

## CONFLICT OF INTEREST POLICY

Referring to SEOJK No. 14/SEOJK.03/2025. Bank Mandiri applies the following Conflict of Interest Policy.

Bank Mandiri upholds integrity and objectivity in all operational and decision-making activities. Therefore, all members of the Board of Directors, Board of Commissioners, Bank Committees, Executive Officers, and employees must avoid any form of conflict of interest in performing their duties and responsibilities.

The Bank has established and implemented a Conflict of Interest Policy aimed at identifying, preventing, and managing potential conflicts that may arise from its business operations. The policy includes:

- a. Mechanisms for preventing and handling conflicts of interest, binding all management and employees, including decision-making procedures and mitigation steps when potential conflicts are identified; and
- b. Procedures for recording, documenting, and disclosing conflicts of interest in meeting minutes or other official records.

In cases where a conflict of interest arises, each member of the Board of Directors, Board of Commissioners, Bank Committees, Executive Officers, and employees is required to disclose the conflict transparently in the decision-making process and is prohibited from taking actions that could harm the Bank. Such disclosures are documented in meeting minutes, including the name of the related party, the nature of the conflict, and the rationale for the decision. The decision-making authority is adjusted according to the hierarchical level of the individual involved to ensure independence in the process.

As part of its sound governance practices, Bank Mandiri ensures that all transactions with related parties are conducted on an arm's-length basis and do not provide preferential treatment compared to similar transactions with other parties. Related parties include:

- a. Entities or individuals that control or are controlled by the Bank, directly or indirectly, including controlling and ultimate shareholders;
- b. The Bank's majority shareholders;
- c. Entities affiliated with the Bank (subsidiaries, sister companies, subsidiaries of sister companies, or special-purpose entities established by the Bank or its affiliates);
- d. Members of the Board of Directors, Board of Commissioners, and Executive Officers;
- e. Parties with professional or business relationships with the Bank's management or its affiliated companies; and

- f. Individuals with family relations up to the second degree with the Bank's controlling parties, management, or controlling shareholders, either vertically or horizontally.

Through this policy, Bank Mandiri ensures that all business activities and decisions are carried out professionally, transparently, and in the best interest of the Bank.

## BOARD OF COMMISSIONER'S CONFLICTS OF INTEREST MANAGEMENT

The management of conflict-of-interest for the Board of Commissioners is regulated in the BOC Charter as follows:

1. Pursuant to laws and regulations, each Commissioner shall maintain the information by keeping it confidential including provisions on insider trading and other information that the Company has not disclosed to the public.
2. Each Commissioner shall disclose:
3. Ownership of shares in the Company and in other companies domestically or abroad.
4. Financial and family relationships with other members of the Board of Commissioners and members of the Board of Directors and their families.
5. Other information related to laws and regulations must be disclosed to the public.
6. The Board of Commissioners is prohibited from being involved in making decisions related to banking operational activities and/or making decisions that may cause conflicts of interest.
7. The Board of Commissioners in carrying out its duties, responsibilities and authority is prohibited from using the Company for personal, family, other companies or certain parties' interests in a manner that is contrary to the laws and regulations and the Company's code of ethics.

## BOARD OF COMMISSIONERS SHARE OWNERSHIP

Based on SEOJK No. 14/SEOJK.03/2025 - XXIII.2, the Board of Commissioners has disclosed share ownership of 5% (five percent) or more, either in the Bank concerned or in other banks and/or companies, both domestically and internationally. The share ownership of Bank Mandiri's Board of Commissioners is described in the table below.

## Board of Commissioners Share Ownership as of 31 December 2025

No.	Name	Position	Share Ownership				
			Bank Mandiri		Other Banks	Non-Bank Financial Institutions	Other Companies
			Total Shares	% Ownership			
1.	Zulkifli Zaini	President Commissioner/ Independent	22,850,900	0,0244831	Nil	Nil	Nil
2.	Rudy Salahuddin Ramto	Vice President Commissioner	Nil	Nil	Nil	Nil	Nil
3.	Mia Amiati	Independent Commissioner	Nil	Nil	Nil	Nil	Nil
4.	Bintoro K. Pardewo	Independent Commissioner	Nil	Nil	Nil	Nil	Nil
5.	Muhammad Yusuf Ateh	Commissioner	4,244,800	0.0045480	Nil	Nil	Nil
6.	Luky Alfirman	Commissioner	Nil	Nil	Nil	Nil	Nil
7.	Yuliot	Commissioner	Nil	Nil	Nil	Nil	Nil

## DISCLOSURE OF SHARE OWNERSHIP OF MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

In line with POJK No. 4 of 2024 concerning Reports of Shareholding or Any Changes in Shareholding in Public Companies and Reports on the Pledging of Shares in Public Companies, the Bank has established a policy that requires members of the Board of Directors and Board of Commissioners to report to the OJK and notify the Bank of their ownership of voting rights over shares and any changes in ownership of voting rights over the Bank's shares, either directly or indirectly, no later than 5 (five) business days after the acquisition or any change in ownership of voting rights over those shares. The policy has been implemented in accordance with the regulations.

## INDEPENDENT COMMISSIONERS

Independent Commissioners are members of the Board of Commissioners who have no financial, managerial, ownership, or family relationships with members of the Board of Directors, other Commissioners, or controlling shareholders, including the ultimate controlling shareholder, nor any relationship with the Bank that could affect their ability to act independently. Their primary role is to provide objective oversight and ensure that all strategic decisions are made in the best interests of all stakeholders, including minority shareholders. Through their independence, Independent Commissioners play a key role in maintaining integrity, transparency, and balance in the Bank's governance practices.

As of 31 December 2025, the composition of the Board of Commissioners of Bank Mandiri has taken into account the Bank's business complexity, characteristics, and supervisory needs to ensure effective and optimal oversight.

### Criteria and Fulfillment of Independent Commissioner Requirements

The criteria for Independent Commissioners at Bank Mandiri are based on OJK Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies and OJK Circular No. 14/SEOJK.03/2025 on the Implementation of Good Corporate Governance for Commercial Banks.

The fulfillment of requirements for prospective Independent Commissioners at Bank Mandiri is cumulative, ensuring that each appointed individual acquires sufficient integrity, competence, and independence. This approach is implemented to optimize the role of Independent Commissioners in providing objective, effective, and professional oversight, in line with good corporate governance principles and the complex supervisory needs of Bank Mandiri's operations.