

**HIGHLIGHT OF
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK MANDIRI (PERSERO) Tbk.
9 DECEMBER 2019**

The Board of Directors of PT Bank Mandiri (Persero) Tbk., (hereinafter referred as the “**Company**”), having its domiciled in South Jakarta, hereby announces that the Company has convened the Extraordinary General Meeting of Shareholders (hereinafter referred as the “**Meeting**”) on:

Day/Date : Monday, 9 December 2019
Time : 14:33to 15:12Western Indonesia Time (WIB)
Venue : Auditorium Plaza Mandiri Lantai 3
Jl. Jend. Gatot Subroto Kav 36-38, Jakarta, 12190

The Meeting was chaired by Mr Hartadi Agus Sarwono as President Commissioner/ Independent Commissioner based on resolution of the Meeting of the Board of Commissioners dated 30 October 2019 and attended by the following members of the Board of Directors and Board of Commissioners:

Board of Commissioners:

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| 1. | President Commissioner/ Independent Commissioner | : Hartadi Agus Sarwono |
| 2. | Independent Commissioner | : Bangun Sarwito Kusmulyono |
| 3. | Independent Commissioner | : Goei Siau Hong |
| 4. | Commissioner | : Ardan Adiperdana |
| 5. | Independent Commissioner | : Makmur Keliat |
| 6. | Commissioner | : R. Widyo Pramono |
| 7. | Commissioner | : Rionald Silaban* |

**) to be effective upon approval from the Financial Services Authority on the Fit & Proper Test.*

Board of Directors:

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| 1. | Vice President Director | : Sulaiman Arif Arianto |
| 2. | Director of Corporate Banking | : Royke Tumilaar |
| 3. | Director of Business and Network | : Hery Gunardi |
| 4. | Director of Risk Management | : Ahmad Siddik Badruddin |
| 5. | Director of Information Technology and Operation | : Rico Usthavia Frans |
| 6. | Director of Treasury and International Banking | : Darmawan Junaidi |
| 7. | Director of Institution Relationship | : Alexandra Askandar |
| 8. | Director of Compliance and Human Resources | : Agus Dwi Handaya |
| 9. | Director of Finance and Strategy | : Panji Irawan |
| 10. | Director of Retail Banking | : Donsuwan Simatupang |
| 11. | Director of Commercial Banking | : Riduan |

and shareholders and/or their proxies/representatives representing 38,946,269,369shares, including the series A Dwiwarna share, or constituting 84.456% of the total shares with valid voting rights that have been issued by the Company up to the date of Meeting, totaling 46,666,666,666 shares which consists of:

- 1 (one) series A Dwiwarna share; and
- 46,666,666,665 (forty six billion six hundred sixty six million six hundred sixty six thousand six hundred sixty five) series B shares;

with regard to the Company's Shareholders Registry dated 14 November 2019 at 16:00 WIB.

Meeting Agenda

The Meeting was convened with the agenda of Change in the Management of the Company.

Question and Answer Session

Opportunities were provided to the shareholders and its proxies/ representatives to raise questions for the Meeting Agenda, but there was no question raised at the time.

Meeting Resolution Mechanism

Meeting resolution was resolved based on an amicable deliberation to reach a mutual consensus. In the event that the resolution based on the amicable deliberation failed to be reached, the resolution was resolved by way of closed voting. The voting is performed by vote cards and electronic counting. Shareholders who were abstain (cast no vote) are considered to cast the same votes as the majority of shareholders who voted.

Independent Party

1. Notary
Notary Utiek R. Abdurachman SH., MLI., MKn., as an independent party who recorded the Meeting and compiled minutes of the Meeting.
2. Securities Administration Bureau
PT Datindo Entrycom, as an independent party that performed calculations and/ or validated the votes.

Meeting Resolution

The Meeting and the Resolution for the Meeting Agenda are set forth in deed of "Minutes of the Extraordinary General Meeting of Shareholders of PERUSAHAAN PERSEROAN (PERSERO) of PT BANK MANDIRI Tbk" dated 9 December 2019 number 5, made by Notary Utiek R. Abdurachman SH., MLI., MKn., with the following summary:

NON-AFFIRMATIVE	ABSTAIN	AFFIRMATIVE (including one series A Dwiwarna share)
20.084%	2.159%	77.756%

Therefore:

"Meeting by a majority vote, which is 31,124,131,758 shares or constitute of 79.916% of the total votes cast at the Meeting decided:

1. Affirming the cordial dismissal of the following names as the Management of the Company:
 - 1) Kartika Wirjoatmodjo as President Director of the Company, appointed based on the resolution of the General Meeting of Shareholders of the Financial Year of 2014, to be effective on 25 October 2019;
 - 2) Imam Apriyanto Putro as Vice President Commissioner of the Company, appointed based on the resolution of the General Meeting of Shareholders of the Financial Year of 2014, to be effective on 18 November 2019;with gratitude for their contribution during the term of office as members of the management team for the Company.
2. Dismiss the following names as members of the Board of Commissioners of the Company:
 - 1) Hartadi Agus Sarwono as President Commissioner;
 - 2) Bangun Sarwito Kusmulyono as Independent Commissioner;
 - 3) Goei Siauw Hong as Independent Commissioner;

who were appointed based on the resolution of the General Meeting of Shareholders of the Financial Year of 2017, 2014, and 2014, respectively, with gratitude for the contribution during their tenure as members of the Board of Commissioners of the Company.

