

**HIGHLIGHT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS'S RESOLUTIONS
FINANCIAL YEAR 2023
PT BANK MANDIRI (PERSERO) Tbk.**

Board of Directors of PT Bank Mandiri (Persero) Tbk. (hereinafter referred to as the "**Company**") domiciled in South Jakarta, hereby announces that the Annual General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") has been held on:

Day, date : Thursday, March 7, 2024
Time : 14.18 to 16.53 WIB (Western Indonesia Time Zone)
Venue : Auditorium Plaza Mandiri Lt.3
Jl. Gen. Gatot Subroto Kav 36-38, Jakarta 12190

The Meeting was presided over by Mr. Muhamad Chatib Basri, as the President/Independent Commissioner, who was appointed based on the resolution of the Board of Commissioners Meeting of the Company dated January 11, 2024 complying with the Minutes of the Board of Commissioners Meeting No. DK.INT/001/2024, and attended by Members of the Board of Commissioners and Board of Directors of the Company as follows:

Board of Commissioners:

President / Independent Commissioner : Mr. Muhamad Chatib Basri;
Vice President / Independent Commissioner : Mr. Andrinof A. Chaniago;
Independent Commissioner : Ms. Loeke Larasati Agoestina;
Independent Commissioner : Mr. Muliadi Rahardja
Independent Commissioner : Mr. Heru Kristiyana
Independent Commissioner : Mr. Zainudin Amali
Commissioner : Mr. Rionald Silaban;
Commissioner : Ms. Nawal Nely
Commissioner : Mr. Arif Budimanta;
Commissioner : Mr. Faried Utomo;
Commissioner : Mr. Muhamad Yusuf Ateh

BOARD OF DIRECTORS:

President Director : Mr. Darmawan Junaidi;
Vice President Director : Ms. Alexandra Askandar;
Compliance and HR Director : Mr. Agus Dwi Handaya;

Treasury and International Banking Director	:	Ms. Eka Fitria
Commercial Banking Director	:	Mr. Riduan;
Network and Retail Banking Director	:	Mr. Aquarius Rudianto;
Operation Director	:	Mr. Toni Eko Boy Subari;
Corporate Banking Director	:	Ms. Susana Indah Kris Indriati;
Institutional Relations Director	:	Mr. Rohan Hafas;
Finance and Strategic Director	:	Mr. Sigit Prastowo;
Information Technology Director	:	Mr. Timothy Utama;

as well as shareholders and proxies as the representatives of shareholders who were present either physically or electronically through the Electronic General Meeting System of the Kustodian Sentral Efek Indonesia/ Indonesian Central Securities Depository (hereinafter referred to as "eASY.KSEI") totally represented 84,588,674,095 shares including series A Dwiwarna shares or constitute 90.6307223% of the total shares with valid voting rights that have been issued by the Company until the day of the Meeting, namely as many as 93,333,333,332 shares consisting of:

- 1 (one) Dwiwarna series A share; and
- 93,333,333,331 (ninety-three billion three hundred thirty-three million three hundred thirty-three thousand three hundred thirty-one) series B shares;

by taking into account the Company's Shareholders Register on February 12, 2024 until 16.00 Western Indonesia Time Zone.

Meeting Agenda

The meeting was held with the following 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 as well as Ratification of the Financial Statements of the Micro and Small Business Funding Program (PUMK) for 2023 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 tasks of the Company and the Board of Commissioners for the supervisory tasks of the Company that have been dedicated by them during the Financial Year 2023.
2. Approval for the utilization of the Company's Net Profits for the Financial Year 2023.

3. Determination of remuneration (salary/honorarium, facilities, and benefits) in 2024 and Tantiem (Bonus) of the Financial Year 2023 for the Board of Directors and the Board of Commissioners of the Company.
4. Appointment of Public Accountant (AP) and/or Public Accounting Firms (KAP) for performing an audit of the Company's Consolidated Financial Statements and Financial Statements of the Micro and Small Business Funding Program (PUMK) for the Financial Year 2024.
5. Reporting on the realization of the utilization of proceeds derived from the sustainable public offering of Bank Mandiri Sustainable Environmental Bonds I Phase I of Year 2023.
6. Approval of the Company's Recovery Plan update.
7. Approval of Amendments to the Company's Articles of Association.
8. Changes in the composition of the Company's Board of Management.

