

# INVITATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT BANK MANDIRI (PERSERO) Tbk.

No. BSJ.CSC/002/P/1/2020

The Board of Directors of PT Bank Mandiri (Persero) Tbk. (hereinafter referred to as the "Company"), having its domicile in Jakarta, hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (hereinafter referred to as the "Meeting"), which will be held on:

Day/Date : Wednesday/February 19, 2020  
Time : 14.00 Western Indonesian Time (WIB) - finish  
Venue : Plaza Mandiri Auditorium, 3rd floor Plaza Mandiri, Jl. Jend. Gatot Subroto Kav 36-38, Jakarta 12190

## Agendas:

1. 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.

The underlying rationales of the proposed meeting agenda are:

- (i) 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"); and Article 23 paragraph (1) Law No. 19 of 2003 on State-Owned Enterprises ("SOE"), which regulate that the Annual Report and the Board of Commissioners' Supervisory Actions Report must be approved by a General Meeting of Shareholders ("GMS") and the Consolidated Financial Statements must be ratified by the GMS;
  - (ii) Article 17 and Article 18 Paragraph (2) Minister of SOE 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
2. The approval of the use of the Net Profits of the Company's for the financial year 2019.

Based on (i) Article 21 jo. Article 26 of the Company's Articles of Association and (ii) Article 70 and Article 71 of Company Law, the use of the Company's net profit is decided in the Meeting.

3. 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 *tantien* for the year 2019.

Based on (i) Article 11 Paragraph (19) and Article 14 Paragraph (30) Company's Articles of Association, (ii) Article 96 and Article 113 of Company Law, and (iii) Minister of SOE Regulation No. PER-04/MBU/2014 as lastly amended with Minister of SOE Regulation PER-01/MBU/05/2019 on the Guidelines for the Remuneration of Board of Directors, Board of Commissioners, and Supervisory Board in State Owned Enterprises, the income of the Board of Directors and Board of Commissioners shall be determined by a GMS.

4. 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.

Based on the provisions of (i) Article 21 paragraph (1) and (2) of the Company's Articles of Association, (ii) 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 and (iii) 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, a public accountant is appointed in the Annual GMS to audit the Company's current books based on the proposal of the Board of Commissioners.

5. The Change in the Company's Management Composition.

Pursuant to 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 should be appointed and terminated by a GMS in which the holder of Seri A Dwiwarna shares should be present and approve the decision.

## Notes:

1. The Company will not send a separate invitation to the Shareholders therefore this invitation shall be treated as an official invitation as this announcement constitutes an official invitation in accordance with the provision stipulated in Article 23 paragraph 7 letter (a) of the Company's Articles of Association.
2. The Shareholders who are entitled to attend or represented at the Meeting, whose names are recorded in the Shareholders Register of the Company or the holders of collective deposit account of PT Kustodian Sentral Efek Indonesia on Monday, January 27, 2020 at 16.00 Western Indonesian Time (WIB).
3. The Shareholders or their proxy are required to submit copy of their Identity Cards (Kartu Tanda Penduduk) or other forms of valid identification before entering the Meeting venue. Shareholders which are legal entities are required to submit copy (or copies) of their latest articles of association, and documents evidencing their latest compositions of the management of the company (Board of Directors and Board of Commissioners). Shareholders of the Company whose shares has been included in the collective depository of PT Kustodian Sentral Efek Indonesia (KSEI), are required to submit written confirmations (KTUR or Konfirmasi Tertulis Untuk Rapat) to attend the meeting, which can be obtained from the Company's share registrar office as mentioned in point 5 below or the custodian bank where the Shareholders opened their accounts during office hours.
4. Any Shareholder unable to attend the Meeting may be represented by their proxy, provided that none of the members of the Board of Directors or the Board of Commissioners, or the employees of the Company may act as the proxy of the Shareholder at this Meeting.
5. Forms of power of attorney are available during office hours at the Company's share registrar office and the completed power of attorney form must be submitted to the Company, through the Company's share registrar office, PT Datindo Entrycom, Puri Datindo Wisma Diners Club Annex Jl. Hayam Wuruk No. 28, Jakarta 10120, by February 12, 2020 at the latest.
6. All materials to be discussed in the Meeting are available on the Company's website ([www.bankmandiri.co.id](http://www.bankmandiri.co.id)) and they can be also obtained if so requested in writing by the Shareholders at the Head Office of the Company, PT Bank Mandiri (Persero) Tbk., Plaza Mandiri, 3rd Floor, Jl. Jenderal Gatot Subroto Kav. 36-38, Jakarta 12190, Phone (021) 5291 3321, during office hours, except for materials related to the agenda on the changes of the Company's management, which will be available just before the time of the Meeting, at the latest.
7. In order to ensure the orderliness of the Meeting, the Shareholders of the Company or their certified proxies are required to be present on the venue of the Meeting no later than thirty (30) minutes before the commencement of the Meeting.

Jakarta, January 28, 2020  
PT BANK MANDIRI (PERSERO) Tbk.  
BOARD OF DIRECTORS

