



submitted to the Board of Commissioners through Note No. AUC / 17/2019 dated June 25, 2019. Furthermore, the report was submitted by the Directors to OJK through Letter No. KES / 656/2019 dated June 26, 2019.

- b. Evaluation Report on the Implementation of Audit Services Providing Annual Financial Information for Pension Funds of Financial Institutions PT Bank Mandiri (Persero) Tbk. Book Year 2018 by KAP Purwanto, Sungkoro & Surja (Ernst & Young) submitted to the Board of Commissioners through Note No. AUC / 18/2019 dated June 25, 2019. The report was then submitted by the Board of Directors of DPLK Mandiri to OJK through Letter No. HBK.DPLK / 466/2019 dated June 25, 2019.

3. Implementation of Internal Discussions

In order to carry out internal monitoring and control functions, the Audit Committee has established communication and coordination with work units at Bank Mandiri. This communication is carried out by inviting the relevant work units in discussions to discuss

current issues at Bank Mandiri. Based on the results of the discussion, the Audit Committee has presented the main points of discussion in the form of pointers meetings which will then be used as supporting information / data in the Audit Committee Meeting. During 2019, 18 (eighteen) internal discussions and joint work unit representatives were held.

WORK PLAN OF THE AUDIT COMMITTEE FOR 2020

In 2020, the Audit Committee has set a work plan that will be discussed through meetings at least once (1) in 3 (three) months. The Audit Committee's work plans for 2020 include:

1. Monitoring and evaluation of the adequacy of internal control, including the adequacy of the financial reporting process.
2. Evaluation of the adequacy of internal control in Subsidiaries.
3. Monitoring and evaluating the company's compliance with laws and regulations.

Statement of Audit Committee on the Effectiveness of Internal Control System and Risk Management
The internal control system performed by Bank Mandiri was considered effective and adequate, reflected in the effectiveness of the implementation of internal control functions, including internal audit function, risk management, compliance, financial and operational controls.

REMUNERATION AND NOMINATION COMMITTEE

The Remuneration and Nomination Committee was formed with the aim of assisting in carrying out its functions and duties in the fields related to remuneration and nomination of members of the Directors and Board of Commissioners. Bank Indonesia Regulations / FSA Regulations require banks to form Remuneration and Nomination Committees as GCG applications so that Banks can be managed based on the principles of openness, accountability, responsibility, independence and fairness.

THE BASIS FOR ESTABLISHING A REMUNERATION AND NOMINATION COMMITTEE

The basis for establishing the Remuneration and Nomination Committee refers to:

1. Company's Articles of Association.
2. Law No. 19 of 2003 concerning BUMN.
3. POJK No. 55 / POJK.03 / 2016 Regarding the Implementation of Governance for Commercial Banks.
4. SOE Minister of State Regulation No. PER-12 / MBU / 2012 concerning Supporting Organs of the Board of Commissioners / Board of Trustees of State-Owned Enterprises.
5. Bank Mandiri's Articles of Association and their amendments.
6. Decree of the Board of Commissioners No. PEM. KOM / 013/2019 dated 11 September 2019 concerning the Membership Composition of the Audit Committee, the Risk Monitoring Committee, the Integrated Governance Committee and the Remuneration and Nomination Committee of PT Bank Mandiri (Persero) Tbk.
7. Directors Decree No. KEP.DIR / 060/2019 concerning Determination of the Remuneration and Nomination Committee Membership on September 20, 2019.

REMUNERATION AND NOMINATION COMMITTEE CHARTERS

To make sure that the Remuneration and Nomination Committee can work effectively, the Remuneration and Nomination Committee must have a guideline that clearly states the roles and responsibilities of the committee and its scope of work. The work guidelines for the Remuneration and Nomination Committee are regulated in the Remuneration and Nomination Committee Charter of PT Bank Mandiri (Persero) Tbk. which was last updated on September 25, 2019 based on the Decision of the Board of Commissioners No. KEP.KOM / 017/2019 concerning the Remuneration and Nomination Committee Charter contains, among others:

1. General Purpose
2. Basic Regulations
3. Duties, Responsibilities, and Authority
4. Composition, Structure, Membership Requirements, and Tenure
5. Nomination and Remuneration System
6. Meeting
7. Reports and Recommendations
8. Closing

DUTIES AND RESPONSIBILITIES OF THE REMUNERATION AND NOMINATION COMMITTEE

The Remuneration and Nomination Committee has the duty and responsibility in implementing the following matters:

1. Duties and responsibilities of the Remuneration and Nomination Committee related to the Nomination function:
 - a. Providing recommendations to the Board of Commissioners regarding:
 - Composition of positions of members of the Board of Directors and / or members of the Board of Commissioners.
 - Policies, criteria and qualifications needed in the Nomination process in accordance with the Company's strategic plan.
 - Performance evaluation policy for members of the Board of Directors and / or members of the Board of Commissioners.
 - Proposal for appointment, dismissal and / or replacement of members of the Board of Directors and / or members of the Board of Commissioners to the GMS.
 - System and procedure for selecting and / or replacing members of the Board of Directors and / or Board of Commissioners to be submitted to the GMS.
 - Independent parties who will become members of the Audit Committee and Risk Monitoring Committee.
 - Capacity building program for members of the
2. Duties and responsibilities of the Remuneration and Nomination Committee related to the Remuneration function:
 - a. Providing recommendations to the Board of Commissioners regarding:
 - Policies, structures and amounts of remuneration for the Directors and / or Board of Commissioners, to be submitted to the GMS.
 - Performance appraisal with the remuneration suitability received by each member of the Board of Directors and / or members of the Board of Commissioners.
 - Options to the Board of Commissioners, Directors and employees, including stock options and supervision of their implementation.
 - b. Assisting the Board of Commissioners in proposing a remuneration system that is suitable for members of the Board of Directors and / or members of the Board of Commissioners in the form of a salary / honorarium system, provision of facilities, benefits, bonus / incentive / tantiem, pension system, evaluation or evaluation of the system and the options given.
 - c. Evaluating remuneration policies based on performance, risk, fairness with peer groups, targets and the Company's long-term strategy, fulfillment of reserves as stipulated in the

Board of Directors and / or members of the Board of Commissioners.

Members of the Remuneration and Nomination Committee who have a conflict of interest with the recommended proposal must disclose the recommended proposal.

- b. Assisting the Board of Commissioners in evaluating the performance of members of the Board of Directors and / or members of the Board of Commissioners based on benchmarks that have been prepared as evaluation material.
- c. Identifying prospective members of the Board of Directors both from within and from outside the company and / or prospective members of the Board of Commissioners who meet the requirements to be submitted / appointed as members of the Dir member or member of the Board of Commissioners.
- d. Helping the Board of Commissioners obtain and / or analyze the data of prospective members of the Board of Directors from the talent pool of officials one level below the Board of Directors.
- e. Having a data base and talent pool for prospective members of the Board of Directors and prospective members of the Board of Commissioners.
- f. Preparing, implementing and analyzing criteria and procedures for dismissal of the Board of Commissioners and / or Directors.



legislation and the Company's future revenue potential.

- d. Delivering evaluation results and recommendations to the Board of Commissioners regarding:
 - Remuneration policy for Directors and / or Board of Commissioners to be submitted to the GMS.
 - Remuneration Policy for Employees as a whole to be submitted to the Directors.
- e. Ensuring that the remuneration policy complies with applicable regulations.
- f. Conducting periodic evaluations of the implementation of remuneration policies.

REMUNERATION AND NOMINATION COMMITTEE AUTHORITY

The Remuneration and Nomination Committee has the following authority:

1. Communicating with the Head of Work Unit and other parties in the Company to obtain information, clarification and request documents and reports that are needed.
2. Requesting the Company to conduct surveys according to the needs of the Remuneration and Nomination Committee.
3. Accessing records or information about employees, funds, assets and other company resources related to the implementation of their duties.
4. Obtaining input and or suggestions from outside parties of the Company relating to their duties.
5. Performing other authorities granted by the Board of Commissioners.

REPORTS ON THE REMUNERATION AND NOMINATION COMMITTEE

The Remuneration and Nomination Committee must report the implementation of the duties, responsibilities and procedures of the Nomination and Remuneration that are carried out for each assignment given and / or for any problems identified that require the attention of the Board of Commissioners or at least 2 (two) times in 1 (one) year

STRUCTURE, MEMBERSHIP AND EXPERTISE OF THE REMUNERATION AND NOMINATION COMMITTEE

The provisions for the membership of the Company's Remuneration and Nomination Committee are as follows:

1. The Remuneration and Nomination Committee consists of at least 3 (three) people with a composition of 1 (one) Independent Commissioner as Chair and member, 1 (one) Commissioner, and 1 (one) Executive Officer who is in charge of the Resources function.

Human or 1 (one) Representative officer (ex officio) as a non-voting member.

2. Human Resources or 1 (one) employee representative (ex officio) as a non-voting member.
3. The Executive Officer in charge of Human Resources or employee representatives who are members of the Committee must have knowledge of the Company's remuneration and / or nomination system and succession plan.
4. When there are more than 3 (three) members of the Remuneration and Nomination Committee, the members of the Independent Commissioners shall be no less than 2 (two) people.
5. If needed, the Remuneration and Nomination Committee can appoint members from parties outside the Company and must meet the following requirements:
 - a. The members have no affiliation with the Company, members of the Board of Directors, members of the Board of Commissioners, or the Company's Major Shareholders.
 - b. Having experience related to Nomination and / or Remuneration.
 - c. Not concurrently serving as another Committee member owned by the Company.
6. The Chairperson of the Remuneration and Nomination Committee may only hold concurrent positions as Chair of the Committee at most in 1 (one) other Committee.
7. Members of the Directors of the Company and other Banks are prohibited from becoming members of the Remuneration and Nomination Committee.
8. The replacement of members of the Remuneration and Nomination Committee that is not from the Board of Commissioners shall be made no later than 60 (sixty) days after the members of the Remuneration and Nomination Committee are no longer able to carry out their functions.
9. The Company is required to document the decision on the appointment and removal of members Remuneration and Nomination Committee.
10. The terms of office for Committee Members who are members of the Independent Party refer to the applicable laws and regulations.

During 2019, the membership composition of the Remuneration and Nomination Committee had changes which can be submitted as follows.

PERIOD OF JANUARY 1- JUNE 28, 2019

The composition of the membership of the Remuneration and Nomination Committee for the period of January 1 - June 28, 2019 was appointed based on Directors Decree No. KEP.DIR / 041/2018 concerning the Determination of Membership of the Remuneration and Nomination Committee which was passed on May 16, 2018 is as follows:

Table of Remuneration and Nomination Committee Structure, Membership and Expertise

Name	Position	Information	Expertise
Hartadi Agus Sarwono	Chairman concurrently member	President Commissioner / Independent Commissioner	Banking, Economic
Imam Apriyanto Putro	Member	Vice President Commissioner	Governance
Askolani	Member	Commissioner	Fiscal, Budget and Tax
Bangun Sarwito Kusmulyono	Member	Independent Commissioner	Finance, Banking
Goei Siauw 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
Putu Dewi Prasthiani	Secretary concurrently an Ex-Officio Member	Group Head of Human Capital Services	Human Capital, Learning Experience & Operations

PERIOD OF JUNE 28- SEPTEMBER 11, 2019

The composition of the membership of the Remuneration and Nomination Committee for the period June 28- September 11, 2019 has been appointed based on Directors Decree No. KEP.DIR / 039/2019 concerning the Determination of Membership of the Remuneration and Nomination Committee which was ratified on July 18, 2019 is as follows

Table of Remuneration and Nomination Committee Structure, Membership and Expertise

Name	Position	Information	Expertise
Hartadi Agus Sarwono	Chairman concurrently member	President Commissioner / Independent Commissioner	Banking, Economic
Bangun Sarwito Kusmulyono	Chairman concurrently member	Independent Commissioner	Finance, Banking
Makmur Keliat	Member	Independent Commissioner	Macroeconomic
R. Widyo Pramono	Member	Commissioner	Legal
Steven A. Yudiyanto	Secretary concurrently an Ex-Officio Member	Group Head Human Capital Strategy & Talent Management	Human Capital

PERIOD OF SEPTEMBER 11- DECEMBER 12, 2019

The composition of the membership of the Remuneration and Nomination Committee for the period of September 11 - December 12, 2019 has been appointed based on Directors Decree No. KEP.DIR / 060/2019 concerning Determination of Membership of the Remuneration and Nomination Committee which was passed on September 20, 2019 is as follows:

Table of Remuneration and Nomination Committee Structure, Membership and Expertise

Name	Position	Information	Expertise
Hartadi Agus Sarwono	Chairman concurrently member	President Commissioner / Independent Commissioner	Banking, Economic
Bangun Sarwito Kusmulyono	Chairman concurrently member	Independent Commissioner	Finance, Banking
Makmur Keliat	Member	Independent Commissioner	Macroeconomic
R. Widyo Pramono	Member	Commissioner	Legal
Indri K. Hidayat	Member	Independent Party	Human Capital, Banking
Steven A. Yudiyanto	Secretary concurrently an Ex-Officio Member	Group Head of Human Capital Strategy & Talent Management	Human Capital

PERIOD OF DECEMBER 12 -31, 2019

The composition of the membership of the Remuneration and Nomination Committee for the period December 12 – 31, 2019 which has been appointed based on Directors Decree No. KEP.DIR / 002/2020 concerning the Determination of Membership of the Remuneration and Nomination Committee which was adopted on January 13, 2020 is as follows:

Name	Position	Information	Expertise
R. Widyo Pramono	Chairman concurrently member	Commissioner	Legal
Kartika Wirjoatmodjo	Member	President Commissioner	Banking, Finance
Makmur Keliat	Member	Independent Commissioner	Macroeconomic
Ardan Adiperdana	Member	Commissioner	Accounting, Audit
Robertus Bilita*)	Member	Independent Commissioner	Legal
Indri K. Hidayat	Member	Independent Party	Human Capital, Banking
Steven A. Yudiyanto	Secretary concurrently an Ex-Officio Member	Group Head of Human Capital Strategy & Talent Management	Human Capital

* Effective after obtaining approval from OJK on the Fit and Proper Test.



PROFILE OF REMUNERATION AND NOMINATION COMMITTEE

The following is the profile of the Remuneration and Nomination Committee as at 31 December 2019.



R. Widyo Pramono
Chairperson and Committee Member
Remuneration and Nomination

The Profile can be seen in the Board of Commissioners Section



Ardan Adiperdana
Member of the Remuneration and
Nomination Committee

The Profile can be seen in the Board of Commissioners Section



Makmur Keliat
Member of the Remuneration and
Nomination Committee

The Profile can be seen in the Board of Commissioners Section



Robertus Bilitea
Member of the Remuneration and
Nomination Committee

The Profile can be seen in the Board of Commissioners Section



Kartika Wirjoatmodjo
Member of the Remuneration and
Nomination Committee

The Profile can be seen in the Board of Commissioners Section



Indri K. Hidayat
Member of the Remuneration and
Nomination Committee

Age	59 years old
Domicile	Indonesia
Appointment Date	September 4, 2019
Educational background	<ul style="list-style-type: none"> - Bachelor of Academy Secretary / LPK Tarakanita (1982). - Brevet Pension Management, Faculty of Economics from the University of Indonesia (1994) - Masters in Management from Bina Nusantara University (2008).
Employment History	<ul style="list-style-type: none"> - Independent Commissioner at PT Data Center Indonesia (November 2018-present) - HR Director of Permata Bank (2009-2018) - Head of HR Division at PT Rajawali Corpora (2007 - 2009) - HR Director of Dexa Medica Group (2003-2007) - HR Director of Citibank Indonesia (1998 - 2003) - HR Director of PT Keramik Indonesia Association Tbk. (1995 - 1998)



Steven A. Yudiyanto
Member of the Remuneration and
Nomination Committee

Age	46 tahun
Domicile	Indonesia
Appointment Date	28 Juni 2019
Educational background	<ul style="list-style-type: none"> - Bachelor degree in Management from Gadjah Mada University 1996 - Masters in Business from IPMI-Mt. Eliza Graduate School of Business 2001
Employment History	<ul style="list-style-type: none"> - Group Head of Human Capital Strategy & Talent Management (1 May 2019 - present) - Group Head of Human Capital Talent, Organization & Performance (December 2018 - May 2019) - Commercial HR Director of Danone Waters Indonesia (2017 - December 2018) - OD Director of Danone Waters Indonesia (2016 - 2017) - Learning & Development Director of Danone Academy Indonesia at Danone Waters Indonesia (2013 - 2016)

QUALIFICATION OF EDUCATION AND EXPERIENCE OF THE REMUNERATION AND NOMINATION COMMITTEE

Members of the Remuneration and Nomination Committee have at least the following qualifications:

1. General Requirements
 - a. Having integrity, character and good morals.
 - b. Does not have personal interests / relationships that can cause conflict of interest against the Company.
2. Competency Requirements
 - a. Having sufficient expertise, ability, knowledge and experience related to their duties and responsibilities, specifically related to the provisions of the Bank's remuneration and / or nomination system and succession plan.
 - b. Able to work together and have the ability to communicate well and effectively and are willing to provide sufficient time to carry out their duties.
 - c. Have adequate knowledge of the Company's Articles of Association, laws and regulations in the banking sector, Capital Market, SOEs and other relevant laws and regulations.
 - d. Willing to increase competencies continuously through education and training.

The educational qualifications and work experience of the Chair and Members of the Remuneration and Nomination Committee are as follows.

Table of Education Qualifications and Work Experience of the Remuneration and Nomination Committee

Name	Position	Period	Education	Work experience
Hartadi Agus Sarwono	Chairman concurrently member	1 Januari – 12 Desember 2019	<ul style="list-style-type: none"> • Bachelor's degree in Industrial Engineering. • Master of Arts in Macroeconomics. • Ph.d in Monetary Theory and Policy 	Having work experience including in banking, finance, monetary, and banking supervision.
R. Widyo Pramono	Member	January 1 - December 12, 2019	<ul style="list-style-type: none"> • Bachelor of Law. • Masters in Management. • Master of Law • Doctorate in criminal law • Professor of Criminal Law. 	Having work experience, including in the field of law and supervision.
	Chairman concurrently member	December 12 - December 31, 2019		
Kartika Wirjoatmodjo	Member	December 12 - December 31, 2019	<ul style="list-style-type: none"> • Bachelor of Economics majoring in accounting. • Master of Business Administration (MBA) in Business. 	Having work experience including in the fields of accounting, banking, finance, taxation, and securities.
Imam Apriyanto Putro	Member	January 1 - June 28, 2019	<ul style="list-style-type: none"> • Bachelor of Economics in Management. • Master of Management 	Having work experience in the fields of finance, government, human resources, and corporate supervision.
Askolani	Member	January 1 - June 28, 2019	<ul style="list-style-type: none"> • Bachelor of Economics and Development Studies. • Master of Business Administration (MBA) in Economics and Banking. 	Having work experience, among others in the fields of finance, economics, industrial company supervision
Bangun Sarwito Kusmulyono	Member	January 1 - December 12, 2019	<ul style="list-style-type: none"> • Bachelor in Chemical Engineering. • Master of Business Administration. • Doctor in Environmental Management. 	Having work experience including in banking, capital, defense and banking supervision.
Goei Siau Hong	Member	January 1 - June 28, 2019	<ul style="list-style-type: none"> • Bachelor in Agronomy • Master of Business Administration (MBA) in Business, Finance and Marketing 	Having work experience including in the fields of finance, research, and banking supervision.
Ardan Adiperdana	Member	January 1 - June 28, 2019	<ul style="list-style-type: none"> • Bachelor of Economics. • Master in Business Administration. • Doctor in Strategic Management. 	Having work experience, among others in the field of Finance and company supervision.
		December 12 - December 31, 2019		
Makmur Keliat	Anggota	January 1 - December 31, 2019	<ul style="list-style-type: none"> • Bachelor's degree in Corporate Economics. • Bachelor of Art in Social Sciences and Political Sciences / Department of International Relations. • Ph.d in the field of School of International Studies. 	Having work experience including in the fields of education, political science, international relations, research and publications.
Robertus Bilita	Anggota	12 Desember – 31 Desember 2019	<ul style="list-style-type: none"> • Bachelor of Civil Law • Master's of Business Legal 	Have work experience at law and banking.



Name	Position	Period	Education	Work experience
Indri K. Hidayat	Anggota	11 September – 31 Desember 2019	<ul style="list-style-type: none"> Bachelor's Academy Secretary. Masters in Management 	Have work experience at banking and resources human power
Putu Dewi Prasthiani	Secretary concurrently Member Ex-Officio	1 Januari – 28 Juni 2019	<ul style="list-style-type: none"> Bachelor in Industrial Engineering. 	Have work experience among others in the banking sector
Steven A. Yudiyanto	Secretary concurrently Member Ex-Officio	28 Juni – 31 Desember 2019	<ul style="list-style-type: none"> Bachelor in Management. Masters in Business. 	Have work experience at banking and resources human power

REMUNERATION AND NOMINATION COMMITTEE INDEPENDENCE

All members of the Remuneration and Nomination Committee do not have financial, management, ownership relations shares and/or family relations with the Board of Commissioners, Directors and/or Controlling Shareholders or relationship with Bank Mandiri, which can affect its ability to act independently.

Table of Remuneration and Nomination Committee

Aspect of Independence	Hartadi Agus Sarwono	R. Widyo Pramono	Bangun Sarwito Kusmulyono	Imam Apriyanto Putro	Askolani	Goei Siau Hong	
Has no financial relationship with the Board of Commissioners and Board of Directors	✓	✓	✓	✓	✓	✓	
Not having relationship of management in the company, subsidiary, or affiliate companies	✓	✓	✓	✓	✓	✓	
Not having a relationship oh shares-holding in the company	✓	✓	✓	✓	✓	✓	
Has no family relationship with the Board of Commissioners, Board of Directors, and/or fellow members of he Rmuneration and Nomination Committee	✓	✓	✓	✓	✓	✓	
Not serving as administrator of political parties and government officials	✓	✓	✓	✓	✓	✓	

	Ardan Adiperdana	Makmur Keliat	Robertus Bilita	Indri K. Hidayat	Putu Dewi Prasthiani	Steven A. Yudiyanto
	✓	✓	✓	✓	✓	✓
	✓	✓	✓	✓	✓	✓
	✓	✓	✓	✓	✓	✓
	✓	✓	✓	✓	✓	✓
	✓	✓	✓	✓	✓	✓

MEETING OF REMUNERATION AND NOMINATION COMMITTEE

The provisions of the Remuneration and Nomination Committee meeting set forth in the Remuneration and Nomination Committee Charter are as follows:

1. The Remuneration and Nomination Committee holds regular meetings at least 1 (one) time in 4 (four) months.
2. Remuneration and Nomination Committee meetings can only be held if attended by at least 51% (fifty one percent) of the total committee members including 1 (one) Independent Commissioner who is a Remuneration and Nomination Committee and 1 (one) Executive Officer in charge of the Human Resources function or 1 (one) employee representative.
3. Decisions of the Remuneration and Nomination Committee meetings are taken based on deliberation to reach consensus.
4. In the case that consensus agreement does not occur, the decision is made based on majority votes.
5. The meeting shall be chaired by the Chairperson of the Remuneration and Nomination Committee or a member who is appointed in writing, if the Chairperson of the Remuneration and Nomination Committee is unable to attend.

