

## Recommendation of the Integrated Governance Committee

After conducting a discussion on the follow-up to the implementation of Integrated Governance, the Integrated Governance Committee agreed to optimize efforts to document the recommendations and direction of the Integrated Governance Committee (TKT) as a result of evaluating the implementation of TKT in KK Mandiri, so that implementation and follow-up in all integrated work units (SKKT, SKMRT, SKAIT) can be monitored on an ongoing basis.

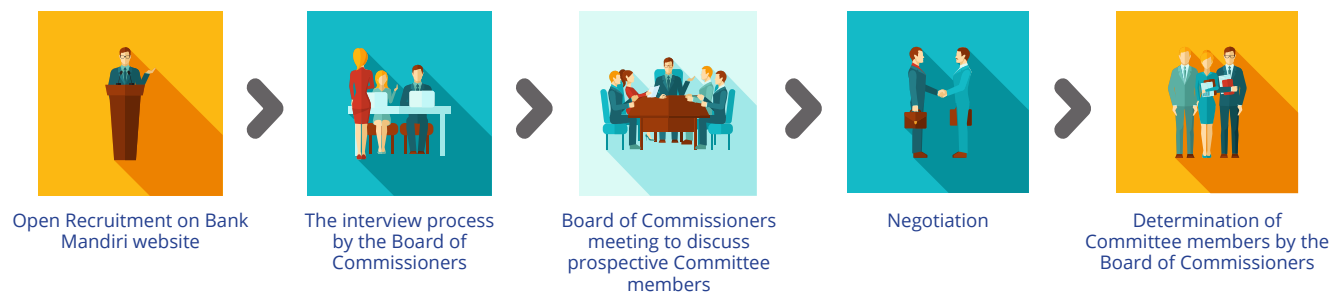
## Work Plan For The Integrated Governance Committee In 2019

In 2019, the Integrated Governance Committee has established a work plan that will be discussed through the meeting at least 1 (one) time in 6 (six) months. The work plan of the Integrated Governance Committee in 2019 among others, evaluating the implementation of Integrated Governance through:

1. Assessment of the Adequacy of Integrated Internal Control.
2. Integrated Compliance Function Implementation.

## Procedures for Replacement of Committees Under the Board of Commissioners

The procedures for replacing Committee members under the Board of Commissioners from Independent Parties are explained in the following chart.



## Organs and Committee Under The Board of Directors

In carrying out the Company's operational activities, the Board of Directors is assisted by Corporate Secretary and committees under the Board.

### Corporate Secretary

Bank Mandiri has the function of a Corporate Secretary run by the Corporate Secretary Group work unit and is led by an Executive Officer with the corporate title Senior Vice President who is appointed based on the Decree of decision of the Senior Executive Vice President (SEVP) No. KEP.SEVP/ 272/2014 September 30, 2014.

The Corporate Secretary of Bank Mandiri is directly responsible to the Board of Directors and is under the supervision of the Director of Institutional Relations which has duties and responsibilities including acting as a Bank mediator with stakeholders such as regulators, investors, and the wider community, especially those related to capital markets responsible for ensuring company compliance with applicable laws and regulations as part of the implementation of Good

Corporate Governance (GCG). In addition, the Corporate Secretary is responsible for maintaining the Bank's good image in the eyes of stakeholders widely.

### The Basis For The Appointment of Corporate 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 No. 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. SOE Minister Regulation No. PER-01/MBU/2011 concerning the Implementation of Good Corporate Governance in State Owned Companies, as amended by PER-09/MBU/2012.
5. Law No. 19 of 2003 concerning State Owned Companies.
6. Decree of Minister of State Owned Companies No. KEP-117/MMBU/2002 dated July 31, 2002.
7. Regulation No.IX.14 Decree of Head of Capital Market Supervisory Agency (Bapepam) No. Kep 63/PM/1996 dated January 17 1996.
8. Decree of SEVP No. KEP.SEVP/272/2014 dated September 30, 2014.

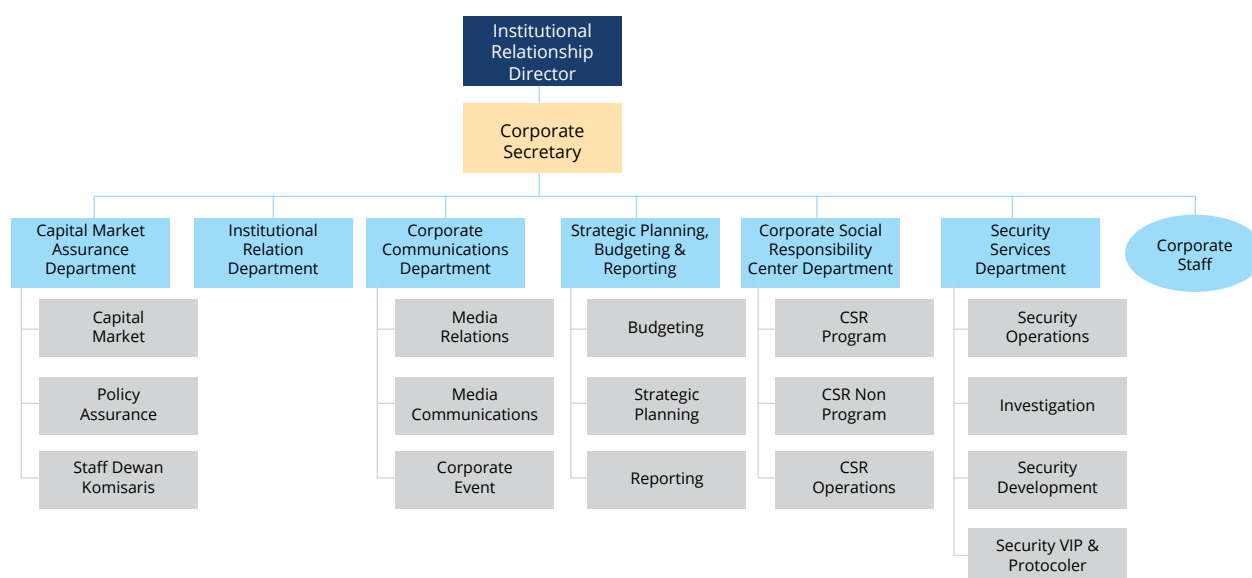
## Structure of The Corporate Secretary

The Corporate Secretary is directly responsible to the Director of Institutional Relations, in which the functions and duties are divided into 6 (six) fields, which are:

1. Bank activities as a public company, including implementing corporate governance, especially those related to capital market provisions
2. Corporate Communication Activities;
3. Secretarial Activities

4. Stakeholder Management Activities;
5. Corporate Social Responsibility Activities;
6. Security Activities.

In carrying out the functions and duties of each department, coordination and supervision are directly in the hand of Corporate Secretary. In carrying out its functions and duties, the Corporate Secretary is guided by the Policy and Standards of Corporate Secretary.



## Functions and Duties of Corporate Company

Referring to Article 5 of the Financial Services Authority Regulation No. 35/POJK.04/2014 concerning Corporate Secretary of Issuers or Public Companies, the function of the Corporate Secretary is to carry out tasks at least covering:

1. Following the development of the capital market, especially the applicable laws and regulations in the field of capital markets.
2. Providing input to the Board of Directors and the Board of Commissioners to comply with the rules and regulations in the field of capital market.
3. Assisting the Board of Directors and the Board of Commissioners in implementing corporate governance which includes:
  - a. disclosure of information to the public, including the availability of information on the Issuer's Website;
  - b. submission of statements to Financial Services Authority on time;
  - c. organizing and documenting the General Meeting of Shareholders;
  - d. organizing and documenting the Meetings of Board of Directors and/or Board of Commissioners; and
  - e. implementing an orientation program for the company for the Board of Directors and/or the Board of Commissioners.
4. As a liaison between Issuers and shareholders, the OJK and other stakeholders.

In line with these Financial Services Authority Regulation, the Corporate Secretary of Bank Mandiri also has a Policy and Standard of Guidelines as the foundation of the Corporate Secretary in carrying out their functions and duties, among others

Activities that are the scope of responsibility of the Corporate Secretary include:

1. Bank Activities as a Public Company:
  - a. Carrying out Information Disclosure including reporting to Regulators in relation to the status of the Bank as a Public Company.
  - b. Organizing and documenting the General Meeting of Shareholders.
  - c. Carrying out reporting according to the provisions of other laws which are the authority of the Corporate Secretary work unit.
  - d. Managing the administration of Bank Mandiri shareholders.
  - e. Carrying out other activities related to Corporate Action and/or other information disclosures.
  - f. Carrying out the Bank's compliance function with regulations in the field of capital market
2. Corporate Communication Activities
  - a. Establishing corporate communication policies and strategies together with Strategic Marketing Communication Work Units including:
    - Establishing regulations regarding the implementation of communication.
    - Establishing brand image and brand positioning.
  - b. Conduct corporate communication activities to internal and external stakeholders of the Corporation.
  - c. Hold and carry out certain activities (events/

sponsorships) as the implementation of corporate communication strategies and reputation risk management.

- d. Conducting corporate communication activities to Corporate internal and external stakeholders.
  - e. Holding and carrying out certain activities (events/ sponsorships) as the implementation of corporate communication strategies and reputation risk management.
3. Secretarial Activities
    - a. Organizing and documenting the Meetings of Board of Directors Meetings and Board of Commissioners.
    - b. Administering company documents including regulating or stipulating regulations concerning letters and management of company documents.
    - c. Carrying out activities to support the functions and work activities of the Board of Commissioners, Board of Directors and SEVP.
  4. Corporate Social Responsibility Activities
    - a. Establishing strategies and carry out Corporate Social Responsibility Activities.
    - b. Carrying out other similar activities either in the form of implementation of government programs or by collaborating with third parties such as the Partnership and Community Development Program and giving donations in connection with natural disasters.
  5. Corporate Security Activities
 

Carrying out corporate security activities that aim to support the smoothness and orderliness of the Bank's operational activities including regulating and stipulating the regulations concerning the implementation of bank security.



**Rohan Hafas**  
Corporate Secretary

Age	57 years old
Nationality	Indonesia
Domile	Jakarta
Educational Background	Bachelor Degree in Management of the University of Indonesia (1987).
Certification	Level 1 Risk Management held by the Banking Professional Certification Institute (2012) and has participated in the Refreshment held by BARa Risk Forum (2016).
Employment History	<ul style="list-style-type: none"> <li>- Division Head of Corporate Secretary of PT Bank Mutiara, Tbk (2010 - 2014).</li> <li>- Operational Director of PT Daria Dharma (2005 - 2010).</li> </ul>

## Profile of Corporate Secretary

Currently the Bank Mandiri Corporate Secretary is held by Rohan Hafas. He joined Bank Mandiri in 2014 and served as Corporate Secretary based on SEVP Decree No. KEP.SEVP/272/2014 September 30, 2014.



## Competence Improvement Program of Corporate Secretary

As a liaison with external parties, the Corporate Secretary must always keep up with the developments in the world of capital markets and consistently improve their competence in the fields of law, finance, communications and corporate governance. For this reason, the Corporate Secretary of Bank Mandiri routinely participates in various trainings/workshops/seminars that are useful to maximize their very important role in the company. Throughout 2018, the Corporate Secretary has participated in various Training/Workshop/Seminars as follows.

Training/Competency Development Material	Time and Place of Implementation	Organizer
Leadership Forum	May 4-6, 2018, Labuan Bajo	PT Bank Mandiri (Persero) Tbk.
Indonesia Investment Forum 2018	October 9, 2018, Bali	Ministry of SOE, BI, OJK
Media Training	November 29-30, 2018, Semarang	Bank Mandiri

In addition, the employees under the functions of the Corporate Secretary have participated in training in the fields of law, accounting, secretariat and reporting and actively participated in seminars / outreach related to the latest regulations issued by regulators.

## Implementation of Corporate Secretary's Duties In 2018

During 2018, the Corporate Secretary of Bank Mandiri carried out functions and tasks related to stakeholders, among others:

- Following the development of Capital Market regulations, especially legislation in force in the Capital Market, among others by ensuring compliance with new regulations issued by the Financial Services Authority, the Indonesia Stock Exchange and other regulators related to the capital market.
- Building GCG Awareness for the Board of Directors and Board of Commissioners of Bank Mandiri including informing about new policies and issues regarding GCG.
- Organizing and documenting the Annual General Meeting of Shareholders on March 21, 2018, 2018 Mandatory Public Expose on August 29, 2018, and ensuring regular communication every quarter to investors through the Analyst Meeting on February 6, April 24, July 19 and October 17, 2018.
- Making a dividend payment for the 2017 Financial Year on April 20, 2018.
- Organizing and attending the Meetings of Board of Commissioners, Meetings of Board of Directors, Joint Meetings of Directors Inviting the Board of Commissioners, and Joint Meetings of the Board of Commissioners and making minutes of the meetings. In 2018 each has been held respectively for 23 (twenty three) times, 42 (forty two) times, 3 (three) times, and 9 (nine) times.
- Periodically reviewing the Company's Principles, Company Articles of Association, Rules of Conduct of Board of Directors, Rules of Conduct of Board of Commissioners, Rules of Conduct of Committees under the Board of Directors, Charter of Committees under the Board of Commissioners, and other Policies in accordance with applicable law and regulation and implementation of Bank governance.
- Conducting information disclosure to the public in accordance with applicable laws and regulations.
- Conducting information disclosure to Bank Mandiri internal employees through Mandiri Magazine. During 2018, the Corporate Secretary issued 11 (eleven) editions of Mandiri Magazine.
- Redesigning the Company's Website to improve the convenience of the society in accessing information and always providing up to date and accurate information on the Website.
- Preparing the 2017 Fiscal Year Annual Report and the Sustainability Report and submit them to the relevant Regulators in a timely manner and monitoring the submission of the 2017 Fiscal Year Annual Report of the 11 (eleven) Subsidiaries to the Regulator.
- Managing the Capability and Compliance Test of 4 (four) members of the Board of Directors.
- Documenting Company legality data, including the Deed of GMS, Amendment Deed of Articles of Association, Amendment Deed of Management Structure, Corporate Domicile Sign, and other legal documents.
- Establishing communication with the Ministry of SOE, Financial Services Authority, Bank Indonesia (BI), Ministry of Finance, Secretary of State, Deposit Insurance Agency (LPS), Self Regulatory Organizations (Indonesia Stock Exchange (BEI), Indonesian Central Securities Depository (KSEI), and Indonesian Clearing and Guarantee Corporation



- (KPEI)), Bureau of Securities Administration, and other related institutions.
14. Monitor the implementation of the Wealth Report State Organizer (LHKPN) to the Commission Corruption Eradication (KPK). During 2018, 185 (one hundred and eighty five) of the total 288 (two hundred eighty depalan) people have fulfill its reporting obligations.
  15. Compiling and publishing 66 (sixty six) Directors' Decisions related to the Implementation of the Company's Operational Activities.
  16. Reportingn the results of monitoring of media coverage daily to members of the Board of Commissioners and Board of Directors every morning on weekdays.
  17. Coordinating the implementation of Corporate Events, both internal and external events, such as the Mandiri Jogja Marathon, Indonesian Fair, Indonesia Fashion Week, Bank Mandiri Anniversary Commemoration, and other Corporate Events.
  18. Covering 80 (eighty) coverage of Corporate Ceremonial Activities.
  19. Actively participating in hearings and working visits with the (People's Representative Council of Republic of Indonesia (DPR-RI).
  20. Distributing the Partnership Program, Community Development, Corporate Social Responsibility and Sponsorship and monitoring the credibility.

21. Carrying out licensing management activities, security and escort/protocol (Bank officials) of the Board of Directors and the Board of Commissioners in offices, trip/events and housing.
22. Administering and distributing all incoming letters addressed to Bank Mandiri or the relevant Work Unit for further follow-up.
23. As a liaison between Bank Mandiri and shareholders, investors, regulators and other stakeholders.

### Reports of The Corporate Secretary of 2017 Fiscal Year

In order to comply with Article 11 of Financial Services Authority Regulation No. 35/POJK/2014, the Corporate Secretary of Bank Mandiri has compiled reports periodically at least 1 (one) time in 1 (one) year regarding the implementation of the functions of the corporate secretary to the Board of Directors and sent to the Board of Commissioners submitted via Note to the Board of Directors No. CEO.CSC/CMA.464/2018 dated March 29, 2018 concerning 2017 Corporate Secretary Group Function and Task Report and Letter to Board of Commissioners No. HBK.CSC/CMA.876/2018 dated 6 April 2018 concerning the 2017 Corporate Secretary Group Function and Task Report.

## Committee Under The Board of Directors

In carrying out its duties, the Board of Directors is assisted by the Corporate Secretary and Committees to provide recommendations relating to the policies and directions of the Board of Directors. Bank Mandiri has a Committee under the Board of Directors or also called the Executive Committee as many as 9 (nine) Committees as stated in the Decree of the Board of Directors No. KEP.DIR/53/2018 dated July 30, 2018 about Executive Committee.

However, in its capacity as a committee, the entire Executive Committee does not have the authority to act on behalf of the Company to commit or sign agreements with third parties. All actions for and on behalf of the Company must be carried out in accordance with the provisions of the Company's Articles of Association.

### Assets and Liabilities Committee

Assets and Liabilities Committee (ALCO) is a committee formed to assist the Directors in carrying out the functions of determining the management of assets and liabilities, setting interest rates and liquidity, as well as other matters related to managing the Company's assets and liabilities, as well as monitoring and implementing Recovery Plans when the Company is under pressure/financial crisis.

#### Structure and Membership of Assets and Liabilities Committee

Based on Board of Directors Decree No. KEP.DIR/53/2018 concerning the Assets and Liabilities Committee, the structure and membership of ALCO are as follows: