

**CODE OF CONDUCT OF THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK MANDIRI (PERSERO) Tbk
MONDAY, AUGUST 4th 2025**

1. The Extraordinary General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") of PT Bank Mandiri (Persero) Tbk (hereinafter referred to as the "**Company**") shall be held in Bahasa Indonesia.

2. The Meeting will be held on:

Day, date : Monday, August 4th 2025
Time : 15.00 WIB (Western Indonesian Time Zone) – finished
Place : Assembly Hall Menara Mandiri 1, 9th Floor
Jl. Jenderal Sudirman Kav. 54-55
Jakarta 12190

The Meeting shall be held physically and electronically with reference to the provisions of the Financial Services Authority Regulation No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies ("**POJK 15/2020**"), Financial Services Authority Regulation No. 16/POJK.04/2020 concerning the Implementation of the General Meeting of Shareholders of Public Companies Electronically, and the Company's Articles of Association.

3. Meeting Participants:

- a. Pursuant to Article 25 paragraph (9) of the Company's Articles of Association and Article 23 paragraph (1) of POJK 15/2020, Shareholders whether by themselves or represented by power of attorney are entitled to attend the Meeting, with due regard to the applicable laws and regulations.
- b. Shareholders of the Company entitled to attend or to be represented in the Meeting (hereinafter referred to as "**Shareholders**") are Shareholders whose names are listed in the Company's Shareholders Register and/or the Company's shareholders who are recorded in the securities account balance listed in the Collective Custody of PT Kustodian Sentral Efek Indonesia (hereinafter referred to as "**KSEI**") on the closing date of stock trading on Friday, July 11th 2025 until 16:00 WIB (Western Indonesia Time Zone).
- c. Shareholders or their authorized proxies who attend the Meeting physically but arrive after the registration period has been closed, as long as there is available

capacity in the Meeting room, may still attend the Meeting under the provision that their votes will not be counted and/or they may not submit questions or opinions during the question and answer session.

- d. The Meeting will be held physically and electronically.
- e. The Company has appointed an Independent Party to act and represent the Shareholders in submitting votes and questions at the Meeting, namely the representative of the Company's Securities Administration Bureau, PT Datindo Entrycom, which is located at Jl. Hayam Wuruk No. 28, Jakarta 10120.

4. Power of Attorney:

Shareholders may appoint proxies to attend the Meeting, under the following conditions:

- a. Shareholders grant a power of attorney through eASY.KSEI provided by KSEI as a mechanism to grant electronic power of attorney in the process of implementing the Meeting (hereinafter referred to as "**e-Proxy**"); or
- b. Shareholders may, in their sole discretion, legally grant power of attorney to another party subject to the power of attorney format predetermined by the Company which can be downloaded on the Company's website (<https://www.bankmandiri.co.id/en/web/gcg/extraordinary-general-meeting>).

5. Invitees shall be parties attending the Meeting based on invitation from the Company but do not have the right to raise questions, render opinions or cast votes in the Meeting.

6. Chairman of the Meeting:

- a. In accordance with the provisions of Article 24 paragraph (1) of the Company's Articles of Association and Article 37 of POJK 15/2020, the Meeting is presided over by a member of the Board of Commissioners appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners are absent or are unavailable, the Meeting will be presided over by one of the members of the Board of Directors appointed by the Board of Directors. In the event that all members of the Board of Commissioners or all members of the Board of Directors are unavailable or not available, the Meeting will be presided over by a Shareholder who is present in the Meeting appointed from and by the participants of the Meeting.

- b. In accordance with the provisions of Article 24 paragraph (1) of the Company's Articles of Association and Article 38 of POJK 15/2020, in the event that the member of the Board of Commissioners appointed by the Board of Commissioners to preside over the Meeting bear a conflict of interest against the Agenda to be resolved in the Meeting, the Meeting will be presided by another member of the Board of Commissioners who has no conflict of interest and is appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners bear a conflict of interest, the Meeting shall be presided by one of the members of the Board of Directors appointed by the Board of Directors. In the event that one of the members of the Board of Directors appointed by the Board of Directors to preside over the Meeting bears a conflict of interest over the Agenda to be decided on the Meeting, the Meeting shall be presided by a member of the Board of Directors who does not bear a conflict of interest.