Questions & Answers Session

In each Agenda of the Meeting, an opportunity was given to the shareholders and proxies of the shareholders of the Company who were physically or electronically present to raise their questions and/or opinions. In the First Agenda of the Meeting, the shareholder of Series A Dwiwarna shares through its proxy gave responses which were delivered directly and there were 2 (two) questioners, but since the questions were not relevant, the questions were not read out. Furthermore, in the Second to Fourth Agenda of the Meeting, there were no shareholders nor proxy of shareholders raised questions and/or opinions. In the Fifth Agenda of the Meeting, there was 1 (one) questioner but since the question was not relevant, the question was not read out and in the Sixth to Eighth Agenda of the Meeting, there were no shareholders nor proxy of shareholders raised questions and/or opinions.

Resolutions-Making Mechanism

The resolutions-making mechanism in the Meeting was performed by deliberation to reach a mutual consensus in accordance with Article 40 POJK No.15/2020 with due observance of Article 28 POJK No.15/2020 concerning Plan and Performance of the General Meeting of Shareholders of Public Companies. In the event that the deliberation for reaching a mutual consensus is not reached, the resolution shall be taken by voting, accordingly. The voting mechanism was performed openly counted from the votes validly cast on the Meeting and through eASY.KSEI, except for the Eighth Agenda of the Meeting, the voting was performed with the unsigned folded ballots.

Independent Party for Voting Count

The company has appointed an independent party, i.e. Notary Utiek R. Abdurachman SH., MLI., MKn and PT Datindo Entrycom for performing the votes count and/or validation.

Meeting Resolutions

Performance of the Meeting and resolutions of each Meeting Agenda have been stated in the deed "Minutes of the Annual General Meeting of Shareholders of the LIMITED LIABILITY COMPANY (PERSERO) PT BANK MANDIRI Tbk" dated March 7, 2024 number 03, the minutes of which is drawn up before the Notary Utiek R. Abdurachman SH., MLI., MKn, that principally resolved the followings:

In the First Agenda of Meeting:

Results of the votes count were as follows:

RESULTS	DISSENTING	ABSTAINED	AFFIRMATIVE (Including one Series A Dwiwarna Share)
Number of Shares	145,647,328	708,197,752	83,734,829,015
Percentage	0.1721830%	0.8372253%	98.9905917%

In accordance with the provisions of the Meeting Rules that 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 84,443,026,767 shares or constituted 99.8278170% 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 31, 2023.
2. Ratifying:
 - a. The Company's Consolidated Financial Statements for the financial year ended on December 31, 2023 audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of the PricewaterhouseCoopers Global network) in accordance with its report Number 00027/2.1025/AU.1/07/0229-3/1/I/2024 dated January 31, 2024, with the unqualified opinion in all material respects; and

- b. Financial Statements of the Micro and Small Business Funding Program (PUMK) audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Partners (a member firm of the PricewaterhouseCoopers Global network) in accordance with its report Number 00016/2.1025/AU.2/07/0229-2/1/1/2024 dated January 24, 2024, with the unqualified opinion in all material respects.
3. By the approval of the Company's Annual Report including and the Implementation of the Company's Board of Commissioners Supervisory Tasks Report, as well as the ratification of the Company's Consolidated Financial Statements for the Financial Year ended on December 31, 2023, and the Financial Statements of the Micro and Small Business Funding Program (PUMK) for the financial year ended December 31, 2023, the General Meeting of Shareholders grants a full a release and discharge (*volledig acquit at de charge*) to all members of the Board of Directors for the management tasks of the Company and to the Board of Commissioners for the supervisory tasks of the Company dedicated during the Financial Year 2023 which was ended on December 31, 2023, to the extent that such actions do not constitute a crime and are reflected in the aforementioned reports.

In the Second Agenda of Meeting:

Results of the votes count were as follows:

RESULTS	DISSENTING	ABSTAINED	AFFIRMATIVE (Including one Series A Dwiwarna Share)
Number of Shares	88,864,402	663,370,572	83,836,439,121
Percentage	0.1050547%	0.7842310%	99.1107143%

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 84,499,809,693 shares or constituting 99.8949453% of the total votes cast in the Meeting have resolved:

Approving the utilization of the Company's Consolidated Net Profit attributed to the owner of the parent entity for Financial Year 2023 amounting to IDR55,060,057,307,434.00 (fifty five trillion sixty billion fifty seven million three hundred seven thousand four hundred thirty four Rupiah) as follows:

