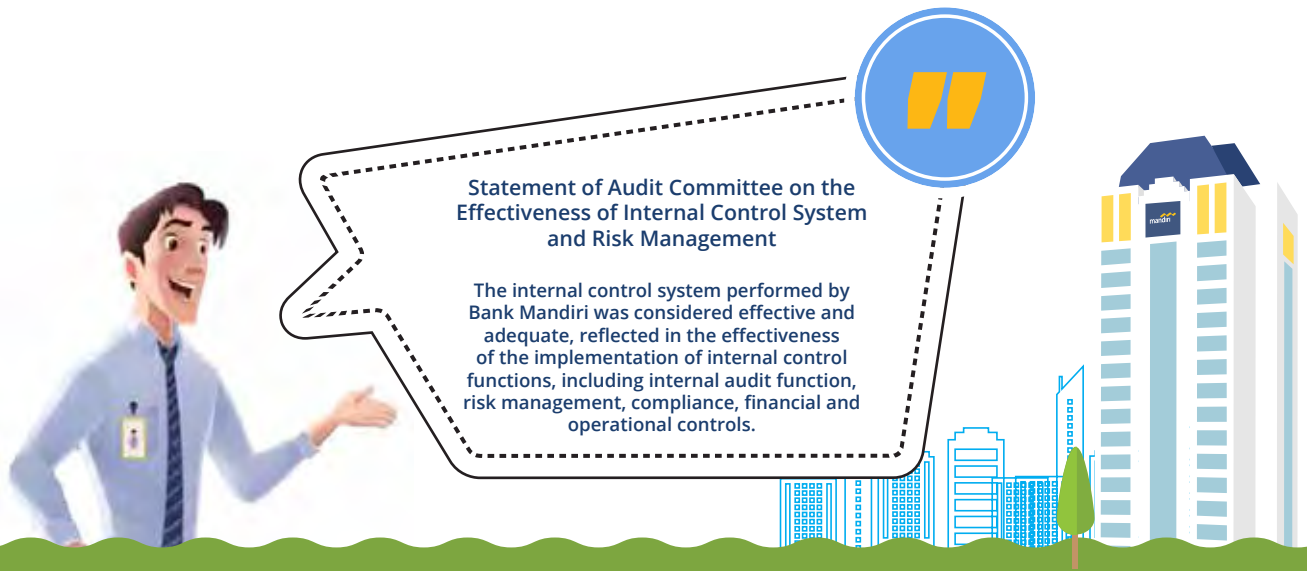


Audit Committee Work Plan For 2019

In 2019, the Audit Committee has established a work plan that will be discussed through a meeting of at least 1 (one) times in 3 (three) months. The Audit Committee's work plan in 2019 includes:

1. Monitoring and evaluating the adequacy of internal controls, including the adequacy of the financial reporting process.
2. Evaluate the adequacy of internal controls in the Subsidiary.
3. Monitoring and evaluating the company's compliance with laws and regulations.



Remuneration and Nomination Committee

The Remuneration and Nomination Committee was established to assist in the performance of the functions and duties in the fields related with remuneration and nomination of the members of the Board of Directors and the Board of Commissioners. The Regulation of Bank Indonesia/Regulation of Financial Service Authority requires bank to establish Remuneration and Nomination Committee as an implementation of GCG so that the Bank may be managed based on the principles of openness, accountability, responsibility and fairness.

Basis For Establishment of Remuneration And Nomination Committee

The basis for the establishment of the Remuneration and Nomination Committee refers to:

1. Article of Association of the Company.
2. Law No. 19 of 2003 concerning SOEs.
3. Financial Services Authority Regulation No. 55/POJK.03/2016 concerning the Implementation of Management for Public Banks.
4. Regulation of the Minister of SOE No. PER-12/MBU/2012 concerning Supporting Organs of Boards of Commissioners/Supervisory Boards of State Owned Enterprises.

5. Decree of the Board of Commissioners No. KEP. KOM/002/2018 dated January 3, 2018 concerning Changes on Audit Committee, Risk Monitoring Committee, Integrated Management Committee and Remuneration and Nomination Committee of PT Bank Mandiri (Persero) Tbk.
6. Decree of the Board of Directors No. KEP. DIR/41/2018 concerning Establishment of Memberships of the Remuneration and Nomination Committee dated May 16, 2018.

Charter of Remuneration and Nomination Committee

So that the Remuneration and Nomination Committee may work effectively, the Remuneration and Nomination Committee must have a guideline which clearly regulates the role and responsibility of the committee and its scope of work. The work guideline of the Remuneration and Nomination Committee is regulated in the Charter of the Remuneration and Nomination Committee of PT Bank Mandiri (Persero) Tbk which was ratified on July 15, 2016. The Charter of the Remuneration and Nomination Committee contains:

1. Background
2. Function, Authority and Responsibility
3. Membership and Code of Conduct



4. Meeting and Reporting
5. Nomination and Remuneration System
6. Closing

Duties and Responsibilities of Remuneration and Nomination Committee

The duties and responsibilities of the Remuneration and Nomination Committee are performing the following:

1. Preparing concept and analysis related with the function of the Remuneration and Nomination Committee.
2. Providing recommendation to the Board of Commissioners on policies, criteria and qualifications which are necessary in the Nomination process consistent with the strategic plan of the Company and performance evaluation policy for the members of the Board of Directors and/or members of the Board of Commissioners.
3. Preparing and providing recommendation system and procedure of selection and/or replacement of member of the Board of Commissioners and the members of the Board of Directors to be submitted to the GMS.
4. Providing recommendation to the Board of Commissioners on the number and composition of the members of Board of Commissioners and/or the members of the Board of Directors.
5. Providing proposal of nominees who are qualified to be the members of Board of Commissioners and/or the members of the Board of Directors to the Board of Commissioners to be submitted to the GMS and/or regulator.
6. Providing recommendation to the Board of Commissioners on the capacity building program for the members of Board of Commissioners and/or the members of the Board of Directors.
7. Assisting the Board of Commissioners in the performance assessment of the members of Board of Commissioners and/or the members of the Board of Directors based on the benchmarks which have been prepared as evaluation materials.
8. Assisting the Board of Commissioners in obtaining and/or analyzing the data nominees of the members of the Board of Directors and talent pool of officials one level below the Board of Directors.
9. Representing data base and talent pool of nominees of the members of the Board of Directors and the nominees of the members of the Board of Directors.
10. Evaluating the remuneration policy and providing recommendation to the Board of Commissioners on:
 - a. Remuneration policy, remuneration structure, amount of remuneration for the Board of Commissioners and the Board of Directors to be submitted to the GMS.
 - b. Performance assessment with consistency of remuneration which is accepted by every member of the Board of Commissioners and/or member of Board of Directors.
 - c. Option to the Board of Commissioners, the Board of Directors and Employees, including stock option and supervision of the implementation.
11. Committee Chairman is in charge of and responsible for coordinating committee meeting and proposing meeting agendas and materials.
12. Committee members are in charge of and responsible for:
 - a. Holding meetings regularly.
 - b. Studying meeting materials beforehand.
 - c. Attending meetings.
 - d. Contributing and participating.
 - e. Making minutes of meetings (secretary).

Authority of Remuneration and Nomination Committee

The Remuneration and Nomination Committee has the following authorities:

1. Requesting Bank Mandiri to perform survey as required by the Remuneration and Nomination Committee.
2. Requesting information on necessary matters from various internal and external parties of Bank Mandiri.

Reporting of Remuneration and Nomination Committee

The Remuneration and Nomination Committee must report the performance of duties, responsibilities, and procedure of Nomination and Remuneration of every assignment given and/or every identified issue which requires the attention of the Board of Commissioners or at least 2 (two) times in 1 (one) year.

The Structure, Membership, and Skills of The Remuneration and Nomination Committee

Referring to the Regulation of the Minister of SOE No. PER-12/MBU/2012 concerning the Supporting Organ of the Board of Commissioner/Supervisory Board of BUMN and the Financial Services Authority Regulation No. 34/POJK.04/2014 concerning the Committee of Remuneration and Nomination of Issuer or Public Company and the Article of Association of Bank Mandiri, in compiling the Committee of Remuneration and Nomination membership must pay attention to the following matters:

1. The Remuneration and Nomination Committee consists of at least 3 (three) members of the Independent Commissioner, and Independent Parties who have become members at least 51% of the total of the Remuneration and Nomination Committee, with provisions:
 - a. 1 (one) chairperson concurrently a member, who is an Independent Commissioner; and
 - b. Other members who can come from:
 - Members of the Board of Commissioner
 - Parties from outside the Company; or
 - Parties who hold managerial positions under the Directors in charge of human resources.
 - c. The majority of other members cannot come from parties who hold managerial positions under the Board of Directors in charge of human resources.
 - d. If necessary, the Remuneration and Nomination Committee can appoint members from outside the Company who are independent for the Company.
 - e. Members of the Remuneration and Nomination Committee originating from outside the Company (in accordance with Article provisions 3 paragraph 3 POJK. 34/2014) must fulfill the following requirements:
 - Not affiliated with the Company, members of the Board of Commissioner, members of the Board of Director, or the Company's Major Shareholder.
 - Having experience related to Nomination and/ or Remuneration.
- Do not hold concurrent positions as a member of another committee owned by the Company.
- f. Members of the Company's Board of Directors cannot become members of the Remuneration and Nomination Committee.
- g. Members of the Remuneration and Nomination Committee are appointed by the Board of Directors based on the decision of the Board of Commissioners meeting.
- h. Members of the Remuneration and Nomination Committee are appointed for a certain term of office and can be reappointed.
- i. The official term of members of the Remuneration and Nomination Committee is no longer than the official term of the Board of Commissioners members as stipulated in articles of association.
- j. The replacement of members of the Remuneration and Nomination Committee who are not from the Board of Commissioners is conducted no later than 60 (sixty) days after such members of the Committee of Remuneration and Nomination can no longer carry out their functions.
- k. The Company must document the decision of appointing and dismissing members of the Remuneration and Nomination Committee.
2. The Remuneration and Nomination Committee is chaired by the Independent Board of Commissioners.

During 2018, the membership composition of the Remuneration and Nomination Committee underwent changes which can be presented as follows.

Period of January 1, – April 8, 2018

The membership composition of the Remuneration and Nomination Committee for the period of January 1 - April 8, 2018, which has been appointed based on the Directors Decree No. KEP.DIR/216/2017 concerning the Determination of the Membership of the Remuneration and Nomination Committee which was passed on October 11, 2017, is as follows:

The Table of the Structure, Membership and Expertise of the Remuneration and Nomination Committee

Name	Position	Information	Expertise
Hartadi Agus Sarwono	Chairman and Concurrently Member	President Commissioner/Independent Commissioner	Banking, Economic
Imam Apriyanto Putro	Member	Deputy President Commissioner	Governance
Askolani	Member	Commissioner	Fiscal, Budget and Tax
Bangun Sarwito Kusmulyono	Member	Independent Commissioner	Finance, Banking
Goei Siau Hong	Member	Independent Commissioner	Fiscal, Budget and Tax
Ardan Adiperdana	Member	Commissioner	Accounting, Audit
Makmur Keliat	Member	Independent Commissioner	Macroeconomic
R. Widyo Pramono	Member	Commissioner	Hukum.xxx
Sanjay N. Bharwani ^{*)}	Secretary and Concurrently Member of Ex-Officio*	SEVP Human Capital	Human Capital, Teknologi Informasi

^{*)} The Position for the Secretary of the Remuneration and Nomination Committee is vacant since March 29, 2018



Period of April 9 – December 31, 2018

The membership structure of the Remuneration and Nomination Committee for the period of April 9 – December 31, 2018, which has been appointed based on the Directors Decree No. KEP.DIR/41/2018 concerning the Determination of Membership of the Remuneration and Nomination Committee which was passed on May 16, 2018, is as follows:

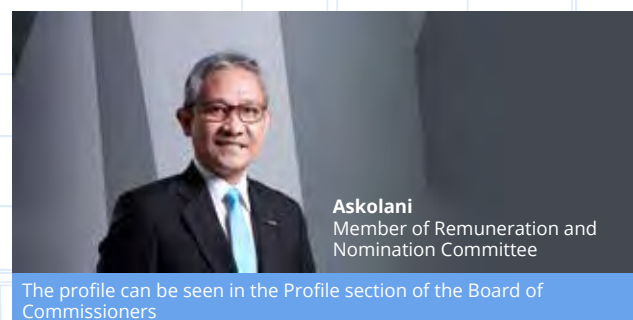
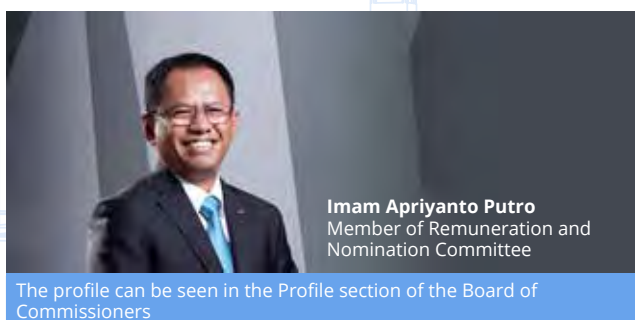
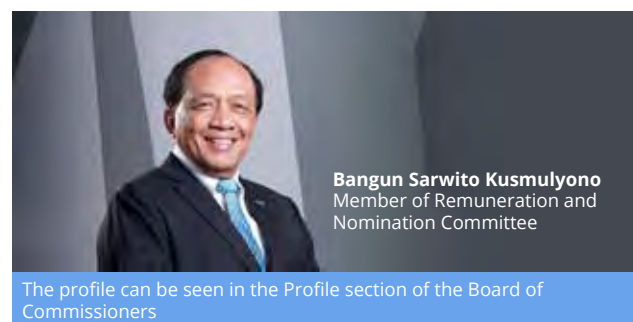
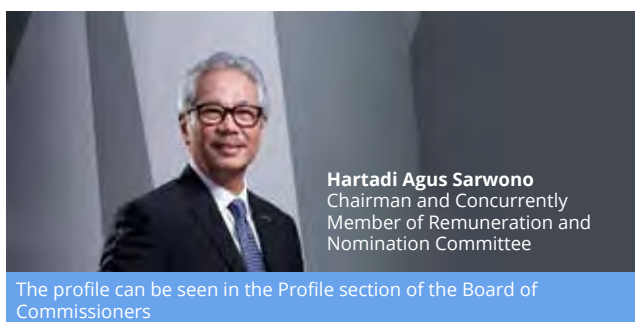
The Table of the Structure, the Membership and Expertise of the Remuneration and Nomination Committee

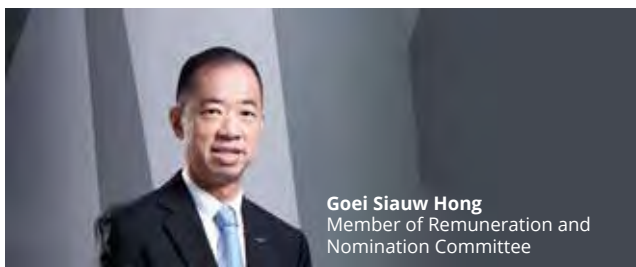
Name	Position	Information	Expertise
Hartadi Agus Sarwono	Chairman and Concurrently Member	President Commissioner/Independent Commissioner	Banking, Economic
Imam Apriyanto Putro	Member	Deputy President Commissioner	Governance
Askolani	Member	Commissioner	Fiscal, Budget and Tax
Bangun Sarwito Kusmulyono	Chairperson and concurrently a member	Independent Commissioner	Finance, Banking
Goei Siau Hong	Member	Independent Commissioner	Fiscal, Budget and Tax
Ardan Adiperdana	Member	Commissioner	Accounting, Audit
Makmur Keliat	Member	Independent Commissioner	Macroeconomic
R. Widyo Pramono	Member	Commissioner	Law
Putu Dewi Prasthiani*)	Secretary and Concurrently Member of Ex-Officio	Group Head Human Capital Services	Human Capital, Learning Experience & Operations

*) Starting the position since April 9, 2018.

The Profiles of The Remuneration and Nomination Committee

Following are the profiles of the Remuneration and Nomination Committee, per December 31, 2018.





Goei Siau Hong
Member of Remuneration and Nomination Committee

The profile can be seen in the Profile section of the Board of Commissioners



Ardan Adiperdana
Member of Remuneration and Nomination Committee

The profile can be seen in the Profile section of the Board of Commissioners



Makmur Keliat
Member of Remuneration and Nomination Committee

The profile can be seen in the Profile section of the Board of Commissioners



R. Widyo Pramono
Member of Remuneration and Nomination Committee

The profile can be seen in the Profile section of the Board of Commissioners



Putu Dewi Prasthiani
Secretary and Concurrently Member of Ex-Officio

Age	49 years old
Nationality	Indonesia
Date of Appointment	April 9, 2018
Educational Background	Bachelor degree in Industrial Engineering of Institut Teknologi Bandung (1993)
Employment History	<ul style="list-style-type: none"> - Group Head Human Capital Services (October 2017 - present) - Long-term Officer of the Group Head Human Capital Services (March 2017 - October 2017) - Head of Learning Experience & Operations - Mandiri University Group (2016 - March 2017) - Department Head of Financial Control & Planning - Strategy & Performance Management Group (2015 - 2016)

