

Meeting Agenda Materials
**Annual General Meeting of
Shareholders**

Dated March 14, 2023

PT Bank Mandiri (Persero) Tbk.

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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 FINANCIAL YEAR 2022 , AS WELL AS GRANTING A FULL RELEASE AND DISCHARGE FROM RESPONSIBILITY (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 DEDICATED DURING FINANCIAL YEAR 2022



Limited Liability Company Law



SOE Law



SOE Minister Regulation
regarding Social and
Environmental Responsibility



Articles of Association

Legal Basis

- Article 66, Article 67, Article 68 Article 69 and Article 78 of the Law No. 40 of Year 2007 regarding Limited Liability Company as lastly amended by Government Regulation in Lieu of Law of the Republic of Indonesia Number 2 of Year 2022 Concerning Job Creation (“**UUPT**”).
- Article 23 paragraph (1) of the Law No. 19 of Year 2003 regarding State Owned Enterprise (“**SOE Law**”).
- Article 21 in conjunction with Article 18 of Articles of Association of the Company.

Pursuant to the aforementioned provisions, Annual Reports and the Board of Commissioners Supervisory Task Report must obtain approval from General Meeting of Shareholders of the Company (“**GMS**”) and the Consolidated Financial Statements of the Company must also obtain ratification from GMS.



Explanation

In the meeting will be exposed and requested for approval/ratification from the Shareholders for :

- Annual Reports of the Company for the year ended December 31, 2022 including among others covering the Board of Commissioners Supervisory Task Report for the year ended December 31, 2022 and the consolidated financial statements of the Company for the year ended 31 December 2022 audited by the Public Accountant Firm of Tanudiredja, Wibisana, Rintis & Partners (a member of firm under PricewaterhouseCoopers Global network) with an unqualified opinion, in all material respects, as stated in the report No. 00023/2.1025/AU.1/07/0229-2/1/1/2023 dated January 31, 2023.
- Financial Statements of Micro and Small Enterprise Funding Program (PUMK) audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of the PricewaterhouseCoopers Global network) according to the report No. 00027/2.1025/AU.2/07/0229-2/1/1/2023 dated January 30, 2023, with an unqualified opinion in all material respects.
- Approval and/or Ratification of Shareholders in this agenda materials also grants a full release and discharge (volledig acquit et de charge) to the Board of Directors and Board of Commissioners of the Company, for management and supervisory actions dedicated by them during the financial year of 2022.
- The Company's Annual Report including the Company's Consolidated Annual Financial Statements, and the Company's Board of Commissioners' supervisory report can be accessed on the Company's website under the following link : <https://bankmandiri.co.id/web/ir> or from the Indonesian Stock Exchange website.

APPROVAL OF THE USE OF NET PROFIT OF THE COMPANY FOR FINANCIAL YEAR 2022



Limited Liability Company Law



Article of Association

Legal Basis

- Article 70 and Article 71 of the Limited Liability Company Law
- Article 21 in conjunction with Article 26 of Articles of Association of the Company

The said provisions stipulate that the use of the net profits of the Company is resolved in GMS.

Explanation

- Consolidated Net Profit of the Company for the year ended December 31, 2022 in the amount of IDR 41,170,637,183,351.00 will be allocated among other things as dividends to be distributed to Shareholders of the Company, i.e. the State Republic of Indonesia and Public Shareholders and to be determined as the retained earnings of the Company.
- Complete information regarding the Consolidated Net Profits of the Company for the year ended December 31, 2022, please refer to the Consolidated Financial Statements of the Company for Financial Year 2022 as available on the Company's website.

DETERMINATION OF REMUNERATION (SALARY/HONORARIUM, FACILITIES AND ALLOWANCES) FOR YEAR 2023 AND BONUS (*TANTIEM*) FOR FINANCIAL YEAR 2022 FOR THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY



Limited Liability Company Law



SOE Minister Regulation No. PER-04/MBU/2014
And Amendments Thereof



Articles of Association

Legal Basis

- Article 11 paragraph (19) and Article 14 paragraph (30) of the Articles of Association of the Company.
- Article 96 and Article 113 of the Limited Liability Company Law.
- SOE Minister Regulation Number PER-04/MBU/2014 concerning Guidelines for Determination of Remuneration of the Board of Directors, the Board of Commissioners, and the Supervisory Board of State-Owned Enterprises as lastly amended by SOE Minister Regulation Number PER-013/MBU/09/2021.

