



Meeting Agenda Materials

Annual General Meeting of Shareholders

25 March 2025

PT Bank Mandiri (Persero) Tbk.

APPROVAL OF THE ANNUAL REPORT AND RATIFICATION OF THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS, APPROVAL OF THE BOARD OF COMMISSIONERS OVERSIGHT REPORT AND RATIFICATION OF THE FINANCIAL STATEMENTS OF THE MICRO AND SMALL BUSINESS FUNDING PROGRAM ("PUMK") FOR THE FISCAL YEAR 2024, AS WELL AS GRANTING FULL RELEASE AND DISCHARGE (VOLLEDIG ACQUIT ET DE CHARGE) TO THE BOARD OF DIRECTORS FOR THE MANAGEMENT OF THE COMPANY AND THE BOARD OF COMMISSIONERS FOR THE SUPERVISION OF THE COMPANY THAT HAS BEEN CARRIED OUT DURING THE FISCAL YEAR 2024.



Company Law



State-Owned Enterprises Law ("SOE Law")



SOE Regulation 01 ("SOE Reg. 01")



Articles of Association

Legal basis

- Article 69 of Law No. 40 of 2007 on Limited Liability Companies ("PT Law") as amended by Government Regulation in lieu of Law No. 2 of 2022 on Job Creation as stipulated into law by Law No. 6 of 2023 on the Stipulation of Government Regulation in lieu of Law No. 2 of 2022 on Job Creation into Law ("**Job Creation Law**").
- Article 15H of Law No. 19 of 2003 on State-Owned Enterprises as amended by Law No. 1 of 2025 on the Third Amendment to Law No. 19 of 2003 on State-Owned Enterprises ("**SOE Law**").
- Article 33 paragraph (3) of Regulation of the Minister of SOEs Number PER-1/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs of State-Owned Enterprises ("**SOE Reg. 01**").

Based on the aforementioned provisions, the Company's Annual Report and the Board of Commissioners' Supervisory Report must be approved by the Company's General Meeting of Shareholders ("**GMS**") and the Company's Consolidated Financial Statements and the Financial Statements of the Micro and Small Business Funding Program (PUMK) must be approved by the GMS.



Elucidation

In the GMS, the Shareholders will be presented and asked for approval / ratification:

- The Company's Annual Report for the financial year ended December 31, 2024, including the report of the supervisory duties of the Company's Board of Commissioners for the financial year ended December 31, 2024 and the Company's Consolidated Financial Statements for the financial year ended December 31, 2024, which have been audited by the Public Accounting Firm Rintis, Jumadi, Rianto & Rekan (a member firm of the PricewaterhouseCoopers Global network) with a fair opinion, in all material respects, as stated in its report No. 0031/2.1457/AU.1 dated February 5, 2025. /07/0229-04/1/11/2025 dated February 5, 2025.
- Financial Statements of the Micro and Small Business Funding Program (PUMK) audited by the Public Accounting Firm Rintis, Jumadi, Rianto & Rekan (a member firm of the PricewaterhouseCoopers Global network) in accordance with its report No. 00025/2.1457/AU.2/07/0229-4/1/11/2025 dated February 5, 2025, with a fair opinion in all material respects.
- Approval and/or ratification from the Shareholders on this agenda also provides full release and discharge (volledig acquit et de charge) to the Board of Directors and Board of Commissioners of the Company, for the management and supervision actions that have been carried out during the financial year 2024.
- The Company's Annual Report which includes the Company's Consolidated Annual Financial Statements, and the Board of Commissioners Supervisory Report can be accessed on the Company's website through <https://bankmandiri.co.id/web/ir> or the website of the Indonesia Stock Exchange.

APPROVAL OF THE USE OF THE COMPANY'S NET PROFIT FOR THE FINANCIAL YEAR 2024



Company Law



Article of Association

Legal Basis

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

These provisions stipulate that the use of the Company's net profit is decided in the GMS.

Elucidation

- The Company's Consolidated Net Income for the financial year ended December 31, 2024 in the amount of Rp55,782,741,933,254,- will be allocated, among others, as dividends to be distributed to Shareholders and the remainder will be determined as retained earnings of the Company.
- For further information on the Company's Consolidated Net Income for the financial year 2024, please refer to the Company's Consolidated Financial Statements for the Financial Year 2024, as available on the Company's website.

DETERMINATION OF SALARY/HONORARIUM ALONG WITH FACILITIES AND ALLOWANCES FOR THE FINANCIAL YEAR 2025, AS WELL AS TANTIEM/PERFORMANCE INCENTIVE/SPECIAL INCENTIVE FOR THE PERFORMANCE OF THE FINANCIAL YEAR 2024 AND/OR LONG-TERM INCENTIVE FOR THE PERIOD 2025-2027, FOR THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY.



Company Law



SOE Minister Regulation No. PER-3/MBU/03/2023



Articles of Association

Legal Basis

- Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's Articles of Association.
- Article 96 and Article 113 of the Company Law.
- Article 76 of the Regulation of the Minister of SOEs No. PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises (“**SOE Reg. 3**”).

The provision stipulates that the amount of salary, honorarium, and allowances for the Board of Directors and Board of Commissioners of the Company shall be determined by the GMS.

Elucidation

In accordance with the provisions of Article 96 paragraph (1) of the Company Law, the determination of remuneration and tantiem for the Board of Directors, including the amount, method and mechanism, shall be determined by the GMS. Furthermore, based on the provisions of Article 96 paragraph (2) of the Company Law and Article 11 paragraph (19) of the Company's Articles of Association, the GMS may delegate such authority to the Board of Commissioners, with the approval of the Series A Dwiwarna shareholders. Thus, the determination of remuneration and tantiem for the Board of Directors of the Company including the amount, method and mechanism will be delegated to the Board of Commissioners, with prior approval from the Series A Dwiwarna Shareholders.

DETERMINATION OF PUBLIC ACCOUNTANT AND/OR PUBLIC ACCOUNTING FIRM TO AUDIT THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENTS OF THE PUMK PROGRAM FOR THE FISCAL YEAR 2025



FSA Regulation No. 9 of 2023



**FSA Regulation
No. 15/POJK.04/2020 ("FSA GMS")**



Articles of Association

Legal Basis

- Article 21 paragraph (1) and (2) of the Company's Articles of Association.
- Article 59 of FSA Regulation No. 15/POJK.04/2020 regarding the Plan and Implementation of General Meeting of Shareholders of Public Companies.
- Article 3 paragraph (1) of FSA Regulation No. 9 of 2023 concerning the Use of Public Accountant and Public Accounting Firm Services in Financial Services Activities.
- Article 33 paragraph (3) SOE Reg. 1.

The provision stipulates that in the Annual GMS, a Public Accountant and/or Public Accounting Firm is determined to audit the Company's ongoing books based on a proposal from the Board of Commissioners.

Elucidation

Determination of the Public Accountant and/or Public Accounting Firm that will audit the Company's Consolidated Financial Statements and Financial Statements of the Micro and Small Business Funding Program (PUMK) for the Financial Year ending on 31 December 2025. The proposed Public Accounting Firm is Purwantono, Sungkoro & Surja Public Accounting Firm.

APPROVAL OF THE UPDATE OF THE COMPANY'S RECOVERY PLAN



FSA Regulation No. 5 of 2024

Legal Basis

Article 43 paragraphs (2) and (3) of FSA Reg. No. 5/2024 concerning Determination of Supervisory Status and Handling of Commercial Bank Problems (“**FSA 5/2024**”).

Elucidation

- Based on the provisions of Article 43 paragraph (2) FSA Reg. 5/2024, the update of the Recovery Action Plan which contains changes, among others, the trigger level and/or the fulfillment of the adequacy and eligibility of deposits and/or debt instruments or investments that have the characteristics of the capital owned by the bank, must obtain a recovery option must obtain shareholder approval in the GMS.
- Article 43 paragraph (3) FSA 5/2024 also regulates that in the event that the update of the Recovery Action Plan referred to in the submission to the Financial Services Authority (“**FSA**”) has not obtained approval at the GMS, the Bank must request approval of the Recovery Action Plan at the next GMS.
- In the 2024 Recovery Plan Update, Bank Mandiri adjusted the trigger level (the level at which recovery options begin to be implemented) for the Capital indicators (CAR & CET 1). The trigger level is set in the form of a formula, with the aim that the capital trigger level can adjust to conditions in normal and crisis times, but certainly remains within the provisions of the regulator.
- The Bank has also refined the recovery options in the 2024 Recovery Plan update on the new provisions stipulated in FSA Reg. 5/2024.

