

## **Board Of Directors Charter and Work Guidelines PT Bank Mandiri (Persero) Tbk.**

### **CHAPTER I GENERAL PROVISIONS**

#### **Article 1**

For the purpose of this Charter, the following terms shall be defined as follows:

1. Articles of Association shall mean the Company's Articles of Association including all of its amendments.
2. The Board of Commissioners is a corporate organ responsible for supervising and providing advice to the Board of Directors, with the scope of duties and authorities as stipulated in the Articles of Association and prevailing laws and regulations.
3. The Board of Directors is a company organ that is fully authorized and responsible for managing the Company in the interest of the Company, in accordance with its purposes and objectives, and representing the Company both inside and outside of court, in accordance with the provisions of the Articles of Association and the prevailing laws and regulations.
4. Company is PT Bank Mandiri (Persero) Tbk.

### **CHAPTER II ORGANIZATION, DIVISION OF MANAGEMENT, AUTHORITY, DUTIES AND RESPONSIBILITIES**

#### **Article 2**

##### **Organizational Structure and Distribution of Management Functions**

1. The Company is managed and led by the Board of Directors, which is appointed by the General Meeting of Shareholders (GMS)
2. The division of duties and responsibilities among the members of the Board of Directors, insofar as not determined by the GMS, shall be stipulated by the Board of Directors through a Board of Directors' Meeting Resolution.
3. The organization and business functions of the Company are grouped and described based on their respective roles and areas as stipulated in the Board of Directors' Resolution on the Company's Organizational Structure.

#### **Article 3**

##### **Authority to Manage and Represent the Company**

1. The President Director shall have the right and authority to represent the Board of Directors on behalf of the Company, both within and outside of court.
2. In carrying out their duties, authorities, and responsibilities within their respective areas of management, each member of the Board of Directors shall have the right and authority to act for and on behalf of the Board of Directors and to represent the Company, both in and out of court,

subject to the prevailing laws and regulations, the Company's Articles of Association, and other applicable internal policies of the Company.

3. In the event that a member of the Board of Directors is, for any reason, unable to attend or perform their duties—without the need to provide proof to any third party—such member may be substituted by another member of the Board of Directors acting as an Alternate Director, in accordance with the provisions set out in the Board of Directors' Resolution on the Division of Duties and Authorities of Board Members, and the Appointment of Alternate Directors, Regional Supervisory Directors, and Subsidiary Supervisory Directors.
4. Referring to the Board of Directors' Resolution on the Division of Duties and Authorities of Board Members and the Appointment of Alternate Directors and SEVPs, a member of the Board of Directors who is unable to attend for any reason shall appoint and grant a special power of attorney to the designated Alternate Director to carry out the same duties, authorities, and responsibilities as the Board member being substituted.
5. The Board of Directors, at its own responsibility, shall also have the right to appoint one or more persons as its representatives or attorneys, granting such person(s) the authority to perform certain specific acts as stipulated in a power of attorney.

#### **Article 4 Decision-Making Authority**

1. The authority of the Board of Directors to make decisions may be delegated to individual members of the Board in accordance with their respective areas of responsibility, and may also be delegated to Committees under the Board of Directors, subject to the provisions of Article 18 of this Board Charter and/or delegated or assigned through a special written power of attorney to officers under the Board as stipulated in the Company's regulations.
2. The decision-making authority as referred to in paragraph 1 of this Article shall be exercised with due observance of the provisions of the Articles of Association and other applicable Company regulations.

#### **Article 5 Duties and Responsibilities**

1. The Company's management policies shall be determined through a Board of Directors Meeting.
2. Every policy adopted by the Board of Directors must be aligned with and not contradict the prevailing laws and regulations, the Articles of Association, and the resolutions of the General Meeting of Shareholders.
3. In managing the Company, the Board of Directors shall prepare a comprehensive and systematic plan that includes:
  - a. **A 5 (five) year Long-Term Plan (LTP/Corporate Plan)** prepared by taking into account environmental, social, and good corporate governance sustainability factors, which shall at minimum include:
    - i. Evaluation of the implementation of the previous Corporate Plan;
    - ii. The Company's current position;
    - iii. Assumptions used in the preparation LTP
    - iv. Determination of targets, strategies, policies, and work programs of the Long-Term Plan (RJP), along with the interrelation among these elements.
  - b. Medium-Term Work Plan prepared every 3 (three) years, which at a minimum includes:
    - i. The Company's business and organizational development plan;

- ii. Evaluation of the Company's performance up to that point;
- iii. Financial projections of the Company and the assumptions used.
- c. The Company's Work Plan and Budget, prepared annually, which shall at minimum include:
  - i. A detailed work plan encompassing the Company's mission, business objectives, business strategies, corporate policies, and work programs/activities;
  - ii. The company budget, itemized for each program activity budget;
  - iii. Financial projections of the Company and its subsidiaries; and
  - iv. Other matters that require the resolution of the General Meeting of Shareholders (GMS).

In the event of a special assignment from the government, the work program and budget related to such assignment must be included in the Company's Annual Work Plan and Budget (RKAP), presented separately between the RKAP concerning the work plan for achieving the Company's business objectives and the work plan for carrying out the government's special assignment.

4. The Board of Directors is obligated to conduct a final evaluation of the assessment results in order to determine one (1) selected Candidate for Member of the Board of Directors and one (1) selected Candidate for Member of the Board of Commissioners of the Subsidiary to be appointed at the Subsidiary's General Meeting of Shareholders (GMS).
5. The Board of Directors is obligated to follow up on findings and recommendations from:
  - a. The Risk Management, Compliance, and Internal Audit functions;
  - b. Findings from the External Auditor;
  - c. Recommendations and oversight results from the Board of Commissioners;
  - d. BPK Report;
  - e. BPKP Report; and/or
  - f. Other findings and recommendations that must be followed up by the Board of Directors in accordance with the provisions of prevailing laws and regulations.
6. The Board of Directors is required to establish an internal control system.
7. The Board of Directors shall conduct internal oversight.
8. The Board of Directors is required to implement IT Governance.
9. In carrying out the risk management function, the Board of Directors has the authority, duties, and responsibilities to:
  - a. formulate and propose comprehensive Risk Management policies and strategies.
  - b. Implement the Risk Management policies.
  - c. Foster a Risk Management culture at all levels of the organization.
  - d. Implement capacity building for personnel involved in Risk Management.
  - e. Ensure that the Risk Management function operates independently
  - f. Conduct periodic reviews to ensure :
    - i. The accuracy of the risk assessment methodology;
    - ii. The adequacy of the implementation of the Risk Management Information System;
    - iii. The accuracy of Risk Management policies and procedures, as well as the establishment of risk limits and thresholds
  - g. Ensuring that the Company's Anti-Fraud Strategy (SAF) is properly and effectively implemented.



## **Article 8**

### **Notice Of Meeting**

1. The Board of Directors' meeting shall be convened by :
  - a. The President Director, or the Vice President Director in the event that the President Director is unable to attend; or
  - b. The Alternate Director, if the President Director and Vice President Director are absent.
2. The notice of the Board of Directors Meeting shall be conducted through the following procedures :
  - a. The notice of the Board of Directors Meeting must be made in writing and delivered or submitted directly to each member of the Board of Directors with proper acknowledgment of receipt, via electronic mail (e-mail), or other fastest available means, no later than 5 (five) business days prior to the meeting, excluding the date of the notice and the date of the meeting, or within a shorter period in case of emergency.
  - b. The notice as referred to in point a is not required for meetings that have been scheduled pursuant to a resolution of a prior Board of Directors Meeting or in the event that all members of the Board of Directors are present at the meeting.
  - c. If all members of the Board of Directors are present or duly represented, a **notice of meeting** shall not be required, and such meeting may be held at the Company's domicile, or at another location within the territory of the Republic of Indonesia, or at a place where the Company conducts its business activities, and shall be entitled to make valid and binding decisions.
3. The notice of the Board of Directors Meeting must include the agenda, date, time, and venue of the meeting.
4. Board of Directors Meetings may be held via teleconference, video conference, or other electronic means that allow all participants to directly see and/or hear one another and take part in the meeting
5. Members of the Board of Directors who attend the Board of Directors Meeting through the means as referred to in paragraph (4) shall have their attendance and decisions counted in the Board of Directors Meeting, which shall be documented in the Minutes of the Meeting, and are required to sign the said decisions in accordance with the provisions of Article 15 paragraph (1).

## **Article 9**

### **Chairperson of the Meeting**

1. The Board of Directors' Meeting shall be chaired by the President Director.
2. In the event that, for any reason, the President Director is unable to attend without the need to provide evidence to any third party, then in accordance with the provisions of the Articles of Association, the arrangements for chairing the Board of Directors' Meeting shall be as follows :
  - a. The Board of Directors' Meeting shall be chaired by the Alternate President Director, namely the Vice President Director.
  - b. In the event that the Vice President Director appointed pursuant to this Board of Directors' Resolution is, for any reason, unable to attend — without the need to prove such inability to any third party — the Board of Directors' Meeting shall be chaired by the Alternate Director for both the President Director and Vice President Director, as appointed under the Board of Directors' Resolution on Alternate Directors.

- c. In the event that both the President Director and the Alternate for the President Director are, for any reason, unable to attend — without the need to prove such inability to any third party — the Board of Directors' Meeting shall be chaired by the Director who has served the longest term as a member of the Board of Directors.
- d. In the event that more than one Director has served the longest term as a member of the Board of Directors, the Director who is the oldest in age shall act as the Chairperson of the Board of Directors' Meeting.

#### **Article 10** **Quorum**

1. A Board of Directors Meeting shall be valid and entitled to adopt binding resolutions if more than two-thirds (2/3) of the total members of the Board of Directors are present or duly represented at the meeting.
2. A member of the Board of Directors may only be represented at a Board of Directors Meeting by another member of the Board based on a power of attorney. A member of the Board of Directors may only represent one other member.
3. A member of the Board of Directors who is unable to attend and has granted a proxy to attend a Board of Directors Meeting may submit their opinion in writing, duly signed, to the President Director, Vice President Director, or another member of the Board who will preside over the meeting, stating whether they agree or disagree with the matters to be discussed. Such opinion shall be deemed as a valid vote cast in the Board of Directors Meeting.
4. In the event of an emergency situation with a high level of urgency requiring the approval of all members of the Board of Directors, a Board of Directors Meeting may be held with the number of Directors present or represented, by taking into account the provisions of Article 11 paragraph 7.

#### **Article 11** **Meeting Resolutions**

1. *Resolutions of the Board of Directors' Meeting shall be adopted based on deliberation to reach consensus among the members of the Board of Directors or their duly authorized representatives.*
2. In the event that a consensus cannot be reached, resolutions shall be adopted by voting, requiring more than two-thirds (2/3) of the valid votes cast at the Board of Directors' Meeting.
3. Each member of the Board of Directors is entitled to cast one (1) vote and an additional one (1) vote for each duly represented fellow Director at the Board of Directors' Meeting.
4. Blank votes (abstentions) shall be considered non-existent and shall not be counted in determining the total number of votes cast at the Board of Directors' Meeting.
5. Invalid votes shall be deemed non-existent and shall not be counted in determining the total number of votes cast at the Board of Directors' Meeting.
6. Voting on matters concerning individuals shall be conducted by unsigned closed ballots, whereas voting on other matters shall be conducted orally, unless otherwise decided by the Chairperson of the Board of Directors' Meeting without any objection based on the majority vote of those present.
7. In the event of an urgent matter with a high level of urgency requiring the approval of all members of the Board of Directors as stipulated in Article 10 paragraph 4 (excluding members of the Board of Directors who are on leave), decisions of the Board of Directors may be made via teleconference, provided that members of the Board of Directors who give their approval via

teleconference are required to affix their approval in the Minutes of the Board of Directors' Meeting.

