

### Follow-up Actions

All members of the Board of Directors appointed at the Annual GMS have effectively appointed each of the following dates:

1. Mr. Panji Irawan and Mr. Donsuwan Simatupang has obtained approval from Financial Service Authority regarding the result of Fit and Proper Test as specified in Letter of Financial Service Authority No. SR-180/PB.12/2018 dated September 3, 2018, and the appointment concerned as Director is declared effective since September 4, 2018 as stated in Bank Mandiri Letter No. KPH/1116/2018 dated September 4, 2018.
2. Ms. Alexandra Askandar and Mr. Agus Dwi Handaya has obtained approval from Financial Service Authority regarding the result of Fit and Proper Test as specified in Letter of Financial Service Authority No. SR-183/PB.12/2018 dated September 10, 2018, and the appointment concerned as Director is declared effective since September 12, 2018 as stated in Bank Mandiri Letter No. DCO/1131/2018 dated September 12, 2018.
3. Following up the effective position of Mr. Agus Dwi Handaya as Director of Compliance, then Bank Mandiri has submitted information on the Director of Compliance's changes to the Financial Service Authority through Letter No. HBK.CSC/CMA.1962/2018 dated September 12, 2018.

**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

1. The Board of Commissioners is tasked with supervising the management policies, the general management of the Company and the business of the Company conducted by the Board of Directors, including oversight of the implementation of

the Company's Long-Term Plan, Work Plan and Corporate Budget (RKAP), Articles of Association, RUPS decisions and applicable laws and regulations, for the benefit of the Company in accordance with the aims and objectives of the Company.

2. In carrying out its duties in conducting supervision and providing advice, the Board of Commissioners is responsible for:
  - a. Ensuring that good governance is implemented in every business activity of the Company at all organizational levels or levels and evaluating the integrated corporate governance policies.
  - b. Safeguard the interests of the Company by taking into account the interests of the Shareholders and being accountable to the GMS.
  - c. Turn off the application of Risk Management and Capital Management in an integrated manner in accordance with the characteristics and complexity of the Financial Conglomerate's business within the Company.
  - d. Specifically in the implementation of the internal control system, the Board of Commissioners is also responsible for:
    - Ensuring the Board of Directors develops and maintains an adequate, effective and efficient internal control system.
    - Review the effectiveness and efficiency of the internal control system based on information obtained from the Internal Audit Work Unit at least once in 1 (one) year.
    - Appoint an independent quality controller from an external party to conduct a review of the performance of the Internal Audit Work Unit, taking into account the recommendations of the Audit Committee.



- e. Ensuring that the Directors create and carry out anti-fraud culture and care at all levels of the Company's organization.

## DUTIES AND RESPONSIBILITIES OF PRESIDENT COMMISSIONER

Based on the Guidelines and Charter of the President Commissioner of Bank Mandiri, the duties and responsibilities of the President Commissioner of Bank Mandiri are as follows:

1. Meetings of the Board of Commissioners held which are conveyed to all members of the Board of Commissioners by stating the agenda, date, time and place of the meeting.
2. Coordinating and ensuring the implementation of duties and meetings of the Board of Commissioners and the Board of Commissioners Meeting in accordance with applicable regulations

## BOARD OF COMMISSIONERS 'OBLIGATIONS

The Board of Commissioners' obligations include:

1. Supervise the management of the Company by the Board of Directors and provide advice to the Board of Directors including work plans, development of the Company, implementation of the Company's strategic policies, implementation of the Articles of Association and resolutions of the GMS and / or Extraordinary GMS and applicable laws and regulations.
2. To approve and supervise the implementation of RKAP in accordance with the provisions of the Company's Articles of Association.
3. Following the progress of the Company's activities, providing opinions and suggestions to the GMS regarding issues that are considered important and material for the management of the Company,
4. Propose to the General Meeting of Shareholders the appointment of a Public Accountant who will review the Company's books.
5. Report to the GMS if there are symptoms of a decline in the Company's performance accompanied by suggestions regarding corrective actions that must be taken.
6. Reporting the implementation of the supervisory tasks that have been carried out during the new financial year to the GMS.
7. Monitor the follow up of findings on irregularities based on laws and regulations, the Articles of Association and prudential banking practices.
8. Report to OJK no later than 7 (seven) working days since the discovery of (a) violations of laws and regulations in the financial and banking fields; and (b) circumstances or estimates of conditions which

- may endanger the Company's business continuity.
9. Performing other supervisory duties as determined by the GMS and statutory provisions.
10. Carry out other obligations in the context of supervisory duties and giving advice, as long as it does not conflict with statutory regulations, the Articles of Association, and / or GMS Resolutions.

## THE RIGHTS AND AUTHORITIES OF THE BOARD OF COMMISSIONERS

The rights and authorities of the Board of Commissioners are as follows:

1. Provide decisions on the actions of the Board of Directors as stipulated in the Company's Articles of Association.
2. Each Commissioner, both jointly or individually at any time has the right to enter buildings and pages or other places used or controlled by the Company and has the right to examine books, letters of evidence, inventories goods, examine and match the cash situation for verification and securities purposes as well as to know all actions taken by the Directors.
3. Actions must be carried out in a capacity as a Board of Commissioners and must be reported in a Board of Commissioners meeting regarding these actions.
4. If deemed necessary, the Board of Commissioners has the right to request the assistance of experts in carrying out their duties for a limited period at the Company's expense.
5. Each Commissioner has the right to request an explanation of all matters from the Board of Directors as well as from all levels below it, and the Board of Directors must provide an explanation.
6. Each Commissioner has the right to attend meetings held by the Directors or subordinate units without participating in making decisions.
7. The Board of Commissioners with the most votes at any time has the right to temporarily dismiss one or more members of the Board of Directors, if they are proven to be acting contrary to the Articles of Association or are proven to have neglected their obligations or there is an urgent reason for the Company.
8. The temporary termination must be notified in writing to the person concerned along with the reasons that caused the action.
9. Within 90 (ninety) days after the date of the temporary dismissal, the Board of Commissioners is required to hold a General Meeting of Shareholders which will decide whether the relevant member of the Board of Directors will be permanently dismissed