7. Quorum of Meeting Attendance:

Pursuant to Article 11 paragraph (10), Article 14 paragraph (12), and Article 25 paragraph (4) of the Company's Articles of Association, a Meeting with a Agenda regarding changes in the composition of the Company's board of management may be held if it is attended by Series A Dwiwarna Shareholders and the other Shareholders and/or their authorized proxies who collectively represent more than 1/2 (one-half) of the total number of shares with valid voting rights.

8. Discussion of the Meeting Agenda will be performed with the following mechanism:

- a. The Chairman of the Meeting will open, preside over the Meeting, and close the Meeting.
- b. The Chairman of the Meeting may request for assistance of members of the Board of Commissioners or members of the Board of Directors or other parties appointed by members of the Board of Directors to convey explanations in the Meeting Agenda.

9. Questions and Answers Session:

- a. The Chairman of the Meeting shall provide an opportunity to the Shareholders or their proxies to submit questions and/or opinions relevant to the Meeting Agenda before resolutions are adopted.
- b. The Chairman of the Meeting may request for assistance of members of the Board of Commissioners or members of the Board of Directors to lead the questions and answers session (hereinafter referred to as the "**Appointed**

Chairman of the Meeting"), provided that the authority to preside over the Meeting shall be handed back by the Appointed Chairman of the Meeting to the Chairman of Meeting prior to the commencement of the resolution-adopting process.

- c. Only the Shareholders or their authorized proxies will be entitled to submit questions and/or opinions regarding the Meeting Agenda.
- d. Unless the Chairman of the Meeting or the Appointed Chairman of the Meeting determines otherwise, the submission of questions and/or opinions in the Meeting Agenda shall be conducted in 1 (one) session and an opportunity shall be given to a maximum of 3 (three) questioners provided that each questioner may raise a maximum of 1 (one) question or opinion.
- e. If there are no questions and/or opinions submitted in a questions and answers session, the session shall be closed and followed by the resolution-adopting session.
- f. Questions and/or opinions must be submitted by Shareholders in written form.
- g. Shareholders or their proxies intending to submit questions and/or opinions shall be requested to raise their hands and the officer shall then provide a question sheet to be filled in with the name of the Shareholder, the number of shares they represent, and their questions or opinions. The question sheet must be returned to the officer and the Notary will examine the validity or authority of the questioner.
- h. Questions or opinions submitted verbally will not be responded to.
- i. The Chairman of the Meeting or the Appointed Chairman of the Meeting shall reserve the right to determine the turn for the Shareholders or their proxies to submit such questions and/or opinions.
- j. The Chairman of the Meeting shall read out questions and/or opinions related to the Meeting Agenda to be answered by the Chairman of the Meeting or the Appointed Chairman of the Meeting without prejudice to the right of the Chairman of the Meeting or the Appointed Chairman of the Meeting to refuse to answer if, the Chairman of Meeting or the Appointed Chairman of the Meeting considers that the questions and/or opinions submitted are unrelated to or irrelevant with the Meeting Agenda currently being discussed.
- k. The Chairman of the Meeting or the Appointed Chairman of the Meeting shall read out and answer questions/respond to each opinion one by one. If necessary, the Chairman of the Meeting or the Appointed Chairman of the

Meeting may allow members of the Board of Commissioners, members of the Board of Directors, executive officers of the Company or the Meeting Supporting Professions to answer or respond to the questions and/or opinions.

- l. The Chairman of the Meeting commences the session for delivering resolution proposals and decision-making after the questions or opinions have been responded to.
- m. For time efficiency, the questions and answers session will be allocated a maximum of 15 (fifteen) minutes.
- n. Shareholders of the Company or proxies of Shareholders who attend the Meeting electronically may only submit questions and/or opinions through the chat feature in the 'Electronic Opinions' column available in the E-meeting Hall screen on the eASY.KSEI application. Questions and/or opinions may be submitted as long as [the status of the meeting implementation in the '*General Meeting Flow Text*' column] is "*Discussion started for agenda item no. []*".

