



GENERAL MEETING OF SHAREHOLDERS

**IMPLEMENTATION OF PREVIOUS YEAR
ANNUAL GMS AND REALIZATIONS**

In 2023, Bank Mandiri held 1 (one) GMS, the Annual GMS, which was held on 14 March 2023, at the Plaza Mandiri Auditorium, Jakarta. The Annual GMS was carried out with the following results and realizations:

RESOLUTIONS OF THE 2023 ANNUAL GMS**AGENDA 1**

Approval of the Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Board of Commissioners' Supervisory Tasks Report and Ratification of the Financial Statements of the Micro and Small Business Funding Program (PUMK) for 2022 Financial Year, 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 supervisory actions of the Company that have been dedicated during 2022 Financial Year.

Voting Results

Affirmative: 99,3199920% Including one Series A Dwiwarna Share

Abstain: 0,6247232%

Dissenting: 0,0552848%

Resolutions

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same votes as the majority votes of Shareholders who cast votes.

Therefore:

The meeting with the majority votes namely 41,981,511,760 shares or constituted 99.9447152% of the total votes cast in the Meeting have resolved:

1. Approving the Company's Annual Report including the Board of Commissioners' Report on the Implementation of the Company's Supervisory Tasks for the financial year ended on December 31st, 2022.
2. Ratifying:
 - a. The Company's Consolidated Financial Statements for the Financial Year ended on December 31st, 2022 which have been audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis and Partners (a member firm of the PricewaterhouseCoopers Global network) in accordance with its report Number 00023/2.1025/AU.1/07/0229-2/1/I/2023 dated January 31, 2023, with a fair audit opinion in all material respects (unqualified opinion); and
 - b. Financial Statements of the Micro and Small Business Funding Program (PUMK) for the Financial Year ended on December 31st, 2022 which have been audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis and Partners (a member firm of the PricewaterhouseCoopers Global network) in accordance with its report Number 00027/2.1025/AU.2/07/0229-2/1/I/2023 dated January 30th, 2023, with a fair audit opinion in all material respects (unqualified opinion).
3. By the approval of the Company's Annual Report and the Implementation of the Company's Board of Commissioners Tasks Report for the Financial Year ended on December 31st, 2022, as well as the approval of the Company's Consolidated Financial Statements for the Financial Year ended on December 31st, 2022 and the Financial Statements of the Micro and Small Business Funding Program (PUMK) for the Financial Year ended December 31st, 2022, the General Meeting of Shareholders grants full a release and discharge (volledig acquit at de charge) to all members of the Board of Directors for the management of the Company and to the Board of Commissioners for the supervision of the Company that has been dedicated during 2022 Financial Year, to the extent that such actions do not constitute a criminal offense, and are reflected in the aforementioned reports.

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AGENDA 1

Follow-up

The Financial Statements and Annual Reports have been submitted to the OJK 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.628/2023 dated 20 February 2023 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

AGENDA 2

Approval for the use of the Company's net profits for 2022 Financial Year.

Voting Results

Affirmative: 99,6409688% Including one Series A Dwiwarna Share

Abstain: 0,3590312%

Dissenting: 0%

Resolutions

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same votes as the majority votes of Shareholders who cast votes.

Therefore:

The meeting with the unanimous votes namely 42,004,733,985 shares or constituting 100% of the total votes cast in the Meeting have resolved:

Approved and determined the use of the consolidated Net Income attributed to the owner of the parent entity for 2022 Financial Year amounting to IDR41,170,637,183,351.00 (forty-one trillion one hundred seventy billion six hundred thirty-seven million one hundred eighty-three thousand three hundred fifty-one Rupiah) as follows:

1. 60% of the Company's Consolidated Net Income for 2022 Financial Year or IDR24,702,382,310,010.60 (twenty-four trillion seven hundred two billion three hundred eighty-two million three hundred ten thousand ten Rupiah and sixty cents) will be distributed as cash dividends to the Shareholders of the Company with the following provisions:
 - a. special dividends for the Republic of Indonesia which is a Shareholder of the Company with 52% ownership of the Company's issued and paid-up capital or amounting to IDR12,845,238,801,205.50 (twelve trillion eight hundred forty-five billion two hundred thirty-eight million eight hundred one thousand two hundred five Rupiah and fifty cents) will be credited into the State General Treasury Account.
 - b. for the ownership of 48% public shares worth IDR11,857,143,508,805.10 (eleven trillion eight hundred fifty-seven billion one hundred forty-three million five hundred eight thousand eight hundred five Rupiah and ten cents) will be distributed to the Shareholders in accordance with their respective ownership portions.
 - c. grant a power and authority to the Board of Directors of the Company with the right of substitution to determine the schedule and mechanism for the distribution of dividends for 2022 Financial Year in accordance with the applicable regulations.
2. 40% or IDR16,468,254,873,340.40 (sixteen trillion four hundred sixty-eight billion two hundred fifty-four million eight hundred seventy-three thousand three hundred forty Rupiah and forty cents) shall be designated as the Retained Earnings.

Follow-up

Bank Mandiri has announced the Schedule and Procedure for the Distribution of Cash Dividends for Financial Year 2022 on 16 March 2023 and has paid cash dividends to shareholders on 12 April 2023.

Status: Realized



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AGENDA 3**Determination of remuneration (salary/honorarium, facilities and allowances) in 2023 and Tantiem Fiscal Year 2022 for the Board of Directors and Board of Commissioners of the Company.****Voting result**

Affirmative: 93,9451294% Including one Series A Dwiwarna Share

Abstain: 0,5604907%

Dissenting: 5,4943799%

Resolutions

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same votes as the majority votes of Shareholders who cast votes.

Therefore:

The meeting with the majority votes namely 39,696,834,321 shares or constituting 94.5056201% of the total votes cast in the Meeting have resolved:

Granted a power and authority to the Company's Series A Dwiwarna Shareholder to determine the amount of tantiem (bonus) for 2022 Financial Year, as well as determine the honorarium, facilities and benefits for members of the Company's Board of Commissioners for the Year 2023.

Granted a power and authority to the Company's Board of Commissioners with a prior written approval from the Company's Series A Dwiwarna Shareholder to determine the amount of tantiem (bonus) for 2022 Financial Year, as well as determine the salary, facilities and benefits for members of the Company's Board of Directors for the Year 2023.

Follow-up

Determination of salaries for the Board of Directors and honorarium for the Board of Commissioners, and allowances, facilities, and/or other benefits for 2023, as well as determination of bonuses for the performance of the Board of Directors and Board of Commissioners for the financial year ended 31 December 2022 have been carried out by the Board of Commissioners with prior approval from the Ministry of SOEs.

Status: Realized

AGENDA 4**Determination of Public Accountants (AP) and/or Public Accounting Firms (KAP) to audit the Company's Consolidated Financial Statements and Financial Statements of the Micro and Small Business Funding Program (PUMK) for the 2023 Financial Year.****Voting Result**

Affirmative: 99.6392633% Including one Series A Dwiwarna Share

Abstain: 0.3590385%

Dissenting: 0.0016981%

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AGENDA 4

Resolutions

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same votes as the majority votes of Shareholders who cast votes.

Therefore:

The meeting with the majority votes namely 42,004,020,685 shares or constituting 99.9983019% of the total votes cast in the Meeting have resolved:

1. Appointed the Public Accountant Firm Rintis, Jumadi, Rianto & Rekan (formerly Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global network)) as the Public Accountant Firm and Lucy Luciana Suhenda as the Public Accountant who will audit the Company's Consolidated Financial Statements and Financial Statements of the Company's Micro and Small Business Funding Program (PUMK) for 2023 Financial Year.
2. Granted a power of attorney to the Company's Board of Commissioners to determine the honorarium and other requirements for the Public Accountant Firm, as well as to determine the substitute Public Accountant Firm and/or Public Accountant in the event that the Public Accounting Firm Rintis, Jumadi, Rianto & Rekan (formerly Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global network)) and Lucy Luciana Suhenda as the Public Accountant, due to any reasons, will be unable to complete the audit of the Company's Consolidated Financial Statements and the Financial Statements of the Micro and Small Business Funding Program for 2023 Financial Year.

Follow-up

The appointment of Public Accountant Firm Rintis, Jumadi, Rianto & Rekan (formerly Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global network)) as the Public Accountant Firm and Lucy Luciana Suhenda as the Public Accountant has been reported to OJK through Letter No. KES/254/2023 dated 24 March 2023.

Status: Realized

AGENDA 5

Approval of the Company's Resolution Plan.

Voting Result

Affirmative: 99,6043763% Including one Series A Dwiwarna Share

Abstain: 0,3956237%

Dissenting: 0%

Decisions

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same votes as the majority votes of Shareholders who cast votes

Therefore:

The meeting with the unanimous votes namely 42,004,733,985 shares or constituting 100% of the total votes cast in the Meeting have resolved:

Approve the Company's Resolution Plan in order to comply with the provisions of the Deposit Insurance Corporation Regulation Number 1 of 2021 concerning Resolution Plan for Commercial Banks.

Follow-up

The Minutes of the Annual General Meeting of Shareholders for Fiscal Year 2022 have been submitted to the Deposit Insurance Corporation (LPS) as evidence of shareholders' approval at the general meeting of shareholders on the Preparation of the Company's Resolution Plan.

The preparation of the Company's Resolution Plan has received approval from LPS which was submitted through LPS Letter No. S-50/DKRB/2023 dated 24 March 2023 concerning Submission of Approval on the Results of the Resolution Plan Assessment and Resolvency Test and Recommendations to the Bank.

Status: Realized



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AGENDA 6

Approval of the Company's Stock Split with ratio of 1:2 or from IDR250.00 (two hundred and fifty Rupiah) per share to become IDR125.00 (one hundred twenty-five Rupiah) per share.

Voting Results

Affirmative: 99.6409574% Including one Series A Dwiwarna Share

Abstain: 0.3590328%

Dissenting: 0.0000098%

Decision

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same votes as the majority votes of Shareholders who cast votes

Therefore:

The meeting with the majority votes namely 42,004,729,885 shares or constituting 99.9999902% of the total votes cast in the Meeting have resolved:

1. Approved the implementation of the Company's Stock Split with a ratio of 1:2 or from IDR250.00 (two hundred and fifty Rupiah) per share will become IDR125.00 (one hundred and twenty-five Rupiah) per share with the following provisions:
 - a. Series A Dwiwarna shares into 2 (two) shares with nominal value as follows:
 - i) 1 (one) Series A Dwiwarna share will be retained as the Series A Dwiwarna share owned by the Republic of Indonesia with a nominal value of IDR125.00 (one hundred twenty-five Rupiah) per share; and
 - ii) 1 (one) Series A Dwiwarna share will become 1 (one) Series B share owned by the Republic of Indonesia with a nominal value of IDR125.00 (one hundred twenty-five Rupiah) per share;
 - b. Series B shares from IDR250.00 (two hundred fifty Rupiah) per share will become IDR125.00 (one hundred twenty-five Rupiah) per share;
2. Approved to grant a power and authority to the Board of Directors of the Company with the right of substitution to take all necessary actions in implementing the Stock Split in accordance with the applicable laws and regulations, including but not limited to determining the procedures and schedule for the implementation of the Stock Split, restating the resolution regarding the Sixth Agenda in a Notarial Deed and submitting it to the competent authorities, as well as performing all actions as deemed necessary and useful for such purposes with no exemption.

Follow-up

Bank Mandiri has submitted a letter requesting the listing of shares from the stock split to the Indonesia Stock Exchange through Letter No. HBK. CSC/CMA.1013/2023 on 20 March 2023 regarding the Application for Additional Share Listing of PT Bank Mandiri (Persero) Tbk (the "Company"), PT Bursa Efek Indonesia has approved the listing application pursuant to Letter No. S-02587/IDX. PP1/03-2023 dated 28 March 2023 regarding the Approval of Stock Split. Thereby, as of 6 April 2023, the shares from the stock split have been listed on the Indonesia Stock Exchange.

Status: Realized

AGENDA 7

Approval of amendments to the Company's Articles of Association.

Voting Results

Affirmative: 83,1014191% Including one Series A Dwiwarna Share

Abstain: 0,3649022%

Dissenting: 16,5336786%

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AGENDA 7

Resolutions

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same votes as the majority votes of Shareholders who cast votes

Therefore:

The meeting with the majority votes namely 35,059,806,251 shares or constituting 83.4663214% of the total votes cast in the Meeting have resolved:

1. Approved the amendment to Article 4 of the Company's Articles of Association in relation to the Company's Stock Split.
2. Approved the amendment to Article 3 of the Company's Articles of Association in connection with the adjustment to the Indonesian Standard Industrial Classification (KBLI) 2020.
3. Granted a power and authority to the Board of Directors with the right of substitution to take all necessary actions related to the resolutions of the Seventh Agenda of the Meeting, including but not limited to preparing 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 receipt of notification of the amendment to the Articles of Association of the Company, perform all actions everything as deemed necessary and useful for such purposes with none of them being excluded.

Follow-up

The amendments to the Company's Articles of Association have been reported to OJK through Letter No. HBK.CSC/CMA.1031/2023 dated 21 March 2023 and Indonesia Stock Exchange through Letter No. HBK.CSC/CMA.1003/2023 dated 17 March 2023.

Status: Realized

AGENDA 8

Changes in the composition of the Company's Board of Management.

Voting Results

Affirmative: 73.5487457% Including one Series A Dwiwarna Share

Abstain: 1.7759612%

Dissenting: 24.6752932%

Resolutions

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same votes as the majority votes of Shareholders who cast votes

Therefore:

The meeting with the majority votes namely 31,639,942,737 shares or constituting 75.3247068% of the total votes cast in the Meeting have resolved:

1. Honorably dismiss the following names as the Company's Board of Management:

- a. Mrs. Alexandra Askandar as the Vice President Director;
- b. Mr. Panji Irawan as the Treasury and International Banking Director;
- c. Mr. Agus Dwi Handaya as the Compliance and Human Resources Director;
- d. Mr. Riduan as the Commercial Banking Director;
- e. Mr. Boedi Armanto as the Independent Commissioner;

each of them was appointed based on the Resolution of the 2017 Financial Year GMS dated March 21, 2018 in conjunction with the Extraordinary General Meeting of Shareholders (EGMS) 2019 dated December 9, 2019 in conjunction with 2020 EGMS dated October 21, 2020. Resolution of the 2017 Financial Year GMS dated March 21, 2018 in conjunction with 2019 EGMS dated December 9, 2019 in conjunction with GMS of Financial year 2018 dated May 16, 2019 in conjunction with 2019 EGMS dated December 9, 2019 in conjunction with 2020 EGMS dated October 21, 2020, Resolution of the 2017 Financial Year GMS dated March 21, 2018 in conjunction with GMS of Financial year 2018 dated May 16, 2019, Resolution of EGMS of 2019 dated January 7, 2019, and the Resolution of the Annual GMS of the Financial Year 2019 dated February 19, 2020, as of the closing of the GMS, with gratitude for the contribution of their energy and thoughts dedicated during their tenures as the Company's Board of Management.

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2. Appointed the names mentioned below as the Company's Board of Management:
 - a. Mrs. Alexandra Askandar as the Vice President Director;
 - b. Mrs. Eka Fitria as the Treasury and International Banking Director;
 - c. Mr. Agus Dwi Handaya as the Compliance and Human Resources Director;
 - d. Mr. Riduan as the Commercial Banking Director;
 - e. Mr. Heru Kristiyana as the Independent Commissioner;
 - f. Mr. Zainudin Amali as the Independent Commissioner;
3. The term of office of the appointed members of the Board of Directors and the Board of Commissioners as referred to in point 2, shall be in accordance with the provisions of the Articles of Association of the Company, with due observance of the laws and regulations in the Capital Market sector and without prejudice to the right of the GMS to dismiss them at any time.
4. By the dismissal and appointment of members of the Board of Directors and the Board of Commissioners of the Company as referred to in point 1 and point 2, the composition of the members of the Board of Directors and Board of Commissioners of the Company shall be as follows:
 - a. Board of Directors
 - i) President Director : Darmawan Junaidi;
 - ii) Vice President Director : Alexandra Askandar;
 - iii) Corporate Banking Director : Susana Indah Kris Indriati;
 - iv) Commercial Banking Director : Riduan;
 - v) Treasury and International Banking Director : Eka Fitria;
 - vi) Network and Retail Banking Director : Aquarius Rudianto;
 - vii) Operation Director : Toni E.B. Subari;
 - viii) Compliance and Human Resources Director : Agus Dwi Handaya;
 - ix) Institutional Relations Director : Rohan Hafas;
 - x) Risk Management Director : Ahmad Siddik Badruddin;
 - xi) Information Technology Director : Timothy Utama;
 - xii) Finance and Strategy Director : Sigit Prastowo.
 - b. Board of Commissioners
 - i) President Commissioner/Independent : M. Chatib Basri;
 - ii) Vice President Commissioner/ Independent : Andrinof A. Chaniago;
 - iii) Commissioner : Rionald Silaban;
 - iv) Commissioner : Nawal Nely;
 - v) Commissioner : Arif Budimanta;
 - vi) Commissioner : Faried Utomo;
 - vii) Commissioner : Muhammad Yusuf Ateh;
 - viii) Independent Commissioner : Heru Kristiyana;
 - ix) Independent Commissioner : Loeke Larasati Agoestina;
 - x) Independent Commissioner : Muliadi Rahardja;
 - xi) Independent Commissioner : Zainudin Amali.
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.

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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 Fitria 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: Realized