



BOARD OF DIRECTORS



The Board of Directors is a corporate body that collectively holds the authority and full responsibility for managing the Company in the best interest of the Company, aligning with its purposes and objectives. The Board also represents the Company in legal and non-legal matters, adhering to the provisions outlined in the articles of association as well as prevailing laws and regulations. Moreover, the Board of Directors has the authority to guide the Company's operations, take strategic measures, and establish policies deemed necessary to ensure operational efficiency and effectiveness.

In carrying out its duties, the Board of Directors considers prudential banking principles, professional ethics, codes of conduct, national and international banking conventions, and compliance with Bank Indonesia regulations. These align with the principles of good corporate governance, statutory requirements, and Financial Services Authority regulations.

The Board of Directors is committed to adhering to the Company's Articles of Association and prevailing laws while implementing principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and propriety. Each member of the Board of Directors of Bank Mandiri carries out their duties with goodwill, accountability, and prudence in compliance with the relevant laws and regulations.

APPOINTMENT BASIS

The appointment of the Board of Directors is conducted through the GMS in accordance with the Company's Articles of Association, prevailing laws, and regulations. Candidates must meet the fit and proper requirements set by the Financial Services Authority (OJK), ensuring their competence, integrity, and professionalism. The term of office is determined by the GMS and may be renewed based on shareholder approval.

All members of Bank Mandiri Board of Directors have passed the fit and proper tests and have obtained approval from the OJK, indicating that each member of the Board of Directors has adequate integrity, competence and financial reputation in accordance with OJK Regulation No. 27/POJK.03/2016 concerning Fit and Proper Test for the Main Party of Financial Services Institution that prospective members of the Board of Directors shall obtain the approval from the OJK prior to carrying out its actions, duties and functions as the Board of Directors.

BOARD OF DIRECTORS COMPOSITION

In 2024, the composition of the Board of Directors was amended. Pursuant to the resolution of the Annual GMS dated 7 March 2024, the Meeting approved the following:

1. The transfer of Mr. Riduan to the position of Director of Corporate Banking;
2. The honorable discharge of Ms. Susana Indah Kris Indriati;
3. The appointment of Mr. Danis Subyantoro as Director of Risk Management;
4. The confirmation of the honorable discharge of Mr. Ahmad Siddik Badruddin; and
5. The appointment of Mr. Totok Priyambodo as Director of Commercial Banking.

The composition of the Company's Board of Directors following the Annual GMS on 7 March 2024 remained 12 (twelve) members consisting of 1 (one) President Director, 1 (one) Vice President Director and 10 (ten) Directors.

The composition and basis for appointment of the Board of Directors as of 31 December 2024 is as follows.



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Board of Directors Composition and Appointment Basis

Name	Position	Basis of Appointment	Effective Date	Period
Darmawan Junaidi	President Director	Period 1: EGMS 21 October 2020 Period 2: AGMS 10 March 2022	23 December 2020	2022-2027
Alexandra Askandar	Vice President Director	Period 1: EGMS 21 October 2020 Period 2: AGMS 14 March 2023	23 December 2020	2023-2028
Agus Dwi Handaya	Director of Compliance and HR	Period 1: AGMS 21 March 2018 Period 2: AGMS 14 March 2023	12 September 2018	2023-2028
Riduan*	Director of Corporate Banking	Period 1: EGMS 7 January 2019 Period 2: AGMS 14 March 2023	15 Mei 2019	2023-2028
Aquarius Rudianto	Director of Network and Retail Banking	Period 1: AGMS 19 February 2020	2 September 2020	2020-2025
Toni E. B. Subari	Director of Operations	Period 1: EGMS 21 October 2020	15 January 2021	2020-2025
Rohan Hafas	Director of Institutional Relations	Period 1: EGMS 21 October 2020	23 December 2020	2020-2025
Sigit Prastowo	Director of Finance and Strategies	Period 1: EGMS 21 October 2020	23 December 2020	2020-2025
Timothy Utama	Director of Information Technology	Period 1: AGMS 15 March 2021	24 Mei 2021	2021-2026
Eka Fitria	Director of Treasury and International Banking	Period 1: AGMS 14 March 2023	21 August 2023	2023-2027
Danis Subyantoro**	Director of Risk Management	Period 1: AGMS 7 March 2024	30 August 2024	2024-2028
Totok Priyambodo**	Director of Commercial Banking	Period 1: AGMS 7 March 2024	30 August 2024	2024-2028

*) Transfer of duties to Director of Corporate Banking at the Annual GMS on March 7, 2024.

**) Appointed as Director on the Annual GMS on March 7, 2024.

BOARD OF DIRECTORS CHARTER

In carrying out its responsibilities, the Board of Directors assigns under a Charter (BOD Charter) that serves as a comprehensive framework for its Guidelines and Code of Conduct. This Charter was officially ratified through Board of Directors Decree No. KEP.DIR/040/2023 on 23 October 2023, which governs the Guidelines and Code of Conduct for the Board of Directors of PT Bank Mandiri Tbk. The Charter provides detailed regulations and instructions aimed at ensuring professionalism, accountability, and adherence to governance principles, covering the following aspects:

1. General Terms
2. Organization, Management, Authority to Act, Duties and Responsibilities
3. Board of Directors Meetings
4. Working Time and Ethics
5. Committees
6. Correspondences
7. Board of Directors Shareholding
8. Performance Assessment of the Board of Directors
9. Others
10. Change
11. Closing

BOARD OF DIRECTORS DUTIES AND RESPONSIBILITIES

In accordance with the BOD Charter, the duties, obligations, and responsibilities of the Board of Directors are clearly defined to serve as a guiding framework of activities. This ensures that the Bank's operations align with applicable laws, regulations, and governance principles while fostering accountability and operational efficiency. The following outlines the specific duties and obligations of the Board of Directors as stated in the Charter.

1. Perform and be responsible for the management of the Company for the interest and in accordance with the purposes and objectives of the Company as stipulated in Articles of Association and act as leaders in the management.
2. Maintain and manage the Company's assets.
3. Represent the Board of Directors for and on behalf of the Company both inside and outside the Court.
4. Arrange and define vision and mission, strategy and the management policy of the Company.
5. Arrange, establish, supervise and evaluate the implementation of the Company's medium- and long-term Plans (Corporate Budget Work Plan, Business Plan Development, Sustainable Financial Action Plans and Human Resource Development Plans).
6. Set the Company's performance targets, conduct supervision and evaluation and striving for the achievement of the Company's performance targets.
7. Arrange, implement and evaluate the Company's risk management strategies and policies from the identification stage to risk monitoring.
8. Establish the policies and implement Corporate Governance principles and internal control.
9. Maintain the image of the Company and establish relationships with all stakeholders.

10. Carry out other duties and responsibilities regulated in the Articles of Association, laws and regulations, and stipulations of the General Meeting of Shareholders, Board of Director's Meetings and the Company regulations.

Rights and Authorities of the Board of Directors

The Board of Directors has the following rights and authorities:

1. Take all actions and decision in managing the Company by observing the Company's Articles of Association, Laws and Regulations, Company regulations and Good Corporate Governance.
2. Establish the segregation of management duties amongst the Directors, in the event that it is not decided by the General Meeting of Shareholders.
3. Direct and set the policies as well the Company regulations to support the Company's management/activities related to budget/ financial of business activities risk management, operational, and human resources.
4. Regulate the delegation of powers of the Board of Directors to represent the Company inside and outside the Court to one or several specific people as individuals or collectively and/or to another body.
5. Regulate provisions regarding employees including the determination of salaries, pensions, or day guarantees old and other income for the Company's employees based on legislation.
6. Appoint and dismiss employees based on labour and other laws and regulations.
7. Appoint and dismiss the Corporate Secretary and/or Head of Internal Audit Unit with the approval of the Board of Commissioners.



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8. Write off bad debts according to provisions in the Articles of Association which further shall be reported to Board of Commissioners to be reported and accounted for in the Annual Report.
9. Not collecting interest receivables, fines, fees, and other receivables in the context of restructuring and/or settlement of receivables as well as taking other actions to settle the Company's receivables with the obligation to report to the Board of Commissioners with the reporting provisions and procedures determined by the Board of Commissioners.
10. Carry out all other actions regarding the management and ownership of the Company's treasury, binds the Company with other parties and/or vice versa, as well as representing the Company inside and outside the Court about all matters and events, with restrictions stipulated in the laws and regulations, Articles of Association and/or the GMS decision.
11. Determine the Organizational Structure and Company executives up to a certain level that is regulated through the Decree of the Board of Directors with regard to provisions of the Articles of Association, laws and regulations and Company regulations.
12. Delegating duties, responsibilities and authority to executives below the Directors to assist in managing the Company while taking into account the Articles of Association, laws, and Company regulations.
13. Supervising every Company activity to be in accordance with its aims and objectives and Good Corporate Governance.

Board of Directors Duties Segregations

In carrying out its duties, the Board of Directors' duties are divided into the following:

Name	Position	Supervision
Darmawan Junaidi	President Director	Internal Audit (Wholesale & Corporate Center Audit, Retail Audit, IT Audit, Senior Investigator), Corporate Relations (Corporate Secretary, Enterprise Legal)
Alexandra Askandar	Vice President Director	Special Asset Management, Legal, Digital Marketing dan Environmental, Social and Governance
Agus Dwi Handaya	Director of Compliance and HR	Compliance & AML – CFT, Human Capital (HC) Strategy & Talent Management, HC Services, HC Engagement & Outsource Management, HC Performance & Remuneration, Mandiri University, Improvement Project
Riduan*	Director of Corporate Banking	Corporate Banking, Corporate Solution, Wholesale Banking
Aquarius Rudianto	Director of Network and Retail Banking	Micro Development & Agent Banking, Micro Personal Loan, Credit Cards, Consumer Loans, SME Banking, Wealth Management, Distribution Strategy, Transaction Banking Retail Sales, Retail Deposit Product & Solution, Distribution & Consumer
Toni E. B. Subari	Director of Operations	Wholesale Credit Operation, Retail Credit Operation, Retail Credit Center, Cash & Trade Operations, Electronic Channel Operations, Customer Care, Business Continuity Management
Rohan Hafas	Director of Institutional Relations	Government & Institutional, Government Solution, Corporate Real Estate, Government Project
Sigit Prastowo	Director of Finance and Strategies	Strategy & Performance Management, Accounting, Investor Relations, Strategic Investment & Subsidiaries Management, Business Transformation, Corporate Transformation, Corporate Center

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Name	Position	Supervision
Timothy Utama	Director of Information Technology	Information Technology (IT Infrastructure, IT Applications Support, IT Digital Channel Delivery, IT Application Delivery), Digital Banking (Digital Wholesale Banking, Digital Retail Banking), Enterprise Data Analytics, IT Strategy & Architecture, CISO Office
Eka Fitria	Director of Treasury and International Banking	International Banking & Financial Institution (Overseas Banking Network, Financial Institutions Business), Treasury, Transaction Banking Wholesale, Strategic Procurement, Office of Chief Economist
Danis Subyantoro**	Director of Risk Management	Wholesale Risk (Corporate Risk, Commercial Risk), Market Risk, Operational Risk, Credit Portfolio Risk, Policy & Procedure, Consumer Credit Risk & Analytics, SME & Micro Risk, Retail Collection & Recovery, Data Protection & Fraud Risk
Totok Priyambodo**	Director of Commercial Banking	Commercial Banking, Commercial Solution

*) Transfer of duties to Director of Corporate Banking at the Annual GMS on 7 March 2024.

**) Appointed as Director effective from the Annual GMS on 7 March 2024.

BOARD OF DIRECTORS TENURE

The term of office of the Board of Directors is as follows:

1. The Board of Directors members are appointed for the tenure effective as of the GMS closing or other dates specified by the GMS and ends after the closing of the 5th (fifth) Annual GMS after the appointing date, on the condition of no more than 5 (five) years, by considering the applicable laws and regulations including the Capital Market, without reducing the GMS rights to dismiss the Board of Directors members at any time before the tenure ends.
2. The dismissal is effective after the closing of the GMS, unless defined otherwise by the GMS.
3. After the tenure ends, the Board of Directors members can be reappointed by the GMS for another tenure.

CRITERIA OF THE BOARD OF DIRECTORS

The candidates of the Board of Directors members are individuals who when appointed or during the tenure meet the following requirements:

1. Having good ethics, morals and integrity.
2. Eligible to conduct legal actions.
3. Within 5 (five) years prior to appointment or during the office, he/she:
 - a. Has never been declared bankrupt.
 - b. Has never been a member of the Board of Directors and/or Board of Commissioners found guilty of causing a Company bankrupt.
 - c. Has never been sentenced of crime for causing the loss of the country and/or relating to financial sector.
 - d. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who, during his/her tenure:
 - has failed to hold Annual GMS.
 - whose accountability as member of Board of Directors and/or Board of Commissioners has been declined by GMS or has never provided accountability report as member of Board of Directors and/or Board of Commissioners to GMS.