3. Change the nomenclature of position for the following members of the Board of Directors of the Company:

No.	From	To
1.	Director of Retail Banking	Director of Consumer and Retail Transaction
2.	Director of Treasury and International Banking	Director of Treasury, International Banking & Special Asset Management
3.	Director of Information Technology and Operation	Director of Information Technology
4.	-	Director of Operation
5.	Director of Business and Network	-

4. Transfer the following positions in the members of the Board of Directors of the Company:

No.	Name	From	To
1.	Royke Tumilaar	Director of Corporate Banking	President Director
2.	Alexandra Askandar	Director of Institution Relationship	Director of Corporate Banking
3.	Donsuwan Simatupang	Director of Retail Banking	Director of Institution Relationship
4.	Panji Irawan	Director of Finance and Strategy	Director of Operation
5.	Hery Gunardi	Director of Business and Network	Director of Consumer and Retail Transaction
6.	Darmawan Junaidi	Director of Treasury and International Banking	Director of Treasury, International Banking, and Special Asset Management
7.	Rico Usthavia Frans	Director of Information Technology and Operation	Director of Information Technology

who were appointed based on the resolution of the General Meeting of Shareholders of the Financial Year of 2015, 2017, 2017, 2017, 2017, 2017, and 2015, respectively, with a term of office continuing the remaining term of office of each Director, in accordance with the resolutions of the respective General Meeting of Shareholders.

5. Appoint the following names as members of the Management team for the Company:
- 1) Kartika Wirjoatmodjo as President Commissioner
 - 2) Muhamad Chatib Basri as Vice President Commissioner/Independent Commissioner
 - 3) Mohamad Nasir as Independent Commissioner
 - 4) Robertus Bilitea as Independent Commissioner
 - 5) Silvano Winston Rumantir as Director of Finance and Strategy
6. The term of office of the appointed members of the Board of Commissioners and the Board of Directors as set out in paragraph 5 is to the adjournment of the fifth Annual General Meeting of Shareholders after the appointment, which is the Annual General Meeting of Shareholders to be held in 2024, by observing the laws and regulations in the Capital the Capital Market and

without prejudice to the right of General Meeting of Shareholders to dismiss the member at any time.

7. With the dismissal affirmation, dismissal, change in position nomenclature, position transfer and appointment of the members of the Management of the Company as set out in paragraph 1, 2, 3, 4 and 5, the composition of the Board of Directors and Board of Commissioners of the Company is as follows:

a. Board of Directors

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|---|----------------------------|
| 1) President Director | : Royke Tumilaar |
| 2) Vice President Director | : Sulaiman A. Arianto |
| 3) Director of Corporate Banking | : Alexandra Askandar |
| 4) Director of Commercial Banking | : Riduan |
| 5) Director of Treasury, International Banking,
and Special Asset Management | : Darmawan Junaidi |
| 6) Director of Consumer and Retail Transaction | : Hery Gunardi |
| 7) Director of Operation | : Panji Irawan |
| 8) Director of Compliance and Human Resources | : Agus Dwi Handaya |
| 9) Director of Institution Relationship | : Donsuwan Simatupang |
| 8) Director of Risk Management | : Ahmad Siddik Badruddin |
| 9) Director of Information Technology | : Rico Usthavia Frans |
| 10) Director of Finance and Strategy | : Silvano Winston Rumantir |

b. Board of Commissioners

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|---|------------------------|
| 1) President Commissioner | : Kartika Wirjoatmodjo |
| 2) Vice President Commissioner/Independent Commissioner | : Muhamad Chatib Basri |
| 3) Commissioner | : Ardan Adiperdana |
| 4) Commissioner | : R. Widyo Pramono |
| 5) Commissioner | : Rionald Silaban |
| 6) Independent Commissioner | : Makmur Keliat |
| 7) Independent Commissioner | : Mohamad Nasir |
| 8) Independent Commissioner | : Robertus Bilitea |

8. The appointed members of the Board of Directors and Board of Commissioners as set out in paragraph 5 could only performed their duties as members of the Board of Directors and Board of Commissioners upon approval from the Financial Services Authority.
9. The appointed members of the Board of Directors as set out in paragraph 5 who is still serving in other position which is prohibited by the legislation to be held in concurrent position of members of the Board of Directors and Board of Commissioners of State-Owned Enterprise, shall resigned or dismissed from the position.
10. Grant power with substitution rights to the Board of Directors of the Company to declare the resolution of the General Meeting of Shareholders in the form of a notarial deed and appear before the notary or authorized official, and make necessary adjustments or amendments if required by the competent authorities for the implementation of the resolution of the meeting.

Jakarta, 10 December 2019
PT Bank Mandiri (Persero) Tbk.
BOARD OF DIRECTORS