

**Member of the Board of Commissioners:**

- a. Mr. Askolani;
up to the closing of the Company's Annual GMS that shall be held in 2019;
- b. -Mr. Imam Apriyanto Putro;
-Mr. Goei Siau Hong; and
-Mr. B.S. Kusmulyono;
up to the closing of the Company's Annual GMS that shall be held in 2020;
- c. Mr. Ardan Adiperdana
up to the closing of the Company's Annual GMS that shall be held in 2021;
- d. -Mr. Makmur Keliat.
-Mr. Hartadi Agus Sarwono; and
-Mr. R. Widyono Pramono;
up to the closing of the Company's Annual GMS that shall be held in 2022;

Granting authority to the Board of Directors of the Company, together with substitution rights to perform any necessary actions related to the resolution of this Meeting Agenda pursuant to the applicable laws and regulations, including to restate in a specific Notarial Deed and to inform the amendment to the composition of members of Board of Directors and Board of Commissioners of the Company to the Ministry of Law and Human Rights of the Republic of Indonesia, and to inquire Financial Services Authority to perform fit and proper test to member candidates of Board of Directors and Board of Commissioners of the Company pursuant to the applicable provisions.

Follow-up Actions

1. Nomination of Mrs. Destry Damayanti as members of Board of Commissioners of the Company has been annulled in Extraordinary GMS.
2. Dismissal of the tenure of Mr. Wimboh Santoso as President Commissioner has been confirmed in Extraordinary GMS.
3. Mr. Hartadi Agus Sarwono has obtained approval from Financial Services Authority regarding the result of Fit and Proper Test as specified in Letter of OJK No. SR-193/PB.12/2017 dated November 15, 2017, and the appointment concerned as an Independent Commissioner is declared effective starting from November 15, 2017 as stated in Bank Mandiri Letter No. RMC/1412/2017 dated November 15, 2017.
4. Mr. R. Widyono Pramono has obtained approval from OJK regarding the result of Fit and Proper Test as specified in Letter of OJK No. SR-8/PB.12/2018 dated January 12, 2018, and the appointment concerned as an Independent Commissioner is declared effective starting from January 15, 2018 as stated in Bank Mandiri Letter No. RMC/42/2018 dated November 15, 2017.
5. Dismissal of the tenure of Mr. Pahala N. Mansury as the Director has been confirmed in Extraordinary GMS.
6. The nomenclature amendment to the composition of members of Board of Directors have been implemented.
7. The composition of members of Board of Directors have applied the nomenclature.
8. Mr. Darmawan Junaidi has obtained approval from OJK regarding the result of Fit and Proper Test as specified in the Letter of OJK No. SR-7/PB.12/2018 dated January 10, 2018, and the appointment concerned as an Independent Commissioner is declared effective starting from January 12, 2018 as stated in Bank Mandiri Letter No. RMC/37/2017 dated January 12, 2018.
9. Board of Directors of the Company has performed any necessary actions related to the decree of this meeting agenda, pursuant to the applicable laws and regulations.

Status: Realized

Board of Commissioners

Board of Commissioners are the Organ of the Company which serves to conduct supervision generally and/or specifically pursuant to the Articles of Association, to provide advice to the Board of Directors, as well as to ensure that the Company conducts the principles of GCG. Board of Commissioners are responsible to Shareholders in supervising the policy of the Board of Directors on the general operations of the Company, which refer to business plans that are approved by the Board of Commissioners and shareholders, and in ensuring compliance to all applicable laws and regulations.

Every member of the Board of Commissioners must have high integrity, knowledge, capability, and commitment to spare his/her time in performing his/her duties. Thus, the composition of Board of Commissioners of the Company must allow effective, accurate, and quick decision-making. In other words, Board of Commissioners are also demanded to act independently, meaning that there should be no conflict of interest that can disrupt its ability to perform their duties independently and critically, both in their internal relationship and in their relationship with the Board of Directors.

Duties and Responsibilities of Board of Commissioners

Duties and responsibilities of the Board of Commissioners pursuant to the Charter of the Board of Commissioners are as follows:

1. Duties and responsibilities of the Board of Commissioners include:
 - a. To perform supervision to the management of the Company as performed by the Board of Directors, and to provide advice to the Board of Directors regarding work plan, Company development, implementation of the provisions of the Articles of Association, resolutions of GMS and/or Extraordinary GMS, and the applicable laws and regulations.

