

Board of Commissioners Standing Orders are a reference for the Board of Commissioners in carrying out their respective duties to achieve the Company's goals.

The Board of Commissioners' Guidelines and Regulations regulate the following matters:

1. General Provisions
2. Duties, Responsibilities and Authority
  - a. Duties, Obligations and Responsibilities
  - b. Rights and Powers of the Board of Commissioners
  - c. Information Disclosure and Conflict of Interest
  - d. Committee
  - e. Secretary of the Board of Commissioners
3. Board of Commissioners Meeting
  - a. Meeting Quorum Types and Quorums
  - b. Guest Participants in the Board of Commissioners' Meeting
  - c. Chairperson of the Meeting
  - d. Meeting materials
  - e. Meeting Decision
  - f. Minutes of meetings
  - g. Meeting Summons and Organizations
4. Working Mechanism
  - a. Assignment of duties
  - b. Commissioner Working Time
  - c. Signing of Documents

- d. Business trip
- e. Performance Evaluation of the Board of Commissioners
5. Others
  - a. Work Ethics and Corporate Culture
  - b. Continuing Education
  - c. Change
6. Closing

## COMPOSITION AND BASIS FOR BOARD OF COMMISSIONERS

All Board of Commissioners have passed fit and proper without records and have obtained approval from the OJK, indicating that each member of the Board of Commissioners has adequate integrity, competence and financial reputation in accordance with OJK Regulation Number 27 / POJK.03 / 2016 concerning Capability and Compliance Assessment for The Main Party of Financial Services Institution stating that prospective members of the Board of Commissioners must obtain approval from the OJK before carrying out its actions, duties and functions as a Board of Commissioners.

During 2019, the composition of the members of the Company's Board of Commissioners underwent several changes as explained below.

## COMPOSITION AND BASIS FOR APPOINTMENT OF THE COMPANY'S BOARD OF COMMISSIONERS BEFORE THE EXTRAORDINARY AGM DATED 28 AUGUST 2019

The composition of the Board of Commissioners before the Extraordinary General Meeting of Shareholders on 28 August 2019 was 8 (eight) people consisting of 1 (one) President Commissioner / Independent Commissioner, 1 (one) Deputy President Commissioner, 3 (three) Independent Commissioners and 3 (3) three) Commissioners. All members of the Board of Commissioners are domiciled in the working area of the Bank Mandiri Head Office. The composition and basis for appointment of the Board of Commissioners can be seen in the table below.

**Table of Composition and Basis of Appointment of the Board of Commissioners**

Name	Position	Implementing fit and proper test	Rapture Basis	Effective date
Hartadi Agus Sarwono	President Commissioner/ Independent Commissioner	Financial Services Authority	Extraordinary General Meeting of Shareholders on August 21, 2017	November 15, 2017
Imam Apriyanto Putro	Deputy Chief Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 16, 2015	June 11, 2015
Goei Siauw Hong	Independent Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 16, 2015	June 25, 2015
Bangun Sarwito Kusmulyono	Independent Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 16, 2015	June 25, 2015
Makmur Keliat	Independent Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 16, 2015	September 25, 2017
Askolani	Commissioner	Financial Services Authority	Extraordinary GMS on 21 May 2014 and was reappointed at the Annual GMS on 16 May 2019	September 3, 2014
Ardan Adiperdana	Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 21, 2016	October 3, 2016
R. Widyo Pramono	Commissioner	Financial Services Authority	Extraordinary General Meeting of Shareholders on August 21, 2017	January 15, 2018



Performance Highlights



Report of the Board of Commissioners and Directors



Company Profile



Management Discussion and Analysis on Company Performance



Human Capital

## COMPOSITION AND BASIS FOR APPOINTMENT OF THE COMPANY'S BOARD OF COMMISSIONERS AFTER EXTRAORDINARY AGM 28TH AUGUST 2019

The composition of the Board of Commissioners after the Extraordinary General Meeting of Shareholders on 28 August 2019 was 8 (eight) people consisting of 1 (one) President Commissioner / Independent Commissioner, 1 (one) Deputy President Commissioner, 3 (three) Independent Commissioners and 3 (3) three) Commissioners. All members of the Board of Commissioners are domiciled in the working area of the Bank Mandiri Head Office. The composition and basis for appointment of the Board of Commissioners can be seen in the table below.