1. 60% or a total of IDR33,036,034,384,460.40 (thirty-three trillion thirty-six billion thirty-four million three hundred eighty-four thousand four hundred and sixty rupiah and forty cents) or IDR353.957511267 (three hundred and fifty-three point nine five seven five one one two six seven rupiah) per share is distributed as Cash Dividend. The distribution will be realized under the following conditions:
 - a. The dividend portion of the State of the Republic of Indonesia amounted to IDR17,178,737,880,394.40 (seventeen trillion one hundred seventy-eight billion seven hundred thirty-seven million eight hundred eighty thousand three hundred ninety-four rupiah and forty cents) will be deposited into the State General Treasury Account.
 - b. Dividends for Financial Year 2023 will be distributed proportionally to each Shareholder whose name is recorded in the Shareholders Register on the recording date.
 - c. The Board of Directors is given a power and authority with the right of substitution to perform:
 - i. Determination of the schedule and distribution procedures related to the payment of dividends for the Financial Year 2023 in accordance with the applicable regulations.
 - ii. Withholding the Dividend tax in accordance with the applicable tax regulations.
 - iii. Other technical related issues in accordance with the applicable regulations.
2. 40% or a total of IDR22,024,022,922,973.60 (twenty-two trillion twenty-four billion twenty-two million nine hundred twenty-two thousand nine hundred seventy-three rupiah and six cents) will be allocated as the Retained Earnings balance."

In the Third Agenda of Meeting:

Results of the votes count were as follows:

RESULTS	DISSENTING	ABSTAINED	AFFIRMATIVE (Including one Series A Dwiwarna Share)
Number of Shares	9,044,925,415	667,450,224	74,876,298,456
Percentage	10.6928327%	0.7890539%	88.5181134%

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 of 75,543,748,680 shares or constituting 89.3071673% of the total votes cast in the Meeting have resolved:

1. Approving the granting of the authority and power to the Series A Dwiwarna Shareholder to determine for Members of the Board of Commissioners:
 - a. Tantiem/Performance Incentive/Special Incentive for Financial Year 2023 and/or Long-Term Incentive of the Financial Year 2024-2026 in accordance with the applicable regulations; and
 - b. Salary, Benefits, and Facilities for Financial Year 2024".
2. Approving the granting of the authority and power to the Board of Commissioners, subject to prior written approval from Series A Dwiwarna Shareholder to determine for Members of the Board of Directors:
 - a. Tantiem/Performance Incentive/Special Incentive for Financial Year 2023 and/or Long-Term Incentive for Financial Year 2024-2026 in accordance with applicable regulations; and
 - b. Salary, Benefits and Facilities for Financial Year 2024."

In the Fourth Agenda of Meeting:

Results of the votes count were as follows:

RESULTS	DISSENTING	ABSTAINED	AFFIRMATIVE (Including one Series A Dwiwarna Share)
Number of Shares	9,089,954,628	2,460,670,247	73,038,049,220
Percentage	10.7460659%	2.9089831%	86.3449510%

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 75,498,719,467 shares or constituting 89.2539341% of the total votes cast in the Meeting have resolved:

1. Approving the appointment of the Public Accounting Firm Tanudiredja, Wibisana, Rintis dan Rekan (a member firm of PricewaterhouseCoopers Global network) as the Public Accounting Firm which will perform an audit of the Company's Consolidated Financial Statements, Financial Statements of the Company's Micro and Small Business Funding Program (PUMK) for Financial Year 2024;
2. Approving the granting of the authority and power to the Board of Commissioners of the Company to perform:
 - a. Appointment of the Public Accountant and/or Public Accounting Firm to perform an audit of the Company's Consolidated Financial Statements for other periods in Financial Year 2024 for the purposes and interests of the Company; and
 - b. Determination of audit service fees and other requirements for the Public Accountant and/or Public Accounting Firm, and appointing the Public Accounting and/or Substitute Public Accounting Firm in the event that the Public Accounting Firm Tanudiredja, Wibisana, Rintis and Partners (a member firm of *PricewaterhouseCoopers Global network*), due to any reasons, whatsoever, is unable to accomplish the audit services of the Company's Consolidated Financial Statements for Financial Year 2024 and/or other periods in Financial Year 2024, as well as the Financial Statements of the Micro and Small Business Funding Program for Financial Year 2024, including determining the audit fees and other requirements for The Public Accountant and/or the Substitute Public Accounting Firm."

In the Fifth Agenda of Meeting:

In accordance with Article 6 of OJK Regulation Number 30/POJK.04/2015 regarding the Report on the Realization of the Use of Proceeds from Public Offering, Public Companies are required to account for the realization of the use of proceeds from the public offering in each Annual GMS until all proceeds from the public offering have been realized and must be one of the agenda items in the Annual GMS and is a report which does not require shareholder approval.

