

**CODE OF CONDUCT OF THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
PT BANK MANDIRI (PERSERO) Tbk
TUESDAY, 14 MARCH 2023**

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

2. The meeting will be held on:

Day/Date : Tuesday/March 14, 2023
Time : 14.00 WIB (Western Indonesia Time Zone) – end
Place : Auditorium Plaza Mandiri 3rd Floor
Plaza Mandiri, Jl. Jend. Gatot Subroto Kav. 36-38
Jakarta, 12190

This meeting is 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 ("**POJK 16/2020**"), 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 either by themselves or being represented by power of attorney are entitled to attend the Meeting.

b. Shareholders of the Company being entitled to attend or being represented in the Meeting (hereinafter referred to as "**Shareholders**") are Shareholders whose names are recorded in the Company's Shareholders Register and/or the Company's shareholders who are recorded in the securities account balance record in the Collective Custody of PT Kustodian Sentral Efek Indonesia (hereinafter referred to as "**KSEI**") on the closing date of stock trading day on Friday, February 17, 2023 until 16:00 WIB (Western Indonesia Time Zone).

c. Shareholders or their authorized proxies who physically attend the Meeting and arrive after the closing of the registration period, may still attend the Meeting but their votes are not counted and/or may not raise questions or opinions in the questions and answers session.

- d. Meeting will be held physically and electronically or granting a power of attorney electronically through the facilitation of KSEI's Electronic General Meeting System (hereinafter referred to as "eASY.KSEI") in <https://akses.ksei.co.id> link or granting a power of attorney in writing to an Independent Party appointed by the Company.
 - e. Company has appointed the Independent Party to act and represent the Shareholders for casting votes and raise questions in the Meeting.
 - f. The Independent Party appointed by the Company is a representative of the Company's Shares Registrar, PT Datindo Entrycom, having its address at Jl. Hayam Wuruk No. 28, Jakarta 10120.
 - g. For health and safety of all Parties, Company may prohibit shareholders or their proxies from attending/entering the building area or stay in the Meeting room where the Meeting is held in the event that the shareholders or their proxies do not comply with the security and health protocols as required above, as well as if there are certain conditions that the Company considers necessary to carry out as a form of implementing the health protocols and order.
 - h. Shareholders who have arrived at the Meeting place but being prohibited to enter or unable to enter the Meeting room for the reasons as stated in this rules, may exercise their rights by granting power of attorney (to attend the Meeting and cast their votes for each Meeting agenda) to an independent party appointed by the Company, by filling out and signing the Power of Attorney form made available by the Company in the Meeting location.
4. Power of Attorney:
Shareholders may appoint their proxies to attend the Meeting, provided as follows:
- a. Shareholders, in their sole discretion, legally grant power of attorney to the other party subject to form and substances of the power of attorney as set out by the Company which can be downloaded on the Company's website (www.bankmandiri.co.id); or
 - b. Shareholders will grant power of attorney through eASY.KSEI provided by KSEI as a power of attorney electronic mechanism in the Meeting implementation process (hereinafter referred to as "e-Proxy").
5. Invitees means parties attending the Meeting based on invitation from the Board of Directors which 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 Article 24 paragraph (1) of the Company's Articles of Association and Article 37 of POJK 15/2020, the Meeting is chaired 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 unavailable or not available, the Meeting is chaired by one of the members of the Board of Directors appointed by the Board of Directors, and 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 is chaired by a shareholder who is present in the Meeting appointed from and by the Meeting participants.
 - b. In accordance with Article 24 paragraph (1) of the Company's Articles of Association and Article 38 of POJK 15/2020 In the event that 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 is presided by other member of the Board of Commissioners who does not bear any conflict of interest being appointed by the Board of Commissioners.

7. Health Protocols:

Meeting Participants who physically attend the Meeting must abide by the safety and health protocols imposed by the Company, as follows:

 - a. Scanning *the barcode* through the Peduli Lindungi application in accordance with applicable regulations.
 - b. Wearing mask that covers the nose and mouth to the chin while being inside the meeting area.
 - c. Detect and monitor body temperature to ensure that the meeting participants are not having body temperature above normal (or more than 37.3 C°).
 - d. Abiding the Meeting committee's direction in implementing *physical distancing* policy in the Meeting place for before, during, and after the Meeting.
 - e. Company will re-announce if there are changes and/or additions to information related to the procedures for conducting the Meeting by referring to the latest conditions and developments regarding integrated mitigation and control to prevent the spread and transmission of COVID-19.

8. Meeting Attendance Quorum:
 - a. Pursuant to Article 25 paragraph (1) of the Company's Articles of Association, the 1st Meeting Agenda up to the 5th Meeting Agenda may be held if more

- than 1/2 (one-half) of the total number of the Company's shares with valid voting rights are present or represented in the meeting;
- b. Pursuant to Article 25 paragraph (5) of the Company's Articles of Association, for the 6th Meeting Agenda regarding the stock split approval and the 7th regarding the amendment of the Company's Articles of Association, the Meeting may be held if being attended by Series A Dwiwarna Shareholder and other Shareholders and/or their authorized proxies who collectively represent at least 2/3 (two-thirds) of the total number of shares with valid voting rights; and
 - c. Pursuant to Article 11 paragraph (10), Article 14 paragraph (12), and Article 25 paragraph (4) of the Company's Articles of Association, the Meeting with the 8th Meeting Agenda regarding changes in the composition of the Company's management may be held if being attended by Series A Dwiwarna Shareholder and 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.
9. Discussion of the Meeting Agenda is performed with the following mechanism:
- a. Chairman of the Meeting will open, preside over the Meeting and close the Meeting.
 - b. Chairman of the Meeting may request for assistance of members of the Board of Commissioners or members of the Board of Directors or parties appointed by members of the Board of Directors to convey explanations in the Meeting Agendas.
10. Questions and Answers Session:
- a. Chairman of the Meeting will provide opportunities to Shareholders or their proxies to raise questions and/or opinions in relation with the Meeting Agendas before resolutions being taken.
 - b. 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 questions and answer session shall be handed back by the Appointed Chairman of the Meeting to the Chairman of the Meeting prior to the commencement of the resolution-making process.
 - c. Only the Shareholders or their authorized proxies will be entitled to raise questions and/or render 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 consists of 1 (one) session and will be given the opportunity to maximum of 3 (three) questioners provided that each

- questioner will be entitled to raise only 1 (one) question or opinion, and if there are still questions and/or opinions, 1 (one) additional question and answer session will be opened with the same conditions as the previous session, accordingly.
- e. If there are no questions and/or opinions in the first session, the questions and answers session will be closed and followed by the resolutions-making session.
 - f. Questions and/or opinions must be raised by Shareholders in writing.
 - g. Shareholders or their proxies who wish to raise questions and/or render their opinions will be requested to raise their hands and further the officer will provide question sheet to fill in with the name of the Shareholder, the number of shares he/she represents and his/her questions or opinions. Question sheet must be submitted to the officer and the Notary will examine the validity or authority of the questioner.
 - h. Questions or opinions submitted orally will not be responded to.
 - i. 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 who want to raise such questions and/or render their opinions.
 - j. Chairman of the Meeting shall read out questions and/or opinions relating 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 the Meeting or the Appointed Chairman of the Meeting consider that the questions and/or opinions raised are unrelated or irrelevant with the Meeting Agenda being discussed or previously discussed.
 - k. Chairman of the Meeting or the Appointed Chairman of the Meeting will read out and answer questions/respond each opinion one by one. If necessary, the Chairman of the Meeting or the Appointed Chairman of the Meeting may let members of the Board of Commissioners, members of the Board of Directors, executive officers of the Company or the Supporting Professional of the Meeting to answer or respond to questions and/or opinions.
 - l. Chairman of the Meeting commences the resolutions proposal and resolutions-making mechanism session after the questions or opinions being responded.
 - m. For time efficiency, the questions and answers session will be allocated at maximum of 30 (thirty) minutes.
 - n. For Shareholders of the Company or proxies who attend the Meeting electronically may only raise 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

raised to the extent [the meeting implementation status in the 'General Meeting Flow Text' column] is "*Discussion started for agenda item no. []*".

11. Meeting Resolutions:

- a. Resolutions will be taken pursuant to deliberation to reach a consensus with regards to Article 28 of POJK 15/2020. If deliberation to reach a consensus is not reached, voting shall be held.
- b. Voting process regarding the resolutions-making must comply with the following conditions:
 - i. Pursuant to Article 25 paragraph (1) of the Company's Articles of Association, for the 1st Meeting Agenda up to the 5th Meeting Agenda, the resolutions will be valid and binding if approved by more than 1/2 (one-half) of the total number of shares with voting rights present at the Meeting.
 - ii. Pursuant to Article 25 paragraph (5) of the Company's Articles of Association, for the 6th Meeting Agenda and 7th Meeting Agenda, the resolutions will be binding if being approved by Series A Dwiwarna Shareholder and other shareholders and/or their authorized proxies who collectively represent more than 2/3 (two-thirds) of the total number of voting shares present at the Meeting.
 - iii. Pursuant to Article 25 paragraph (4) of the Company's Articles of Association, as for the 8th the Meeting Agenda, the resolutions will be binding if being approved by Series A Dwiwarna Shareholder 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 present the Meeting.

12. Voting Procedures:

- a. Shareholders who hold more than one share are only entitled to cast the same vote on all shares owned by them and the Shareholders are not entitled to authorize more than one proxy for a certain portion of the number of their own shares for 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. The 1st Meeting Agenda to the 7th Meeting Agenda:

- a) Shareholders or their proxies who cast abstained votes or dissenting the proposal will be required to raise their hands and submit their voting ballots to the officer.
 - b) Shareholders or their proxies who do not raise their hands are deemed to approve the proposal submitted in relation with the Meeting Agenda being discussed.
 - ii. The 8th Meeting Agenda:
 - a) Resolutions Making is performed with the closed ballots.
 - b) Shareholders or their proxies will be required to submit their voting ballots to the officer.
 - d. In accordance with Article 47 of POJK 15/2020 and Article 25 paragraph (11) of the Company's Articles of Association, the abstained votes will be considered of casting the same votes as the majority votes cast by the Shareholders.
 - e. Electronic voting process will 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 represented by their proxies but not yet cast their votes on the Meeting Agenda in the eASY KSEI application until the deadline no later than 12.00 noon 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. When the electronic voting period for each meeting agenda is commenced, the system will automatically run the voting time by counting down for maximum of 5 (five) minutes. During the electronic voting process, you will see the status "*Voting for agenda item no [] has started*" in the '*General Meeting Flow Text*' column. If the shareholders or their proxies do not cast votes for such Meeting Agenda until the status of the meeting as seen in the '*General Meeting Flow Text*' column changes to "*Voting for agenda item no [] has ended*", it will be deemed to have cast Abstained votes for the related Meeting Agenda.
 - g. At the closing of the voting, the Notary will announce the results of the voting.
13. Meeting Live Broadcast:
- a. Shareholders who have been registered at eASY.KSEI no later than the specified deadline can watch the meeting via Zoom *webinar* by accessing the

- eASY.KSEI menu, a submenu of GMS Broadcast located at the AKSes facility (<https://akses.ksei.co.id/>).
- b. AGMS broadcast has capacity of up to 500 participants with a determined attendance pursuant to a *first come first serve basis* scheme.
 - c. 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, to the extent they have been registered in eASY.KSEI.
 - d. Shareholders who only watch the Meeting through GMS Broadcast, but are not registered as electronically present on the eASY.KSEI application, they will not be counted in the Meeting attendance quorum, accordingly.
14. Meeting participants are expected to join the Meeting until it is over.
 15. During the Meeting, Meeting Participants are expected to orderly follow the course of the Meeting and not activate their mobile phones during the Meeting.
 16. Chairman of the Meeting or the Appointed Chairman of the Meeting shall reserves the right to take all necessary actions in maintaining the orderliness of the Meeting implementation.
 17. Meeting participants identity must be worn during the Meeting.
 18. Other matters that have yet to be stipulated in this Rules, will be stipulated later by the Chairman of the Meeting.

PT Bank Mandiri (Persero) Tbk
Jakarta, February 20, 2023

Pernyataan Penerjemah Tersumpah

Sworn Translator Statement

Saya, **Amri Agus, S.H.**, Penerjemah Tersumpah di Republik Indonesia berdasarkan peraturan perundang-undangan yang berlaku di Republik Indonesia, dengan ini menerangkan dan menyatakan, sesuai dengan sumpah jabatan saya, bahwa dokumen ini merupakan terjemahan yang benar, setia dan lengkap dari dokumen sumber yang diberikan kepada saya.

*I, **Amri Agus, S.H.** A Sworn Translator in the Republic of Indonesia, based on the prevailing laws of the Republic of Indonesia, hereby certify and state that, in compliance with my official oath, that this document is an accurate, faithful and complete translation of the source document given to me.*

Depok ____ ____20

AMRI AGUS, S.H.

Penerjemah Tersumpah [Bahasa Inggris ke Indonesia dan Bahasa Indonesia ke Bahasa Inggris]/ *Sworn Translator [English to Indonesia and Indonesia to English]*
SK Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022.
Decree of the Minister of Law and Human Rights of the Republic of Indonesia No. AHU-17.AH.03.07.2022, dated October 5 2022.
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