

Meeting Agenda Extraordinary General Meeting of Shareholders

January 7, 2019
PT Bank Mandiri (Persero) Tbk.

Disclaimer:

** In the event of amendment or addition to Agenda to the Extraordinary General Meeting of Shareholders, the Bank will inform the matter to Shareholders through the Company's website.*

First Agenda

Evaluation/Reports on the Company Report of the 2018 3rd Quarter Performance

Eludication

- In accordance with the article 24 paragraph 3 of Regulation of the Financial Services Authority Number 32/POJK.04/2014 as amended by Regulation of the Financial Services Authority Number 10/POJK.04/2017 concerning Plan and Implementation of a General Meeting of Shareholders of a Public Limited Companies who regulates that at the time of the opening of GMS, GMS chairperson shall be obligated to provide explanation to the Shareholders at least on General condition of the Company in brief, then the implementation of the Company's Extraordinary GMS begins with the evaluation/presentation of the Company's performance in the Third Quarter 2018 to provide an overview of the general condition of the Company to the Shareholders.
- This agenda is only a presentation to the shareholders of the Company that does not require the shareholders' decisions.
- Financial Statements and Company Performance in the third quarter of 2018 can be accessed through the Company's website at the investor relations submenu (<https://bankmandiri.co.id/web/ir>) and has been published through the Bisnis Indonesia, Kontan, Kompas and The Jakarta Post newspapers on 18 October 2018, the Company's web site (<https://bankmandiri.co.id/web/ir/quarterly-financials>) and the Indonesian Stock Exchange website.

Second Agenda

Change of the Company's Management Composition

Elucidation

- **Article 11 paragraph (10) of the Company's Articles of Association:**
The Members of the Board of Directors shall be appointed and dismissed by GMS which attended by Series A Dwiwarna Shareholder and the resolution thereof must be approved by the Series A Dwiwarna Shareholder with due observance of the provisions in this Articles of Association. The members of the Board of Directors shall be appointed by GMS from the candidate nominate by Series A Dwiwarna Shareholder, which nomination shall bind on GMS.
- **Article 14 paragraph (12) of the Company's Articles of Association:**
The Members of the Board of Commissioners shall be appointed and dismissed by GMS, such GMS shall be attended by Series A Dwiwarna Shareholder and the Meeting resolution thereof must be approved by Series A Dwiwarna Shareholder. The members of the Board of Commissioners shall be appointed by GMS from the candidate appointed by Series A Dwiwarna Shareholder, such appointment shall bind GMS.

Company's Management Composition

Information about Company's management compotition can be seen on the Company's website through a link <https://bankmandiri.co.id/web/guest/dewan-komisaris-direksi>

Note:

The meeting agenda are to meet th requirement of Article 15 paragraph (2) In conjunction with paragraph (1) of POJK No. 32/POJK.04/2014 on the Planning and Implementation of the General Meeting of Shareholders of Public Company which basically regulates the obligation of a Public Company for providing Meeting Agenda material from the date of Meeting Invitation to the date of the Meeting with the exception as set out in Article 15 paragraph (7) section b, in the event the Meeting Agenda regarding the appointment of members of the Board of Directors and/or members of the Board of Commissioners, the résumé of the candidates for members of the Board of Directors and/or members of the Board of Commissioners to be appointed must be available at any other time, but no later than the implementation of GMS, as long as provided in the laws and regulations.

Based on the Regulation of the Minister of SOE No. PER-03/MBU/02/2015 on Conditions, Appointment and Discharge Procedures of Directors of State-Owned Enterprises and the Regulation of the Minister of SOE No. PER-02/MBU/02/2015 on Conditions and Procedures for Appointment and Discharge of Members of the Board of Commissioners and the Board of Trustees of State-Owned Enterprises, it is stated that the résumé of the candidates for members of the Board of Directors and/or members of the Board of Commissioners to be appointed in the GMS, must be available and announced at the General Meeting of Shareholders before the decision on the appointment as members of the Board of Directors and/or members of the Board of Commissioners.

Thank You