

**HIGHLIGHT OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS' RESOLUTIONS
PT BANK MANDIRI (PERSERO) Tbk.**

Board of Directors of PT Bank Mandiri (Persero) Tbk. (herein after shall be referred to as the “**Company**”) having its domicile in South Jakarta, hereby informs that The Annual General Meeting of Shareholders (hereinafter shall be referred to as the “**Meeting**”) has been held on:

Day, dated : Thursday, 10 March 2022
Time : 14.19 to 16.49 WIB (Western Indonesia Time Zone)
Place : Auditorium Plaza Mandiri 3rd Floor
Jl. Jend. Gatot Subroto Kav 36-38, Jakarta 12190

The meeting was chaired by Mr. Muhamad Chatib Basri, as the President Commissioner/Independent Commissioner by virtue of the resolution of Meeting of the Board of Commissioners of the Company of 20 January 2022 pursuant to the Minutes of Meeting of Board of Commissioners No. DK.INT/2/2022, attended by Members of the Board of Commissioners and the Board of Directors of the Company as follows:

Board of Commissioners:

President Commissioner/ Independent	: Muhamad Chatib Basri;
Vice President Commissioner/ Independent	: Andrinof A. Chaniago;
Independent Commissioner	: Boedi Armanto;
Commissioner	: Rionald Silaban;
Independent Commissioner	: Mohamad Nasir;
Commissioner	: Nawal Nely;
Commissioner	: Arif Budimanta;
Commissioner	: Faried Utomo;
Independent Commissioner	: LoekeLarasati Agoestina;
Commissioner	: Muhammad Yusuf Ateh

BOARD OF DIRECTORS:

President Director	: Darmawan Junaidi;
Vice President Director	: Alexandra Askandar;
Risk Management Director	: Ahmad Siddik Badruddin;
Compliance and HR Director	: Agus Dwi Handaya;
Finance and Strategic Director	: Sigit Prastowo;
Treasury and International Banking Director	: Panji Irawan;

Commercial Banking Director	: Riduan;
Network and Retail Banking Director	: Aquarius Rudianto;
Operation Director	: Toni Eko Boy Subari;
Corporate Banking Director	: Susana Indah Kris Indriati;
Institutional Relations Director	: Rohan Hafas;
Information Technology Director	: Timothy Utama;

as well as the shareholders and/or proxies of shareholders both physically and electronically present, representing of 40,461,274,004 shares including Series A Dwiwarna Shares or constitute 86.7685502% of the total shares with valid voting rights issued by the Company until the Meeting day, comprising 46,666,666,666 shares consisting of:

- 1 (one) Series A Dwiwarna Shares; and
- 46,666,666,665 (forty-six billion six hundred sixty-six million six hundred sixty six thousand six hundred and sixty five)series B shares;

by considering the Company's Shareholders Register as per 15 February 2022 until 16.00 of Western Indonesian Time.

Meeting Agenda

The Meeting Agenda:

1. Approval on the Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval on the Board of Commissioners' Supervisory Report and Ratification of the Annual Financial Statements and Implementation of the Company's Social and Environmental Responsibility Program for the fiscal year ended on December 31, 2021, as well as the granting of a 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 Company's supervisory actions that have been performed during the Fiscal Year 2021.
2. Approval on the use of the Company's net profits for Fiscal Year 2021.
3. Determination of remuneration (salary/honorarium, facilities and allowances) in 2022 and Tantien Fiscal Year 2021 for the Board of Directors and Board of Commissioners of the Company.
4. Appointment of a Public Accounting Firm (PAF) to audit the Company's Consolidated Financial Statements and the Annual Financial Statements and the Implementation of Social and Environmental Responsibility Programs Reports for fiscal year 2022.
5. Confirmation on Implementation of the Regulation of the Minister of SOEs number PER-05/MBU/04/2021 dated April 8, 2021 on the Social and Environmental Responsibility Program of the State-Owned Enterprises.

6. Confirmation on Implementation of the Regulation of the Minister of SOEs number PER-11/MBU/07/2021 dated July 30, 2021 concerning Requirements, Procedures for Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprises.
7. Approval on the Transfer of Shares of the Repurchased-Shares (Buyback) held as the Treasury Stock.
8. Changes in the Company's Board of Management.

Question and Answer Session

In each Meeting agenda, shareholders and proxies of shareholders were provided with opportunities to raise questions or opinions as stated in description of each Meeting Agenda.

In the First Agenda of the Meeting, the shareholder of Series A Dwiwarna Shares gave its responses and there was 1 (one) questioner. In the Second to Sixth Agenda of the Meeting, there were no shareholders and their proxies who raised questions and/or opinions and for the Seventh Agenda of the Meeting, there was 1 (one) questioner. Furthermore, in the Eight Agenda of the Meeting, there were no shareholders and their proxies who raised questions and/or opinions.