10. Meeting Resolutions:

- a. Resolutions shall be taken based on deliberation to reach a consensus with due observance of Article 40 of POJK 15/2020. In the event that deliberation to reach a consensus cannot be reached, a voting session will be held.
- b. Pursuant to Article 25 paragraph (4) of the Company's Articles of Association, the resolutions will be binding if approved by Series A Dwiwarna Shareholders and other Shareholders and/or their authorized proxies who collectively represent more than 1/2 (one-half) of the total number of shares with voting rights who are present at the Meeting.

11. Voting Procedures:

- a. Shareholders who own more than 1 (one) share are only entitled to cast the same vote on all shares held by them and the Shareholders are not entitled to authorize more than 1 (one) proxy for a certain portion of their own shares to cast different votes, except for (i) the Custodian Bank or Securities Company as a Custodian representing its customers as the shareholders of the Company's shares, and (ii) Investment Manager representing the interests of the Mutual Fund under its management.
- b. Voting ballots for resolutions-making will be provided by the officer.
- c. Voting will be performed by the following mechanism:

- i. Resolutions shall be adopted by voting with closed ballots.
 - ii. Shareholders or their proxies shall be required to submit their voting ballots to the officer.
 - d. In accordance with Article 47 of POJK 15/2020 and Article 25 paragraph (13) of the Company's Articles of Association, the abstained votes shall be considered as casting the same votes as the majority votes cast by the Shareholders.
 - e. Electronic voting process shall take place on the eASY.KSEI application on the E-meeting Hall menu, Live Broadcasting submenu.
 - f. Shareholders who attend the Meeting by themselves or are represented by proxies but have yet to cast their votes on the Meeting Agenda on the eASY KSEI application until the deadline of no later than 12.00 WIB (Western Indonesia Time Zone) on 1 (one) business day prior to the date of the Meeting, such Shareholders or proxies shall be given an opportunity to cast their votes directly during the voting period through the E-Meeting Hall screen on the eASY.KSEI application opened by the Company, accordingly. Upon commencement of the electronic voting period for the meeting agenda, the system will automatically run the voting time by counting down for a maximum of 5 (five) minutes. During the electronic voting process, the status "*Voting for agenda item no [] has started*" shall be displayed in the '*General Meeting Flow Text*' column. If the shareholders or their proxies do not cast votes for the Meeting Agenda until the status of the meeting displayed in the '*General Meeting Flow Text*' column has changed to "*Voting for agenda item no [] has ended*", they will be deemed to have cast Abstained votes for the Meeting Agenda.
 - g. At the closing of the voting count, the Notary will announce the results of the voting.
12. Meeting Live Broadcast:
- a. Shareholders who have been registered with eASY.KSEI within the specified deadline are able to watch the meeting via Zoom *webinar* by accessing the eASY.KSEI menu, a submenu of GMS Broadcast located at the AKSes (<https://akses.ksei.co.id/>) facility.<https://akses.ksei.co.id/>
 - b. Shareholders who do not have the opportunity to watch the Meeting through the GMS Broadcast are deemed to be legally present electronically, and their share ownership and votes will be taken into account in the Meeting, provided that they have been registered in eASY.KSEI.

- c. Shareholders who only watch the Meeting through the GMS Broadcast but are not registered as present electronically on the eASY.KSEI application shall not be counted in the quorum of the Meeting attendance, accordingly.
- 13. Meeting participants are expected to participate in the Meeting until it is concluded.
- 14. During the course of Meeting, the Participants of the Meeting are expected to follow the course of the Meeting in an orderly manner and not activate mobile phones.
- 15. The Chairman of the Meeting or the Appointed Chairman of the Meeting shall reserve the right to take all necessary actions in maintaining the orderliness of the implementation of the Meeting.
- 16. The Meeting Participant badges must be worn during the course of the Meeting.
- 17. Other matters that have yet to be stipulated in this Code of Conduct, shall be stipulated later by the Chairman of the Meeting.

PT Bank Mandiri (Persero) Tbk
Jakarta, July 13th, 2025