

**INVITATION OF THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
PT BANK MANDIRI (PERSERO) Tbk**

The Board of Directors of PT Bank Mandiri (Persero) Tbk (hereinafter referred to as the "**Company**"), having its domicile in South Jakarta, hereby invite the Shareholders of the Company to attend the Company's Annual General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") which will be held as follows:

Day, date : Tuesday, 25 March 2025
Time : 14.00 WIB (Western Indonesia Time Zone) – finished
Venue : Plaza Mandiri Auditorium, 3rd Floor
Plaza Mandiri, Jl. Jend. Gatot Subroto Kav. 36-38,
Jakarta 12190

The Meeting will be held with the following Agendas:

- 1. Approval of the Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Board of Commissioners Supervisory Task Report and Ratification of the Financial Statements of the Micro and Small Business Funding Program ("PUMK") for the Financial Year 2024, as well as the granting of 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 carried out during 2024 Financial Year.**

Explanation of the First Meeting Agenda:

- Based on the provisions of Article 18 *juncto* Article 21 of the Company's Articles of Association; Article 69 of Law No. 40 Year of 2007 concerning Limited Liability Companies ("**Company Law**") as lastly amended by Government Regulation in Lieu of the Law No. 2 Year of 2022 concerning Job Creation which has been enacted into law under Law No. 6 Year of 2023 concerning Stipulation of Government Regulation in Lieu of Law No. 2 Year of 2022 concerning Job Creation into Law ("**Job Creation Law**") **Law**; and Article 15H paragraph (1) of Law No. 1 Year of 2025 on the Third Amendment of Law No. 19 Year of 2003 concerning State-Owned Enterprises ("**SOE**"), the Annual Report and Supervisory Task Report of the Company's Board of Commissioners must obtain an approval from the Company's General Meeting of Shareholders ("**GMS**") and the Company's Consolidated Financial Statements must obtain a ratification from the GMS.
- Based on Article 33 paragraph (3) of the Minister of SOE of the Republic Indonesia Regulation No. PER-1/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs of State-Owned Enterprises ("**SOE Regulation 01**"), the annual Financial Statements of the Micro and Small Business Funding Program (PUMK) must be audited by a Public Accounting Firm separately from the SOE

Financial Statements audit, and should be prepared in accordance with financial accounting standards to be approved by the GMS/Minister.

- The GMS granted full release and discharge (*volledig acquit et de charge*) to the members of the Board of Directors for their management actions and the Board of Commissioners for their supervisory actions during the Financial Year 2024.

2. Approval for the allocation of the Company's net profits for 2024 Financial Year.

Explanation of the Second Meeting Agenda:

Based on the provisions of (i) Article 21 *juncto* Article 26 of the Company's Articles of Association and (ii) Article 70 and Article 71 of Company Law, the use of the utilization of the Company's Net Profit for the Financial Year 2024 shall be approved by the GMS.

3. Determination of Salary/Honorarium and Facilities and Benefits for the 2025 Financial Year, and Tantieme/Performance Incentive/Special Incentive for the Performance of the 2024 Financial Year and/or Long-Term Incentive for the 2025-2027 Period, for the Board of Directors and Board of Commissioners of the Company.

Explanation of the Third Meeting Agenda:

Based on the provisions of (i) Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's Articles of Association, (ii) Article 96 and Article 113 of the Company Law, and (iii) Article 76 of the Minister of SOE of the Republic Indonesia Regulation No. PER-3/MBU/03/2023 concerning Organs and Human Resources of SOE, provisions on the amount of Salary/Honorarium along with Facilities and Benefits for Financial Year 2025, as well as Tantieme/Performance Incentive/Special Incentive for members of the Board of Directors and Board of Commissioners of the Company to be determined by the GMS.

4. Appointment of a Public Accountant and/or Public Accounting Firm to audit the Company's Consolidated Financial Statements and Financial Statements of the PUMK Program for the 2025 Financial Year.

Explanation of the Fourth Meeting Agenda:

- Based on the provisions of (i) Article 21 paragraphs (1) and (2) of the Company's Articles of Association, (ii) Article 59 of the Financial Services Authority Regulation ("POJK") No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies; and (iii) Article 3 paragraph (1) POJK No. 9 Year of 2023 concerning the Use of Public Accountant Services and Public Accountant Firm in Financial Services Activities, a GMS shall determine the Public Accountant and/or Public Accountant Firm to audit the Company's ongoing books based on a proposal from the Board of Commissioners.
- Based on Article 33 paragraph (3) of SOE Regulation 01, the annual Financial Statements of the Micro and Small Business Funding Program (PUMK) must be audited by a Public Accounting Firm separately from the audit of SOE Financial Statements which prepared in accordance with financial accounting standards to obtain approval from the GMS/Minister.

5. Approval of the update of the Company's Recovery Plan.

Explanation of the Fifth Meeting Agenda:

- Based on the provisions of Article 43 paragraph (2) of POJK No. 5 Year of 2024 concerning Determination of Supervisory Status and Handling of Problems of Commercial Banks (“**POJK 5/2024**”), the Recovery Plan update contains, among others, changes of trigger levels, recovery options and/or fulfillment of the adequacy and appropriateness of deposits and/or debt or investment instruments that have the characteristics of capital owned by the bank, shall obtain shareholder approval in the GMS.
- Article 43 paragraph (3) POJK 5/2024 also stipulates that in the event the recovery plan update as mentioned in Article 43 paragraph (2) POJK 5/2024 is submitted to the Financial Services Authority (“**OJK**”) and has not yet obtained approval at the GMS, the bank must request approval of the Recovery Plan at the next GMS.

