

- b. Effective cost management and operational efficiency, leading to enhanced shareholder value.

2. Accountability and Transparency

Through adherence to corporate governance principles and regulatory requirements, Bank Mandiri promotes transparency in all its financial disclosures and reporting. This is evident through:

- a. Clear and timely reporting to shareholders during the GMS.
- b. Publication of audited financial statements that provide a comprehensive view of the Bank's performance.
- c. Regular communication with stakeholders, ensuring alignment of interests and clear understanding of the Bank's strategic direction.

3. Social Responsibility and ESG

Bank Mandiri's governance structure also supports the Bank's commitment to Environmental, Social, and Governance (ESG) goals. The Bank has implemented policies and initiatives aligned with sustainability and community empowerment, contributing to the broader Sustainable Development Goals (SDGs):

- a. Focus on responsible lending to sectors aligned with sustainability objectives.
- b. Implementation of environmental sustainability initiatives within its operations, such as reducing carbon emissions and promoting energy efficiency.
- c. Active engagement in community development programs, reinforcing its social responsibility role.

4. Long-Term Value Creation

Through strong corporate governance, Bank Mandiri has positioned itself as a trusted financial institution that delivers consistent value to shareholders while balancing the needs of customers, employees, and the broader community. The governance framework enables:

- a. Strategic decision-making that prioritizes long-term goals over short-term gains.
- b. Resilience to external challenges, such as economic downturns or regulatory changes, by maintaining a well-managed risk profile.

With a comprehensive governance framework, Bank Mandiri remains committed to sustainable business practices, long-term growth, and compliance with the laws and regulations in Indonesia.

MECHANISMS OF CORPORATE GOVERNANCE

Corporate governance mechanism is a process to implement governance principles supported by the adequacy of bank governance structure and infrastructure, producing outcomes compatible with the stakeholders' expectation. The process to implement corporate governance is inherent to the structure of corporate governance as follows.

Shareholders

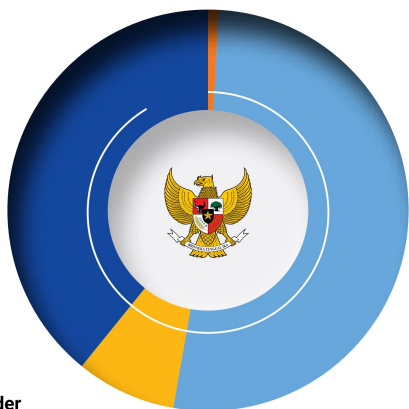
Shareholder is an individual or a legal entity who lawfully owns one or more share in a Company. Shareholders are owners of the Company. Company's Share is a share on behalf of and is issued by the owners who are registered in the List of Shareholders and which consist of:

1. Series A Dwiwarna Share that may only be owned by the Republic of Indonesia.
2. Series B Share that may be owned by the Republic of Indonesia and/or the Citizens.

Shareholders' Rights

As a state-owned enterprise, the majority shareholding of Bank Mandiri was previously held by the Government of the Republic of Indonesia through the State Owned Enterprises Governance (BP BUMN). Pursuant to Government Regulation No. 15 of 2025 concerning the Additional State Equity Participation of the Republic of Indonesia into the Share Capital of PT Biro Klasifikasi Indonesia (Persero) which as of June 5, 2025, was renamed PT Danantara Asset Management (DAM) for the establishment of an Operational Holding, the Government transferred all of its 48.533.333.333 Series B shares in Bank Mandiri to DAM as part of the additional state equity participation. The transfer was executed under Deed No. 121 dated March 22, 2025, drawn up by Notary Jose Dima Satria. S.H., M.Kn., and became effective on March 24, 2025.

Following the transfer, the Government of the Republic of Indonesia retains one Series A Dwiwarna share and continues to act as the controlling shareholder of Bank Mandiri. There are no indirect controlling shareholders, no individual ownership, and no shareholders acting on behalf of others.



