



UTIEK R. ABDURACHMAN, SH., MLI., MKn.

NOTARY

IN

JAKARTA

Decree of The Ministry of Law and Human Rights of The Republic of Indonesia

Number : AHU-17.AH-02.02-Tahun 2011

Date : February 22, 2011

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**Deed of STATEMENT OF RESOLUTION OF THE EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS OF PERUSAHAAN PERSEROAN
(PERSERO) PT BANK MANDIRI Tbk**

Date: January 7, 2019

Number : 03

Disclaimer:

This translation document is best prepared by PT Bank Mandiri (Persero) Tbk. ("The Company") for the purpose of providing information & is not a legal documents and can not be used as an evidence before the Court. Should there is inconsistency between the Indonesia version with the same in English, the Indonesian version shall apply as a reference, accordingly. The Company shall in no case be liable in any kind or manner, whatsoever, for any dispute or controversy, in this matter, The Company shall be held harmless and indemnified by the other parties, whosoever, from all claim or complaint.

MINUTES
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PERUSAHAAN PERSEROAN (PERSERO)
PT BANK MANDIRI Tbk

Number: 03

- On today, Monday, 7-1-2019 (seventh January two thousand nineteen).
- At 15:39 pm (twenty one minutes to four in the afternoon western Indonesia time).
- I, **UTIEK ROCHMULJATI ABDURACHMAN**, Sarjana Hukum, **Master of Legal Institutions, Magister Kenotariatan**, Notary with a work area in the Jakarta Special Capital Province, domiciled in West Jakarta municipality, in the presence of witnesses that I, Notary know and will be named at the end of this deed;
- At the request of the Board of Directors of the limited-liability company of **"PERUSAHAAN PERSEROAN (PERSERO) PT BANK MANDIRI Tbk."** or in short **"PT BANK MANDIRI (PERSERO) Tbk."**, domiciled in South Jakarta and headquartered at Plaza Mandiri, Jalan Jenderal Gatot Subroto, Kaveling 36-38, which Articles of Association is completely amended to adjust to the Law on Limited-Liability Company No. 40/2007 (two thousand seven) (hereinafter shall be referred to as "UUPT"), and the revision to the articles of association is contained in the deed dated 25-6-2008 (twenty fifth June two thousand eight) number 48, which minutes is prepared before Doctor AMRUL PARTOMUAN POHAN, Sarjana Hukum, Lex Legibus Magister, at the time a Notary in Jakarta, which protocols are delegated to ASHOYA RATAM, Sarjana Hukum, Magister Kenotariatan, Notary in South Jakarta municipality; and already approved by the Minister of Justice and Human Rights of the Republic of Indonesia with Decree dated 8-7-2008 (eighth July two thousand eight) number AHU-39432.AH.01.02.Tahun 2008 and announced in State Gazette of the Republic of Indonesia No. 71 dated 2-9-2008 (second September two thousand eight), Appendix No. 16626/2008; and most recently the Articles of Association of the limited-liability company is amended as announced/ published in:
 - State Gazette of the Republic of Indonesia No. 76 dated 20-9-2013 (twentieth September two thousand thirteen), Appendix No. 4029/L/2013;
 - State Gazette of the Republic of Indonesia No. 26 dated 1-4-2014 (first April two thousand fourteen), Appendix No. 3317/L/2014;
 - Deed No. 29 dated 19-3-2014 (nineteenth March two thousand fourteen), which announcement for the amendment of the Articles of Association is accepted and recorded by the Minister of Justice and Human Rights in letter dated 21-4-2014 (twenty first April two thousand fourteen) number AHU-AH.01.10-16389;
 - The Articles of Association of the limited-liability company is revised again to adjust to the regulations of the Financial Services Authority (hereinafter shall be referred to as "POJK") number 32/POJK.04/2014 on Plan and Organization of General Meeting of Shareholders of Public Company, POJK number 33/POJK.04/2014 on Board of Directors and Board of Commissioners of Stock Issuer or Public Company, as

contained in the deed No. 14 dated 14-4-2015 (fourteenth April two thousand fifteen, which the announcement on the amendment to the Articles of Association is received and recorded by the Minister of Justice and Human Rights of the Republic of Indonesia dated 16-4-2015 (sixteenth April two thousand fifteen) number AHU-AH.01.03-0924779 and then amended again for the program of the Ministry of State-Owned Enterprise for the uniformity of the Articles of Association of Public State-Owned Enterprises, as contained in the deed No. 15 dated 12-4-2017 (twelfth April two thousand seventeen), which already approved by the Minister of Justice and Human Rights of the Republic of Indonesia dated 12-5-2017 (twelfth May two thousand seventeen) number AHU-0010609.AH.01.02.TAHUN 2017 and the announcement on the amendment to the Articles of Association is received and recorded by the Minister of Justice and Human Rights of the Republic of Indonesia in the letter dated 12-5-2017 (twelfth May two thousand seventeen) number AHU-AH.01.03-0135829;

and amended again by:

