

BUMN
Hadir untuk negeri


mandiri

Meeting agenda of

Annual General Meeting of Shareholders

February 19, 2020

PT Bank Mandiri (Persero) Tbk.

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APPROVAL OF THE COMPANY'S ANNUAL REPORT AND VALIDATION OF THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2019 AND APPROVAL OF THE BOARD OF COMMISSIONERS' SUPERVISORY ACTIONS REPORT OF 2019 AND VALIDATION OF THE FINANCIAL STATEMENTS OF PARTNERSHIP AND COMMUNITY DEVELOPMENT PROGRAM OF 2019, INCLUDING THE GRANTING OF FULL RELEASE AND DISCHARGE (VOLLEDIG ACQUIT ET DE CHARGE) TO THE BOARD OF DIRECTORS FOR MANAGEMENT ACTIONS AND TO THE BOARD OF COMMISSIONERS FOR SUPERVISORY ACTIONS CARRIED OUT FOR THE FINANCIAL YEAR 2019



Company's Articles of Association



Company Law



SOE's Law



Minister of SOE Regulation regarding PKBL

Legal Basis

- Article 21 jo. Article (18) Company's Article of Association;
- Article 66, Article 67, Article 68, Article 69 and Article 78 of Law No. 40 of 2007 on Limited Liability Company ("Company Law");
- Article 23 paragraph (1) Law No. 19 of 2003 on State-Owned Enterprises ("SOE")
- Article 17 and Article 18 Paragraph (2) Minister of State-Owned Enterprises Regulation No. PER-07/MBU/05/2015 as lastly amended with Minister of SOE Regulation No. PER-02/MBU/07/2017 regarding Partnership Program and Community Development Program of State-Owned Enterprises ("PKBL Regulation"), which regulate that the Annual Report of Partnership and Community Development Program must be ratified by the GMS; and



Elucidation

The Meeting will be presented and requested approval from the Shareholders for:

- The Company's Annual Report for the financial year 2019 includes reports on the supervisory duties of the Board of Commissioners for the financial year 2019 and the Company's financial statements for the financial year 2019 audited by the Public Accountant Firm Purwantono, Sungkoro & Surja, Ernst & Young Global Limited member firm with fair opinion, in all material respects, as stated in its report No. 00018/2.1032/AU.1/07/0685-2/1/1/2020 dated January 23, 2020.
- Annual Report on the Implementation of the Partnership and Community Development Program for the financial year 2019 which has been audited by the Public Accountant Firm Purwantono, Sungkoro & Surja, a member of Ernst & Young Global Limited with fair opinion, in all material respects, as stated in its report No. 00076/2.1032/AU.2/10/0685-2/1/1/2020 dated February 14, 2020.
- The reports above are available on Company's website and IDX website.

THE APPROVAL OF THE USE OF THE NET PROFITS OF THE COMPANY'S FOR THE FINANCIAL YEAR 2019



Company's Articles of Association



Company Law

Legal Basis

- Article 21 and Article 26 of the Company's Articles of Association
- Article 70 and Article 71 Company Law

Elucidation

The Company's Consolidated Net Income for the financial year 2018 amounting to Rp25,015,020,898,825 will be allocated for Dividend payment to government shareholder and public shareholder.

THE DETERMINATION OF THE REMUNERATION (SALARY, FACILITY, ALLOWANCE AND OTHER BENEFITS) FOR THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY FOR THE YEAR 2020 AS WELL AS TANTIEM FOR THE YEAR 2019



Company's Articles of Association



Company Law



Minister of SOE Regulation No. PER-04/MBU/2014



FSA Regulation No. 45/POJK.03/2015

Legal Basis

- Article 11 Paragraph (19) and Article 14 Paragraph (30) Company's Articles of Association
- Article 96 and Article 113 of Company Law
- Minister of SOE Regulation No. PER-04/MBU/2014 as lastly amended with Minister of SOE Regulation No. 01/MBU/05/2019 on the Guidelines for the Remuneration of Board of Directors, Board of Commissioners, and Supervisory Board in State Owned Enterprises
- Financial Services Authority Regulations No. 45/POJK.03/2015 regarding Implementation of Governance in Remuneration for Commercial Banks.

Elucidation

Determination of remuneration and bonuses including the amount, method and mechanism will be delegated to the Board of Commissioners, with prior approval of the Series A Dwiwarna Shareholder.

THE APPOINTMENT OF PUBLIC ACCOUNTANT FIRM TO PERFORM AUDIT ON THE COMPANY'S FINANCIAL STATEMENTS AND THE FINANCIAL STATEMENTS OF PARTNERSHIP PROGRAM AND COMMUNITY DEVELOPMENT PROGRAM FOR FINANCIAL YEAR 2020



Company's Articles of Association



FSA Regulation No. 32/POJK.04/2014



FSA Regulation No.13/POJK.03/2017

Legal Basis

- Article 21 paragraph (1) and (2) of the Company's Articles of Association
- Article 36A paragraph (1) FSA Regulation No. 32/POJK.04/2014 as amended with FSA Regulation No. 10/POJK.04/2017 regarding The Planning and Holding General Meetings of Shareholders of Public Companies,
- Article 13 paragraph (1) FSA Regulation No.13/POJK.03/2017 regarding Use of Public Accountant Services and Public Accountant Offices in Financial Services Activities.

Elucidation

Determination of the Public Accountant Firm – Purwantono, Sungkoro & Surja to audit the Company's Consolidated Financial Statements and the Annual Report on the Implementation of the Partnership and Community Development Program for the Fiscal Year which will end on 31 December 2020



CHANGE IN THE MANAGEMENT COMPOSITION OF THE COMPANY



Company's Articles of Association



Company Law



FSA Regulation No. 33 / POJK.04 / 2014



Minister of SOE Regulation No. PE-02 / MBU / 02/2015
Minister of SOE Regulation No. PE-03 / MBU / 02/2015

Legal Basis

- Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association
- Article 94 paragraph (1), Article 92 paragraph (5) & paragraph (6), and Article 111 paragraph (1) of the Company Law
- FSA Regulation No. 33 / POJK.04 / 2014 concerning Directors and Board of Commissioners of Issuers or Public Companies
- Minister of SOE Regulation No. PE-02 / MBU / 02/2015 concerning Requirements, Procedures for Appointment and Dismissal of Members of the Board of Commissioners and BUMN Supervisory Board
- Minister of SOE Regulation No. PE-03 / MBU / 02/2015 concerning Requirements, Procedures for Appointment and Dismissal of Members of the BUMN Directors



Elucidation

- There are the members of the management of the Company whose term of office will expire for 1 (one) period at the close of the 2020 Annual GMS, namely the Deputy President Director of the Company - Mr. Sulaiman A. Arianto and the Director of Risk Management of the Company - Mr. Ahmad Siddik Badruddin.
- the members of the BoD 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 BoD shall be appointed by GMS from the candidate nominate by Series A Dwiwarna Shareholder, which nomination shall bind on GMS.
- the members of the BoC 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 BoC shall be appointed by GMS from the candidate appointed by Series A Dwiwarna Shareholder, such appointment shall bind GMS.
- Information about Company's management composition can be accessed 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

PT Bank Mandiri (Persero) Tbk.