

Decision Making Mechanisms

The decision-making mechanism in the meeting is conducted by deliberation to reach consensus. But if deliberation for consensus was not reached, then the decision making in the Meeting

was conducted in a way voting. Voting is carried out verbally with shareholders who vote disagree or abstain being asked to submit the sound card. Voting is conducted transparently, except for the agenda of the change of management that is carried out by closed voting.

THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS AND ITS REALIZATION

In 2022, the Company held its Annual General Meeting of Shareholders (GMS) on 10 March 2022 at the Auditorium of Plaza Mandiri, Jakarta.

The stages of the GMS in 2022 are illustrated in the following table.

2022 AGMS Implementation

No.	Activities	Implementation Date	Information
1	NOTIFICATION OF GMS TO OJK	20 January 2022 and 27 January 2022	Submitted to OJK through a letter signed by the Board of Directors of Bank Mandiri No. CEO/19/2022 dated 20 January 2022 regarding the Implementation of the Annual General Meeting of Shareholders of PT Bank Mandiri (Persero) Tbk for the 2021 Financial Year.
2	ANNOUNCEMENT OF GMS TO SHAREHOLDERS	31 January 2022	<p>Conducted through information disclosure on:</p> <ol style="list-style-type: none"> 1. Bank Mandiri Website. 2. Indonesia Stock Exchange Website. 3. Website of PT Kustodian Sentral Efek Indonesia <p>The proof of GMS announcement has been reported by the Company to the OJK and the Indonesia Stock Exchange on the same day through Letter No. HBK.CSC/CMA.168/2022 dated 31 January 2022 and reported through the OJK.</p>
3	GMS INVITATION TO SHAREHOLDERS	16 February 2022	<p>Conducted through information disclosure on:</p> <ol style="list-style-type: none"> 4. Bank Mandiri Website. 5. Indonesia Stock Exchange Website. 6. Website of PT Kustodian Sentral Efek Indonesia <p>The proof of GMS invitation has been reported by the Company to the OJK and the Indonesia Stock Exchange on the same day through Letter No. HBK.CSC/CMA.294/2022 dated 16 February 2022.</p>
4	IMPLEMENTATION OF GMS	10 March 2022	<p>The GMS was chaired by Mr. Muhamad Chatib Basri as President Commissioner/ Independent of Bank Mandiri in accordance with the appointment at the Board of Commissioners Meeting on 20 January 2022.</p> <p>The GMS implementation was attended by 10 members of the Board of Commissioners and 12 members of the Board of Directors.</p> <p>Shareholders and/or proxy representatives of shareholders who all own 40,461,274,004 shares including series A Dwiwarna shares or constitute 86.7685502% of the total number of shares, were present at the GMS.</p> <p>The Company provides GMS Rules of Conduct to all shareholders in the form of soft copies, both at the time of the Invitations uploaded on the Company's website and during the GMS implementation which is available through barcode scans and the procedures are read before the start of the GMS.</p> <p>Shareholders are given the opportunity to ask questions in accordance with the agenda of the Meeting in each agenda discussed in the Annual GMS.</p> <p>Voting is conducted orally where the shareholder who casts a vote of disapproval or abstains is asked to submit his or her ballot card. Especially for meetings involving a particular person, voting is conducted by an unsigned closed letter and all shareholders present submit the ballot card.</p> <p>The Company has appointed independent parties, namely Notary Utiok R. Abdurachman, SH., MLI., MKn and PT Datindo Entrycom in calculating and/or validating votes.</p>



GENERAL MEETING OF SHAREHOLDERS

No.	Activities	Implementation Date	Information
5	ANNOUNCEMENT OF GMS RESULTS	March 14, 2022	<p>The results of the GMS have been announced and uploaded on:</p> <ol style="list-style-type: none"> 1. Bank Mandiri Website 2. Indonesia Stock Exchange Website 3. Website of PT Kustodian Sentral Efek Indonesia in Indonesian and English. <p>The proof of GMS Result Announcement has been reported by the Company to the OJK and the Indonesia Stock Exchange on the same day through Letter No. HBK.CSC/CMA.481/2022 dated 14 March 2022 and reported through the OJK and the Indonesia Stock Exchange Electronic Reporting System.</p>
6	SUBMISSION OF GSM MINUTES	14 March 2022	<p>The submission of minutes of the GMS to FSA has given due observance to the time limit in accordance with the provisions of POJK No. 15/POJK.04/2020 and submitted through Letter No. HBK.CSC/CMA.839/2022 dated 7 April 2022 and uploaded to the Bank Mandiri website on the same day.</p>