6. Approval of the Amendments to the Company's Articles of Association.

Explanation of the Sixth Meeting Agenda:

- Based on Article 25 paragraph (5) and Article 28 of the Company's Articles of Association, amendments to the Company's articles of association must obtain approval from the GMS, in which the GMS must be attended and approved by the Series A Dwiwarna Shareholder.
- Pursuant to Article 16 paragraph (2) POJK GMS, that 1 (one) or more shareholders representing 1/20 (one twentieth) or more of the total number of shares with voting rights may propose agenda items for the Meeting.
- Seri A Dwiwarna Shareholders are entitled to propose the agenda of the Meeting in accordance with Article 5 paragraph (4) letter c point 3) of the Company's Articles of Association.

7. Approval of the Company's Share Buyback Plan and the Transfer of Buyback Shares Held as Treasury Stock.

Explanation of the Seventh Meeting Agenda:

- Based on Article 2 paragraph (3) of POJK No. 29 of 2023 regarding the Share Buyback Issued by Public Companies, the Company's share buyback must first obtain the approval of the GMS.
- Based on Article 21 point c *juncto* Article 22 paragraph (1) of POJK No. 29 of 2023 regarding Share Buyback Issued by Public Companies, the transfer of shares carried out through the implementation of the Share Ownership Program by employees and/or board of directors and board of commissioners must obtain the approval of GMS.

8. Changes in the Composition of the Company's Board of Management.

Explanation of the Eighth Meeting Agenda:

Based on the provisions of Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association, members of the Board of Directors and the Board of

Commissioners are appointed and dismissed by the GMS, and the GMS shall be attended and approved by Series A Dwiwarna Shareholders.

Notes:

1. The Company will not send a separate invitation to the Shareholders as this Invitation is considered as an official invitation to the Company's Shareholders to attend the Meeting.
2. Shareholders who are eligible to attend or be represented at the Meeting are the Shareholders of the Company whose names are recorded in the Shareholders Register of the Company and/or the owners of the Company's shares in the securities account balance record at the Collective Custody of PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing of stock trading day on **28 February 2025 until 16.00 WIB (Western Indonesia Time Zone) ("Eligible Shareholders")**.
3. Participation of the Eligible Shareholders in the Meeting may be carried out by the following mechanism:
 - a. physically attend the Meeting;
 - b. attend the meeting electronically through the eASY.KSEI (<https://akses.ksei.co.id/>) application; or
 - c. be represented by another party by granting a power of attorney electronically through the eASY.KSEI (<https://akses.ksei.co.id/>) application or a granting power of attorney in writing.
4. Shareholders who attend in person, either electronically or authorize electronically (e-proxy) through the eASY.KSEI application are Shareholders whose shares are kept in the collective custody of KSEI. To use the eASY.KSEI application, Shareholders may access the eASY.KSEI menu at the AKSes.KSEI facility (<https://akses.ksei.co.id/>), subject to the following conditions:
 - a. Shareholders inform their attendance or appoint their proxies and/or submit voting choices on the eASY.KSEI application, no later than 12.00 WIB on 1 (one) business day before the date of the Meeting.
 - b. Shareholders who will attend electronically or provide electronic proxies to the Meeting through the eASY.KSEI application, must pay attention to the following matters:
 - i. Registration Process;
 - ii. The process of submitting questions and/or opinions electronically;
 - iii. Voting Process;
 - iv. GMS broadcast.Guidelines for registration, usage, and further explanation of eASY.KSEI can be downloaded from the eASY.KSEI website (<http://akses.ksei.co.id>) or on the Company's website (www.bankmandiri.co.id/web/gcg/agm).
 - c. In addition to granting power of attorney electronically, Eligible Shareholders may grant power of attorney in writing by using the Power of Attorney form which can be downloaded on the Company's website (www.bankmandiri.co.id/web/gcg/)

[agm](#)) and when completed shall be submitted to the Company's Securities Administration Bureau PT Datindo Entrycom at Jl. Hayam Wuruk No. 28, 2nd Floor Central Jakarta - 10120, Tel. (021) 350 8077 Fax. (021) 350 8078, on each business day from the date of the Meeting Invitation until no later than Tuesday, 18 March 2025 until 16.00 WIB.

5. Eligible Shareholders who attend based on a Power of Attorney shall apply the provisions that members of the Board of Directors, Board of Commissioners and employees of the Company may act as proxies in the Meeting but their votes will not be taken into account in the Meeting voting process. The Power of Attorney form can be downloaded on the Company's website (www.bankmandiri.co.id/web/gcg/agm).
<https://easy.ksei.co.id/>
6. Eligible Shareholders or their proxies who will physically attend the Meeting shall be required to submit a copy of their Identity Card or other valid forms of identification to the registration officer before entering the Meeting venue. Legal Entities Shareholders must bring with them copies of their Articles of Association and deeds of appointment of the latest members of the Board of Directors and the Board of Commissioners or their management thereof and effective in accordance with applicable regulations. As for shareholders in KSEI collective custody will be required to present the Written Confirmation for GMS ("KTUR") to the registration officer before entering the Meeting venue. If the Shareholders are unable to present the KTUR, the Shareholders may still attend the Meeting to the extent their name are recorded in the Shareholders Register of the Company and bring a verified identity in accordance with applicable regulations.
7. Meeting materials are available on the Company's website www.bankmandiri.co.id/web/gcg/agm from the date of this Meeting Invitation until the date of the Meeting, provided that the curriculum vitae of the candidates for the management of the Company to be appointed will be available no later than the time of the Meeting as stipulated under laws and regulations.
8. In order to facilitate the arrangement and for the order of the Meeting, Shareholders or their proxies who are physically present are kindly requested to be at the Meeting venue no later than 30 (thirty) minutes before the Meeting begins.

Jakarta, 3 March 2025

**PT Bank Mandiri (Persero) Tbk
Board of Directors**