Mechanism for Resolution Making

Whereas, the resolution-making mechanism at the Meeting was performed by deliberation to reach a mutual consensus by taking into account Article 28 of Financial Services Authority Regulation No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of the Public Company. However, if deliberation for mutual consensus is not reached, the resolutions shall be taken by voting. The voting mechanism is conducted openly counting from the votes legally issued from the Meeting and through the eASY.KSEI, except for the Eight Agenda of the Meeting, resolution was resolved by way of closed voting.

Voting was performed using the voting ballot which the count was electronically performed. Abstained Shareholders (did not cast a vote) are considered to have cast the same vote as the majority of shareholders who cast votes.

Independent Party for Vote Count

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

Meeting Resolutions

Implementation of Meeting resolution of each Meeting Agenda have been stated in the deed of "Minutes of the Annual General Meeting of Shareholders of Limited Liability Company (Persero) of PT BANK MANDIRI Tbk" dated March 10, 2022 number 03,

drawn up before the Notary Utiek R. Abdurachman SH., MLI., MKn, that principally resolved the followings:

In the First Meeting Agenda:

Following are the voting count:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Shares)
Number of Shares	767,075,317	20,788,022	39,673,410,665
Percentage	1.8958259%	0.0513776%	98.0527965%

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same vote as the majority of Shareholders who cast votes.

Therefore:

“The meeting with the majority votes namely 39,694,198,687 shares or constituting 98.1041741% of the total votes cast in the Meeting have resolved:

1. Approving the Annual Report of the Company including the Supervisory Report of Board of Commissioners of the Company for the fiscal year ended on December 31, 2021.
2. Ratifying:
 - a. Financial Statements of the Company for the fiscal year ended on December 31, 2021 audited by Public Accountants Firm of Tanudiredja, Wibisana, Rintis & Partners Rekan (a member firm of the Global PricewaterhouseCoopers network) according to its report No. 00042/2.1025/AU.1/07/0229-1/1/I/2022 dated January 27, 2022, with the unqualified opinion in all material respects.
 - b. Annual Financial Statements and Implementation of Social and Environmental Responsibility Program for the fiscal year ended on December 31, 2021 audited by Public Accountants Firm of Tanudiredja, Wibisana, Rintis & Partners Rekan (a member firm of the global PricewaterhouseCoopers network) according to its report No. 00052/2.1025/AU.2/11/0229-1/1/I/2022 dated January 28, 2022, with the unqualified opinion in all material respects.
3. Upon approval on the Annual Report of the Company including the Supervisory Actions Report performed by Board of Commissioners, as well as ratification on the Financial Statements of the Company and the Annual Financial Statements and Implementation of Social and Environmental Responsibility Program for the fiscal year ended on December 31, 2021, the GMS shall grant a full release and discharge (*volledig acquit et de charge*) to all members of 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 performed during the Fiscal Year 2021, to the extent such actions are not criminal acts, and are reflected in the reports mentioned above.

In the Second Meeting Agenda:

Following are the voting count:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Shares)
Number of Shares	939,629,149	38,768,322	39,482,876,533
Percentage	2.3222925%	0.0958159%	97.5818916%

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same vote as the majority of Shareholders who cast votes.

Therefore:

“The meeting with the majority votes namely 39,521,644,855 shares or constituting 97.6777075% of the total votes cast in the Meeting have resolved:

Approving and determine the utilization of Net Profit of the Company for the Fiscal Year ended on December 31, 2021 amounting to IDR 28,028,155,247,474.- (twenty eight trillion twenty eight billion one hundred fifty five million two hundred forty seven thousand four hundred seventy four Rupiah) as follows:

1. 60% of the net profit of the Company for the Fiscal Year ended on December 31, 2021 or IDR 16,816,893,148,484.40 (sixteen trillion eight hundred sixteen billion eight hundred ninety three million one hundred forty eight thousand four hundred eighty four Rupiah and forty cents) will be distributed as cash dividends to shareholders and special dividends to the Government/State of the Republic of Indonesia for the ownership of 52% shares in the amount of IDR 8,751,423,016,698.88 (eight trillion seven hundred fifty one billion four hundred twenty three million sixteen thousand six hundred ninety eight Rupiah and eighty eight cents) will be credited to the State Treasury General Account.
Conferring the power of attorney and authority to Board of Directors of the Company to arrange mechanism and realization of the cash dividend payment and further making announcement in accordance with the applicable regulations.
2. 40% or IDR 11,211,262,098,989.60 (eleven trillion two hundred eleven billion two hundred sixty two million ninety eight thousand nine hundred ninety nine Rupiah and sixty cents) will be determined as the Retained Earnings.