Independent Vote Counter

The Company has appointed an independent party, Notary Utiek R. Abdurachman and PT Datindo Entrycom to conduct the calculation and / or to validate the votes

Attendance Recapitulation at 2022 Annual General Meeting of Shareholders

The 2022 Annual GMS attended by all the Board of Commissioners, Directors and Audit Committee of Bank Mandiri are as follows:

Attendance Recapitulation at the 2022 Annual General Meeting of Shareholders

No.	Name	Position	Attendance
1.	DARMAWAN JUNAIDI	President Director	Present
2.	ALEXANDRA ASKANDAR	Vice President Director	Present
3.	AHMAD SIDDIK BADRUDDIN	Director of Risk Management	Present
4.	AGUS DWI HANDAYA	Director of Compliance and HR	Present
5.	PANJI IRAWAN	Director of Treasury and International Banking	Present
6.	RIDUAN	Director of Commercial Banking	Present
7.	AQUARIUS RUDianto	Director of Network and Retail Banking	Present
8.	TONI E. B. SUBARI	Director of Operation	Present
9.	SUSANA INDAH K. INDRIATI	Director of Corporate Banking	Present
10.	ROHAN HAFAS	Director of Institutional Relations	Present
11.	SIGIT PRASTOWO	Director of Finance and Strategy	Present
12.	TIMOTHY UTAMA	Director of Information Technology	Present
13.	MUHAMAD CHATIB BASRI	President Commissioner/Independent	Present
14.	ANDRINOF A. CHANIAGO	Vice President Commissioner/Independent	Present
15.	MOHAMAD NASIR	Independent Commissioner	Present
16.	BOEDI ARMANTO	Independent Commissioner	Present
17.	LOEKE LARASATI AGOESTINA	Independent Commissioner	Present
18.	RIONALD SILABAN	Commissioner	Present
19.	NAWAL NELLY	Commissioner	Present
20.	ARIF BUDIMANTA	Commissioner	Present
21.	FARIED UTOMO	Commissioner	Present
22.	MUHAMMAD YUSUF ATEH	Commissioner	Present

GENERAL MEETING OF SHAREHOLDERS

DECISIONS OF THE 2022 ANNUAL GMS

The First Meeting Agenda

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 31 December 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.

The Minutes of Meeting stated a Dwiwarna Series A shareholder gave response and there was 1 (one) question.

Voting Results

Agree: 98.0527965% including one share of Dwiwarna Series A Shares
Abstain: 0.0513776%
Disagree: 1.8958259%

Decision

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. Approved the Annual Report of the Company including the Supervisory Report of Board of Commissioners of the Company for the fiscal year ended on 31 December 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.

Follow-up

The Financial Statements and Annual Reports have been submitted to the FSA and the Indonesia Stock Exchange with the following information:

1. Submission of Financial Statements:
The Financial Statements was also submitted through the OJK Electronic Reporting System and the Indonesia Stock Exchange.
2. Submission of Annual Report:
 - a. Submitted to the OJK through Letter No. HBK.CSC/CMA.295/2022 dated 16 February 2022 and the report is copied to the Indonesia Stock Exchange.
 - b. The annual report was also submitted through the OJK Electronic Reporting System and the Indonesia Stock Exchange.

Status: Realized

The Second Meeting Agenda

Approval on the use of the Company's net profits for Fiscal Year 2021.

The Minutes of Meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting Result

Agree: 97.5818916% including one share of Dwiwarna Series A Shares
Abstain: 0.0958159%
Disagree: 2.3222925%

Decisions

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:

- Approved and determined the utilization of Net Profit of the Company for the Fiscal Year ended on 31 December 2021 amounting to Rp28,028,155,247,474 (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 31 December 2021 or Rp16,816,893,148,484.40 (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 Rp8,751,423,016,698.88 (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.
Memberikan kuasa dan wewenang kepada Direksi Perseroan untuk mengatur tata cara dan pelaksanaan pembayaran dividen tunai tersebut serta selanjutnya mengumumkan sesuai ketentuan yang berlaku.
 2. 40% or Rp11,211,262,098,989.60 (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.

Follow-up

Bank Mandiri has announced the Schedule and Procedure for the Distribution of Cash Dividends for Financial Year 2021 on 14 March 2022 and has paid cash dividends to shareholders on 6 April 2022.

Status: Realized



GENERAL MEETING OF SHAREHOLDERS

The Third Meeting Agenda

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.

The Minutes of Meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting result

Agree: 94.4040145% Including one share of Dwiwarna Series A Shares
Abstain: 0.1706709%
Disagree: 5.4253146%

Decisions

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. Delegated the authority and power to the Shareholder of Series A Dwiwarna Shares of the Company to specify the amount of tantien (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. Delegated the 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 tantien (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.

Follow-up

The determination of the salaries of the Board of Directors and the honorarium of the Board of Commissioners, and the provision of allowances, facilities, and/or other benefits for the 2021 financial year, as well as the determination of bonuses for the performance of the Board of Directors and the Board of Commissioners for the financial year ending on December 31, 2020 have been carried out by the Board of Directors. Commissioner with prior approval from the Ministry of SOEs.

Status: Realized

The Fourth Meeting Agenda

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.

The Minutes of Meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting Result

Agree: 97.28629% Including one share of Dwiwarna Series A Share
Abstain: 1.193752%
Disagree: 1.519956%

Decision

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.
 - a. Assigned 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.
 - b. Granted 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. Delegated the 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.

Follow-up

The appointment of the Public Accounting Firm of Tanudiredja, Wibisana, Rintis and Rekan (PricewaterhouseCoopers International Limited) has been reported to OJK through Letter No. KES/203/2022 dated 22 March 2022.

Status: Realized

The Fifth Meeting Agenda

Confirmation on Implementation of the Regulation of the Minister of SOEs No. PER-05/MBU/04/2021 dated 8 April 2021 on the Social and Environmental Responsibility Program of the State-Owned Enterprises.

The Minutes of Meeting stated that the Fifth Agenda of the Meeting was reporting only, therefore there was no question and answer session.

Voting Result

Agree: 99.3189839% Including one share of Dwiwarna Series A Share
Abstain: 0.0912332%
Disagree: 0.5897829%

Decisions

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

Follow-up

With the approval of the ratification of the Minister of SOEs Regulation No. PER-05/MBU/04/2021 dated 8 April 2021 on the Social and Environmental Responsibility Program of State-Owned Enterprises, the implementation of the Bank Mandiri Social and Environmental Responsibility Program refers to the Regulation of the Minister of SOEs.

Status: Realized

GENERAL MEETING OF SHAREHOLDERS

The Sixth Meeting Agenda

Confirmation on Implementation of the Regulation of the Minister of SOEs No. 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.

The Minutes of Meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting Results

Agree: 88.9700295% Including one share of Dwiwarna Series A Share
Abstain: 0.2459206%
Disagree: 10.7840498%

Decision

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:
Confirmed 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.

Follow-up

With the approval of the ratification of the Minister of SOEs Regulation No. PER-11/MBU/07/2021 dated 30 July 2021 on the Requirements, Procedures for the Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprises, the implementation of procedures for the appointment, and termination of members of the Board of Directors of Bank Mandiri refers to the Regulation of the Minister of SOEs.

Status: Realized

The Seventh Meeting Agenda

Approval on the Transfer of Shares of the Buyback-Shares held as the Treasury Stock.

The Minutes of Meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting Results

Agree: 75.2911571% Including one share of Dwiwarna Series A Share
Abstain: 0.8237754%
Disagree: 23.8850675%

Decision

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. Approved the Transfer of Shares of the Repurchased-Shares (Buyback) held as the Treasury Stock totalling 35,400,000 (thirty five million four hundred thousand) shares in the context of implementation of Employees Share Ownership Program.
2. Approved to delegate power and authority to the Company's Board of Directors to determine the Employees Share Ownership Program.

Follow-up

The process of transferring shares from the buyback has been fully completed on 15 June 2022, the Company has made an information disclosure to shareholders in accordance with Letter No. HBK. CSC/CMA.1513/2022 dated 17 June 2022.