Shareholder

	Republic of Indonesia - Series A Dwiwarna	0.00%
	PT Danantara Asset Management (Persero) –Series B Common Shares	52.00%
	Indonesia Investment Authority	8.00%
	Public	40.00%

At the time of establishment, the state equity investment by the Republic of Indonesia to Bank Mandiri was undertaken based on Government Regulation No. 75 of 1998 on State Equity Investment of the Republic of Indonesia for the Establishment of Limited Liability Company in Banking Field dated 1 October 1998.

The equity investment was undertaken by altering state held shares to the ex-legacies of Bank Mandiri: Bank Bumi Daya, Bank Dagang Negara, Bank Ekspor Impor Indonesia and Bank Pembangunan Indonesia.

As the majority shareholder, the Government of the Republic of Indonesia currently holds 52% ownership, equivalent to 48.533.333.334 shares, which have been transferred to PT Danantara Asset Management (DAM) as part of the state equity participation under Government Regulation No. 15 of 2025. Out of the total shares, one share is a Series A Dwiwarna share, which remains directly owned by the Government of the Republic of Indonesia and grants special control rights over Bank Mandiri.

Series A Dwiwarna shareholder is entitled to the following privileges that other shareholders do not hold:

1. Right to approve the following matters in GMS:
 - a. Approving the Amendment to the Company's Articles of Association.

- b. Approving capital change.
 - c. Approving the appointment and dismissal of members of the Board of Directors and Board of Commissioners.
 - d. Approval of merger, consolidation, acquisition, segregation, dissolution of the Company.
 - e. Approving the remuneration of the Board of Directors or Board of Commissioners.
 - f. Approving asset transfer and assurance which requires GMS approval as per the Articles of Association.
 - g. Approving the investment and reduction to the percentage of capital investment at other company which requires GMS approval as per the Articles of Association.
 - h. Approving the utilization of profit.
 - i. Approving the non-operational investment and long-term funding which requires GMS approval as per the Articles of Association
2. Right to propose GMS agenda.
 3. Right to request and access company data and documents.
 4. Right to propose candidates of Board of Directors members and candidates of Board of Commissioners members.

In addition to the above privileges, certain actions of the Board of Directors with certain criteria must obtain written approval from the Board of Commissioners and Series Shareholders A Dwiwarna as stipulated in Article 12 paragraph (7) and paragraph (8) Bank Mandiri's Articles of Association.

Rights of General Shareholders

Bank Mandiri Shareholders, both Holders of Series A Dwiwarna Share and Holders of Series B Share, have the same right in addition to the Special Right of Series A Dwiwarna Share above and as long as not regulated otherwise by the Company's Articles of Association, as follows:

1. The right to attend, express opinions, and vote in a GMS based on one share.
2. Each Shareholder has the right of 1 (one) vote/share (one share one vote).
3. Obtain an explanation of the voting procedure before the GMS begins.
4. The voting mechanism is done by the polling method.
5. Opportunity to propose an agenda in GMS.
6. Opportunity to grant authority to another party if a shareholder is unable to attend the GMS.
7. Reveal practices to encourage involvement of Shareholders outside the GMS.
8. To propose questions in every agenda discussion and every decision of GMS agenda.

9. Opportunity to vote as agree, disagree, or abstain in every proposal of decision of GMS agenda.
10. Right to obtain information regarding the company in manners that are on time, correct, and regular, except for matters that are confidential.
11. Right to obtain part of the Company's profit that is allocated for Shareholder in the form of dividend and another distribution of profit, which is proportional to the number of owned shares.
12. Right to obtain comprehensive description and accurate information regarding procedure that needs to be executed in relation to the implementation of GMS.

Responsibilities of Shareholders

In addition to the rights and authorities, Bank Mandiri Shareholders as the capital owners also have responsibilities that must be fulfilled to the Company.