In the Third Meeting Agenda:

Following are the voting count:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Shares)
Number of Shares	2,195,151,423	69,055,622	38,197,066,959
Percentage	5.4253146%	0.1706709%	94.4040145%

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same vote as the majority of Shareholders who cast votes.

Therefore:

“The meeting with the majority votes namely 38,266,122,581 shares or constituting 94.5746854% of the total votes cast in the Meeting have resolved:

1. Conferring authority and power to the Shareholder of Series A Dwiwarna Shares of the Company to specify the amount of tantiem (bonus) for the fiscal year ended on December 31, 2021 as well as honorarium, facilities and allowances for members of the Board of Commissioners of the Company for the year 2022.
2. Conferring authority and power to the Board of Commissioners of the Company subject to the prior written approval from the Shareholder of Series A Dwiwarna Shares to specify the amount of tantiem (bonus) for the fiscal year ended on December 31, 2021, as well as salary, facilities and allowances for the members of the Board of Directors of the Company for the year 2022.

In the Fourth Meeting Agenda:

Following are the voting count:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Shares)
Number of Shares	614,993,477	483,007,191	39,363,273,336
Percentage	1.519956%	1.193752%	97.28629%

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same vote as the majority of Shareholders who cast votes.

Therefore:

“The meeting with the majority votes namely 39,846,280,527 shares or constituting 98.4800442% of the total votes cast in the Meeting have resolved:

1. - Assigning the Public Accountant Firm of Public Accountants Firm of Tanudiredja, Wibisana, Rintis& Partners Rekan (a member firm of the global PricewaterhouseCoopers network) as the public accountant firm for auditing the Consolidated Financial Statements of the Company (covering the Annual Financial Report and Implementation of the Company's Social and Environmental Responsibility Programs), Financial Reports and Implementation of the Micro and Small Business Funding Program (PUMK) and other reports for the 2022 Fiscal Year.
 - Granting authority and power to the Board of Commissioners of the Company to appoint a Public Accounting Firm to audit the Company's Financial Statements for other periods in the 2022 Fiscal Year for the purposes and interests of the Company.
2. Conferring power to the Board of Commissioners of the Company to specify the amount of honorarium and other requirements for the Public Accountants Firm, as well as the appointment of the substitute Public Accountant Firm in case of the Public Accountants Firm of Tanudiredja, Wibisana, Rintis and Partners (a member firm of the global PricewaterhouseCoopers network), due to any reasons, whatsoever, fails in accomplishing the audit of the Consolidated Financial Statements of the Company (covering the Annual Financial Report and Implementation of the Company's Social and Environmental Responsibility Programs), Financial Reports and Implementation of the Micro and Small Business Funding Program (PUMK) and other reports for the 2022 Fiscal Year.

In the Fifth Meeting Agenda:

Following are the voting count:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Shares)
Number of Shares	238,633,656	36,914,122	40,185,726,226
Percentage	0.5897829%	0.0912332%	99.3189839%

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same vote as the majority of Shareholders who cast votes.

Therefore:

“The meeting with the majority votes namely 40,222,640,348 shares or constituting 99.4102171% of the total votes cast in the Meeting have resolved:

Confirming the enforcement of the Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-05/MBU/04/2021 dated 8 April 2021 regarding Social and Environmental Responsibility Program of the State-Owned Enterprise along with the changes.

In the Sixth Meeting Agenda:

Following are the voting count:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Shares)
Number of Shares	4,363,363,950	99,502,622	35,998,407,432
Percentage	10.7840498%	0.2459206%	88.9700295%

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same vote as the majority of Shareholders who cast votes.

Therefore:

“The meeting with the majority votes namely 36,097,910,054 shares or constituting 89.2159502% of the total votes cast in the Meeting have resolved:

Confirming the enforcement of the Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-11/MBU/07/2021 dated 30 July 2021 regarding Requirements, Procedures for Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprise along with the changes.

In the Seventh Meeting Agenda:

Following are the voting count:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Shares)
Number of Shares	9,664,202,595	333,310,022	30,463,761,387
Percentage	23.8850675%	0.8237754%	75.2911571%

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same vote as the majority of Shareholders who cast votes.

Therefore:

“The meeting with the majority votes namely 30,797,071,409 shares or constituting 76.1149325% of the total votes cast in the Meeting have resolved:

1. Approving the Transfer of Shares of the Repurchased-Shares (Buyback) held as the Treasury Stock totaling 35,400,000 (thirty five million four hundred thousand) shares in the context of implementation of Employees Share Ownership Program.