Status: Realized

The Eighth Meeting Agenda

Changes in the Company's Board of Management

The Minutes of Meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting Results

Agree: 84.0649390% Including one Dwiwarna Series A Share
Abstain: 1.8403107%
Disagree: 14.0947504%

Decision

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:
a. Mr. Mohamad Nasir as the Independent Commissioner;
b. 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:
a. Mr. Muliadi Rahardja as the Independent Commissioner;
b. 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:



GENERAL MEETING OF SHAREHOLDERS

The Eighth Meeting Agenda

- a. Board of Commissioners:
 - President Commissioner/ Independent: Muhamad Chatib Basri;
 - Vice President Commissioner/ Independent: Andrinof A. Chaniago;
 - Commissioner: Rionald Silaban;
 - Commissioner: Nawal Nely;
 - Commissioner: Arif Budimanta;
 - Commissioner: Faried Utomo;
 - Commissioner: Muhammad Yusuf Ateh;
 - Independent Commissioner: Boedi Armanto;
 - Independent Commissioner: Loeke Larasati Agoestina;
 - Independent Commissioner: Muliadi Rahardja
- b. Board of Directors:
 - President Director: Darmawan Junaidi;
 - Vice President Director: Alexandra Askandar;
 - Corporate Banking Director: Susana Indah Kris Indriati;
 - Commercial Banking Director: Riduan;
 - Treasury and International Banking Director: Panji Irawan;
 - Network and Retail Banking Director: Aquarius Rudianto;
 - Operation Director: Toni E. B. Subari;
 - Compliance and HR Director: Agus Dwi Handaya;
 - Institutional Relations Director: Rohan Hafas;
 - Risk Management Director: Ahmad Siddik Badruddin;
 - Information Technology Director: Timothy Utama
 - Finance and Strategy 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 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. Requested 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. Delegated 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.

Follow-up

1. Mr. Muliadi Rahardja has obtained OJK approval regarding the fit and proper test as stated in the Decree of the OJK Board of Commissioners No. 40/KDK.03/2022 dated 22 June 2022 and OJK Letter No. SR-119/PB.12/2022 dated 23 June 2022, and his appointment as Independent Commissioner was declared effective as of 22 June 2022 as stated in Bank Mandiri Letter No. KPS/1703/2022 on 27 June 2022.
2. The Board of Directors of Bank Mandiri has taken all necessary actions related to the decisions of this agenda in accordance with the applicable laws and regulations.

Status: Realized

IMPLEMENTATION OF PREVIOUS YEAR ANNUAL GMS (FISCAL YEAR 2021) AND REALIZATIONS

In 2021, the Company held 1 (one) GMS, the Annual GMS, which was held on 15 March 2021, at the Plaza Mandiri Auditorium, Jakarta. The Annual GMS was carried out with the following results and realizations:

Resolution and Realization of the 2021 Annual GMS

The First Meeting Agenda

Approval on the Annual Report and Ratification of the Consolidated Financial Statements of the Company, Approval on Supervisory Report of Board of Commissioners and Ratification of Annual Report on Implementation of Partnership and Environmental Development Program for the financial year ended on 31 December 2020, as well as granting of a full release and discharge of responsibility (volledig acquit et de charge) to the Board of Directors for management of the Company and the Board of Commissioners for supervisory actions of the Company that have been performed the year ended 2020.

The minutes of meeting stated a Dwiwarna Series A shareholder gave response and there was 1 (one) questioners.

Voting Results

Agree: 99,5853787% including one share of Dwiwarna Series A Shares
 Abstain: 0,4114377%
 Disagree: 0,0031837%

GENERAL MEETING OF SHAREHOLDERS

The First Meeting Agenda

Decision

Therefore:

The meeting with the majority votes, for 38.837.578.481 shares or constituting 99,9968163% of the total votes cast in the Meeting have resolved:

1. Approving the Annual Report of the Company including approval of Supervisory Report of Board of Commissioners of the Company for the year ended 31 December 2020, and ratifying the Consolidated Financial Statements of the Company for the year ended 31 December 2020 audited by Public Accountants Firm of Purwanto, Sungkoro & Surja based on their report No. 00021/2.1032/AU.1/07/0685-3/1/1/2021 dated 21 January 2021 with an unqualified opinion in all material respects.
2. Ratifying the Annual Report on Implementation of Partnership and Environmental Development Program for the year ended 31 December 2020 audited by Public Accountant Firm of Purwanto, Sungkoro & Surja based on its report No. 00039/2.1032/AU.2/10/0685-3/1/1/2021 dated 29 January 2021 with an unqualified opinion in all material respects.
3. Upon approval on the Annual Report of the Company and Supervisory Actions Report performed by Board of Commissioners for the year ended 31 December 2020, as well as approval on the Consolidated Financial Statements and the Annual Report of the Company on Implementation of Partnership and Environmental Development Program for the year ended 31 December 2020, the Meeting will grant a full release and discharge of responsibility (volledig acquit et de charge) to all members of the Board of Directors and the Board of Commissioners of the Company for management and supervisory actions performed for the year ended 31 December 2020, to the extent those actions are not crimes and reflected in the Annual Report, Consolidated Financial Statements and Annual Report on Implementation of Partnership and Environmental Development Program of the Company for the year ended 31 December 2020.
4. A full Release and discharge of responsibility will also be granted to:
 - a. Mr. Robertus Billitea who from 1 January 2020 until 11 February 2020 was the Independent Commissioner of the Company.
 - b. Mr. Kartika Wirjoatmodjo and Mr. R. Widyo Pramono who from 1 January 2020 until 18 February 2020 was the President Commissioner and the Commissioner of the Company.
 - c. Mr. Makmur Keliat who from 1 January 2020 until 19 February 2020 was the Independent Commissioner of the Company.
 - d. Mr. Sulaiman Arif Arianto who from 1 January 2020 until 19 February 2020 was the Vice President Director of the Company.
 - e. Mr. Royke Tumilaar and Mr. Silvano Winston Rumanitir who from 1 January 2020 until 2 September 2020 respectively were the President Director and the Financial and Strategic Director of the Company.
 - f. Mr. Hery Gunardi who from 1 January 2020 until 19 February 2020 was the Consumer and the Retail Transaction Director of the Company and on 19 February 2020 until 21 October 2020 was the Vice President Director of the Company.
 - g. Mr. Donsuwan Simatupang who from 1 January 2020 until 21 October 2020 was the Institutional Relations Director of the Company.

Follow-up

The Financial Statements and Annual Reports have been submitted to the FSA and the Indonesia Stock Exchange with the following information:

1. Submission of Financial Reports:
The said report is also submitted through the FSA Electronic Reporting System and the Indonesia Stock Exchange.
2. Annual Report Submission:
 - a. Submitted to FSA through Letter No. HBK.CSC/CMA.177/2021 dated 19 February 2021 and the report is copied to the Indonesia Stock Exchange.
 - b. The annual report is also submitted through the OJK Electronic Reporting System and the Indonesia Stock Exchange.

Status: Realized

The Second Meeting Agenda

Determination of utilization of the Company's net profit for the year ended 2020.

The minutes of meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting Result

Agree: 99,0559799% including one share of Dwiwarna Series A Shares

Abstain: 0,0513981%

Disagree: 0,8926220%

Decisions

Therefore:

The meeting with the majority votes, i.e. 38.492.131.173 shares or constituting 99,1073780% of the total votes cast in the Meeting have resolved:

Approving and determine the utilization of Net Income of the Company for the year ended 31 December 2020 amounting to Rp17,119,252,607,385.70 (seventeen trillion one hundred nineteen billion two hundred fifty-two million six hundred seven thousand three hundred eighty-five rupiah and seventy cents) as follows

1. 60 % of the net profits for the year ended 2020 or Rp 10,271,551,564,431.40 (ten trillion two hundred seventy one billion, five hundred fifty one million five hundred sixty four thousand four hundred thirty one 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 60% shares in the amount of Rp6,167,609,511,000.00 (six trillion one hundred sixty seven billion six hundred nine million five hundred eleven thousand rupiah) will be deposited to the State Treasury General Account. Conferring the power 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 Rp 6,847,701,042,954.28 (six trillion eight hundred forty seven billion seven hundred one million forty two thousand nine hundred fifty four rupiah and twenty eight cents) will be determined as the Retained Earnings.

Follow-up

Bank Mandiri has announced the Schedule and Procedure for the Distribution of Cash Dividends for Financial Year 2020 on 17 March 2021 and has paid cash dividends to shareholders on 12 April 2021.

Status: Realized



GENERAL MEETING OF SHAREHOLDERS

The Third Meeting Agenda

Determination of remuneration (salary/honorarium, facilities, allowances, and other benefits) for the year ended 2021 and bonus (tantiem) for the year ended 2020 for the Board of Directors and the Board of Commissioners of the Company.

The minutes of meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting result

Agree: 94,6159105% Including one share of Dwiwarna Series A Shares

Abstain: 0,1097642%

Disagree: 5,2743254%

Decision

Therefore:

The meeting with the majority votes, i.e. 36.790.329.511 shares or constituting 94,7256746% of the total votes cast in the Meeting have resolved:

1. Conferring authority and power to Dwiwarna Series A Shareholders of the Company to specify amount of tantiem for the year ended 31 December 2020, as well as honorarium, allowances, facilities and other benefits for members of Board of Commissioners of the Company for the year ended 31 December 2021.
2. Conferring authority and power to the Board of Commissioners of the Company subject to the prior written approval from the Series A Shareholders to specify the amount of bonus (tantiem) for the year ended 31 December 2020, as well as salary, allowances, facilities and other benefits for the members of the Board of Directors of the Company for the year ended 31 December 2021.

Follow-up

The determination of the salaries of the Board of Directors and the honorarium of the Board of Commissioners, and the provision of allowances, facilities, and/or other benefits for the 2021 financial year, as well as the determination of bonuses for the performance of the Board of Directors and the Board of Commissioners for the financial year ending on December 31, 2020 have been carried out by the Board of Directors. Commissioner with prior approval from the Ministry of SOEs.

Status: Realized

The Fourth Meeting Agenda

Appointment of Public Accounting Firm (KAP) for preparing the audit Consolidated Financial Statements and the Annual Report of the Company on Implementation of Partnership and Environmental Development Program for the year ended 2021.

The minutes of meeting stated there was no question and/or response from shareholders and proxies of shareholder.

Voting Result

Agree: 92,3950924% Including one share of Dwiwarna Series A Share

Abstain: 0,3542451%

Disagree: 7,2506625%

Decision

Therefore:

The meeting with the majority votes, i.e. 36.022.743.592 shares or constituting 92,7493375% of the total votes cast in the Meeting have resolved:

1. Assigning the Public Accountant Firm of Tanudiredja, Wibisana, Rintis and Partners (Pricewaterhouse Coopers International Limited) as the public accountant firm for auditing the Consolidated Financial Statements and the Financial Statements of the Implementation Partnership Program and Environmental Development of the Company for the year ended 31 December 2021.
2. Conferring power to the Board of Commissioners of the Company to specify the amount of honorarium and other requirements for public accountant firm, as well as the appointment of the substitute public accountant firm in case of the public accountant firm of Tanudiredja, Wibisana, Rintis and Partners (Pricewaterhouse Coopers International Limited), due to any reasons, whatsoever, fails in accomplishing the audit of the Consolidated Financial Statements of the Company and the Financial Statements of Implementation of Partnership and Environmental Development Program of the Company for the year ended 31 December 2021.

Follow-up

The appointment of the Public Accounting Firm of Tanudiredja, Wibisana, Rintis and Rekan (PricewaterhouseCoopers International Limited) has been reported to FSA through Letter No. KES/234/2021 dated 22 March 22 2021.

Status: Realized

The Fifth Meeting Agenda

Report on the use of proceeds from Public Offering of the II Self-Registration Bonds of Bank Mandiri Phase I for the year ended 2020.

The minutes of meeting stated that the Fifth Meeting Agenda is reporting, therefore no vote counting results.

The Fifth Meeting Agenda is reporting, therefore there was no question-and-answer session and there were no decisions made.

Decision

No decisions were made

Follow-up

The report on the realization of the use of proceeds from the II Self-Registration Bonds of Bank Mandiri Phase I for the year ended 2020 has been well received.

Status: Realized

GENERAL MEETING OF SHAREHOLDERS

The Sixth Meeting Agenda

Approval on Amendments to Articles of Association of the Company.

The Minutes of Meeting stated that there was no question and/or response from shareholders and shareholder's power of attorney.

Voting Results

Agree: 75,2589700% Including one share of Dwiwarna Series A Share
Abstain: 0,0549906%
Disagree: 24,6860394%

Decision

Therefore:

The meeting with majority votes, i.e. 29.251.049.803 shares or constituting 75,3139606% of the total votes cast in the Meeting have resolved:

1. Approving the amendment to Articles of Association of the Company, i.e. adjustments to Regulation of the Financial Services Authority No. 15/POJK.04/2020 regarding Plan and Implementation of General Meeting of Shareholders of Public Companies, Regulation of the Financial Services Authority No. 16/POJK.04/2020 regarding Implementation of General Meeting of Shareholders of Public Companies Electronically and Regulation of the Financial Services Authority No. 14/POJK.04/2019 regarding Amendments to the Financial Services Authority Regulation Number 32/ POJK.04 / 2015 concerning Increase of Capital for Public Companies by Providing Pre-emptive Rights, as well as other related regulations.
2. Approving to make rearrangement to all provisions in the Articles of Association in connection with amendments as referred to the aforementioned point 1 (one).
3. Conferring power and authority to the Board of Directors with substitution rights to take all necessary actions related to resolutions of the Sixth Meeting Agenda, including arrangement and restatement of the entire Articles of Association of the Company in a Notary Deed and submitting to the competent authorities for obtaining approval and/or receipt notification of amendments to the Articles of Association of the Company, taking all actions as deemed necessary and useful with no exception, including making additions and/or changes to amendments of the Articles of Association of the Company if required so by the competent authority.

Follow-up

Bank Mandiri's Articles of Association have been amended as stated in Deed No. 08 dated 13 April 2021 which has obtained approval from the Minister of Law and Human Rights of the Republic of Indonesia dated 12 May 2021 number AHU-0087821.AH.01.11. 2021 and notification of the amendment to its articles of association has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia in accordance with the letter dated 12 May 2021 number AHU-AH.01.03-0307305.

Status: Realized

The Seventh Meeting Agenda

Confirmation on enforcement of Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-08/MBU/12/2019 dated 12 December 2019 General Guidelines for Implementation of Procurement of Goods and Services for State-Owned Enterprise ("Regulation of the Minister of State-Owned Enterprise No. 08/2019").

The Minutes of Meeting stated that there was no question and/or response from shareholders and shareholder's power of attorney.

Voting Results

Agree: 99,8932661% Including one share of Dwiwarna Series A Share
Abstain: 0,1067298%
Disagree: 0,0000041%

Decision

Therefore:

The meeting with majority votes, i.e. 38.838.813.381 shares or constituting 99,9999959% 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-08/MBU/12/2019 dated 12 December 2019 regarding General Guidelines for Procurement of Goods and Services for State-Owned Enterprise and amendments thereof.

Follow-up

With the approval of the inauguration of the Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia No. PER-08/MBU/12/2019 dated December 12, 2019 concerning General Guidelines for the Implementation of the Procurement of Goods and Services for State-Owned Enterprises, the implementation of the Procurement of Goods and Services refers to the Regulation of the Minister of SOEs.

Status: Realized

The Eighth Meeting Agenda

Confirmation on enforcement of Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-11/MBU/11/2020 dated 12 November 2020 on Management Contracts and Annual Management Contracts for Directors of the State-Owned Enterprises ("Regulation of the Minister of State-Owned Enterprise No. 11/2020").

The Minutes of Meeting stated that there was no question and/or response from shareholders and shareholder's power of attorney.

Voting Results

Agree: 99,8932689% Including one share of Dwiwarna Series A Share
Abstain: 0,1067311%
Disagree: 0%



GENERAL MEETING OF SHAREHOLDERS

The Eighth Meeting Agenda

Decision

Therefore:

The meeting with the majority votes, i.e. 38.838.814.981 shares or constituting 100% of the total votes cast in the Meeting have resolved:

Confirming the enforcement of Regulation of the Minister of State-Owned Enterprise of the Republic of Indonesia No. PER-11/MBU/11/2020 dated 12 November 2020 regarding Management Contracts and Annual Management Contracts for Board of Directors of the State-Owned Enterprises and amendments thereof.

Follow-up

With the approval of the inauguration of the Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia No. PER-11/MBU/11/2020 dated 12 November 2020 regarding Management Contracts and Annual Management Contracts for Directors of State-Owned Enterprises, preparation of Management Contracts and Annual Management Contracts for Directors of State-Owned Enterprises refers to the Regulation of the Minister of SOEs.

Status : Realized

The Ninth Meeting Agenda

Changes in Composition of Management of the Company.

The Minutes of Meeting stated that there was no question and/or response from shareholders and shareholder's power of attorney.

Voting Results

Agree: 73,1985216% Including one share of Dwiwarna Series A Shares

Abstain: 1,7298021%

Disagree: 25,0716763%

Decision

Therefore:

The meeting with the majority votes, i.e. 29.101.273.003 shares or constituting 74,9283237% of the total votes cast in the Meeting have resolved:

1. Conforming honorable dismissal of the following names as the Management of the Company
 - a. Mr. Ardan Adiperdana as Commissioner;
 - b. Mr. Rico Usthavia Frans as Director of Information Technology; Who were appointed respectively pursuant to Resolutions of the Annual General Meeting of Shareholders for the year ended 2015, starting from the closing of the Annual General Meeting of Shareholders with gratitude for contribution of their spirit and thoughts during their tenure as the Management of the Company.
2. Appointing the following names as the Management of the Company:
 - a. Mr. Muhammad Yusuf Ateh as Commissioner;
 - b. Mr. Timothy Utama as Director of Information Technology
3. Tenure of members of the Board of Commissioners and the Board of Directors appointed as referred to at point 2, is 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 General Meeting of Shareholders to dismiss them at any time.
4. On such confirmation on dismissal and appointment of the Management of the Company as referred to at points 1 and 2, therefore the structure of members of the Board of Commissioners and the Board of Directors becomes as follows:

<ol style="list-style-type: none"> a. Board of Commissioners <ul style="list-style-type: none"> • President Commissioner/Independent: M. Chatib Basri • Vice President Commissioner/Independent: Andrinof A. Chaniago • Commissioner: Rionald Silaban • Commissioner: Nawal Nely • Commissioner: Arif Budimanta • Commissioner: Faried Utomo • Commissioner: Muhammad Yusuf Ateh • Independent Commissioner: Boedi Armanto • Independent Commissioner: Mohamad Nasir • Independent Commissioner: Loeke Larasati Agoestina 	<ol style="list-style-type: none"> b. Board of Directors <ul style="list-style-type: none"> • President Director: Darmawan Junaedi • Vice President Director: Alexandra Askandar • Director of Corporate Banking: Susana Indah Kris Indianti • Director of Commercial Banking: Riduan • Director of Treasury and International Banking: Panji Irawan • Director of Network and Retail Banking: Aquarius Rudianto • Director of Operation: Toni E. B. Subari • Director of Compliance and HR: Agus Dwi Handaya • Director of Institutional Relation: Rohan Hafas • Director of Risk Management: Ahmad Siddik Badruddin • Director of Information Technology: Timothy Utama • Direktor of Finance and Strategy: Sigit Prastowo
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5. Members of the Board of Commissioners and the Board of Directors appointed as referred to at point 2 may only perform their duties as members of the Board of Commissioners and members of the Board of Directors after obtaining the prior approval from the Financial Services Authority of the Fit and Proper Test. In the event that the members of the Board of Commissioners and the Board of Directors of the Company are subsequently declared not approved as members of the Board of Commissioners and members of the Board of Directors in the Fit and Proper Test by the OJK, the members of the Board of Commissioners and members of the Board of Directors of the Company will be honorably discharged from the date of the stipulation of the results of OJK Fit and Proper Test.
6. Members of the Board of Commissioners and the Board of Directors appointed as referred to at point 2 who are still holding other positions prohibited by laws and regulations from concurrently serving as members of the Board of Commissioners or members of Board of Directors of State-Owned Enterprises must resign or terminated 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 and Directors 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 the General Meeting of Shareholders in a notarial deed and appear before the Notary or authorized official, and prepping necessary adjustments or corrections as required by the competent authority for the purposes of implementation of contents of the meeting resolutions.

Follow-up

1. Mr. Timothy Utama has obtained FSA approval regarding the fit and proper test as stated in the Decree of the FSA Board of Commissioners No. 46/KDK.03/2021 dated 19 May 2021 and FSA Letter No. SR-148/PB.12/2020 dated 24 May 2021, and the appointment of the person concerned as Director of Information Technology is declared effective as of 24 May 2021 as stated in Bank Mandiri Letter No. KPS/416/2021 on 24 May 2021.
2. Mr. Muhammad Yusuf Ateh has obtained FSA approval for the fit and proper test as stated in the Decree of the FSA Board of Commissioners No. 55/KDK.03/2021 dated 16 August 2021 and FSA Letter No. SR-223/PB.12/2021 dated 17 August 2021, as well as the appointment of the person concerned as Commissioner will be effective as of 18 August 2021 as stated in Bank Mandiri Letter No. KPS/1059/2021 dated 18 August 2021.
3. The Board of Directors of Bank Mandiri has taken all necessary actions related to the decisions of this agenda in accordance with the applicable laws and regulations.

Status: Realized