

**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 to attend the Company's Annual General Meeting of Shareholders (hereinafter referred to as the "**Meeting**") which will be held physically and electronically on:

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

The Meeting will be held with the following Agenda:

- 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 2022 Financial Year, 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 dedicated during 2022 Financial Year.**

Explanation of the First Meeting Agenda:

- Based on Article 18 *juncto* Article 21 of the Company's Articles of Association; Article 69 of Law No. 40 of 2007 concerning Limited Liability Companies ("**UUPT**") as lastly amended by Government Regulation in Lieu of the Law Number 2 of 2022 concerning Job Creation ("**Perpu Cipta Kerja**"); and Article 23 paragraph (1) of Law No. 19 of 2003 concerning State-Owned Enterprises ("**SOE**") as lastly amended by Government Regulation in Lieu of the Law Number 2 of 2022 concerning Job Creation, stipulates that 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 (i) Article 23 paragraph (4) Regulation of Minister of SOE Number PER-05/MBU/04/2021 concerning the Social and Environmental Responsibility Program for State-Owned Enterprises as amended by Regulation of Minister of BUMN Number PER-6/MBU/09/2022 ("**PER-05/2021 juncto PER-6/2022**") and (ii) Minister of BUMN Letter Number S-77/MBU/02/2023 dated February 9, 2023, including that 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 prepared in accordance with financial accounting standards and obtain approval in the GMS.

2. Approval for the use of the Company's net profits for 2022 Financial Year.

Explanation of the Second Meeting Agenda:

Based on provisions of (i) Article 21 *juncto* Article 26 of the Company's Articles of Association and (ii) Article 70 and Article 71 of UUPT, the use of the Company's net profits must be approved by the GMS.

3. Determination of remuneration (salary/honorarium, facilities, and benefits) in 2023 and Bonus (*Tantien*) for the 2022 Financial Year for the Board of Directors and the 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 UUPT, (iii) Minister of SOE Regulation No. PER-04/MBU/2014 concerning Guidelines for Determining the Income of Directors, Board of Commissioners, and Supervisory Board of State-Owned Enterprises as lastly amended by Minister of SOE Regulation No. PER-013/MBU/09/2021, the provisions on the amount of salary, honorarium and benefits for the Board of Directors and the Board of Commissioners of the Company must be determined by the GMS.

4. Determination of Public Accountants (AP) and/or Public Accounting Firms (KAP) to audit the Company's Consolidated Financial Statements and Financial Statements of the Micro and Small Business Funding Program (PUMK) for the 2023 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 13 paragraph (1) of POJK Number 13/POJK.03/2017 concerning Utilization of Public Accountant Services and Public Accounting Firms in Financial Services Activities, the Annual GMS will determine the public accountant who will be appointed to audit the Company's current books based on a recommendation from the Board of Commissioners.
- Based on the provisions of Article 23 paragraph (4) PER-05/2021 *juncto* PER-6/2022 that 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 are prepared according to financial accounting standards.

5. Approval of the Company's *Resolution Plan*.

Explanation of the Fifth Meeting Agenda:

Based on the provisions of Article 8 paragraph (1) of the Deposit Insurance Corporation Regulation Number 1 of 2021 concerning Resolutions for Commercial Banks, the Resolution Plan must obtain an approval from the Board of Commissioners and the Shareholders at the GMS.

6. Approval of the Company's Stock Split with ratio of 1:2 or from Rp250.00 (two hundred and fifty rupiah) per share to become Rp125.00 (one hundred twenty-five rupiah) per share.

Explanation of the Sixth Meeting Agenda:

Based on the provisions of Article 3 POJK Number 15/POJK.04/2022 concerning Stock Splits and Reverse Stock Split by Public Companies, Public Companies that conduct Stock Splits and Reverse Stock Split must first obtain the GMS approval. The Company has announced Disclosure of Information to the public regarding the Stock Split plan on February 3, 2023 through PT Bursa Efek Indonesia and the Company's websites.

7. Approval of amendments to the Company's Articles of Association.

Explanation of the Seventh Meeting Agenda:

- Based on the provisions of (i) Article 5 paragraph (4) letter c number 1) point a) and Article 28 paragraph (2) of the Company's Articles of Association, and (ii) Article 19 of the UUPT, the Company proposes changes to the Articles of Association in connection with the proposed approval of the implementation of the Company's stock split as the sixth Agenda of the Meeting and in connection with the implementation of the 2020 Standard Classification of Indonesian Business Fields in accordance with the provisions of the Central Statistics Agency Regulation Number 2 of 2020 concerning Standard Classification of Indonesian Business Fields.
- 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.

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 where the GMS must be attended and approved by Series A Dwiwarna Shareholder.

Note:

1. Company will not send a separate invitation to the Shareholders because 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 **February 17, 2023 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 at the Meeting;
 - b. attend the meeting electronically through the eASY.KSEI (<https://akses.ksei.co.id/>) application; or
 - c. represented by other parties 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. Electronic Meeting attendance procedure
 - a. Eligible Shareholders must first be registered in the KSEI's Securities Ownership Reference facility ("**AKSes KSEI**"). In the event that the Shareholder has not registered, please register through the website <https://akses.ksei.co.id>.
 - b. Shareholders may declare their attendance until no later than March 13, 2023 at 12.00 Noon WIB (Western Indonesia Time Zone).
 - c. For the Eligible Shareholders or Proxies below:
 - i. Eligible Shareholders who have not made an electronic attendance declaration until the attendance declaration deadline;
 - ii. Shareholders of the Company who have made an electronic declaration of attendance but have not made a voting election until the deadline for the declaration of attendance;
 - iii. Individual Representatives and Independent Parties who have been appointed by the Company, namely representatives of PT Datindo Entrycom as the Company's Securities Administration Bureau who have received power of attorney from Eligible Shareholders, but the Eligible Shareholders concerned have not made voting choices until the attendance declaration deadline;
 - iv. KSEI Participant/Intermediary (Custodian Bank or Securities Company) who has received power of attorney from Eligible Shareholders who have made voting choices through eASY.KSEI;
must register their attendance electronically through eASY.KSEI on the date of the Meeting starting at 11:00 am until 13:00 pm (Western Indonesia Time Zone).
 - d. Eligible Shareholders who have given a declaration of attendance or power of attorney to the Individual Representative or Independent Party and have determined the voting options for the Meeting Agenda in eASY.KSEI until the specified time limit, then the person concerned does not need to register attendance electronically in eASY.KSEI.
 - e. Any delay or failure in the electronic registration process for any reason will result in the Eligible Shareholders or their Proxies being unable to attend the Meeting

electronically, and their shareholdings will not be counted towards the attendance quorum.

5. Procedures for granting power of attorney electronically and in writing
 - a. Shareholders who have registered as AKSes KSEI users may grant their proxies electronically through eASY.KSEI by first logging into AKSes KSEI through the website <https://akses.ksei.co.id>. The period during which the Eligible Shareholders may declare their proxies and votes, make changes to the appointment of the Proxy and/or change the voting options for the Meeting Agenda, or revoke their proxies electronically is from the date of the invitation to the Meeting until no later than Monday, March 13, 2023 at 12.00 WIB, which is 1 (one) business day before the date of the Meeting.
 - b. 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 must 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 every business day from the date of the invitation to the Meeting until no later than Tuesday, March 7, 2023 until 16.00 WIB.
 - c. Shareholders who have attended the Meeting but are prohibited from attending or unable to enter the Meeting room due to the reasons stated in the last paragraph of point 8 of this invitation can still exercise their rights by granting power of attorney (to attend and vote on each agenda item of the Meeting) to an Independent Party appointed by the Company (Representative of the Securities Administration Bureau), by completing and signing the Power of Attorney form provided by the Company at the Meeting location no later than before the start of the Meeting.
 - d. 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 voting process at the Meeting. The form of Power of Attorney can be downloaded from the Company's website (www.bankmandiri.co.id/web/gcg/agm).
6. Guidelines for registration, usage and further explanation of eASY.KSEI can be found on the websites <https://easy.ksei.co.id> and/or <https://akses.ksei.co.id> or on the Company's website (www.bankmandiri.co.id/web/gcg/agm).
7. Eligible Shareholders or their conventional proxies who will physically attend the Meeting shall be required to submit a copy of their Identity Card or other valid identification to the registration officer before entering the Meeting room. Legal Entities Shareholders must bring with them copies of its Articles of Association and deeds of appointment of the latest members of the Board of Directors and the Board of Commissioners or their board of 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 room. In the event that 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 and bring a verified identity in accordance with applicable regulations.

8. Eligible Shareholders or their proxies who will physically attend the Meeting, must follow and pass the safety and health protocols applicable to the Meeting venue, as follows:
 - a. Scan the barcode using the Peduli Lindungi application.
 - b. Wear a mask while in the Meeting area.
 - c. Not having a body temperature above normal (or more than 37.3°C).
 - d. Implementing physical distancing policy in the Meeting area.
 - e. Follow the procedures and protocols to prevent the spread or transmission of other COVID-19 as determined by the Company

For the health and safety of all Parties, the Company may prohibit Eligible Shareholders or their proxies from attending/entering the building area or to be 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 do as a form of implementation of health and order protocols.

9. 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 in the laws and regulations.
10. In order to facilitate the arrangement and for the order of the Meeting, Shareholders or their proxies who are physically present are respectfully requested to have arrived at the place of the Meeting no later than 30 (thirty) minutes before the Meeting commences.

Jakarta, February 20, 2023

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