Therefore:

for the Fifth Agenda of the Meeting, the Meeting did not open a question and answer session and decision-making session

In the Sixth Agenda of meeting:

Results of the votes count were as follows:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Share)
Number of Shares	88,864,402	622,645,124	83,877,164,569
Percentage	0.1050547%	0.7360857%	99.1588596%

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 84,499,809,693 shares or constituting 99.8949453% of the total votes cast in the Meeting have resolved:

1. Approving the update of the Company's Recovery Plan which, among others, contains changes of the trigger levels and the compliance with the adequacy and feasibility of debt instruments or equity investment instruments.
2. Approving the granting of the power and authority to the Board of Commissioners and Board of Directors of the Company to take each and all necessary actions in connection with the update of Company's Recovery Plan, by taking into account OJK Regulation No. 14/POJK.03/2017 concerning Recovery Plan for Systemic Banks and other related regulations."

In the Seventh Agenda of Meeting:

Results of the votes count were as follows:

RESULTS	DISSENTING	ABSTAINED	AFFIRMATIVE (Including one Series A Dwiwarna Share)
Number of Shares	22,443,834,745	962,037,324	61,182,802,026
Percentage	26.5329076%	1.1373122%	72.3297802%

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 62,144,839,350 shares or constituting 73.4670924% of the total votes cast in the Meeting have resolved:

1. Approving the amendments to the Company’s Articles of Association, among others, for the purpose of adjustments to the laws and regulations: (a) Law Number 4 of 2023 dated January 12, 2023 concerning the Development and Strengthening of the Financial Sector; (b) OJK Regulation Number 17 of 2023 dated September 14, 2023 concerning the Implementation of Governance of Commercial Banks; (c) Minister of SOEs Regulation Number PER-2 /MBU /03/2023 dated March 24, 2023 concerning Guidelines for the Governance and Significant Corporate Activities of the State-Owned Enterprises; (d) Minister of SOEs Regulation Number PER-3 / MBU / 03/2023 dated March 24, 2023 concerning Organs and Human Resources of the State-Owned Enterprises; and € other relevant regulations.
2. Approving to rearrange all provisions of the Comp’ny's Articles of Association in connection with the amendments as referred to in point 1 (one) above.
3. Gratnting the authority and power to the Board of Directors with the right of substitution to take all necessary actions related to the resolutions of the Meeting, including but not limited to arrange and restate the entire Comp’ny's Articles of Association in a Notarial Deed, adjusting the amendments to the Comp’ny's Articles of Association if required by the authority and submitting to the authority for obtaining approval and a receipt of notification proof of amendments to the Comp’ny's Articles of Association as well as taking all actions as deemed necessary and useful for such purposes without excepti”n."

In the Eighth Agenda of Meeting:

Results of the votes counts were as follows:

RESULTS	DISSENTING	ABSTAINED	AFFIRMATIVE (Including one Series A Dwiwarna Share)
Number of Shares	23,528,825,300	2,410,288,868	58,649,559,927
Percentage	27.8155741%	2.8494227%	69.3350032%

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 61,059,848,795 shares or constituting 72.1844259% of the total votes cast in the Meeting have resolved:

1. Confirming the honorable dismissal of Mr. Ahmad Siddik Badruddin as Risk Management Director of the Company who was appointed based on the Annual GMS for the Financial Year 2019 on February 19, 2020, effective as of January 31, 2024, with gratitude for the contribution of energy and thought given during his tenure as Director of Risk Management of the Company.
2. Honorably dismiss the following names as the Company’s Board of Management:
 - 1) Ms. Susana Indah Kris as the Director of Corporate Banking;
 - 2) Mr. Muhamad Chatib Basri as the President Commissioner/Independent;
 - 3) Mr. Andrinof Achir Chaniago as the Vice President Commissioner/Independent;
 - 4) Mr. Rionald Silaban as the Commissioner;
 - 5) Ms. Nawal Nely as the Commissioner;

each of them was appointed based on the Resolution of GMS of Financial Year 2020 dated October 21, 2020, in conjunction with the Extraordinary General Meeting of Shareholders (EGMS) 2019 dated December 9, 2019, in conjunction with the EGMS of year 2019 dated February 19, 2020, Resolutions of GMS of the Financial Year 2019 dated February 19, 2020 in conjunction with the EGMS of Year 2019 dated August 28, 2019, in conjunction with the GMS of Financial Year 2019 dated February 19, commenced 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.

