

STOCK OPTION PROGRAMS FOR EMPLOYEE AND/OR MANAGEMENT

Based on the resolution of the Extraordinary GMS dated 29 May 2003, as stated in Notarial Deed of Sutjipto, S.H., No. 142 dated 29 May 2003, the shareholders of Bank Mandiri also approved the employee and Board of Directors share ownership plan through the Employee Stock Allocation (ESA) Program and the Management Stock Option Plan (MSOP). The ESA Program consists of a Share Plan Bonus program and a Share Purchase at Discount program. Meanwhile, the MSOP program is intended for members of the Board of Directors and managerial employees at certain grades or criteria. The costs and discounts under the ESA program are borne by Bank Mandiri, funded from reserves that have been established. The management and implementation of the ESA and MSOP programs are carried out by the Board of Directors, while supervision is conducted by the Board of Commissioners.

On 14 July 2003, the Government of the Republic of Indonesia divested 4,000,000,000 of its shares, representing 20.00% ownership in Bank Mandiri, through an Initial Public Offering (IPO). As a follow-up to Government Regulation of the Republic of Indonesia No. 27/2003 dated 2 June 2003 approving the divestment of up to 30.00% of the Government's ownership in Bank Mandiri, and based on the decision of the State-Owned Enterprise Privatization Policy Team No. Kep05/TKP/01/2004 dated 19 January 2004, the Government of the Republic of Indonesia conducted a further divestment of 10.00% ownership in Bank Mandiri, or 2,000,000,000 Series B ordinary shares, on 11 March 2004 through a private placement.

At the time of the IPO on 14 July 2003, Bank Mandiri granted share purchase options to management through MSOP Phase 1 (one) amounting to 378,583,785 options with an exercise price of Rp742.50 (full amount) per share and a nominal value of Rp500 (full amount) per share. The granting of these share options was recorded under Equity - Share Options at a fair value of Rp69.71 (full amount) per share. Options exercised under MSOP Phase 1 (one) amounted to 375,365,957 shares, resulting in an increase in Issued and Paid-up Capital of Rp187,683 and an increase in Additional Paid-in Capital of Rp117,193.

Subsequently, the Annual GMS on 16 May 2005 approved the granting of MSOP Phase 2 (two) totaling 312,000,000 share options. The exercise price per share was Rp1,190.50 (full amount) for exercise in the first year and Rp2,493 (full amount) for exercise in the second year and thereafter. The nominal value per share was Rp500 (full amount). The granting of these share options was recorded under equity – share options at a fair value of Rp642.28 (full amount) per share. Options exercised under MSOP Phase 2 (two) amounted to 311,713,697 shares, resulting in an increase in issued and paid-up capital of Rp155,857 and an increase in additional paid-in capital of Rp425,233.

The Annual GMS on 22 May 2006 approved the granting of MSOP Phase 3 (three) totaling 309,416,215 share options. The GMS also authorized the Board of Commissioners to determine the implementation and supervision policy of the MSOP Phase 3 (three) program and to report it at the next GMS. The exercise price per share for MSOP Phase 3 (three) was Rp1,495.08 (full amount) with a nominal value of Rp500 (full amount) per share. The granting of these share options was recorded under Equity – Share Options at a fair value of Rp593.89 (full amount) per share. Options exercised under MSOP Phase 3 (three) amounted to 309,415,088 shares, resulting in an increase in issued and paid-up capital of Rp154,707 and an increase in additional paid-in capital of Rp491,651.

On 27 December 2010, the Bank submitted its initial registration to the OJK (formerly the Capital Market and Financial Institution Supervisory Agency (Bapepam and LK)) in connection with a Limited Public Offering (PUT) to the Bank's shareholders through the issuance of Pre-emptive Rights (HMETD) totaling 2,336,838,591 Series B shares. This PUT obtained approval from the Board of Commissioners through its letter dated 29 April 2010. The Bank also notified Bank Indonesia regarding the PUT through a letter dated 17 September 2010. The PUT was further enacted through Government Regulation of the Republic of Indonesia No. 75 of 2010 dated 20 November 2010. The PUT received an effective statement from Bapepam and LK through Letter No. S-807/BL/2011 dated 27 January 2011, whereby the

PUT became effective after obtaining approval from shareholders at the Extraordinary General Meeting of Shareholders held on 28 January 2011. The HMETD of 2,336,838,591 shares was traded during the period of 14–21 February 2011 at an exercise price of Rp5,000 (full amount) per share, resulting in an increase in issued and paid-up capital of Rp1,168,420.

Based on the resolution of the EGMS dated 21 August 2017, the shareholders of Bank Mandiri, among others, approved the stock split of Bank Mandiri's shares from a nominal value of Rp500 (full amount) per share to Rp250 (full amount) per share, resulting in issued capital of 46,666,666,666 shares consisting of 1 (one) Series A Dwiwarna share and 46,666,666,665 Series B shares. The stock split did not result in any changes to the authorized, issued, and paid-up capital. The stock split became effective on 13 September 2017.

As a continuation of the previously distributed ESOP and MSOP programs, Bank Mandiri granted similar programs to employees and Management with established grant and vesting requirements.

Bank Mandiri has a Management Stock Ownership Program (MSOP) in the form of a share-based Long Term Incentive (LTI) measured based on the achievement of corporate performance targets (Performance Share Plan) for the Board of Directors and non-Independent Board of Commissioners, and in the form of an escrow account for Independent Commissioners to provide motivation to enhance future performance, as well as

a form of appreciation in efforts to maintain and/or increase long-term share value. The LTI program for the Board of Directors and Board of Commissioners is granted based on the 2023–2025 performance period. The Performance/Vesting Period is annual (January–December) for 3 years (2023–2025). The LTI long-term incentive fully vests in the fourth year (2026) after the financial statements have been audited by an independent auditor and the Annual Report has been approved/adopted at the GMS. The calculation of performance target achievement uses a three-year average (2023–2025) based on the indicators of Total Shareholder Return (TSR), Return on Equity (RoE), and Non-Performing Loan (NPL).

Meanwhile, the Employee Stock Ownership Program (ESOP) is designed to enhance employees' sense of belonging, while encouraging them to contribute optimally and sustainably over the long term. Shares under this program are granted to eligible employees based on criteria including individual performance, talent classification, and professional track record. From 2015 to 2025, Bank Mandiri has distributed a total of 130,000,000 shares with vesting periods ranging from three to five years.

In 2026, Bank Mandiri will implement a similar share ownership program for employees and Management in the following years.