- Deed No. 36 dated 24-8-2017 (twenty fourth August two thousand seventeen), which announcement on the amendment to the Articles of Association is received and recorded by the Minister of Justice and Human Rights of the Republic of Indonesia dated 29-8-2017 (twenty ninth August two thousand seventeen) number AHU-AH.01.03-0166888.
- The most recent amendment to the Articles of Association of the limited-liability company is contained in the deed No. 21 dated 11-4-2018 (eleventh April two thousand eighteen), which announcement on the amendment to the Articles of Association is received and recorded by the Minister of Justice and Human Rights of the Republic of Indonesia with letter dated 30-4-2018 (thirtieth April two thousand eighteen) number AHU-AH.01.03-0172245.
- The latest composition of Board of Directors and Board of Commissioners of the limited-liability company is listed in the deed No. 60 dated 18-9-2018 (eighth September two thousand eighteen);
- The last six minutes were prepared before ASHOYA RATAM, Sarjana Hukum, Magister Kenotariatan, a Notary in the South Jakarta municipality;

hereinafter the **"PERUSAHAAN PERSEROAN (PERSERO) PT BANK MANDIRI Tbk."** or in short **"PT BANK MANDIRI (PERSERO) Tbk."** shall be referred to as **"Perseroan"**;

- Present at the Auditorium Plaza Mandiri third floor, Jalan Jenderal Gatot Subroto, Kaveling 36-38, Jakarta Selatan;
- to prepare records on all matters discussed and decided in the Extraordinary General Meeting of Shareholders of the Company (hereinafter shall be referred to as **"Meeting"**), as organized on the day, date, time and venue as mentioned at the beginning of this deed.
- Present in this Meeting and therefore appear before I, Notary; members of the Board of Directors and Board of Commissioners and shareholders of the Company to be

-Whereas the announcement and invitation for the Meeting have been conducted in accordance with the provisions in Article 23 paragraph (3), paragraph (4), paragraph (5) and paragraph (7) of the Articles of Association of the Company and Article 24 paragraph (2) of the Regulation of Financial Services Authority number 32/POJK.04/2014 on Plan and Organization of the General Meeting of Shareholders for Public Company (hereinafter shall be referred to as "**POJK 32**") as follows:

- (i) ANNOUNCEMENT on the plan to organize the Meeting to the Financial Services Authority (hereinafter shall be referred to as "**OJK**") on 21-11-2018 (twenty first November two thousand eighteen);
- (ii) ANNOUNCEMENT to shareholders on the plan to hold the Meeting has been carried out by placing advertisement in 1 (one) daily newspaper in Indonesian language and 1 (one) daily newspaper in English language: *Bisnis Indonesia* and *The Jakarta Post*, respectively, on 29-11-2018 (twenty ninth November two thousand eighteen).
- (iii) INVITATION to shareholders of the Company to attend the Meeting has been carried out by placing advertisement in 1 (one) daily newspaper in Indonesian language and 1 (one) daily newspaper in English language: *Bisnis Indonesia* and *The Jakarta Post*, respectively, on 14-12-2018 (fourteenth December two thousand eighteen).

-whereas in the Meeting were present and/or represented shareholders of A series Dwiwarna share and B series shares who jointly control 38,820,336,898 (thirty-eight billion eight hundred twenty million three hundred thirty-six thousand eight hundred ninety-eight) shares including the A series Dwiwarna share which represent 83.1864362% (eighty three point one eight six four three six two percent) of all issued shares with valid vote by the Company to the day of the Meeting, of 46,666,666,666 (forty-six billion six hundred sixty-six million six hundred sixty-six thousand six hundred sixty-six) shares consisting of:

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

-By considering the Shareholder Register of the Company as of 13-12-2018 (thirteenth December two thousand eighteen) at 4:00 pm (four pm western Indonesia time); thus the Meeting has met the quorum requirement as stipulated in Article 25 paragraph (4) section (a), paragraph (15), paragraph (16), and paragraph (17) of the Articles of Association of the Company.

-whereas to meet the stipulation in Article 24 paragraph (3) of POJK, the Chairperson of the Meeting briefly provided information on the general condition of the Company:

"General corporate performance as of the third quarter of 2018 (two thousand eighteen) shows favorable growth amid volatile economic period. The Company consistently applies policies aimed at maintaining credit quality, maintaining strong capital and managing a healthy liquidity position. In addition, the Company

continues to explore business opportunities and innovate in banking services that can meet customer transaction needs.

The summary of corporate performance is as shown by important financial parameters on the presentation screen."

-Whereas as announced in the Meeting Invitation, the Meeting agenda are:

1. Performance Presentation and Evaluation to the Third Quarter of 2018 (two thousand eighteen); and
2. Change in the Management of the Company.

-Next the Chairperson of the Meeting reported that the two Meeting Agenda are proposed by the A series Dwiwarna shareholder through letter number SR-741/MBU/11/2018 dated 5-11-2018 (fifth November two thousand eighteen) on Request for Extraordinary General Meeting of Shareholders (EGMS). There is no other additional Meeting Agenda as proposed by the Board of Commissioners or other shareholders and/or their proxies.

Thus the Meeting Agenda as stated in the invitation will be discussed in the Meeting.

- The Chairperson of the Meeting informed that the First Meeting Agenda is only presentation and evaluation of the performance of Third Quarter of 2018 (two thousand eighteen) that does not require Meeting resolution, and also without question and answer session.