6. In the time that a Committee Member for whatever reason is unable to attend, the presence of the Committee Member may be represented by other Committee Members based on a power of attorney.
7. Committee members can only represent one other Committee member.
8. Each Remuneration and Nomination Committee meeting is outlined in the minutes of the meeting, including when there are differences of opinion, which are signed by all members of the Committee present and submitted to the Board of Commissioners.
9. Committee Members from Independent Parties or other parties appointed by the Chair of the Committee will act as secretaries in charge of recording and making minutes of Committee Meetings.
10. Meetings can be held not physically, but through teleconference media or other media facilities that allow all Committee Meeting participants to see and hear each other directly and participate in meetings.

AGENDA FOR MEETING OF THE REMUNERATION AND NOMINATION COMMITTEE

During 2019, 9 (nine) Remuneration and Nomination Committee Meetings were held with the main discussion and notes as follows:

The Remuneration and Nomination Committee Meeting Agenda Table

No.	Date of Meeting	Meeting agenda	Meeting Participant	Presence Quorum (%)
1.	April 29, 2019	Proposed Remuneration for Directors and Board of Commissioners for Performance Year 2018.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Imam Apriyanto Putro - Askolani - Goei Siaw Hong - Bangun S. Kusmulyono - Ardan Adiperdana - Makmur Keliat - R. Widyo Pramono - Putu Dewi Prasthiani 	100%
2.	May 9, 2019	Review of Talent Pool Data for Prospective Directors.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Imam Apriyanto Putro - Askolani - Goei Siaw Hong - Bangun S. Kusmulyono - Ardan Adiperdana - Makmur Keliat - R. Widyo Pramono - Putu Dewi Prasthiani 	100%
3.	May 16, 2019	Proposal of Candidates for the Board of Commissioners of Bank Mandiri in the Annual General Meeting of Fiscal Year 2018.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Imam Apriyanto Putro - Askolani - Goei Siaw Hong - Bangun S. Kusmulyono - Ardan Adiperdana - Makmur Keliat - R. Widyo Pramono - Putu Dewi Prasthiani 	100%

No.	Date of Meeting	Meeting agenda	Meeting Participant	Presence Quorum (%)
4.	May 31, 2019	Determination of the 2019 Remuneration and the 2018 Performance Tantiem for the Directors.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Imam Apriyanto Putro - Askolani - Goei Siaw Hong - Bangun S. Kusmulyono - Ardan Adiperdana - Makmur Keliat - R. Widyo Pramono - Putu Dewi Prasthiani 	100%
5.	August 21, 2019	Proposed Candidates for Directors in the RUPS LB dated August 28, 2019.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Bangun S. Kusmulyono - Makmur Keliat - R. Widyo Pramono - Steven A. Yudiyantho 	100%
6.	August 26, 2019	Review of the Performance of the Directors and Talent Pool of Candidates for Bank Mandiri Candidates.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Bangun S. Kusmulyono - Makmur Keliat - R. Widyo Pramono - Steven A. Yudiyantho 	100%
7.	August 28, 2019	Proposed Candidates for the Board of Commissioners in the General Meeting of Shareholders on 28 August 2019.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Bangun S. Kusmulyono - Makmur Keliat - R. Widyo Pramono - Steven A. Yudiyantho 	100%
8.	November 11, 2019	Review on the Talent Pool Data of Prospective Directors for the Preparation of LB General Meeting on December 9, 2019.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Bangun S. Kusmulyono - Makmur Keliat - R. Widyo Pramono - Indri K. Hidayat - Steven A. Yudiyantho 	100%
9.	December 9, 2019	Proposed Candidates for the Directors and Board of Commissioners in the General Meeting of Shareholders on 9 December 2019.	<ul style="list-style-type: none"> - Hartadi A. Sarwono - Bangun S. Kusmulyono - Ardan A. Perdana - Makmur Keliat - Indri K. Hidayat - Steven A. Yudiyantho 	100%

FREQUENCY AND ATTENDANCE OF THE REMUNERATION AND NOMINATION COMMITTEE MEETING

During 2019, the Remuneration and Nomination Committee held 9 (nine) meetings. The frequency and level of attendance of each Remuneration and Nomination Committee member at the meeting is as follows.

Table of Frequency and Attendance of Remuneration and Nomination Committee Meeting

Name	Position	Period	Number of Meeting	Number of Presence	Percentage
Hartadi Agus Sarwono	Chairman concurrently member	January 1 - December 12, 2019	9	9	100%
R. Widyo Pramono	Member	January 1 - December 12, 2019	9	9	100%
	Chairman concurrently member	December 12 - December 31, 2019			
Kartika Wirjoatmodjo	Member	December 12 - December 31, 2019	-	-	100%
Imam Apriyanto Putro	Member	January 1 - June 28, 2019	4	4	100%
Askolani	Member	January 1 - June 28, 2019	4	4	100%
Bangun Sarwito Kusmulyono	Member	January 1 - December 12, 2019	9	9	100%
Goei Siaw Hong	Member	January 1 - June 28, 2019	4	4	100%
Ardan Adiperdana	Member	January 1 - June 28, 2019	4	4	100%
		December 12 - December 31, 2019			
Makmur Keliat	Member	January 1 - December 31, 2019	9	9	100%



Name	Position	Period	Number of Meeting	Number of Presence	Percentage
Robertus Bilitea	Member	December 12 - December 31, 2019	-	-	100%
Indri K. Hidayat	Member	September 11 - December 31, 2019	2	2	100%
Putu Dewi Prasthiani	Secretary concurrently an Ex-Officio Member	January 1 - June 28, 2019	4	4	100%
Steven A. Yudiyantho	Secretary concurrently an Ex-Officio Member	June 28 - December 31, 2019	5	5	100%

THE KEY PERFORMANCE INDICATORS ACHIEVEMENT OF THE REMUNERATION AND NOMINATION COMMITTEE

The KPI Remuneration and Nomination Committee achievements in 2019 are as follows.

No.	Key Performance Indicator	Indicator Value (%)	Achievement Value (%)	Indicator Value x Achievement Value (%)
1.	Realization Number of Committee meeting and Work Plan	30	100,00	30,00
2.	Assessment on attendance level and participation in the Meetings	20	100,00	20,00
3.	Submission of Review Outcome to the Board of Commissioners	20	95,00	19,00
4.	On-time Preparation and Submission of Committee Report	30	95,00	28,50
TOTAL KPI KOMITE		100		97,50

REMUNERATION OF THE REMUNERATION AND NOMINATION COMMITTEE

Remuneration of the Remuneration and Nomination Committee originating from Non-Commissioner Independent parties is regulated in the Decree of the Board of Commissioners No. KEP.KOM / 008/2019 dated 30 April 2019 concerning Remuneration of Supporting Organs of the Board of Commissioners of PT Bank Mandiri (Persero) Tbk. and regulated in the Letter of Assignment concerned as a member of the Committee under the Board of Commissioners issued by Bank Mandiri.

No.	Description	Non-Commissioner Committee Member
1.	Salary / Honorarium	A maximum of 20% of the Salary of the President Director
2.	Composition Benefits	Not given
3.	Holiday allowance	In accordance with the provisions of Bank Mandiri employees
4.	Bonuses / Tantiems	Not given
5.	Amenities	
	a. Transportation Allowance	Not given
	b. Health	Not given
	c. Business trip	In accordance with Bank Mandiri employee requirements / equivalent to Group Head

BRIEF REPORT ON THE IMPLEMENTATION OF THE REMUNERATION AND NOMINATION COMMITTEE OF 2019

In 2019, as the duties and functions of the Remuneration and Nomination Committee listed in the Bank Mandiri Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee has provided recommendations / proposals for candidates who qualify as Members of the Board of Commissioners and Directors of Bank Mandiri to the Board of Commissioners to be submitted to AGM. The proposal was obtained through a series of processes carried out by the Remuneration and Nomination Committee covering the preparation of policies, criteria and qualifications needed in the process of nominating prospective members of the Board of Commissioners and Directors in accordance with the Company's strategic plan. The Remuneration and Nomination Committee also helps the Board of Commissioners obtain and analyze the data of prospective Directors from the talent pool of officials one level below the Directors and identify candidates for the Board of Commissioners who meet the requirements.

In addition to the nomination system, the Remuneration and Nomination Committee has also assisted the Board of Commissioners in proposing an appropriate remuneration system for the Directors and Board of Commissioners of Bank Mandiri in the form of a payroll / honorarium system, facilities / benefits, bonuses, and so on for 2019.

WORK PLAN OF THE REMUNERATION AND NOMINATION COMMITTEE IN 2020

In 2020, the Remuneration and Nomination Committee has set a work plan that will be discussed through meetings at least once in 4 (four) months. The work plans of the Remuneration and Nomination Committee in 2020 include

1. Evaluating and providing recommendations related to policies, criteria and qualifications needed in the Nomination process in accordance with Bank Mandiri's strategic plan.
2. Evaluating and providing recommendations regarding the system and procedure for selecting and / or replacing members of the Board of Commissioners and members of the Board of Directors to the Board of Commissioners to be submitted to the GMS.
3. Evaluating and providing recommendations regarding the capacity building program for members of the Board of Commissioners and / or members of the Board of Directors.
4. Evaluating and providing recommendations on performance evaluation of members of the Board of Commissioners and / or members of the Board of Directors based on benchmarks that have been prepared as evaluation material.

BOARD OF DIRECTORS SUCCESSION POLICY

The Board of Directors succession policy of Bank Mandiri refers to the Minister of SEO Regulation No. PER-03/MBU/02/2015 concerning Requirements, Appointment, and Dismissal of Members of Board of Directors of State-Owned Enterprises. One of the duties of the Remuneration and Nomination Committee is to form a nomination system for members of the Board of Commissioners and/or Directors of the Company that will be part of the Good Corporate Governance Policy of the Company and become a guideline for the Board of Commissioners and RUPS in determining the remuneration and nomination of the Board of Commissioners and/or Directors.

Basic Principles

- a. Requirements for Board of Directors and Board of Commissioners.
Candidates for Board of Directors and Commissioners have to meet the requirements determined in the Company's Articles of Association and the applicable laws and regulations such as Law on Limited Liability Companies, Law on Banking, and Law on Capital Market and other provisions.

- b. Candidacy and Candidate Proposal for Board of Directors and Board of Commissioners
Candidates for Board of Directors and Board of Commissioners were proposed through a selection and with due regards to the above requirements.

Procedures

In implementing the Nomination function, the Bank Mandiri Remuneration and Nomination Committee performs the following procedures:

1. Compile the composition and process of nominating members of the Board of Directors and/or members of the Board of Commissioners.
2. Formulate policies and criteria needed in the process of nominating candidates for members of the Board of Directors and/or members of the Board of Commissioners.
3. The Remuneration and Nomination Committee identifies candidates who meet the criteria.
4. Assist the evaluation of the performance of members of the Board of Directors and/or members of the Board of Commissioners.
5. Develop capacity building programs for members of the Board of Directors and/or members of the Board of Commissioners.
6. Review and propose candidates who fulfill the requirements as members of the Board of Commissioners and/or prospective members of the Board of Directors to the Board of Commissioners to be submitted to the RUPS.
7. The selection process is carried out before the term of office ends or is requested by the Board of Commissioners, or if there is a vacancy

Requirements and Criteria

The requirements and criteria for candidates of Board of Directors and/or Commissioners are in accordance with the Company's Articles of Association and other applicable provisions, which are as follows:

1. The person who can be proposed as a member of Board of Directors and/or Commissioners is the individual capable of performing legal actions and has never been declared bankrupt or convicted which cause bankruptcy of a company, or someone who has never been sentenced for criminal offense which harm the finances of the State within 5 (five) years prior to his/her appointment, one or the other with due regards to the applicable laws and regulations.
2. The person is not related by blood to third degree, both horizontally or vertically nor by marriage (in laws) with other members of Board of Directors or Commissioners.

3. The person is not in the banking black list as determined by bank supervisory authorities.
4. The person has excellent integrity, in terms of:
 - a. Has good character and morals.
 - b. Comply with applicable laws and regulations.
 - c. Has high commitment to the development of healthy bank operations.
 - d. Deemed fit and proper to be a member of Board of Directors and/or Commissioners.
5. Integrity assessment is conducted by evaluating the candidates in terms of non performance of the following actions:
 - a. Banking engineering and practices that deviate from banking regulations.
 - b. Actions categorized as non fulfillment of commitments agreed with Bank Indonesia or Government.
 - c. Actions categorized as beneficial to Owner, Management, Employees, and or other parties that may harm or reduce bank's profit.
 - d. Actions categorized as violation of the provisions related to banking prudential principles.
 - e. Actions by Management and Executive Officers categorized as not independent.
6. Meeting the competence criteria, in terms of having:
 - a. Adequate knowledge in Banking.
 - b. Experience and expertise in Banking and or Financial Institution
 - c. Ability to perform strategic management for the development of healthy Banks.

7. Other than the above criteria, it is better to meet the following additional criteria:
 - a. Having leadership skill supported by knowledge in economics, accounting and law.
 - b. For Board of Commissioners, there is another criterion of having experience in banking or other financial institution supervisory.
 - c. For Board of Directors, there are other criteria of having at least 3 (three) years experience as Senior Management in banking or other financial institutions.

A candidate for the Board of Directors may be proposed from the Board of Commissioners after assessing the concerned person and if eligible, he/she needs to be proposed to the Minister of SOE. The candidate to be nominated to become members of the Board of Directors must also meet the formal requirements and other requirements specified in PER-03/MBU/02/2015 and the Financial Services Authority Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of the Issuer or Public Company and has passed the Fit and Proper Test conducted by the Financial Services Authority. In 2019, Bank Mandiri is working with the Company Assessment Service of PT Daya Dimensi Indonesia to conduct assessment against candidates for the Board of Commissioners and Board of Directors. The names are obtain recommendation from the Appraisal Service Company will be reported by the Remuneration and Nomination Committee to the Board of Commissioners names of candidates to be submitted in the GMS.