- b. To ensure the implementation of Good Corporate Governance in every business activity of the Company, and to perform integrated evaluation to the policy of corporate governance.
 - c. To protect the Company's interest by considering the interest of Shareholders and be responsible to GMS.
 - d. To research and review Annual Report prepared by the Board of Directors, as well as to execute the Annual Report.
 - e. To provide opinion and advice to Annual Work Plan and Budget proposed by the Board of Directors and to validate it pursuant to the provisions in the Articles of Association.
 - f. To monitor the development of the Company's activities.
 - g. To provide opinion and advice to shareholders regarding matters considered crucial for managing the Company.
 - h. To immediately report to GMS when there is an indication of performance decline in the Company, also to provide advice regarding corrective action that must be performed.
 - i. To inform the Financial Services Authority no later than 7 (seven) working days as of the findings of (a) violation to the laws and regulations in the field of finance and banking; and (b) condition or estimation of condition that may harm business continuity of the Company.
 - j. To propose to GMS regarding the appointment of Public Accountant that shall perform examination to the Company's accounting.
2. In performing its duties to supervise and to provide advice, the Board of Commissioners are responsible:
 - a. To provide opinion and advice to the management regarding the determination of vision, mission, culture, and values of the Company.
 - b. To conduct review and to provide opinion on business strategy applied by the Company.
 - c. To conduct review as well as to provide opinion and advice regarding the system of human resource management.
 - d. To perform assessment as well as to provide opinion and advice regarding the system of risk control.
 - e. To perform assessment as well as to provide opinion and advice regarding Business Plan and its description into Company Annual Work Plan and Budget.
 - f. To provide approval to draft of strategic business decisions or policies which comply to the laws and regulations, Articles of Association, GMS resolution, and prudential banking practices, as well as the commitment to avoid any form of conflict of interest.
 - g. To perform assessment on the reports from both internal and external auditor and to provide advice to the management regarding matters that need to be followed-up.
 - h. To perform periodical supervision and to give advice to the management regarding the implementation of good corporate governance.
 - i. To perform periodical supervision on the implementation of Company Work Plan and Budget and to provide input/approval to the amendment to Company Work Plan and Budget pursuant to the applicable provision.
 - j. To submit supervisory report of the shareholders during Annual GMS and/or Extraordinary GMS.
 - k. To perform supervision on the Company's service quality to the customers and to provide necessary advice to the management.
 - l. To perform assessment, to give opinion and advice regarding the implementation of risk management, which includes matters related to fraud control.
 - m. To formulate work program of the Board of Commissioners which includes program of the Committees to support the Board of Commissioners.
 3. Each Commissioner must pay attention to the duties, responsibilities, and limits, including the ones regulated in the laws and regulations.

Duties and Responsibilities of President Commissioner

Pursuant to the Charter of the Board of Commissioners of Bank Mandiri, the duties and responsibilities of President Commissioner of Bank Mandiri, among others, are as follows:

1. Conducting written summons of Board of Commissioners Meeting that are delivered to all members of Board of Commissioners by specifying the event, date, time, and venue of the meeting.
2. Acting as Head of Meeting in Board of Commissioners Meeting.
3. Ensuring the implementation of Board of Commissioners Meeting and Meeting of Committees of Board of Commissioners, including the orderliness of Meeting Minutes.



4. Accepting reports from Committees under the Board of Commissioners.
5. Coordinating all duties of the Board of Commissioners that should be distributed as equally as possible.

Obligations of Board of Commissioners

Board of Commissioners are obliged:

1. To validate and supervise the implementation of Company Work Plan and Budget.
2. To supervise the follow-up action from the findings against deviation based on the laws and regulations, articles of association, and prudential banking practices.
3. To follow the development of the Company's activities, and in the event the Company shows signs of setback, if necessary, the Board of Commissioners may hold GMS to report to shareholders and to provide suggestion regarding corrective actions that must be performed.
4. To provide opinion and advice to GMS regarding every matters considered crucial for managing the Company.
5. To perform other supervisory duties as determined by the GMS as well as by the laws and regulations.
6. To nurture anti-fraud culture and concerns on all personnels of the Company.
7. To establish Audit Committee, Nomination Committee, Remuneration Committee, and other committee as required by the laws and regulations.
5. Each Commissioner is entitled to inquire explanation regarding any matters from the Board of Directors and all staff under him/her, and the Board of Directors must provide it.
6. Each Commissioner is entitled to attend meetings held by the Board of Directors or units below it without making any decision.
7. With the highest vote, the Board of Commissioners at any time may temporarily dismiss one or more member of the Board of Directors, when they were proved to act against the Articles of Association or to ignore their obligations, or other urgent reasons for the Company.
8. Such temporary dismissal must be informed in written to the party concerned together with reasons behind the action.
9. Within 90 (ninety) days after the date of the temporary dismissal, the Board of Commissioners is obliged to hold GMS which will decide whether the relevant member of the Board of Directors will be permanently dismissed or be reappointed in its position, where he/she will be provided an opportunity to attend the meeting and defend him/herself.

Rights and Authorities of The Board of Commissioners

Rights and authorities of the Board of Commissioners are as follows:

1. To make decisions on the acts of the Board of Commissioners as regulated in the Articles of Association of the Company.
2. Each Commissioner, individually or jointly, at any time is entitled to enter the premises or other places that are used or controlled by the Company, and is entitled to examine books, letters of proof, and supplies, as well as to examine and match the position of cash for verification requirement and securities, and to know any actions performed by the Board of Directors.
3. The actions must be performed in their capacity as Board of Commissioners and must be reported in Board of Commissioners meeting regarding such actions.
4. When necessary, Board of Directors are entitled to request expert assistance in performing their duties in a limited time at the Company's expense.
1. Releasing/transferring and/or using the Company's assets with criteria and values exceeding certain amounts stipulated by the Board of Commissioners, taking into account legislation in the capital market and banking sector.
2. Collaborating with business entities or other parties, in the form of joint operations (KSO), business cooperation (KSU), cooperation licensing, Build, Operate and Transfer/BOT, Build, Operate and Own/BOO) and other agreements that have the same nature that are of the same duration or the value exceeds the value determined by the Board of Commissioners.
3. Conducting capital participation, release capital participation including changes in capital

Decisions That Need to Get Approval of The Board of Commissioners

Decisions that need to be approved by the Board of Commissioners of Bank Mandiri are stipulated in the Boundary Proposal/Criteria for the actions of the Board of Directors who must obtain the Approval of the Board of Commissioners and the Series A Dwiwarna Shareholders. The decisions that need to get approval from the Board of Commissioners include: