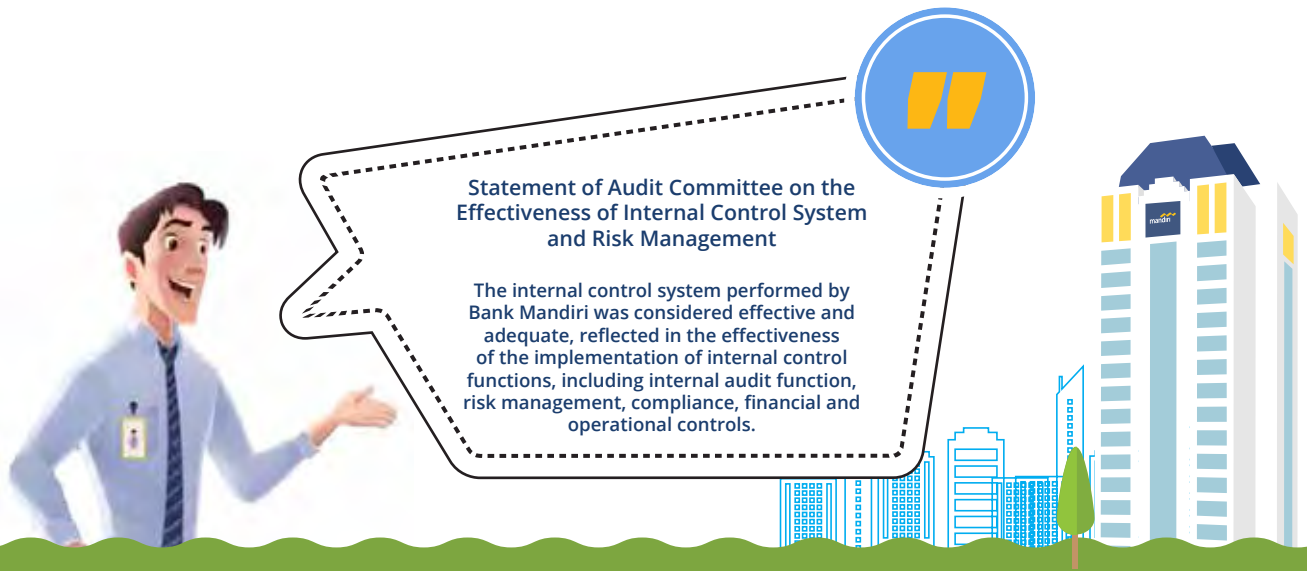


## Audit Committee Work Plan For 2019

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: