



## **Corporate Secretary PT Bank Mandiri (Persero) Tbk.**

According to Financial Services Authority Regulation Number 35/POJK.04/2014 concerning Corporate Secretary of Issuer or Public Companies, Company Secretary is an individual or the person in charge of an agency responsible to carry put corporate secretary functions. Corporate Secretary of Bank Mandiri is under the direct supervision of President Director and is a company supporting organ who acts as Bank's mediator with the stakeholders such as regulators, investors, and public especially for capital market related matters who is responsible to ensure the compliance of the company to the applicable laws and regulations as part of Good Corporate Governance (GCG) Implementation. Moreover, Corporate Secretary is responsible to always maintain good image of Bank Mandiri in the eyes of stakeholders in the broad sense.

### **The Basis for the Appointment of Company Secretary**

The establishment, appointment and carrying out of functions and duties of Corporate Secretary, refer to :

1. Articles of Association of Bank Mandiri
2. Financial Services Authority Regulation Number 35/POJK.04/2014 concerning Corporate Secretary of Issuer and Public Companies.
3. Decree of the Board of Directors of PT. Bursa Efek Indonesia Number Kep-00001/BEI/01-2014 concerning the Amendment to Regulation Number I-A: Concerning the Registration of Shares and Equity Securities Other than Shares Issued by Listed Companies.
4. State Minister of State Owned Enterprises Regulation Number PER-01/MBU/2011 concerning the Implementation of Good Corporate Governance in State Owned Companies, as amended by PER-09/MBU/2012.
5. Law Number 19 of 2003 concerning State Owned Companies.
6. Decree of Minister of State Owned Companies Number KEP117/MMBU/2002 dated 31 July 2002.
7. Decree of the Board of Directors of Jakarta Stock Exchange Number 339/BEJ/07-2001 dated 20 July 2001 concerning the Amendment to the Provision C.2.e Regulation of Securities Registration Number I-A: Concerning General Provisions on Equity Securities Registration at the Stock Exchange.
8. Regulation No.IX.I4 Decree of Head of Capital Market Supervisory Agency (Bapepam) No. Kep 63/PM/1996 dated 17 January 1996.
9. Decree of SEVP No. KEP.SEVP/272/2014 dated 30 September 2014.



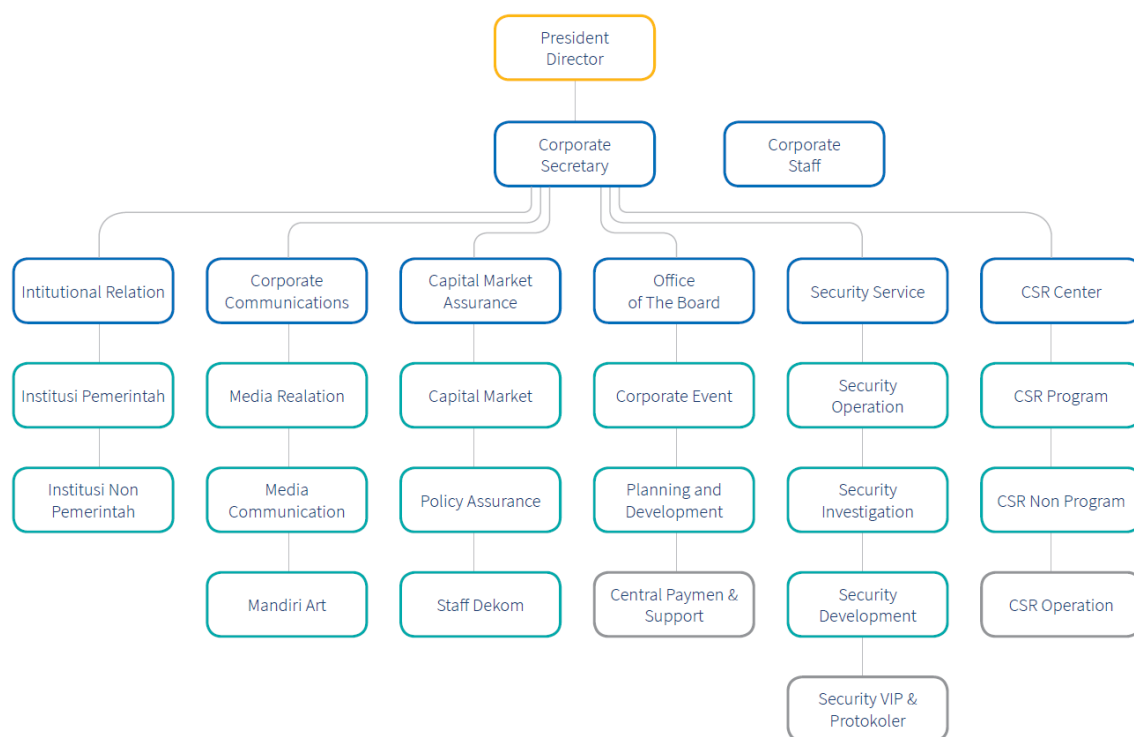


## Structure of Corporate Secretary

Corporate Secretary of the Company is directly responsible to President Director, whose execution of function and duties are divided into 6 (six) areas, namely :

1. Activities of Bank Mandiri as Public Company, including the implementation of corporate governance especially those related to Capital Market provisions carried out by Capital Market Assurance Department Unit
2. Corporate Communication Activities carried out by Corporate Communications Department Unit
3. Secretariat Activities carried out by Office of the Board Department Unit
4. Stakeholder Management Activities carried out by Institutional Relation Department Unit
5. Corporate Social Responsibilities Activities carried out by Corporate Social Responsibility Center Department Unit
6. Security Activities carried out by Security Services Department Unit

In implementing the functions and duties of each department, the coordination and supervisory is directly carried out by Corporate Secretary.



## Functions And Duties Of Corporate Secretary

In reference to Article 5 of Financial Services Authority Number 35/POJK.04/2014 concerning Corporate Secretary of Issuer and Public Companies, the functions of Corporate Secretary are to carry out duties which include :

1. Following the development of capital market especially the applicable laws and regulations of capital market.





2. Providing suggestions to the Board of Directors and the Board of Commissioners to comply with the provisions of the laws and regulation of capital market.
3. Assisting the Board of Directors and Board of Commissioners in the implementation of corporate governance which include :
  - a. The disclosure of information to public, as well as the information availability in the Issuer's website
  - b. The submission of reports to Financial Services Authority in timely manner
  - c. The convention and documentation of General Meeting of Shareholders
  - d. The convention and documentation of Board of Directors and/or Board of Commissioners meeting; and
  - e. The implementation of orientation program to companies for the Board of Directors and/or Board of Commissioners.
4. As a liaison among the Issuer and the shareholders, Financial Services Authority and other stakeholders.

In line with the said Financial Services Authority Regulation, the Corporate Secretary of Bank Mandiri also has policies and Standard Guidelines as the basis for the Corporate Secretary to carry out its functions and duties, which are among others :

1. Bank's activities as Public Company
  - a. To implement information disclosure including reporting to Regulators in relation to the Bank's status as public listed company.
  - b. To convene and prepare documentations of General Meeting of Shareholders.
  - c. To prepare reporting in accordance with other laws and regulations under the authority of Corporate Secretary.
  - d. To manage the administration of the shareholders of Bank Mandiri.
  - e. To conduct other activities related to Corporate Action and/or other disclosure of information.
  - f. To carry out compliance function of the Bank with the regulations of capital market.
2. Corporate Communication Activities
  - a. To determine policies and strategies of Corporate communication together with Marketing Communication Agency including :
    - 1) To determine regulations concerning the conduct of communications.
    - 2) To determine brand image and brand positioning.
  - b. To conduct communication activities in corporate manner to corporation's internal and external stakeholders, among others :
    - 1) To work on the news and advertisements in mass media including online media.
    - 2) To conduct anticipative and corrective actions on every news and advertisement in mass media including online media.





- 3) To support Customer Care Agency and other working units related to the settlement of customer's complaints.
- 4) To conduct management on Portal and Website of the Bank together with Marketing Communication Agency, Products and Services Management Agency and Information Technology Agency.
- 5) To conduct risk management function including identification process, measurement, monitoring and controlling of reputation risk management.
- c. To conduct and carry out certain activities (events/programs/ sponsorships) as an implementation of communication strategy in corporate manner and management of reputation/reputation risk.
3. Secretariat Activities
  - a. To convene and prepare documentations of Board of Directors and Board of Commissioners Meeting.
  - b. To administer corporate documents including to stipulate or determine regulations concerning correspondence and corporate documents management.
  - c. To carry out activities to support functions and working activities of the Board of Commissioners, Board of Directors and SEVP.
4. Corporate Social Responsibility Activities
  - a. To determine strategies and to carry out Corporate Social Responsibilities Activities.
  - b. To carry out other similar activities either in the form of government program implementation or with cooperation with third parties such as Partnership and Community Development Program and provision of charity and donation in relation to natural disasters.
5. Security Activities
 

To carry out security activities that purports to support the smoothness and order of Banks' operational activities including to arrange and determine regulations concerning the implementation of Bank's security.





## Profil Sekretaris Perusahaan



**Rohan Hafas**  
*Corporate Secretary*

Place Date of Birth	: June 2, 1961
Age	: 56 Years
Citizenship	: Indonesian citizen
Domicile	: Jakarta
Education	: Bachelor degree in Management from University of Indonesia in 1987
Job History	: Prior to joining Bank Mandiri, he had a career in PT Bank Mutiara, Tbk from February 2010 to September 2014 as Division Head of Corporate Secretary and a career in PT Daria Dharma from 2005 to January 2010 as Operations Director.
Element of Appointment	: He joined Bank Mandiri in 2014 and served as Corporate Secretary based on SEVP Decree No.KEP.SEVP/272/2014 dated September 30, 2014.
Certification	: He has been awarded the Level 1 Risk Management Certification held by the Banking Profession Certification Institute in 2012 and has followed the Refreshment held by BARa Risk Forum in 2016.