8. In the event of a tie vote, the final decision shall be determined by the Chairperson of the Board of Directors Meeting
9. The Board of Directors may also adopt valid resolutions without convening a Board of Directors Meeting, provided that all members of the Board of Directors have been duly notified in writing and all members have given their written approval of the proposed resolutions and signed such approval.
10. In the event of a dissenting opinion, such differing opinion must be clearly recorded in the minutes of the Board of Directors Meeting along with the reasons for the dissent.

#### **Article 12 Meeting Materials**

1. The Board of Directors' meeting materials for scheduled meetings shall be submitted in writing to each member of the Board of Directors and invited participants no later than five (5) working days prior to the meeting, via an appropriate acknowledgment of receipt, email, or other fastest available means.
2. For unscheduled Board of Directors' meetings, the meeting materials shall be submitted no later than at the time the meeting is held.

#### **Article 13 Meeting Rules**

The Board of Directors, in conducting its meetings, is supported by the Group Head of Corporate Secretary, who is responsible for the following, among others:

1. Ensuring that the attendance meets the quorum, i.e., more than 2/3 (two-thirds) of the total members of the Board of Directors are present or represented at the meeting. In the event that the quorum is not met, or the attendance is less than 2/3 (two-thirds) of the total members of the Board of Directors, the Board of Directors Meeting shall not be held.
2. Compiling the materials/topics to be included in the Meeting agenda and distributing the meeting materials to the participants in accordance with the provisions stipulated in Article 14.
3. Preparing and delivering written meeting invitations to all participants; however, in urgent situations, verbal invitations may be extended.
4. Preparing the necessary facilities and infrastructure for the meeting.
5. Administering, recording, and compiling the minutes of the meeting.
6. Distributing the minutes of the meeting to all members of the Board of Directors and other meeting participants.
7. Preparing notes and monitoring the follow-up actions on the minutes of the Board of Directors Meeting, and submitting the follow-up report to the Board of Directors.
8. Reporting the number of Board of Directors Meetings and the attendance record of each Board member in the Company's Annual Report.
9. Ensuring that each Head of Work Unit who receives a copy/excerpt of the Minutes of the Board of Directors Meeting secures and stores it appropriately.

**Article 14**  
**Agenda of the Meeting**

1. The Chairperson of the Board of Directors Meeting may modify the agenda of the Board of Directors Meeting by first informing the participants of the changes to the agenda at the beginning of the meeting.
2. In the event of an urgent matter that is not included or scheduled in the agenda, it may be proposed by the relevant Director to be included in the agenda, provided that the addition is first communicated to the Chairperson of the Board of Directors Meeting at the start of the meeting.


**Article 15**  
**Minutes of Meeting**

1. All matters discussed and resolved in the Board of Directors Meeting, including but not limited to the opinions expressed during the meeting—whether in support, in opposition, or dissenting opinions—as well as the reasons for the absence of any member of the Board of Directors, if any, must be documented in the Minutes of the Board of Directors Meeting. The minutes must be signed by all attending members of the Board of Directors and distributed to all members of the Board.
2. All matters discussed and resolved in the Joint Meeting of the Board of Directors and the Board of Commissioners must be documented in the Minutes of Meeting, which shall be signed by the attending members of both the Board of Directors and the Board of Commissioners. The minutes must be distributed to all members of the Board of Directors and the Board of Commissioners. The Board of Commissioners shall sign the Minutes of the Board of Directors Meeting to acknowledge their awareness of the matters discussed, with their signatures placed in a separate column/page designated for that purpose.
3. In the event that any member of the Board of Directors and/or the Board of Commissioners attends the Board of Directors Meeting but does not sign the Minutes of Meeting as referred to in paragraph 1 or paragraph 2 above, such member must provide a written explanation stating the reason, in a separate letter which shall be attached to and become an integral part of the Minutes of Meeting.
4. The Group Head of Corporate Secretary serves as the Minutes Recorder in the Board of Directors Meeting.
5. In the event that the Group Head of Corporate Secretary is unable to attend for any reason, the Board of Directors shall have the authority to appoint another party to serve as the Minutes Recorder.
6. Prior to the commencement of the meeting, the Chairperson of the Meeting may grant the Minutes Recorder the opportunity to read out the minutes of the previous meeting.
7. The Minutes Recorder shall record and administer the granting of powers of attorney.
8. The Minutes Recorder must maintain the confidentiality of meeting policies/decisions until such policies/decisions are officially disclosed.
9. The minutes of the meeting must be properly documented by the Company.

## CHAPTER IV COMPANY CULTURE, CONFLICT OF INTEREST, AND WORK TIME/WORK ETHICS

### Article 16 Company Culture and Conflict of Interest

1. In performing its duties and exercising its authorities, the Board of Directors shall act in good faith and prioritize the interests of the Company above personal interests, while upholding the Company's Core Values and Primary Behaviors
2. The Board of Directors shall implement the principles of Good Corporate Governance in the Bank, by observing prudential banking principles, professional code of ethics and code of conduct, national and international banking conventions, and ensuring compliance with prevailing laws and regulations as well as banking-related provisions.
3. The Board of Directors must avoid any form of conflict of interest in carrying out the Company's management duties. However, when a decision must still be made, the Directors shall prioritize the Company's economic interests and prevent any potential loss or reduction in the Company's profits, while disclosing the conflict of interest in every decision made.
4. In the event of a conflict of interest, members of the Board of Directors are required to disclose the conflict of interest in every decision that involves or meets the conditions of such conflict.
5. The disclosure of conflict of interest as referred to in paragraph (4) shall be documented in the minutes of the meeting, which must at least include the name of the party having the conflict of interest, the principal issue of the conflict, and the basis for the decision-making considerations.
6. In addition to disclosing conflicts of interest as referred to in paragraph (4), members of the Board of Directors are prohibited from taking any actions that may potentially harm the Company or diminish the Company's profits.
7. The implementation of the Code of Conduct is carried out through the establishment of an Integrity Pact and an Annual Disclosure, aimed at identifying, mitigating, and managing any violations of the Code of Conduct, including potential conflicts of interest that may arise within the Company as a result of the Company's business activities, with the following explanations :
  - a. *Identification* is the process of recognizing, analyzing, assessing, and determining the potential risk of Code of Conduct violations in every activity or action that may harm the Company, either financially or non-financially.
  - b. *Mitigation* is the process of controlling the risk of Code of Conduct violations with the objective of minimizing the level of violations that may occur.
  - c. *Managing* refers to the process of appropriately and effectively addressing potential violations in order to control their impact, minimize losses, and prevent recurrence.
8. Members of the Board of Directors are prohibited from:
  - a. Using the Company for personal, familial, or third-party interests that may harm or reduce the Company's profits.
  - b. Obtaining personal benefits from the Company beyond remuneration and facilities approved by the GMS.
  - c. Holding concurrent positions other than those permitted by applicable laws and regulations.
  - d. Individually or jointly holding 25% (twenty-five percent) or more of the paid-up capital in another company.
  - e. Having a blood relationship up to the third degree with other members of the Board of Directors and/or members of the Board of Commissioners.

- 
- f. Granting a general power of attorney to another party that results in the delegation or transfer of the duties and responsibilities of the Board of Directors.
  - g. Engaging individual advisors and/or professional services as experts/consultants that are not in accordance with applicable regulations.
9. Members of the Board of Directors are required to disclose the remuneration and other facilities as referred to in paragraph (8) point b, in accordance with the OJK Regulation on the Implementation of Governance in Remuneration for Commercial Banks.
  10. Each member of the Board of Directors must not give, offer, or receive, either directly or indirectly, anything of value to or from government officials and/or other parties that may influence, or as a reward for actions taken, in accordance with the prevailing laws and regulations.
  11. Each member of the Board of Directors is obligated to report and ensure that all mandatory disclosures of State Official Wealth Reports (LHKPN) to the competent government authority are complied with by all designated reporting parties within the Company.
  12. The Board of Directors must carry out awareness and ensure the execution of the gratification control program in line with prevailing legal provisions.
  13. Each member of the Board of Directors is required to sign an Integrity Pact and Annual Disclosure upon appointment, and to re-sign it annually and whenever the Director undertakes a transactional action that requires the approval of the Board of Commissioners, the General Meeting of Shareholders (GMS), and/or the Minister.

#### **Article 17 Working Hours**

1. The Company's working days are from Monday to Friday, or five (5) working days per week.
2. The Company's working hours shall follow the working hours stipulated by the Company's internal regulations.
3. Working hours beyond those stated in paragraphs (1) and (2) shall be considered overtime. Overtime worked on public holidays shall be treated the same as overtime on regular working days. Any decisions made during such extended working hours shall remain valid and binding.
4. Absence of a member of the Board of Directors due to illness, leave, vacation, or official business travel, both domestic and international, must be notified to the Board of Directors by informing the designated Alternate Director in accordance with the provisions stipulated in the Board of Directors' Resolution on the Division of Duties and Authorities of the Board Members and the Appointment of Alternate Directors and SEVPs.

#### **CHAPTER V COMMITTEE**

##### **Article 18**

1. The Committee is a body established by the Board of Directors to support the effective implementation of the duties of the Board of Directors.
2. The Committee shall comprise a permanent Executive Committee and other ad hoc committees established as needed.
3. The organization, membership, duties, authorities, responsibilities, and working mechanisms of the Executive Committee are stipulated in a separate Board of Directors' Resolution, while other temporary (ad hoc) committees are regulated in a separate Board of Directors' Resolution or in the Company's internal regulations.

4. Decisions made in Committee Meetings are valid and binding on the Company, similar to those made in Board of Directors Meetings, provided that the Board of Directors reserves the right to review, amend (in whole or in part), or revoke such Committee decisions.
5. Members of the Board of Directors are not permitted to serve as members of any Committee established by the Board of Commissioners.

## **CHAPTER VI CORRESPONDENCE**

### **Article 19**

Correspondence with third parties (other than reporting activities specifically governed by separate internal provisions) shall adhere to the principle of equality, meaning that attention must be given to the parity between the party receiving and/or sending the letter.

## **CHAPTER VII SHARE OWNERSHIP BY DIRECTORS**

### **Article 20**

1. Each member of the Board of Directors is required to report to the Financial Services Authority (OJK) and through the Indonesia Stock Exchange website any ownership and any changes in ownership of the Company's shares, whether directly or indirectly.
2. Members of the Board of Directors who hold shares of the Company must inform the Corporate Secretary unit of any acquisition or change in their share ownership no later than 3 (three) working days after the acquisition or change occurs.
3. The report as referred to in paragraph 1 must be submitted to the OJK and through the Indonesia Stock Exchange website no later than 5 (five) working days after the transaction of the Company's shares, through the Corporate Secretary unit

## **CHAPTER VIII PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS**

### **Article 21**

1. Each member of the Board of Directors of the Company shall have performance targets in accordance with their respective duties, authorities, and responsibilities, as determined based on their area of assignment.
2. The performance accountability report of the Board of Directors regarding the execution of their duties shall be submitted to the Board of Commissioners and included in the Annual Report.
3. The periodic report containing the implementation of the Company's Work Plan and Budget must be submitted by the Board of Directors to the Board of Commissioners on a quarterly and annual basis.

**CHAPTER IX  
WORKING RELATIONSHIP PATTERN BETWEEN THE BOARD OF DIRECTORS AND THE BOARD  
OF COMMISSIONERS**

**Article 22**

**The working relationship between the Board of Directors and the Board of Commissioners** is carried out, among others, through joint meetings as stipulated in Article 6 paragraph (2) and/or other mechanisms, while adhering to the provisions of the Articles of Association and applicable laws and regulations.

**CHAPTER X  
AMANDMENT**

**Article 24**

In the event of any changes to the Articles of Association, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, or other prevailing laws and regulations that render this Board of Directors' Resolution no longer in alignment, the Group Head of Corporate Secretary shall be responsible for updating this Board of Directors' Rules of Procedure.

**CHAPTER XI  
CLOSING**

**Article 25**

The Group Head of Corporate Secretary is responsible for ensuring the smooth implementation of the Board of Directors' Rules of Procedure in accordance with this Board of Directors' Resolution