APPROVAL OF THE AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION



Articles of Association



FSA GMS

Legal Basis

Pursuant to Article 25 paragraph (5) and Article 28 of the Company's Articles of Association.

Elucidation

- Pursuant to Article 16 paragraph (2) FSA GMS, 1 (one) or more Shareholders representing 1/20 (one twentieth) or more of the total number of shares with voting rights may propose the agenda of the Meeting.
- Seri A Dwiwarna Shareholders are entitled to propose the agenda of the Meeting in accordance with Article 5 paragraph (4) letter c point 3) of the Company's Articles of Association.

APPROVAL OF THE COMPANY'S SHARE BUYBACK PLAN AND THE TRANSFER OF BUYBACK SHARES HELD AS TREASURY STOCK



FSA Regulation No. 29 of 2023

Legal Basis

FSA Regulation No. 29 of 2023 on Buyback of Shares Issued by Public Companies (FSA Reg. No. 29/2023)

Elucidation

- Based on Article 2 paragraph (3) of FSA Reg No. 29 of 2023 regarding the Buyback of Shares Issued by Public Companies, the buyback of the Company's shares must first obtain the approval of the GMS.
- Based on Article 21 in conjunction with Article 22 (1) of the FSA, the transfer of shares resulting from the buyback conducted through the implementation of the Share Ownership Program by employees and/or directors and commissioners must obtain GMS approval.

CHANGES IN THE COMPOSITION OF THE COMPANY'S BOARD OF MANAGEMENT



Articles of Association

Legal Basis

Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association,

Elucidation

- Based on these provisions above, members of the Board of Directors and the Board of Commissioners are appointed and dismissed by the GMS, which must be attended and approved by Seri A Dwiwarna Shareholders.
- There are 7 (seven) members of the Company's Board of Commissioners and Directors who have completed 1 (one) term at the closing of the Annual GMS for the Financial Year 2024, namely:
 - Commissioner – Arif Budimanta
 - Independent Commissioner – Faried Utomo
 - Independent Commissioner – Loeke Larasati A.
 - Director of Network and Retail Banking – Aquaris Rudianto
 - Director of Operations – Toni E. B. Subari
 - Director of Institutional Relations – Rohan Hafas
 - Director of Finance and Strategy – Sigit Prastowo



Elucidation

Incumbent Board of Management of the Company:

Title	Name
President Commissioner/Independent	M. Chatib Basri
Vice President Commissioner /Independent	Zainudin Amali
Commissioner	Rionald Silaban
Commissioner	Arief Budimanta
Commissioner	Faried Utomo
Independen Commissioner	Loeke Larasati Agoestina
Commissioner	M. Yusuf Ateh
Independen Commissioner	Muliadi Rahardja
Independen Commissioner	Heru Kristiyana
Commissioner	Tedi Bharata

Title	Name
President Director	Darmawan Junaidi
Vice President Director	Alexandra Askandar
Director of Compliance and Human Capital	Agus Dwi Handaya
Director of Corporate Banking	Riduan
Director of Network and Retail Banking	Aquarius Rudianto
Director of Operations	Toni E. B. Subari
Director of Institutional Relations	Rohan Hafas
Director of Finance and Strategy	Sigit Prastowo
Director of Information Technology	Timothy Utama
Director of Treasury and International Banking	Eka Fitria
Director of Risk Management	Danis Subyantoro
Director of Commercial Banking	Totok Priyambodo

Further information regarding the Company’s board of management structure of the Company can be accessed in the Company's website on the following link address : <https://bankmandiri.co.id/web/guest/dewan-komisaris-direksi> and also Annual Reports of the Company.



PT Bank Mandiri (Persero) Tbk.