Those provisions stipulate that amount of salary, honorarium and allowances for the Board of Directors and the Board of Commissioners of the Company shall be determined by GMS.

Explanation

In accordance with the provisions of Article 96 paragraph (1) of the Limited Liability Company Law, the determination of remuneration and bonus (*tantiem*) for the Board of Directors including the amount, method and mechanism will be resolved by GMS. Moreover, based on the provisions of Article 96 paragraph (2) of the Limited Liability Company Law and Article 11 paragraph (19) of the Company's Article of Association, GMS may delegate such authority to the Board of Commissioners subject to approval of the of Series A Dwiwarna shareholder. Determination of remuneration and bonus (*tantiem*) for the Board of Directors of the Company including amount, method and mechanism will be delegated to the Board of Commissioners subject to the prior approval of the Series A Dwiwarna shareholder.

DETERMINATION OF ACCOUNTANT PUBLIC (AP) AND/OR PUBLIC ACCOUNTING FIRM (PAF) TO AUDIT THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS AND THE MICRO AND SMALL ENTERPRISE FUNDING PROGRAM FINANCIAL STATEMENTS (PUMK) FOR FINANCIAL YEAR 2023



POJK No. 13 /POJK.03/2017



RFSA No. 15/RFSA.04/2020



Articles of Association

Legal Basis

- Article 21 paragraph (1) and (2) of Articles of Association of the Company.
- Articles 59 POJK No. 15/POJK.04/2020 regarding Planning and Implementation of General Meeting of Shareholders of Public Company.
- Article 13 Paragraph (1) of POJK Number 13 /POJK.03/2017 Concerning the Employment of Public Accountant Services and Public Accountant Firms in Financial Services Activities.

Those provisions stipulate that in the Annual GMS, Public Accountant will be appointed to audit the Company's current books based on recommendation of the Board of Commissioners.

Explanation

Appointment of Public Accountant and/or Public Accounting Firm to audit the Company's Consolidated Financial Statements and the Micro and Small Business Funding Program Financial Statements (PUMK) for the year ended 31 December 2023. The proposed Public Accountant Firm will be Tanudiredja, Wibisana, Rintis & Partner (a member firm of the PricewaterhouseCoopers Global network) and the proposed Public Accountant will be Lucy Luciana Suhenda.

APPROVAL OF THE COMPANY'S RESOLUTION PLAN



Deposit Insurance Corporation Regulation Number 1 Year 2021

Legal Basis

Article 8 paragraph (1) and (2) of the Deposit Insurance Corporation Regulation Number 1 of Year 2021 regarding Resolution for Commercial Banks, Resolution Plan.

Explanation

- Pursuant to provisions of (i) Article 8 paragraph (1) of the Deposit Insurance Corporation Regulation Number 1 of 2021 regarding Resolutions for Commercial Banks, Resolution Plan must obtain approval from the Board of Commissioners and Shareholders at the General Meeting of Shareholders, (ii) Article 8 section (2) regarding Resolution Plan as referred to in paragraph (1) that have yet to obtain approval from Shareholders at the General Meeting of Shareholders, the Bank is required to obtain prior approval for Resolution Plan at the next General Meeting of Shareholders.
- Resolution Plan is a document containing information about the Bank and resolution strategy as a considerations for the Deposit Insurance Corporation (LPS) in handling or settlement of Banks which classified as the failed Banks.
- Resolution Plan is not binding on LPS in handling or settlement of the failed Banks.
- Resolution Plan is prepared with reference to the Circular Letter of LPS No.SE-3/KE/2021 concerning Guidelines and Format for Preparing Resolution Plan for Commercial Banks, where the Bank should have submitted Strategic Business Analysis, Resolution Options, Potential Barriers in Implementing Resolution Options, Business Continuity When Handling or Settlement the Banks classified as the Failed Banks as well as Communication Strategy and Management Information System.
- The Company has submitted the Resolution Plan document approved by the Board of Commissioners and by the Controlling Shareholders to LPS on November 29, 2022.

**APPROVAL TO THE COMPANY'S STOCK SPLIT AT RATIO 1:2 OR FROM
RP. 250.00 (TWO HUNDRED FIFTY RUPIAH) PER SHARE INTO RP.125.00
(ONE HUNDRED TWENTY FIVE RUPIAH) PER SHARE**



**Article 3 of POJK Number
15/POJK.04/2022**

Legal Basis

Article 3 of POJK Number 15/POJK.04/2022 concerning Stock Split and Reverse Stock Split by Public Companies.

