

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.
 - › has caused a company that has license, approval, or registration from FSA not to fulfil its obligation to deliver Annual Report and/or financial report to the OJK.
 - e. Has the commitment to comply with the laws and regulations.
 - f. Has the knowledge and/or expertise in the area required by the Company.

INDEPENDENCE OF PRESIDENT DIRECTOR

The President Director of Bank Mandiri is independent from the Bank's controlling shareholder. This independence is fulfilled as the individual has no financial, managerial, ownership, or familial relationship with the controlling shareholder.

Fit & Proper Test Approval

To obtain approval from OJK in accordance with the fit and proper test requirements, the President Director of Bank Mandiri has submitted the required independence statement as attached.



BOARD OF DIRECTORS CONCURRENT POSITIONS POLICY

The provisions for concurrent positions for the Board of Directors are regulated in the following:

1. No. PER-3/MBU/03/2023 concerning the Organization and Human Resources of State-Owned Enterprises, members of the Board of Directors are prohibited from holding concurrent positions as:
 - g. Member of the Board of Directors in State-Owned Enterprises, Regional-Owned Enterprises, Private-Owned Enterprises.
 - h. Member of the Board of Commissioners in State-Owned Enterprises.
 - i. Other structural and functional positions in central and/or regional government agencies/institutions.
 - j. Political party administrators and/or legislative candidates/members; and/or candidate for regional head/deputy regional head.
 - k. Positions that may cause conflicts of interest and/or other positions in accordance with the provisions in the legislation.
2. OJK Regulation No. 17 of 2023 and SEOJK No. 14/2025 regarding the Governance Implementation for Commercial Banks:

Members of the Board of Directors are prohibited from holding concurrent positions:

 - a. as members of the board of directors, board of commissioners, sharia supervisory board, or as executives in any bank, company, and/or other institution;
 - b. in functional roles within financial institutions or non-bank financial institutions, whether domestic or overseas;

- c. in any position that may give rise to a conflict of interest in carrying out their duties as members of the Board of Directors; and/or
- d. in any other position as regulated by applicable laws and regulations.

The following are not considered concurrent positions for members of the Board of Directors:

- a. being responsible for overseeing the Bank's investments in its subsidiaries;
- b. performing functional duties as members of the Board of Commissioners in non-bank subsidiaries controlled by the Bank;
- c. being responsible for the oversight of the pension fund or serving as members of the pension fund supervisory board owned by the Bank;
- d. acting as an interim or substitute director; and/or
- e. holding positions in non-profit organisations or institutions, provided that such roles do not interfere with the execution of their duties and responsibilities as members of the Board of Directors.

Board of Directors Concurrent Position

Name	Position	Position in Other Companies/ Institutions	Name of Other Companies/ Institutions
Riduan	President Director	-	-
Henry Panjaitan	Vice President Director	-	-
Timothy Utama	Operations Director	-	-
Eka Fitria	Human Capital and Compliance Director	-	-
Danis Subyantoro	Risk Management Director	-	-
Totok Priyambodo	Commercial Banking Director	-	-
Mochamad Rizaldi	Corporate Banking Director	-	-
Saptari	Direktur Consumer Banking	-	-
Ari Rizaldi	Treasury and International Banking Director	-	-
Novita Widya Anggraini	Finance and Strategy Director	-	-
Jan Winston	Network and Retail Funding Director	-	-
Sunarto	Information Technology Director	-	-

BOARD OF DIRECTORS NOMINATION AND SELECTION PROCESS

Pursuant to the Articles of Association, members of the Board of Directors are appointed and dismissed by the GMS. for a period of 5 (five) years effective from the date of GMS appointment. Members of the Board of Directors whose office terms are expired may be reappointed by the GMS.

The procedure for the appointment of Bank Mandiri Board of Directors refers to OJK Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies, OJK Regulation No. 17 of 2023 regarding the Implementation of Governance for Commercial Banks, and SOE Minister Regulation No. PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises. The following are procedures of the Board of Directors' appointment:

1. Origin of prospective SOE Board of Directors/Board of Directors candidates come from:
 - a. Former BUMN Director.
 - b. BUMN Board of Commissioners/Supervisory Board.
 - c. Structural Officers and Government Functional Officers.
 - d. Another source.
2. The GMS/Minister may appoint candidates proposed by the Succession Committee as members of the Board of Directors of SOEs.
3. For certain SOEs, the appointment of an individual as a member of the SOE Board of Directors may be made after passing the Fit and Proper Test (UKK) according to sectoral regulations.
4. In the event the appointment of SOE Board of Directors members is made before the UKK according to sectoral regulations, the SOE Board of Directors is authorized to carry out actions, duties, and functions as members of the SOE Board of Directors from the date they pass the UKK according to sectoral regulations.
5. SOE Board of Directors members as referred to in point (3) have a term of office effective from the date determined by the GMS/Minister.