- The Chairperson of the Meeting also informed about meeting resolution mechanism and the resolution mechanism for the Second Meeting Agenda as stipulated in the Articles of Association of the Company is as follows:

- 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 voting.
- In relation to the provision of Article 25 paragraph (15) of the Articles of Association, the voting is carried out verbally, unless determined otherwise by the Chairperson of the Meeting.
- Meeting resolution shall be binding if approved by the A series Dwiwarna shareholder and other shareholders/ valid proxies who together represented more than 1/2 (one half) of the total shares with voting rights present at the Meeting.

-To ensure the fulfilment of Meeting quorum as stipulated in the Articles of Association of the Company, the Chairperson of the Meeting then asked I, Notary, to inform to the Meeting about the number of shares that are present or represented in the Meeting, and whether the number has reached the quorum for Meeting organization.

-For the request from the Chairperson of the Meeting, I, Notary, answered that in line with stipulation in Article 25 paragraph (1) and paragraph (4) of the Articles of Association of the Company, the Meeting could be opened and held, if present or represented in the Meeting, the A series Dwiwarna shareholder and other shareholders/ valid proxies who together represented more than 1/2 (one half) of the total shares with valid voting rights.

-Based on the attendance register as received by the Meeting dated 7-1-2019 (seventh January two thousand eighteen) at 3:05 pm (five minutes past three pm Western Indonesian Time), the number of shareholders and/or proxies of the Company who are present or represented in the Meeting stood at 38,820,336,898 (thirty eight billion eight hundred twenty million three hundred thirty-six thousand eight hundred ninety eight) shares, or 83.1864362% (eighty three point one eight six four three six two percent) of all shares as issued by the Company as of the date of the Meeting, of 46,666,666,666 (forty six billion six hundred sixty six million six hundred sixty six thousand six hundred sixty six) shares.

-Based on the matter, the Meeting is valid for organization and can take binding resolutions.

- Next the Chairperson of the Meeting officially opened the Meeting at 3:39 WIB (twenty one minutes to four pm Western Indonesian Time).

Meeting progress:

I. Entering the **First Meeting Agenda**,

KARTIKA WIRJOATMODJO in his position ~~as President Director of the~~

Company provided the elucidation on the First Meeting Agenda as follows:

"As of the Third Quarter of 2018 (two thousand eighteen), Bank Mandiri continued to record positive performance growth compared to the same period last year. This growth shows that the corporate performance is already back on track.

Corporate credit growth generally recorded positive annual growth. The Large Corporate and Institutional segment grew 27.6% (twenty seven point six percent) to Rp 301.4 (three hundred one point four) trillion, the Consumer segment rose 12.7% (twelve point seven percent) to Rp 85.00 (eighty five point zero zero) trillion, the Micro segment advanced 27.1% (twenty seven point one percent) to Rp 97.5 (ninety seven point five) trillion. The Middle Corporate and Small Medium Enterprise credit segments are still focusing on credit quality improvement thus they have not yet showed positive growth as of the Third Quarter of 2018 (two thousand eighteen).

Credit distribution to subsidiary companies also grew 20.1% (twenty point one percent) to Rp 96.4 (ninety six point four) trillion.

The Company also participated actively in state programs in infrastructure sector. Infrastructure financing as of the Third Quarter of 2018 (two thousand eighteen) reached Rp 169.8 (one hundred sixty nine point eight) trillion or rose 28.6% (twenty eight point six percent) from the same period last year. Details of infrastructure financing distribution is shown on the presentation screen.

Beside infrastructure financing, the Company also supports small business empowerment through the distribution of People's Business Credit (Kredit Usaha Rakyat or KUR) and as of the Third Quarter of 2018 (two thousand

eighteen) the credit has reached Rp 13.45 (thirteen point forty five) trillion, a growth of 47.6% (forty seven point six percent) year on year. Details of the KUR financing is shown on the presentation screen.

The Company also continues to prioritize the principle of prudence in lending to anticipate the economic conditions, and actively monitor credit quality and carry out the necessary restructuring measures.

Consolidated gross Non-Performing Loan in the Third Quarter of 2018 (two thousand eighteen) reached 3.01% (three point zero one percent), a significant drop by 74 (seventy four) basis points year on year.

Third-party fund, which is savings account, checking account and time deposit showed a positive growth of 9.2% (nine point two percent) year on year or Rp 69.7 (sixty nine point seven) trillion to Rp 831.2 (eight hundred thirty one point two) trillion.

In consolidation, as of the Third Quarter of 2018 (two thousand eighteen), the Company recorded Rp 18.1 (eighteen point one) trillion in net income, or an annualized growth of 20% (twenty percent).

The net income growth was supported by fee-based income of Rp 18.7 (eighteen point seven) trillion, a growth of 11.4% (eleven point four percent) year on year following a drop in Impairment Loss Allowance (Cadangan Kerugian Penurunan Nilai) by 10.3% (ten point three percent).

On digital banking services, the Company showed a favorable growth, including higher mobile banking transactions which reached Rp 149 (one hundred forty nine) trillion, a growth of 55.0% (fifty five point zero percent).

Summary of quarterly corporate performance reports are available in the corporate website whilst financial statements of the Company for the Third Quarter of 2018 (two thousand eighteen) are already published on the *Bisnis Indonesia*, *Kompas*, *Kontan* and *The Jakarta Post* daily newspapers dated 18-10-2018 (eighteenth October two thousand eighteen) and on the corporate website.

As of December 2018 (two thousand eighteen), the Company also received a number of awards including number 11 (eleven) of the *World's Best Employers 2018* (two thousand eighteen) from the *Forbes* magazine.

For transaction and financing services, the Company received awards for:

1. Top Brand for Prepaid Card and Internet Banking category in the Top Brand Award 2018 (two thousand eighteen);
2. Silver Champion for Credit Card and Mortgage products in the Indonesia WOW Brand 2018 (two thousand eighteen); and
3. Best Transaction Bank, Best Cash Management and Best Payment Bank in Indonesia 2018 (two thousand eighteen) from survey by *Majalah Marketing* and *Frontier Consulting Group*, *Markplus Incorporated* and in the *Asian Banker Transaction Awards 2018* (two

thousand eighteen).

Moreover, the Company received the Platinum Trophy for a bank with a "very good" performance for 10 (ten) consecutive years in the Infobank Awards 2018 (two thousand eighteen).

In Good Corporate Governance implementation, the Company is included in the Top 50 (fifty) ASEAN PLCs (Public Listed Companies) and in the Top 3 (three) Indonesia PLCs in the ASEAN Corporate Governance Scorecard and the Most Trusted Company for 12 (twelve) consecutive years in the Good Corporate Governance Award 2018 (two thousand eighteen).

The accolades obtained by the Company is a proud achievement of the Company and also a challenge for the Company to work even better.

The Company through the "Mandiri Hadir Untuk Negeri" (Mandiri is there for the country) program played an active role in disaster management, including in Palu and Lombok, as a form of concern of the Company. The Company has dispatched 115 (one hundred fifteen) volunteers to Lombok, 113 (one hundred thirteen) volunteers to Palu and built earthquake-friendly house in the two areas.

The Company also reactivated banking services in the earthquake affected areas thus normal banking transactions in the two areas are resumed.

The affected credit customers will be specially handled. FSA has provided leeway for rules regarding the assessment of credit quality and efforts to restructure and provide new loans.

Prior to the end of Corporate Performance Presentation and Evaluation as of the Third Quarter of 2018 (two thousand eighteen), please allow us to express our gratitude to all Shareholders that the achievement of the Company's performance is inseparable from the trust of the Customers and all of the Company's stakeholders for the Company and all contributions from the Company's employees who always work professionally to maintain continued performance.

This trust will give us the spirit to work better."

-With the conclusion of elucidation on the First Meeting Agenda, then as previously informed by the Chairperson of the Meeting, this Meeting Agenda will have no question and answer nor resolution making session, as this Agenda is only a presentation of corporate performance for the financial year of 2018 (two thousand eighteen) to the Third Quarter.

II. Entering **the Second Meeting Agenda**, which is:

"Change in the Management of the Company."

The Chairperson of the Meeting provided ~~the following elucidation:~~

"As stipulated in Article 11 paragraph (10) and Article 14 paragraph (12) of the Articles of Association of the Company, members of the Board of Directors and Board of Commissioners shall be appointed and dismissed by the General

Meeting of Shareholders which is attended by the A series Dwiwarna shareholder and the meeting resolution shall be approved by the A series Dwiwarna shareholder by observing the provisions in the Articles of Association. Members of the Board of Directors and Board of Commissioners shall be appointed by General Meeting of Shareholders from the candidates as nominated by the A series Dwiwarna shareholder, and such candidacy is binding to the General Meeting of Shareholders.

Moreover Article 12 paragraph (19) of the Articles of Association states duties and authorities of each member of the Board of Directors shall be determined by the General Meeting of Shareholders. In the event the General Meeting of Shareholders did not determine such duties and authorities, the duties and authorities between the Directors shall be determined by resolution of meeting of the Board of Directors."

- After the Chairperson of the Meeting provided elucidation on the Second Meeting Agenda, the Chairperson of the Meeting invited GATOT TRIHARGO, as the representative of the A series Dwiwarna shareholder to provide the proposal on the Second Meeting Agenda.
- GATOT TRIHARGO presented a letter to the Chairperson of the Meeting, and the Chairperson of the Meeting read the letter from the Minister of State-Owned Enterprise, number SR-20/MBU/01/2019, dated 7-1-2019 (seventh January two thousand nineteen) as follows:
Number : SR-20/MBU/01/2019 Jakarta, 7 January 2019
Priority : Immediate/Confidential
Attachment : One file
Subject : Proposal on the Change in Members of the Board of Directors of PT Bank Mandiri (Persero), Tbk.

Chairperson of the Meeting of Extraordinary General Meeting of Shareholders
PT Bank Mandiri (Persero), Tbk.
Jakarta

In view of the provisions in the Articles of Association of PT Bank Mandiri (Persero), Tbk/ "Company", hereby we as the A series Dwiwarna shareholder proposed to the Extraordinary General Meeting of Shareholders of the Company to make the following change in Board of Directors of the Company:

1. Add a position nomenclature for a Member of the Board of Directors of the Company, which is the Director of Commercial Banking.
2. Appoint Riduan as Director of Commercial Banking.
3. The term of office of the Member of the Board of Directors as set out in paragraph 2 shall be in line with the provisions in the Articles of Association of the Company, by observing the laws and regulations in the Capital Market sector and without prejudice to the right of General Meeting of Shareholders to dismiss the member at any time.