3. Transferring the assignment of the names mentioned below as the Management of the Company;

No.	Name	Before	After
1	Mr. Riduan	Commercial Banking Director	Corporate Banking Director
2	Mr. Zainudin Amali	Independent Commissioner	Vice President Commissioner/Independent

Each of them was appointed based on the Resolution of the Annual GMS for Financial Year 2022 dated March 14, 2023, with the term of office continuing the remaining term of office in accordance with the resolution of the GMS appointing the person concerned.

4. To appoint the names mentioned below as the Management of the Company:

- 1) Mr. Danis Subyantoro : as Risk Management Director
- 2) Mr. Totok Priyambodo : as Commercial Banking Director
- 3) Mr. Muhammad Chatib Basri : As President Commissioner/ Independent
- 4) Mr. Rionald Silaban : As Commissioner
- 5) Mr. Tedi Bharata : As Commissioner

5. The term of office of the appointed members of the Board of Directors and Board of Commissioners as referred to in point 4, 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.

6. With the confirmation of the dismissal, removal, transfer of duties, and appointment of members of the Board of Directors and Board of Commissioners of the Company as referred to in number 1, number 2, number 3 and number 4, 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

- 1) President Director : Mr. Darmawan Junaidi
- 2) Vice President Director : Ms. Alexandra Askandar
- 3) Compliance and HR Director : Mr. Agus Dwi Handaya
- 4) Corporate Banking Director : Mr. Riduan
- 5) Network and Retail Director : Mr. Aquarius Rudianto
- 6) Operation Director : Mr. Toni Eko Boy Subari
- 7) Institutional Relations Director : Mr. Rohan Hafas
- 8) Finance and Strategy Director : Mr. Sigit Prastowo
- 9) Information Technology Director : Mr. Timothy Utama
- 10) Treasury and International Banking Director : Ms. Eka Fitria

- 11) Risk Management Director : Mr. Danis Subyantoro
- 12) Commercial Banking Director : Mr. Totok Priyambodo

A. Board Of Commissioners

- 1) President : Mr. Muhamad Chatib Basri
Commissioner/Independent
- 2) Vice President : Ms. Zainudin Amali
Commissioner/Independent
- 3) Independent Commissioner : Ms. Loeke Larasati Agoestina
- 4) Independent Commissioner : Mr. Muliadi Rahardja
- 5) Independent Commissioner : Mr. Heru Kristiyana
- 6) Commissioner : Mr. Rionald Silaban
- 7) Commissioner : Mr. Faried Utomo
- 8) Commissioner : Mr. Arif Budimanta
- 9) Commissioner : Mr. Muhammad Yusuf Ateh
- 10) Commissioner : Mr. Tedi Bharata

- 7. Members of the Board of Directors and Board of Commissioners appointed as referred to in number 4 point 1), point 2), 5), as well as members of the Board of Commissioners who are assigned as Deputy President Commissioner/Independent as referred to in number 3 point 2), can only carry out their duties after obtaining approval from the Financial Services Authority (OJK) for the *Fit and Proper Test* and fulfilling the applicable laws and regulations. In the event that the member of the Board of Directors or member of the Board of Commissioners of the Company is subsequently declared not approved as a member of the Board of Directors or member of the Board of Commissioners in the *Fit and Proper Test* by the OJK, then the member of the Board of Directors or member of the Board of Commissioners of the Company shall be honorably discharged from the date of the decision of the OJK *Fit and Proper Test* results.
- 8. Members of the Board of Directors and Board of Commissioners appointed as referred to in point 4 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 Board of Commissioners of State-Owned Enterprises, then the person concerned must resign or be dismissed from the position.

9. Requested the Board of Directors to submit a written request to the Financial Services Authority for the implementation of *Fit and Proper Test* for the appointed members of the Board of Directors and Board of Commissioners as referred to in point 4 point 1), point 2), point 5), as well as members of the Board of Commissioners who are assigned as Deputy President Commissioner/Independent as referred to in point 3 point 2).
10. To grant power of attorney with the right of substitution to the Board of Directors of the Company to state the resolutions of this GMS in the form of a Notarial Deed and to appear before a Notary or authorized official, and to make necessary adjustments or corrections if required by the competent authorities for the purpose of implementing the resolutions of the meeting

Jakarta, March 8, 2024

PT Bank Mandiri (Persero) Tbk.

BOARD OF DIRECTORS