company and its amendment ("**Company Law**"); and Article 23 paragraph (1) of Law No. 19 of 2003 on State-Owned Enterprises ("**SOE Law**"), which regulate that the Annual Report and the Board of Commissioners' Supervisory Actions Report must be approved by a General Meeting of Shareholders ("**GMS**") and the Consolidated Financial Statements must be ratified by the GMS; and
  - Article 17 and Article 18 of Minister of SOE Regulation No. PER-09/MBU/07/2015 regarding Partnership Program and Community Development Program of State-Owned Enterprises ("**SOE**") as lastly amended with Minister of SOE Regulation No. PER-02/MBU/04/2020 ("**PKBL Regulation**"), which regulate that the Annual Report of Partnership and Community Development Program must be ratified by the GMS.
- Determination for appropriation of the net profits of the Company for the Financial Year of 2020.**  
Based on (i) Article 21 jo. Article 26 of the Company's Articles of Association; and (ii) Article 70 and Article 71 of the Company Law, the use of the Company's net profit is decided in the GMS.
  - The determination of the remuneration (salary/honorarium, facility, allowance and other benefits) for the Financial Year of 2021 and Tantien for the Financial Year of 2020 for the Board of Directors and Board of Commissioners of the Company.**  
Based on (i) Article 11 Paragraph (19) and Article 14 Paragraph (30) of the Company's Articles of Association; (ii) Article 96 and Article 113 of the Company Law; and (iii) Minister of SOE Regulation No. PER-04/MBU/2014 on the Guidelines for the Remuneration of Board of Directors, Board of Commissioners and Supervisory Board in SOE as lastly amended with Minister of SOE Regulation No. PER-12/MBU/11/2020, the income of the Board of Directors and Board of Commissioners shall be determined by a GMS.
  - The Appointment of Public Accountant Firm to perform audit on the Company's Consolidated Financial Statements and the Annual Report of the Implementation of Partnership Program and Community Development Program for the Financial Year of 2021.**  
Based on the provisions of (i) Article 21 paragraph (1) and (2) of the Company's Articles of Association; (ii) Article 59 of Financial Services Authority Regulation ("**OJK**") No. 15/POJK.04/2020 on the Planning and Holding General Meetings of Shareholders of Public Limited Companies ("**POJK GMS**"); (iii) Article 13 paragraph (1) OJK Regulation No.13/POJK.03/2017 on The Use of Public Accountant and Public Accountant Firm in Financial Services Activities; and (iv) Article 71 paragraph (1) of the SOE Law, a public accountant is appointed in the annual GMS to audit the Company's current books based on the proposal of the Board of Commissioners.
  - Report of the realization of the use of proceeds from Continuing Public Offering of Bonds II Bank Mandiri Phase I Year 2020.**  
According to the Article 6 and 7 of OJK Regulation No. 30/POJK.04/2015 on the Realization Reports on Use of Proceeds of Public Offerings, the Company shall be accountable for the realization of the use of proceeds from the public offering in an annual GMS.
  - Approval on the Amendments of the Company's Articles of Association.**  
According to the (i) Article 5 paragraph (4) letter c number 1) point a) and Article 28 paragraph (2) of the Company's Articles of Association; (ii) Article 19 of the Company Law; and (iii) Article 57 and Article 63 of POJK GMS, the Company proposes the amendments of the Company's Articles of Association, among other things to make adjustment to the provisions of POJK GMS and OJK Regulation No. 16/POJK.04/2020 on the Implementation of General Meeting of Shareholders of Public Listed Companies Electronically, for approval by the GMS; notwithstanding the adjustment to other OJK Regulations to the extent necessary.
  - Affirmation on the implementation of Regulation of the Minister of SOE Number PER-08/MBU/12/2019 on General Guidelines of the Implementation of Procurement of Goods and Services for SOE ("Regulation No. 08/2019").**  
Pursuant to Article 16 of Regulation No. 08/2019, the Company proposes the implementation of this regulation through affirmation at the GMS.
  - Affirmation on the implementation of Regulation of the Minister of SOE Number PER-11/MBU/11/2020 on Management Contract and Annual Management Contract of BUMN ("Regulation No. 11/2020").**  
Pursuant to Article 16 paragraph (2) of Regulation No. 11/2020, the Company proposes the implementation of this regulation through affirmation at the GMS.
  - The Change in the Company's Management Composition.**  
Pursuant to Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association, members of the Board of Directors and the Board of Commissioners should be appointed and terminated by a GMS in which should be attended and approved by the holder of Seri A Dwiwarna shares.