4. With the addition of position nomenclature and appointment of Member of the Board of Directors as set out in paragraph 1 and 2, the composition of members of the Management of the Company shall be as follows:

Board of Directors

- | | | | |
|-----|---|---|------------------------|
| 1) | President Director | : | Kartika Wirjoatmodjo |
| 2) | Deputy President Director | : | Sulaiman Arif Arianto |
| 3) | Director of Corporate Banking | : | Royke Tumilaar |
| 4) | Director of Commercial Banking | : | Riduan |
| 5) | Director of Retail Banking | : | Donsuwan Simatupang |
| 6) | Director of Treasury And
International Banking | : | Darmawan Junaidi |
| 7) | Director of Small Business and
Network | : | Hery Gunardi |
| 8) | Director of Finance | : | Panji Irawan |
| 9) | Director of Information Technology
and Operation | : | Rico Usthavia Frans |
| 10) | Director of Risk Management | : | Ahmad Siddik Badruddin |
| 11) | Director of Compliance | : | Agus Dwi Handaya |
| 12) | Director of Institutional
Relationship | : | Alexandra Askandar |

Board of Commissioners

- | | | | |
|----|---|---|---------------------------|
| 1) | President Commissioner/
Independent Commissioner | : | Hartadi Agus Sarwono |
| 2) | Deputy President Commissioner | : | Imam Apriyanto Putro |
| 3) | Commissioner | : | Askolani |
| 4) | Commissioner | : | Ardan Adiperdana |
| 5) | Commissioner | : | R. Widyo Pramono |
| 6) | Independent Commissioner | : | Bangun Sarwito Kusmulyono |
| 7) | Independent Commissioner | : | Goei Siauw Hong |
| 8) | Independent Commissioner | : | Makmur Keliat |

5. Grant power and authority to the Board of Directors of the Company with the right of substitution to perform all necessary actions related with this Agenda resolution in accordance with the prevailing laws and regulations, including to state in a separate Notarial Deed and to notify the changes in composition of the Board of Directors and Board of Commissioners to the Ministry of Law and Human Rights of the Republic of Indonesia and to ask the Financial Services Authority to undergo a Fit and Proper Test to the Board candidate as stated above, according to the applicable regulations.

Thank you for your attention.

THE MINISTER OF STATE-OWNED ENTERPRISE
AS THE A SERIES DWIWARNA SHAREHOLDER
PT BANK MANDIRI (PERSERO), TBK.

signed

RINI M. SOEMARNO

Carbon copies:

1. Secretary to the Ministry of State-Owned Enterprise;
2. Deputy of Financial Services, Survey Services and Consultants;
3. Deputy for Business Infrastructure.

- After the Chairperson of the Meeting read the letter from the Minister of State-Owned Enterprise, the Chairperson of the Meeting informed the Meeting that on the presentation screen the curriculum vitae of the candidate member of the Board of Directors as proposed by the A series Dwiwarna shareholder is presented and asked the moderator to read it.
- Then the Chairperson of the Meeting provided the opportunity to shareholders and/or shareholder proxies of the Company to ask question and/or response in writing on the elucidation of the Second Meeting Agenda. Then the Chairperson of the Meeting informed that question or response for the Second Meeting Agenda shall be in 1 (one) session and is open for no more than 3 (three) questioners.
- There were 3 (three) questioners and the questions shall be read by I, Notary.

For the first opportunity, questions and ~~responses were from M. SAMAN~~ (complete name is not known) as holder/ owner of 5,112 (five thousand one hundred and twelve) shares in Company who asked and provided responses as read by the Chairperson of the Meeting which basically contain the following:

- "1. How significant is the influence to the Company's performance with the addition of one member of the Board of Directors?*
- 2. Input on the Meeting organization which should be on time and should be started even if the quorum is not yet reached."*

For the question the Chairperson ~~of the Meeting invited KARTIKA~~ WIRJOATMODJO in his position as President Director of the Company to provide a response which basically contains the following:

- " 1. Currently the credit portfolio of Commercial Banking in PT Bank Mandiri stood at Rp 130 (one hundred thirty) trillion, almost 20% (twenty percent) of the total credit in the Company. Therefore we see that a Director position for the Commercial Banking Directorate to be crucial to ensure the corporate performance particularly in the credit portfolio sector for feasible growth and management.*
- 2. On input from shareholders, in the future we will try to improve the punctuality on the organization of the General Meeting of Shareholders."*

- For the second opportunity, UNTARA HADI as holder/ owner of 200 (two hundred) shares in the Company provided input.
- As the input is of similar matter as the input in the first input, the input is not answered by the Chairperson of the Meeting.
- For the third opportunity, EDDY PRIYATNA TATANG as holder/ owner of 20 (twenty) shares in the Company asked a question. As the question is irrelevant then it is not read by I, Notary.
- With the conclusion of the question and answer session for the Second Meeting Agenda, then by considering the proposal from the A series Dwiwarna shareholder, the Chairperson of the Meeting presented the resolution proposal for the Second Agenda, for the Meeting to approve the following:
 1. To add a position nomenclature position for Member of the Board of Directors of the Company, which is the Director of Commercial Banking.
 2. To appoint Riduan as Director of Commercial Banking.
 3. The term of office of the Member of the Board of Directors as set out in paragraph 2 shall be in line with the provisions in the Articles of Association of the Company, by observing the laws and regulations in the Capital Market sector and without prejudice to the right of General Meeting of Shareholders to dismiss the member at any time.
 4. With the addition of position nomenclature and appointment of Member of the Board of Directors as set out in paragraph 1 and 2, the composition of members of the Board of Directors and Board of Commissioners of the Company shall be as follows:

