



8. Establish policies and implement principles Good Corporate Governance and internal control.
9. Maintain the image of the Company and establish relationships with all stakeholders.
10. Carry out other duties and responsibilities regulated in the Articles of Association, regulations legislation and stipulated in the Meeting General Shareholders, Directors' Meetings and Company regulations.

Rights and Authorities of The Board of Directors

The Board of Directors has the following rights and authorities:

1. Take all actions and decision in the framework of managing the Company by observing the Company's Articles of Association, Legislation, Company regulations and Good Corporate Governance.
2. Establish the management division of tasks among Directors, in the event that it is not decided by another General Meeting of Shareholders.
3. Directing and setting policies as well Company regulations to support management/Company activities related to budget/financial business activities, risk management, operational, and human resources.
4. Set the submission of the Board of Directors' power to representing the Company inside and outside the Court to one or several special people appointed for that including good Company employees alone or together and/or to another body.
5. Regulate provisions regarding Company employees including the determination of salaries, pensions, or day guarantees old and other income for the Company's employees based on legislation.
6. Lift and dismiss employees The company is based on labor regulations and other laws and regulations.
7. Appoint and dismiss the Corporate Secretary and/or Head of the Supervisory Unit Internal Audit with the approval of the Board of Commissioners.
8. Write off bad debts with provisions as stipulated in the Budget The basis is then reported to Board of Commissioners to report and accounted for in the Annual Report.
9. Do not collect the interest receivable, fine, fees, and other receivables in the framework restructuring and/or settlement of receivables and do other actions in order settlement of the Company's receivables with obligations report to the Board of Commissioners who the provisions and procedures for reporting are stipulated by the Board of Commissioners.
10. Carry out all other actions and actions regarding the management and ownership of wealth Company, binds the Company with parties other and/or other parties with the Company, as well as representing the Company inside and outside the Court about all things and all events, with restrictions as stipulated

in the regulations legislation, Articles of Association and/or GMS decision.

11. Establish Organizational Structure and officials The Company has a certain level that is regulated through the Decree of the Board of Directors with regard to provisions of the Articles of Association, laws and regulations and Company regulations.
12. Delegating tasks, responsibilities and authority to officials below him to assisting in managing the Company with pay attention to the Articles of Association, regulations Company regulations and regulations.
13. Carry out supervision over each activity The Company is in accordance with the aims and objectives The Company and Good Corporate Governance.

The Tenure of The Board of Directors

The term of office of the Board of Directors is as follows:

1. The Board of Directors members are appointed for the tenure starting from the GMS closing or other dates specified by the appointing GMS and ends after the closing of the 5th (fifth) Annual GMS after the appointing date, on condition no more than 5 (five) years, by considering the applicable laws and regulations including in the field of Capital Market, without lessening the rights from the GMS to dismiss the Board of Directors members at any time before the tenure ends.
2. The dismissal is effective after the closing of the GMS, unless defined otherwise by the GMS.
3. After the tenure ends, the Board of Directors members can be reappointed by the GMS for another tenure.

Criteria of The Board of Directors

The candidates of the Board of Directors members are individuals, who meet the requirement when appointed or in the tenure:

1. Having good ethics, morals and integrity.
2. Eligible to do legal actions.
3. Within 5 (five) years prior to appointment or during the office, he/she:
 - a. Has never declared bankrupt.
 - b. Has never been a member of the Board of

Directors and/or Board of Commissioners found guilty of causing a Company bankrupt.

- c. Has never been sentenced of crime for causing the loss of the country and/or relating to financial sector.
- d. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who, during his/her tenure:
 - Has hold Annual GMS.
 - whose accountability as member of Board of Directors and/or Board of Commissioners has been declined by GMS or has never provided

accountability report as member of Board of Directors and/or Board of Commissioners to GMS.

- Has caused a company that has license, approval, or registration from FSA not to fulfill its obligation to deliver Annual Report and/or financial report to FSA.
4. Has the commitment to comply with the laws and regulations.
 5. Has the knowledge and/or expertise in the area required by the Company.

Board Charter of the Board of Directors

In performing its duties and responsibilities, the Board of Directors has Guidance and Codes of Conduct of the Board of Directors as approved by Board of Directors Decree Number: KEP.DIR/211/2017 on September 13, 2017 regarding Guidelines and Codes of Conduct for Board of Directors PT Bank Mandiri (Tbk). The content of Guidelines and Codes of Conduct for Board of Directors regulates the following things.

1. General Terms
2. Organization, Stewardship, Authority to Act, and General Policy
3. Board of Directors Meeting
4. Working Time and Ethics
5. Committee
6. Correspondence
7. Board of Directors Shareholding
8. Performance Evaluation of the Board of Directors
9. Miscellaneous
10. Amendment
11. Closing

The Composition and Grounds For The Appointment of The Board of Directors

In 2018, the number and composition of the Board of Directors has been changed several times with the following compositions:

Composition of the Board of Directors of Bank Mandiri before the Annual GMS on March 21, 2018.

The Composition of the Company's Board of Directors for the period of January 1 - March 21, 2018 were Board of Directors of 10 (ten) people consisted of 1 (one) President Director, 1 (one) Deputy President Director and 8 (eight) Directors.

Table of the Composition of and the Grounds for the Appointment of the Board of Directors

Name	Position	Executive	Grounds for the Appointment	Operational Effective Date
Kartika Wirjoatmodjo	President Director	Financial Services Authority	Annual GMS dated March 21, 2016	May 17, 2016
Sulaiman Arif Arianto	Deputy Director	Financial Services Authority	Annual GMS dated March 16, 2015	June 25, 2015
Ogi Prastomiyono	Director of Operations	Bank Indonesia	Annual GMS dated May 29, 2008	December 24, 2008