

Meeting agenda of

Annual General Meeting of Shareholders

March 15, 2021

PT Bank Mandiri (Persero) Tbk.

Disclaimer:

The Company can make changes or add materials to the agenda of this AGMS through the Company's website without the need to provide an explanation



APPROVAL OF THE COMPANY'S ANNUAL REPORT AND VALIDATION OF THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS, APPROVAL OF THE BOARD OF COMMISSIONERS' SUPERVISORY ACTIONS REPORT AND VALIDATION OF THE ANNUAL REPORT OF PARTNERSHIP AND COMMUNITY DEVELOPMENT PROGRAM FOR THE FINANCIAL YEAR END ON 31 DECEMBER 2020, 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 2020.



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 PER-02/MBU/04/2020 regarding Partnership Program and Community Development Program of State-Owned Enterprises, which regulate that the Annual Report of Partnership and Community Development Program must be ratified by the GMS.



Elucidation

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

- The Company's Annual Report for the financial year 2020 includes reports on the supervisory duties of the Board of Commissioners for the financial year 2020 and the Company's financial statements for the financial year 2020 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. 00021/2.1032/AU.1/07/0685-3/1/1/2021 dated January 21, 2021.
- Annual Report on the Implementation of the Partnership and Community Development Program for the financial year 2020 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. 00039/2.1032/AU.2/10/0685-3/1/1/2021 dated January 29, 2021.
- The reports above are available on Company's website and IDX website.

DETERMINATION FOR APPROPRIATION OF THE NET PROFITS OF THE COMPANY FOR THE FINANCIAL YEAR OF 2020.



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 2020 amounting to IDR 17.119.252.607.385,70 will be allocated for Dividend payment to government shareholder and public shareholder.

THE DETERMINATION OF THE REMUNERATION (SALARY/HONORARIUM, FACILITY, ALLOWANCE AND OTHER BENEFITS) FOR THE FINANCIAL YEAR OF 2021 AND TANTIEM FOR THE FINANCIAL YEAR OF 2020 FOR THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY.



Company's Articles of Association



Company Law



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



POJK 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. PER-12/MBU/11/2020 on the Guidelines for the Remuneration of Board of Directors, Board of Commissioners, and Supervisory Board in State Owned Enterprises.
- Financial Services Authority Regulations ("POJK") 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 CONSOLIDATED FINANCIAL STATEMENTS AND THE ANNUAL REPORT OF THE IMPLEMENTATION OF PARTNERSHIP PROGRAM AND COMMUNITY DEVELOPMENT PROGRAM FOR THE FINANCIAL YEAR OF 2021.



Company's Articles of Association



FSA Regulation No. 15/POJK.04/2020



POJK No.13/POJK.03/2017

Legal Basis

- Article 21 paragraph (1) and (2) of the Company's Articles of Association.
- Article 59 POJK No. 15/POJK.04/2020 regarding The Planning and Holding General Meetings of Shareholders of Public Companies.
- Article 13 paragraph (1) POJK 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 - Tanudiredja, Wibisana, Rintis dan Rekan (PricewaterhouseCoopers International Limited) 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 2021.



REPORT OF THE REALIZATION OF THE USE OF PROCEEDS FROM CONTINUING PUBLIC OFFERING OF BONDS II BANK MANDIRI PHASE I YEAR 2020.



POJK No. 30/POJK.04/2015

Legal Basis

According to the Article 6 and 7 of POJK No. 30/POJK.04/2015 on the Realization Reports on Use of Proceeds of Public Offerings, the Company shall be accountable for the realization of the use of proceeds from the public offering in an annual GMS.

Elucidation

- In 2020, Bank Mandiri has issued Bonds through a Continuing Public Offering II Phase I 2020 amounting to IDR 1 trillion, which is part of a total PUB of IDR 20 trillion.
- The Continuing Public Offering proceeds of IDR 1 trillion were used by the Company for credit expansion.

APPROVAL ON THE AMENDMENTS OF THE COMPANY'S ARTICLES OF ASSOCIATION.



Company's Articles of Association



Company Law



POJK No. 15/POJK.04/2020

Legal Basis

- Article 5 paragraph (4) letter c number 1) point a) and Article 28 paragraph (2) of the Company's Articles of Association.
- Article 19 of the Company Law.
- Article 57 and Article 63 of POJK No. 15/POJK.04/2020 regarding The Planning and Holding General Meetings of Shareholders of Public Companies.

Elucidation

- As regulated in POJK No. 15/POJK.04/2020 regarding The Planning and Holding General Meetings of Shareholders of Public Companies, Public Company is obliged to determine its amendment of the Articles of Association within 18 (eighteen) months upon the enforcement of the policy.
- Adjustments to POJK No. 15/POJK.04/2020 regarding The Planning and Holding General Meetings of Shareholders of Public Companies including POJK No. 16/2020 concerning the Implementation of the General Meeting of Shareholders of Public Companies Electronically include Article 4, Article 20, Article 21, Article 22, Article 23, Article 24 and Article 25 of Company's Articles of Association, are as follow:
 - Request for holding GMS by the Board of Commissioners
 - Attendance quorum and GMS resolution quorum attended by Independent Shareholders
 - Minutes of GMS and GMS Summary of Minutes
 - Media of GMS announcement, invitation, and summary of minutes
 - Electronic authorization
 - Mechanism of registration, appointment, and revocation of power as well as giving and changing votes.
- In this case, changes to Articles of Association of the Company must obtain GMS approval.



AFFIRMATION ON THE IMPLEMENTATION OF REGULATION OF THE MINISTER OF SOE NUMBER PER-08/MBU/12/2019 ON GENERAL GUIDELINES OF THE IMPLEMENTATION OF PROCUREMENT OF GOODS AND SERVICES FOR SOE (“REGULATION NO. 08/2019”).



Regulation of the Minister of SOE Number PER-08/MBU/12/2019

Legal Basis

Article 16 of Regulation No. 08/2019.

Elucidation

- State Owned Enterprise in the form of a public limited liability company shall implement this regulation through direct adoption by the Board of Directors or confirmation in the GMS.
- the Company proposes the implementation of this regulation through affirmation at the GMS.

AFFIRMATION ON THE IMPLEMENTATION OF REGULATION OF THE MINISTER OF SOE NUMBER PER-11/MBU/11/2020 ON MANAGEMENT CONTRACT AND ANNUAL MANAGEMENT CONTRACT OF BUMN (“REGULATION NO. 11/2020”).



Regulation Of The Minister Of Soe Number Per-11/Mbu/11/2020

Legal Basis

Article 16 paragraph (2) of Regulation No. 11/2020.

Elucidation

- State Owned Enterprise in the form of a public limited liability company shall implement this regulation through direct adoption by the Board of Directors or confirmation in the GMS
- the Company proposes the implementation of this regulation through affirmation at the GMS.

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.
- POJK 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 2021 Annual GMS, namely Mr. Ardan Adiperdana as Commissioner and Bpk. Rico Usthavia Frans as Director of Information Technology.
- 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/en/web/guest/dewan-komisaris-direksi>

Note

- *The meeting agenda are to meet th requirement POJK No. 15/POJK.04/2020 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 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.