BOARD OF DIRECTORS

President Director	: KARTIKA WIRJOATMODJO
Deputy President Director	: SULAIMAN ARIF ARIANTO
Director of Corporate Banking	: ROYKE TUMILAAAR
Director of Small Business and Network	: HERY GUNARDI
Director of Risk Management	: AHMAD SIDDIK BADRUDDIN
Director of Information Technology and Operation	: RICO USTHAVIA FRANS
Director of Treasury and International Banking	: DARMAWAN JUNAIDI
Director of Institutional Relationship	: ALEXANDRA ASKANDAR
Director of Compliance	: AGUS DWI HANDAYA
Director of Finance	: PANJI IRAWAN
Director of Retail Banking	: DONSUWAN SIMATUPANG
Director of Commercial Banking	: RIDUAN

BOARD OF COMMISSIONERS

President Commissioner/

Independent Commissioner : HARTADI AGUS SARWONO

Deputy President Commissioner : IMAM APRIYANTO PUTRO

Commissioner : ASKOLANI

Independent Commissioner : BANGUN SARWITO
KUSMULYONO

Independent Commissioner : GOEI SIAUW HONG

Independent Commissioner : MAKMUR KELIAT

Commissioner : RADEN WIDYO PRAMONO

Commissioner : ARDAN ADIPERDANA

5. Grant power and authority to the Board of Directors of the Company with the right of substitution to perform all necessary actions related with this Agenda resolution in accordance with the prevailing laws and regulations, including to state in a separate Notarial Deed and to notify the changes in composition of the Board of Directors and Board of Commissioners to the Ministry of Law and Human Rights of the Republic of Indonesia and to ask the Financial Services Authority to undergo a Fit and Proper Test to the Director candidate according to the applicable regulations.

Next entering the decision-making for the Second Meeting agenda, the Chairperson of the Meeting through I, Notary asked the shareholders and proxies of shareholders to cast votes in favor, not in favor and/or blank votes for the proposal in the Second Meeting Agenda, and insert the vote cards to the box as provided by the officials.

- After vote counting, there are shareholders and/or proxies of shareholders in the Meeting who did not agree and who casted blank votes for the approval of the Second Meeting Agenda, with the following results:

- a. Some 9,580,674,479 (nine billion five hundred eighty million six hundred seventy-four thousand four hundred seventy-nine) shares or 24.6795243% (twenty four point six seven nine five two four three percent) of the total votes casted by shareholders and/or proxies of shareholders in the Meeting **did not approve;**
- b. Some 1,124,710,325 (one billion one hundred twenty-four million seven hundred ten thousand three hundred twenty-five) shares or 2.8972194% (two point eight nine seven two one nine four percent) of the total votes casted by shareholders and/or proxies of shareholders in the Meeting **are abstain;** and
- c. Some 28,114,952,094 (twenty-eight billion one hundred fourteen million nine hundred fifty-two thousand ninety-four) shares or 72.4232563% (seventy two point four two three two five six three percent) of the total votes casted by shareholders and/or proxies of shareholders in the Meeting

approved.

- Article 30 of POJK number 32/POJK.04/2014 on Plan and Organization of General Meeting of Shareholders of Public Company states that "Shareholders who are present at the Meeting but abstaining (not voting) are considered to cast the same vote as the votes of the majority of shareholders who cast votes". Thus the total shareholders and/or proxies of shareholders of the Company who are present in the Meeting who approved the proposal as presented by the Chairperson of the Meeting stood at 29,239,662,419 (twenty-nine billion two hundred thirty-nine million six hundred sixty-two thousand four hundred nineteen) or 75.3204757% (seventy five point three two zero four seven five seven percent) of the total valid votes casted in the Meeting.
- Based on the result, the Chairperson of the Meeting concluded that for the Second Meeting Agenda:

"The Meeting, with the majority vote of 29,239,662,419 (twenty-nine billion two hundred thirty-nine million six hundred sixty-two thousand four hundred nineteen) or 75.3204757% (seventy five point three two zero four seven five seven percent) of the total votes casted in the Meeting, has decided to approve:

1. To add a position nomenclature for Member of the Board of Directors of the Company, which is the Director of Commercial Banking.

~~To appoint Riduan as Director of Commercial Banking~~

3. The term of office of the Member of the Board of Directors as set out in paragraph 2 (two) shall be in line with the provisions in the Articles of Association of the Company, by observing the laws and regulations in the Capital Market sector and without prejudice to the right of General Meeting of Shareholders to dismiss the member at any time.
4. With the addition of position nomenclature and appointment of Member of the Board of Directors as set out in paragraph 1 (one) and 2 (two), the composition of members of the Management (members of the Board of Directors and Board of Commissioners) of the Company shall be as follows:

BOARD OF DIRECTORS

President Director	: KARTIKA WIRJOATMODJO
Deputy President Director	: SULAIMAN ARIF ARIANTO
Director of Corporate Banking	: ROYKE TUMILAAAR
Director of Small Business and Network	: HERY GUNARDI
Director of Risk Management	: AHMAD SIDDIK BADRUDDIN
Director of Information Technology and Operation	: RICO USTHAVIA FRANS
Director of Treasury and International Banking	: DARMAWAN JUNAIDI

Director of Compliance : AGUS DWI HANDAYA
Director of Institutional Relationship : ALEXANDRA ASKANDAR
Director of Finance : PANJI IRAWAN
Director of Retail Banking : DONSUWAN SIMATUPANG
Director of Commercial Banking : RIDUAN

BOARD OF COMMISSIONERS

President Commissioner/

Independent Commissioner : HARTADI AGUS SARWONO

Deputy President Commissioner : IMAM APRIYANTO PUTRO

Commissioner : ASKOLANI

Independent Commissioner : BANGUN SARWITO KUSMULYONO

Independent Commissioner : GOEI SIAUW HONG

Independent Commissioner : MAKMUR KELIAT

Commissioner : RADEN WIDYO PRAMONO

Commissioner : ARDAN ADIPERDANA

With the following terms of office:

Members of the Board of Directors:

- a. KARTIKA WIRJOATMODJO, SULAIMAN ARIF ARIANTO and AHMAD SIDDIK BADRUDDIN to the adjournment of the Annual General Meeting of Shareholders to be held in 2020 (two thousand twenty);
- b. ROYKE TUMILAAAR and RICO USTHAVIA FRANS to the adjournment of the Annual General Meeting of Shareholders to be held in 2021 (two thousand twenty one);
- c. DARMAWAN JUNAIDI to the adjournment of the Annual General Meeting of Shareholders to be held in 2022 (two thousand twenty two);
- d. DONSUWAN SIMATUPANG, HERY GUNARDI, ALEXANDRA ASKANDAR, PANJI IRAWAN, AGUS DWI HANDAYA, to the adjournment of the Annual General Meeting of Shareholders to be held in 2023 (two thousand twenty three); and
- e. RIDUAN to the adjournment of the Annual General Meeting of Shareholders to be held in 2024 (two thousand twenty four).

Members of the Board of Commissioners:

- a. ASKOLANI to the adjournment of the Annual General Meeting of Shareholders to be held in 2019 (two thousand nineteen);
- b. IMAM APRIYANTO PUTRO, GOEI SIAUW HONG, and BANGUN SARWITO KUSMULYONO to the adjournment of the Annual General Meeting of Shareholders to be held in 2020 (two thousand twenty);

- c. **ARDAN ADIPERDANA** to the adjournment of the Annual General Meeting of Shareholders to be held in 2021 (two thousand twenty one); and
 - d. **MAKMUR KELIAT, HARTADI AGUS SARWONO, and WIDYO PRAMONO** to the adjournment of the Annual General Meeting of Shareholders to be held in 2022 (two thousand twenty two).
5. Grant power and authority to the Board of Directors of the Company with the right of substitution to perform all necessary actions related with this Agenda resolution in accordance with the prevailing laws and regulations, including to state in a separate notarial deed and to notify the changes in composition of the Board of Directors and Board of Commissioners to the Ministry of Law and Human Rights of the Republic of Indonesia and to ask the Financial Services Authority to undergo a Fit and Proper Test to the Director candidate as set out above according to the applicable regulations.
- Thus the resolution for the Second Meeting Agenda and prior to the closing of the Meeting, the Chairperson of the Meeting asked I, Notary, to read all resolutions of the Meeting.

I, Notary, read the following Meeting resolution points:

For the First Meeting Agenda:

“There is no resolution for the First Meeting Agenda as the Agenda is only Presentation and Evaluation of the Performance of the Company for the financial year of 2018 (two thousand eighteen) to the Third Quarter of 2018 (two thousand eighteen)”;

For the Second Meeting Agenda:

“The Meeting, with the majority vote of 29,239,662,419 (twenty-nine billion two hundred thirty-nine million six hundred sixty-two thousand four hundred nineteen) or 75.3204757% (seventy five point three two zero four seven five seven percent) of the total votes casted in the Meeting, has decided to approve:

- 1. To add a position nomenclature for Member of the Board of Directors of the Company, which is the Director of Commercial Banking.

To appoint Riduan as Director of Commercial Banking

- 3. The term of office of the Member of the Board of Directors as set out in paragraph 2 (two) shall be in line with the provisions in the Articles of Association of the Company, by observing the laws and regulations in the Capital Market sector and without prejudice to the right of General Meeting of Shareholders to dismiss the member at any time.
- 4. With the addition of position nomenclature and appointment of Member of the Board of Directors as set out in paragraph 1 (one) and 2 (two), the composition of members of the Management (members of the Board of

Directors and Board of Commissioners) of the Company shall be as follows:

BOARD OF DIRECTORS

President Director	:	KARTIKA WIRJOATMODJO
Deputy President Director	:	SULAIMAN ARIF ARIANTO
Director of Corporate Banking	:	ROYKE TUMILAAAR
Director of Small Business and Network	:	HERY GUNARDI
Director of Risk Management	:	AHMAD SIDDIK BADRUDDIN
Director of Information Technology and Operation	:	RICO USTHAVIA FRANS
Director of Treasury and International Banking	:	DARMAWAN JUNAIDI
Director of Compliance	:	AGUS DWI HANDAYA
Director of Institutional Relationship	:	ALEXANDRA ASKANDAR
Director of Finance	:	PANJI IRAWAN
Director of Retail Banking	:	DONSUWAN SIMATUPANG
Director of Commercial Banking	:	RIDUAN