2. Approving to confer power and authority to the Company's Board of Directors to determine the Employees Share Ownership Program.

In the Eighth Meeting Agenda:

Following are the voting count:

RESULTS	DISSENTING	ABSTAIN	AFFIRMATIVE (Including one Series A Dwiwarna Shares)
Number of Shares	5,702,915,560	744,613,140	34,013,745,304
Percentage	14.0947504%	1.8403107%	84.0649390%

In accordance with the provisions of the Meeting Rules, Shareholders who do not vote (abstain) are considered to have cast the same vote as the majority of Shareholders who cast votes.

Therefore:

“The meeting with the majority votes namely 34,758,358,444 shares or constituting 85.9052496% of the total votes cast in the Meeting have resolved:

1. Honorably dismiss the following names as members of the Board of Management of the Company:
 - 1) Mr. Mohamad Nasir as the Independent Commissioner;
 - 2) Mr. Darmawan Junaidi as the President Director;
 who were appointed respectively pursuant to Resolutions of the Extraordinary Meeting of Shareholders (“GMS”) of the Year 2019 and Extraordinary Meeting of Shareholders of the Year 2017, effective as of the closing of the GMS, with gratitude for the contribution of their spirit and thoughts during their tenure as the members of the Board of Management of the Company.
2. Appointing the following names as the members of the Board of Management of the Company:
 - 1) Mr. Muliadi Rahardja as the Independent Commissioner;
 - 2) Mr. Darmawan Junaidi as the President Director.
3. Tenure of members of the Board of Commissioners and the Board of Directors appointed as referred to at point 2, are in compliance with provisions of the Articles of Association of the Company, by considering Capital Market laws and regulations and without prejudice to the rights of the GMS to dismiss them at any time.
4. On such dismissal and appointment of the members of the Board of Management of the Company as referred to at points 1 and 2, therefore the composition of the Management of the Company becomes as follows:

- a. Board of Commissioners
- | | |
|--|----------------------------|
| 1) President Commissioner/
Independent | : Muhamad Chatib Basri |
| 2) Vice President Commissioner/
Independent | : Andrinof A. Chaniago |
| 3) Commissioner | : Rionald Silaban |
| 4) Commissioner | : Nawal Nely |
| 5) Commissioner | : Arif Budimanta |
| 6) Commissioner | : Faried Utomo |
| 7) Commissioner | : Muhammad Yusuf Ateh |
| 8) Independent Commissioner | : Boedi Armanto |
| 9) Independent Commissioner | : Loeke Larasati Agoestina |
| 10) Independent Commissioner | : Muliadi Rahardja |
- b. Board of Directors
- | | |
|---|------------------------------|
| 1) President Director | : Darmawan Junaidi |
| 2) Vice President Director | : Alexandra Askandar |
| 3) Corporate Banking Director | : Susana Indah Kris Indriati |
| 4) Commercial Banking Director | : Riduan |
| 5) Treasury and International Banking
Director | : Panji Irawan |
| 6) Network and Retail Banking
Director | : Aquarius Rudianto |
| 7) Operation Director | : Toni Eko Boy Subari |
| 8) Compliance and HR Director | : Agus Dwi Handaya |
| 9) Institutional Relations Director | : Rohan Hafas |
| 10) Risk Management Director | : Ahmad Siddik Badruddin |
| 11) Information Technology Director | : Timothy Utama |
| 12) Finance and Strategic Director | : Sigit Prastowo |

5. The appointed member of the Board of Commissioners as referred to at point 2 may only perform their duties after obtaining the prior approval from the Financial Services Authority (OJK) for the Fit and Proper Test and complying with the applicable laws and regulations. In the event that a member of the Board of Commissioners of the Company is later declared being disqualified as a member of the Board of Commissioners in the Fit and Proper Test by the OJK, then such

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- member of the Board of Commissioners of the Company shall be honorably dismissed from the date of the decision on the results of the OJK Fit and Proper Test.
6. The appointed member of the Board of Commissioners referred to at point 2 who are still holding other positions that are prohibited by laws and regulations from concurrently serving as members of the Board of Commissioners of State-Owned Enterprises must resign or be dismissed from their positions.
 7. Requesting to Board of Directors to submit the written application to Financial Services Authority for the performance of Fit and Proper Test to the appointed members of Board of Commissioners as referred to at point 2.
 8. Conferring a power of attorney with substitution rights to the Board of Directors of the Company to restate the resolutions taken in this GMS in a notarial deed and appear before the Notary or authorized official, and prepare the necessary adjustments or corrections as required by the competent authority for the purposes of implementation of contents of the Meeting resolutions.”

Jakarta, March 11, 2022
PT Bank Mandiri (Persero) Tbk.
BOARD OF DIRECTORS