Controlling Shareholders

Their responsibilities are as follows:

1. Controlling shareholders must be able to:
 - a. Consider the interests of minority shareholders and stakeholders pursuant to the applicable conditions and laws and regulations;
 - b. In the event of alleged violation to the laws and regulations or as requested by relevant authority, names of shareholders and ultimate shareholders shall be disclosed to law enforcement authorities regarding the ultimate controlling shareholders, or as requested by relevant authority.
2. As for controlling shareholders with shares in several public companies, they have to be open with regard to accountability and relationship between public companies.

All Shareholders

The shareholders' responsibilities are as follows:

1. Distinguishing the ownership of the property of public company and personal property.
2. Distinguishing their functions as shareholders and members of Board of Commissioners or Board of Directors in the event that shareholders serve in one of those organs.
3. Shareholders who have particular interests are not allowed to vote.
4. Minority shareholders are responsible to exercise their rights effectively pursuant to the Articles of Association of the Company as well as the laws and regulations.

Policy of Relationship with Shareholders

As a Public Company, Bank Mandiri strives to provide accurate, periodic, and up-to-date information to Shareholders. Currently, communication activity to the Shareholders in Bank Mandiri is managed by the Corporate Secretary and Investor Relations. Pursuant to Article 5 of POJK No. 35/POJK.04/2014 concerning the Corporate Secretary of Issuers or Public Companies, one of the functions of Corporate Secretary is as a liaison between the Company and shareholders, OJK, and other stakeholders. The internal policy regulating the relationship between Bank Mandiri and Shareholders is the Policy and Standard Operating Procedure of Corporate Secretary which, among others, regulates the Corporate Communication Activity.

Equal Treatment to Shareholders

Pursuant to the regulations of the Capital Market, Bank Mandiri upholds equality principles for all shareholders (majority or minority). This commitment is reflected in the internal regulations as stated in the Bank Mandiri Operations Policy and Standard Operating of Bank Mandiri Corporate Secretary that are periodically reviewed, regulating equal rights for all shareholders to attain information transparency from Bank Mandiri, such as information on the company performance, financial information, and other information required by all shareholders.

Equal treatment to shareholders is also reflected in the implementation of the Company GMS. Each shareholder is entitled to propose the GMS agenda to the Company.

Shareholder Aspect

Bank Mandiri consistently positions its shareholders as strategic partners in supporting sound and sustainable business operations. As the majority shareholder, the Government of the Republic of Indonesia through PT Danantara Asset Management (DAM) demonstrates strong commitment and responsibility in strengthening the Bank's capital structure through support for capital planning and policies to ensure business continuity and financial resilience. This commitment is reflected in the approval of strategic initiatives that reinforce capital adequacy, liquidity, and the resolution of potential issues that may affect the Bank's stability.

In making strategic decisions, shareholders uphold good governance principles by refraining from intervention, personal gain, or any actions that may create conflicts of interest. Shareholders also do not intervene in the Bank's operational matters, including the appointment, replacement, and/or dismissal of



members of the Board of Directors, thereby maintaining the independence of the Bank's intermediation function in accordance with prudential principles.

Bank Mandiri has established clear and transparent dividend policies that are regularly reviewed and updated. These policies are communicated openly to all shareholders through various channels, including the Bank's official website. General Meetings of Shareholders (GMS), formal meetings, and other communication media. In accordance with OJK regulations on Bank Governance, the Financial Services Authority (OJK) has the authority to instruct or require the Bank to postpone, limit, or prohibit dividend distribution, or to convene a GMS to cancel dividend distribution when deemed necessary, taking into account internal and external conditions.

In implementing fair corporate governance practices, Bank Mandiri ensures the protection of the rights and interests of all shareholders, including minority shareholders. The Bank guarantees that shareholders are entitled to timely financial reports, voting rights in GMS, the right to express dissent on corporate actions, and the right to receive dividends as approved in the GMS in accordance with applicable laws and regulations. To further protect shareholder interests, Bank Mandiri has established a communication policy that facilitates consultation and active participation of shareholders in supporting the Bank's sustainability and long-term growth.

