



REMUNERATION AND NOMINATION COMMITTEE

The Remuneration and Nomination Committee of Bank Mandiri serves a strategic role in supporting the Board of Commissioners to ensure that the nomination, performance management, remuneration policy, and leadership development processes are conducted ethically, accountably, transparently, and sustainably. Through its function, the Committee ensures that Bank Mandiri's strategic-level governance aligns with the Bank's long-term objectives, corporate values, and the principles of good governance.

Purpose of Establishment

Pursuant to the Remuneration and Nomination Committee Charter, Bank Mandiri Remuneration and Nomination Committee was established by the Board of Commissioners to assist in carrying out its supervisory and strategic advisory functions related to nomination, performance management, remuneration, and leadership development for both the Board of Commissioners and the Board of Directors. The establishment of this Committee aims to ensure that all processes regarding selection, performance assessment, and compensation determination are conducted objectively, transparently, and in alignment with Bank Mandiri's strategic direction.

The Committee plays a key role in fostering a governance framework that promotes integrity-driven leadership, sustainable performance, and a competitive and equitable remuneration structure. It also ensures that all policies and decisions adhere to the principles of good governance. Through its role, the Committee supports the Board of Commissioners in maintaining a balance between short-term priorities and long-term objectives, while enhancing Bank Mandiri's competitiveness and sustainability.

Legal Reference

The establishment of the Remuneration and Nomination Committee refers to:

1. SOE Minister Regulation No. PER-2/MBU/03/2023 on Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises.
2. SOE Minister Regulation No. PER-3/MBU/03/2023 on Organs and Human Resources of State-Owned Enterprises.
3. POJK No. 34/POJK.04/2014 on the Nomination and Remuneration Committee of Issuers or Public Companies.
4. POJK No. 45/POJK.03/2015 on Governance in Providing Remuneration for Commercial Banks.
5. POJK No. 17 of 2023 on Governance Practices for Commercial Banks.
6. SEOJK No. 14/SEOJK.03/2025 on Governance Practices for Commercial Banks.

7. Bank Mandiri's Articles of Association and amendments.
8. Decree of the Board of Commissioners No. KEP. KOM/012/2025 tanggal 30 December 2025 on the Composition of Memberships of the Audit Committee, Risk Oversight Committee, Integrated Governance Committee and Remuneration and Nomination Committee of PT Bank Mandiri (Persero) Tbk.
9. Decree of the Board of Directors No. KEP. DIR/060/2025 dated 29 August 2025 on Determination of Remuneration and Nomination Committee Membership.

Structure. Membership and Profile of the Committee

The Remuneration and Nomination Committee consists of at least 3 (three) members with a composition of:

- a. 1 (one) Independent Commissioner as Chairman and member;
- b. 1 (one) Non-Independent Commissioner; and
- c. 1 (one) Executive Officer who oversees the human resource function or 1 (one) representative officer (ex officio) as a non-voting member.

In the event that the Remuneration and Nomination Committee consists of more than 3 (three) members, the majority of the members must be Independent Commissioners.

The Chairman of the Remuneration and Nomination Committee may only hold concurrent positions as Chair of the Committee at most in 1 (one) another Committee.

As of 31 December 2025, the composition of the Remuneration and Nomination Committee's membership is as follows:


Remuneration and Nomination Committee Composition as of 31 December 2025

Name	Position in the Committee	Position in Bank Mandiri	Period
Zulkifli Zaini	Chairman concurrently a Member	President Commissioner/Independent	2025 – 2030
Mia Amiati	Member	Commissioner	2025 – 2030
Muhammad Yusuf Ateh	Member	Commissioner	2021 – 2026
Yuliot	Member	Commissioner	2025 – 2030
Luky Alfirman	Member	Commissioner	2025 – 2030
Rudy Salahuddin Ramto	Member	Vice President Commissioner	2025 – 2030
Bintoro K. Pardewo	Member	Commissioner	2025 – 2030
Votivia Mardinna	Non-Voting Member & Secretary	Remuneration SEVP/Group Head Human Capital	2023 – 2028

Remuneration and Nomination Committee Profile

The profile of the Remuneration and Nomination Committee members as members of the Board of Commissioners is presented in Chapter 3 Profile of the Board of Commissioners in this Annual Report.

The following is the profile of member of the Remuneration and Nomination Committee as Non-Voting Member and Secretary:



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Votivia Mardinna
Non-Voting Member and Secretary

Age : 39 Years old
Citizenship : Indonesian
Domicile : Jakarta
Period of Assignment 02 August 2021 – Present
Basis of Appointment Board of Directors Decree No. KEP.DIR/017/2023
Educational Background Bachelor of Economics from University of Gadjah Mada (2008)
Professional Background
<ul style="list-style-type: none"> › Group Head Performance & Remuneration (2023 - present) › Department Head Performance & Career Development (2019-2023) › Department Head Organization Development (2018-2019) › Pj. Department Head Organization Development (May 2017)

Remuneration and Nomination Committee Charter

The Remuneration and Nomination Committee of Bank Mandiri functions under the Remuneration and Nomination Committee Charter, which clearly defines the roles, responsibilities, and scope of duties of the Committee. The Charter serves as a key reference to ensure that the Committee performs its functions in a structured, consistent, and governance-aligned manner, in accordance with best practices. The Charter was last updated on 16 December 2025, pursuant to Board of Commissioners Decree No. KEP.KOM/010/2025.

The Remuneration and Nomination Committee Charter contains, among others:

1. General Purpose
2. Basic Regulations
3. Duties, Responsibilities, and Authority
4. Composition, Structure, and Membership Requirements
5. Meetings
6. Reports and Recommendations
7. Performance Evaluation
8. Closing

Committee Duties and Responsibilities

The Remuneration and Nomination Committee has the following duties and responsibilities:

1. Related to Nomination Function
 - a. Evaluate and provide recommendations to the Board of Commissioners on the Board of Directors' proposal regarding the Company's organizational structure.
 - d. Provide recommendations to the Board of Commissioners regarding the composition of positions of members of the Board of Directors and/or Board of Commissioners and/or Supervisory Board.
 - e. Identify candidates for members of the Board of Directors and/or candidates for members of the Board of Commissioners both from within and outside the Company who are eligible to be proposed/appointed as members of the Board of Directors or members of the Board of Commissioners.
 - f. Develop or evaluate and provide input to the Board of Commissioners regarding policies, criteria and qualifications required in the Nomination process in accordance with the Company's strategic plan.
 - g. Develop a system and procedure for the election and/or replacement of members of the Board of Directors and/or Board of Commissioners to be submitted to the GMS.
 - h. Provide proposals for the appointment, dismissal, and/or replacement of members of the Board of Directors and/or members of the Board of Commissioners to the GMS.
 - i. Assist the Board of Commissioners in obtaining and/or analyzing data on prospective

candidates for members of the Board of Directors from the talent pool of executives one level below the Board of Directors.

- j. Having a data base and talent pool of candidates for members of the Board of Directors and candidates for members of the Board of Commissioners.
 - k. Develop, implement, and analyze the criteria and procedures for dismissal of the Board of Commissioners and/or the Board of Directors.
 - l. Assess independent parties who will become members of the Supporting Committee of the Board of Commissioners and provide recommendations to the Board of Commissioners.
2. Related to Performance Management Functions
 - a. Develop or evaluate and provide input to the Board of Commissioners regarding the Performance Assessment Policy for members of the Board of Directors and/or members of the Board of Commissioners.
 - b. Prepare proposals for individual performance assessment system for members of the Board of Directors and/or members of the Board of Commissioners.
 - c. Evaluate the proposed Key Performance Indicators (KPI) of individual members of the Board of Directors.
 - d. Assisting the Board of Commissioners in performance assessment of members of the Board of Directors and/or members of the Board of Commissioners based on benchmarks that have been prepared as assessment materials.
 3. Related to Remuneration Function

Provide recommendations to the Board of Commissioners regarding:

 - a. Assisting the Board of Commissioners in proposing an appropriate remuneration system for members and/or members of the Board of Commissioners in the form of a payroll/honorarium system, provision of facilities, benefits, bonuses/incentives/tantiem, pension system, assessment or evaluation of the system and the options provided.
 - b. Evaluate the remuneration policy based on performance, risk, fairness with peer groups, goals and long-term strategies of the Company, fulfillment of reserves as stipulated in laws and regulations and potential future income of the Company.
 - c. Evaluate the Remuneration Policy for Employees that requires approval/response from the Board of Commissioners.
 - d. Ensure that the Remuneration Policy is in accordance with applicable regulations including the Regulations of the Minister of State-Owned Enterprises, Regulations of