Explanation

- Based on the aforementioned provisions, Public Company performing Stock Split and Reverse Stock Split must obtain the prior approval from GMS.
- The Company has conducted Disclosure of Information to public regarding Stock Split plan on February 3, 2023 through PT Bursa Efek Indonesia's website and the Company's website.
- Detailed information regarding the realization of plan Company's Stock Split can be obtained from such Disclosure of Information.

APPROVAL OF AMENDMENTS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY



Limited Liability Company Law



Articles of Association

Legal Basis

- Article 19 of Limited Liability Company Law
- Article 5 paragraph (4) letter c number 1) point a) and Article 28 paragraph (2) of the Articles of Association of the Company

Those provisions stipulate that the use of net profit of the Company will be resolved in GMS.

Explanation

The Company proposes amendments to the Article 4 and Article 3 of the Articles of Association in connection with the proposed approval for implementation of the Company's stock split as referred to in the Sixth Meeting Agenda and in connection with the implementation of the 2020 Indonesian Standard Industrial Classification (KBLI) pursuant to provisions of the Central Bureau of Statistics Number 2 of Year 2020 concerning the Indonesian Standard Industrial Classification

CHANGES IN MANAGEMENT STRUCTURE OF THE COMPANY



Article 11 paragraph (10) and Article 14 paragraph (12) of Articles of Association of the Company

Legal Basis

Article 11 paragraph (10) and Article 14 paragraphs (12) of the Articles of Association of the Company.

Explanation

Based on the aforementioned provisions, members of the Board of Directors and the Board of Commissioners will be appointed and dismissed by the GMS, and such GMS must be attended by and based on approval of the Series A Dwiwarna Shareholder



Explanation

- Incumbent Board of Management of the Company:

Position	Nama
Board of Commissioners	
President Commissioner /Independent	M. Chatib Basri
Vice President Commissioner /Independent	Andrinof A. Chaniago
Independent Commissioner	Boedi Armanto
Independent Commissioner	Loeke Larasati Agoestina
Independent Commissioner	Muliadi Rahardja
Commissioner	Rionald Silaban
Commissioner	Nawal Nely
Commissioner	Arief Budimanta
Commissioner	Faried Utomo
Commissioner	M. Yusuf Ateh

Position	Nama
Board of Directors	
President Director	Darmawan Junaidi
Vice President Director	Alexandra Askandar
Risk Management Director	Ahmad Siddik Badruddin
Compliance and Human Resources Director	Agus Dwi Handaya
Treasury and International Banking Director	Panji Irawan
Commercial Banking Director	Riduan
Network and Retail Banking Director	Aquarius Rudianto
Operational Director	Toni Eko Boy Subari
Corporate Banking Director	Susana Indah K. Indriati
Institutional Relations Director	Rohan Hafas
Finance and Strategy Director(D	Sigit Prastowo
Information Technology Director	Timothy Utama

- Further information regarding the board of management structure of the Company can be accessed in the Company's website of the following link address : <https://bankmandiri.co.id/web/guest/dewan-komisaris-direksi> and also Annual Reports of the Company.

Explanation

- 1 *This Meeting Agenda Materials comply with POJK No. 15/POJK.04/2020 concerning Plan and Implementation of General Meeting of Shareholders of Public Companies which principally stipulates the obligations of Public Companies to provide Meeting Agenda Materials as of the date of Meeting Summons up to the date of the Meeting with exception in case of the Meeting Agenda on the appointment of members of the Board of Directors and/or members of the Board of Commissioners, curriculum vitae of the prospective members of the Board of Directors and/or members of the Board of Commissioners to be appointed must be made available at another time but at the latest on implementation of GMS, to the extent stipulated in the laws and regulations.*
- 2 *Based on SOE Minister Regulation No. PER-11/MBU/07/2021 dated 30 July 2021 concerning Requirements, Procedures for Appointment and Dismissal of Members of the Board of Directors of State-Owned Enterprises and SOE Minister Regulation Number PER-02/MBU/02/2015 concerning Requirements and Procedures for Appointment and Dismissal of Members of the Board of Commissioners and Supervisory Board of State-Owned Enterprises, it is stated that curriculum vitae of the prospective members of the Board of Directors and/or members of the Board of Commissioners will be proposed for appointment in the GMS, must be made available and announced during the implementation of the GMS prior to resolution-taking regarding the appointment of the related person as members of the Board of Directors and/or members of the Board of Commissioners.*



PT Bank Mandiri (Persero) Tbk.