BOARD OF COMMISSIONERS

President Commissioner/		
Independent Commissioner	:	HARTADI AGUS SARWONO
Deputy President Commissioner	:	IMAM APRIYANTO PUTRO
Commissioner	:	ASKOLANI
Independent Commissioner	:	BANGUN SARWITO KUSMULYONO
Independent Commissioner	:	GOEI SIAUW HONG
Independent Commissioner	:	MAKMUR KELIAT
Commissioner	:	RADEN WIDYO PRAMONO
Commissioner	:	ARDAN ADIPERDANA

With the following terms of office:

Members of the Board of Directors:

- a. KARTIKA WIRJOATMODJO, SULAIMAN ARIF ARIANTO and AHMAD SIDDIK BADRUDDIN to the adjournment of the Annual General Meeting of Shareholders to be held in 2020 (two thousand twenty);
- b. ROYKE TUMILAAAR and RICO USTHAVIA FRANS to the adjournment of the Annual General Meeting of Shareholders to be held in 2021 (two thousand twenty one);
- c. DARMAWAN JUNAIDI to the adjournment of the Annual General Meeting of Shareholders to be held in 2022 (two thousand twenty two);

- d. **DONSUWAN SIMATUPANG, HERY GUNARDI, ALEXANDRA ASKANDAR, PANJI IRAWAN, AGUS DWI HANDAYA, and RIDUAN** to the adjournment of the Annual General Meeting of Shareholders to be held in 2023 (two thousand twenty three).

Members of the Board of Commissioners:

- a. **ASKOLANI** to the adjournment of the Annual General Meeting of Shareholders to be held in 2019 (two thousand nineteen);
- b. **IMAM APRIYANTO PUTRO, GOEI SIAUW HONG, and BANGUN SARWITO KUSMULYONO** to the adjournment of the Annual General Meeting of Shareholders to be held in 2020 (two thousand twenty);
- c. **ARDAN ADIPERDANA** to the adjournment of the Annual General Meeting of Shareholders to be held in 2021 (two thousand twenty one); and

MAKMUR KELIAT, HARTADI AGUS SARWONO, and WIDYO PRAMONO to the adjournment of the Annual General Meeting of Shareholders to be held in 2022 (two thousand twenty two).

5. Grant power and authority to the Board of Directors of the Company with the right of substitution to perform all necessary actions related with this Agenda resolution in accordance with the prevailing laws and regulations, including to state in a separate notarial deed and to notify the changes in composition of the Board of Directors and Board of Commissioners to the Ministry of Law and Human Rights of the Republic of Indonesia and to ask the Financial Services Authority to undergo a Fit and Proper Test to the Director candidate as set out above according to the applicable regulations.

- As there is no more matter related to the Meeting agenda to be discussed by shareholders and/or proxies of the shareholders of the Company, the Chairperson of the Meeting officially adjourned the Meeting at 4:18 pm (eighteen minutes past four in the afternoon Western Indonesia time) after the Chairperson of the Meeting invited I, Notary, to read the complete resolutions of the Meeting.

IN WITNESS WHEREOF, THIS DEED

- Is already read and explained by I, Notary, to the aforementioned appearers, and to the witnesses below, at the hour, day, date, month and year as stated at the beginning of the deed;
- After being read and explained by I, Notary, then this deed was executed by the aforementioned appearers, the witnesses below and I, Notary, and the deed is executed in Jakarta.
- When the deed was read and explained by I, Notary, and executed, it was witnessed by the following witnesses:

1. **DALYATI**, born in Jakarta, on 04-06-1971 (fourth June one thousand nine hundred seventy one), private employee, Citizen of Indonesia, domiciled in Jakarta, Jalan Haji Hasan number 8, Rukun Tetangga 003, Rukun Warga 009, Kelurahan Baru, Kecamatan Pasar Rebo, Jakarta Timur, holder of Citizen ID Card with registration number (NIK) 3171054406710001, with lifetime validity; and
2. **DIYAN PRATIWI, Sarjana Hukum, Magister Kenotariatan**, born in Jakarta, on 01-11-1992 (first November one thousand nine hundred ninety two), private employee, Citizen of Indonesia, domiciled in Jakarta, Kavling Polri Blok E II/1296, Rukun Tetangga 002, Rukun Warga 002, Kelurahan Jelambar, Kecamatan Grogol Petamburan, Jakarta Barat, holder of Citizen ID Card with registration number (NIK) 3173024111920006, with lifetime validity, as stipulated in the Decree of the Minister of Home Affairs of the Republic of Indonesia dated 29-01-2016 (twenty ninth January two thousand sixteen) number 470/296/SJ;

Made and officiated in Jakarta, on the day, date, time and place as mentioned in the beginning of this deed and attended by:

- The two persons are employees in Notary office, as witnesses.
- Immediately after the completion of this deed by I, Notary, and read by I, Notary, to the witnesses, the deed is signed by the witnesses and I, Notary, and the appearers have left the Meeting room before the deed is completed by I, Notary.
- Made without any addition or replacement.
- Minutes of this Deed has been duly signed in a perfect manner.
- GRANTED AS AN EXCERPT WITH THE SAME TENOR.

Notary in West Jakarta Administrative City

[Signature]

UTIEK R. ABDURACHMAN, SH., MLI., MKn.

