BOARD OF DIRECTORS MEETINGS

The policies and requirements for Bank Mandiri Board of Directors meetings are outlined in the BOD Charter and align with POJK No. 33/ POJK.04/2014 and OJK Regulation No. 17 of 2023. The key provisions for these meetings are as follows:

1. **Frequency of Meetings**: The Board of Directors is required to hold meetings at least once a month. Additional meetings may be convened as necessary upon the request of one or more Directors or based on a written request from the Board of Commissioners.

2. **Joint Meetings with the Board of Commissioners:** The Board of Directors is required to hold joint meetings with the Board of Commissioners at least once every four months to ensure alignment on strategic and operational matters.

3. **Quorum Requirements:** A Board of Directors meeting is considered valid and authorized to make binding decisions if more than 2/3 (two-thirds) of the total members are present or represented by proxy.

4. **Representation at Meetings**: A Director may be represented by another Director during a meeting, provided that a formal proxy is granted. However, a Director may only represent one other Director.

5. **Meeting Scheduling:** The Board of Directors is encouraged to schedule meetings for the following year before the end of the current fiscal year, ensuring effective planning and organization.

6. **Meeting Materials:** All relevant materials for the Board of Directors meetings shall be distributed to participants no later than five working days prior to the meeting. If a meeting is held outside of the regular schedule, materials can be provided immediately prior to the meeting.

7. **Remote Meetings:** Board of Directors meetings may also be conducted remotely through teleconferencing, video conferencing, or other electronic means, provided that all participants can interact in real time, including through audio and visual engagement.

8. **Chairing and Documentation:** The President Director chairs the meetings. If the President Director is unavailable, the Vice President Director serves as the chair. In the absence of both, the chairperson role is assigned to a Substitute Director as per the Board's decision. If no substitute is available, the longest-serving Director or, in the case of equal tenure, the oldest Director by age presides over the meeting. All meetings are documented in the form of minutes, which are distributed to all Directors and recorded in the Company's official records.

9. **Circular Resolution:** The Board of Directors may make valid decisions without physically convening a meeting through a Circular Resolution. This method requires that all members of the Board of Directors are notified and provide written approval of the proposed resolution. Decisions made through this process hold the same legal standing as those made in formal meetings.