#### Notes:

- The Company will not send a separate invitation to the Shareholders given that this invitation constitutes an official invitation to the Company's Shareholders to attend the Meeting.
- The Shareholders that are entitled to attend or be represented at the Meeting are those whose names are recorded in the Shareholders Register of the Company or the Shareholders whose shares are at the collective depository of PT Kustodian Sentral Efek Indonesia ("**KSEI**") according to the collective deposit accounts at the closing on **Thursday, 18 February 2021 at 16.00 WIB ("the Eligible Shareholders")**.
- In order to prevent the spread of COVID-19, the Company suggest that the Eligible Shareholders attend the Meeting by giving power of attorney electronically to an independent proxy that is appointed by the Company ("**Proxy**") through the Electronic General Meeting System Facility provided by the KSEI ("**eASYKSEI**"), with the following procedures:
  - The Eligible Shareholders must first be registered at the KSEI Securities Ownership Reference facility ("KSEI AKSes"). If the Eligible Shareholders are not registered yet, please register through the website [access.ksei.co.id](http://access.ksei.co.id).
  - The Eligible Shareholders that have been registered as KSEI AKSes users, can provide their power of attorney electronically through eASYKSEI by logging in first to KSEI AKSes through the website [akses.ksei.co.id](http://akses.ksei.co.id).
  - The period of time for the Eligible Shareholders can declare their proxies and votes, change the appointment to the Proxy and/or revoke the votes for agenda of the Meeting, as well as evoked the power of attorney, is from the date of the invitation to the Meeting until not later than 1 (one) working day before the date of the Meeting before 12 p.m.
  - Guidelines for registration, usage, and further explanation regarding eASYKSEI can be seen on the Company's website ([www.bankmandiri.co.id](http://www.bankmandiri.co.id)) and web site [akses.ksei.co.id](http://akses.ksei.co.id).
- The Eligible Shareholders that desires physical attendance in the Meeting but are unable to attend may be represented by their proxy based on a valid Power of Attorney provided that the members of the Board of Directors, Board of Commissioners and employees of the Company may act as proxy of Shareholders in the Meeting but are prohibited from acting as proxy in the voting of this Meeting. The form of Power of Attorney may be downloaded in the Company's website ([www.bankmandiri.co.id](http://www.bankmandiri.co.id)).
- The Eligible Shareholders or their proxy that will physically attend the Meeting are required to submit copy of their Identity Cards (Kartu Tanda Penduduk) or other forms of valid identification before entering the Meeting room. Shareholders, which are legal entities, are required to submit copy (or copies) of their latest articles of association and deed of appointment of members of the Board of Directors and the Board of Commissioners or their latest management which has effective in accordance with the prevailing provisions. The Eligible Shareholders of the Company, whose shares are at the collective depository of KSEI, are required to show Written Confirmations for GMS ("**KTUR**" or Konfirmasi Tertulis Untuk RUPS) to the registration officer before entering the Meeting room. If the Eligible Shareholders cannot present the KTUR, the Eligible Shareholders can still attend the Meeting as long as their names are included in the Register of Shareholders and present valid identity card that can be verified in accordance with the prevailing provisions.
- The Eligible Shareholders or the proxies, who will physically present at the Meeting, must follow and pass the safety and health protocols applicable at the Meeting venue, as follows:
  - For purposes of collective safety and health, the Company requires every Eligible Shareholder or its proxy to obtain a or Swab Test Statement Letter from a hospital, public health center, or clinic doctor, in the form PCR swab test examination with a COVID-19 negative result issued 2 days prior to the Meeting or Antigen Swab test examination with a COVID-19 negative result issued 1 days prior to the Meeting. The Eligible Shareholder or its proxy which is unable to present its original COVID-19 negative result of the swab test shall be required to take part in Antigen Swab test conducted by doctor/health officers provided by the Company. If the result of rapid test is positive of COVID-19, the Eligible Shareholder or its proxy shall be required to provide a power of attorney through the eASYKSEI without prejudice to the Eligible Shareholders' right to submit a question, opinion and/or vote and to cast a vote in the Meeting and the vote which is cast through its proxy in the Meeting shall be calculated in the votes, by filling in the form of Power of Attorney (that can be downloaded in the Company's website ([www.bankmandiri.co.id](http://www.bankmandiri.co.id)) at the day of the Meeting.
  - Wearing a mask at the Meeting's avenue.
  - Detecting and monitoring body temperature to ensure that the Eligible Shareholders or the proxies are not having a body temperature above normal (or higher than 36.5°C).
  - Following the direction of the Meeting committee in implementing the physical distancing policy at the Meeting venue before the Meeting starts, at the Meeting, and after the Meeting is over.
  - Following the other COVID-19 procedure and protocol on prevention of COVID-19 spread or transmission that is determined by the Company.
  - The Company will announce again if there are changes and/or additional information regarding the procedures for holding the Meeting with reference to the latest conditions and developments regarding integrated handling and control to prevent the spread of COVID-19.
  - For health reasons and in the context of controlling and preventing the spread of the COVID-19, the Company does not provide food, drinks and souvenir/goodie bag.
- The Meeting's materials are available in the Company's website ([www.bankmandiri.co.id](http://www.bankmandiri.co.id)) provided that the curriculum vitae of the Company's prospective Management to be appointed will be available at the latest at the start of the Meeting.
- In order to ease the arrangement and ensure the orderliness of the Meeting, the Eligible Shareholders of the Company or their certified proxies who will physically present at the Meeting are required to be present at the venue of the Meeting no later than 30 (thirty) minutes before the commencement of the Meeting.

**Jakarta, February 19, 2021  
PT Bank Mandiri (Persero) Tbk.**

**The Board of Directors**