**Table of Composition and Basis of Appointment of the Board of Commissioners**

Name	Position	Implementing fit and proper test	Rapture Basis	Effective date
Hartadi Agus Sarwono	President Commissioner/ Independent Commissioner	Financial Fervices Authority	Extraordinary General Meeting of Shareholders on August 21, 2017	November 15, 2017
Imam Apriyanto Putro	Deputy Chief Commissioner	Financial Fervices Authority	Annual General Meeting of Shareholders on March 16, 2015	June 11, 2015
Goei Siauw Hong	Independent Commissioner	Financial Fervices Authority	Annual General Meeting of Shareholders on March 16, 2015	June 25, 2015
Bangun Sarwito Kusmulyono	Independent Commissioner	Financial Fervices Authority	Annual General Meeting of Shareholders on March 16, 2015	June 25, 2015
Makmur Keliat	Independent Commissioner	Financial Fervices Authority	Annual General Meeting of Shareholders on March 16, 2015	September 25, 2017
Askolani	Commissioner	Financial Fervices Authority	Extraordinary GMS on 21 May 2014 and was reappointed at the Annual GMS on 16 May 2019	September 3, 2014
Ardan Adiperdana	Commissioner	Financial Fervices Authority	Annual General Meeting of Shareholders on March 21, 2016	October 3, 2016
R. Widyo Pramono	Commissioner	Financial Fervices Authority	Extraordinary General Meeting of Shareholders on August 21, 2017	January 15, 2018

\* The tenure of Deputy President Commissioner of the Company, Mr. Imam Apriyanto Putro ended in connection with his appointment as Deputy Director of PT Pupuk Indonesia on November 18, 2019.

## COMPOSITION AND BASIS FOR APPOINTMENT OF THE COMPANY'S BOARD OF COMMISSIONERS AFTER EXTRAORDINARY AGM DATED 9 DECEMBER 2019

The composition of the Board of Commissioners after the Extraordinary General Meeting of Shareholders on December 9, 2019 was 8 (eight) people consisting of 1 (one) President Commissioner, 1 (one) Deputy President Commissioner / Independent Commissioner, 3 (three) Independent Commissioners and 3 ( three) Commissioners. All members of the Board of Commissioners are domiciled in the working area of the Bank Mandiri Head Office.

As of December 2019, there were still 5 (five) Commissioners who were still in the Fit & Proper Test, while 3 (three) Commissioners had passed the Fit & Proper Test without notes and had received approval from the FSA indicating that the Commissioners The Company has adequate integrity, competence and financial reputation in accordance with OJK Regulation Number 27 / POJK.03 / 2016 concerning Capability and Compliance Assessment for Main Parties of Financial Services Institutions stating that prospective members of the Board of Commissioners must obtain approval from the OJK before carrying out actions, tasks , and its function as a Board of Commissioners.

The composition and basis for appointment of the Board of Commissioners can be seen in the table below.

**Table of Composition and Basis of Appointment of the Board of Commissioners**

Name	Position	Implementing fit and proper test	Rapture Basis	Effective date
Kartika Wirjoatmodjo	President Commissioner	Financial Fervices Authority	Extraordinary General Meeting of Shareholders on December 9, 2019	Still in the process of fit and proper test
Muhamad Chatib Basri	Deputy President Commissioner /Independent Commissioner	Financial Fervices Authority	Extraordinary General Meeting of Shareholders on December 9, 2019	Still in the process of fit and proper test

Name	Position	Implementing fit and proper test	Rapture Basis	Effective date
Makmur Keliat	Independent Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 14, 2017	September 25, 2017
Mohamad Nasir	Independent Commissioner	Financial Services Authority	Extraordinary General Meeting of Shareholders on December 9, 2019	Still in the process of fit and proper test
Robertus Bilitea	Independent Commissioner	Financial Services Authority	Extraordinary General Meeting of Shareholders on December 9, 2019	Still in the process of fit and proper test
Rionald Silaban	Commissioner	Financial Services Authority	Extraordinary General Meeting of Shareholders on August 28, 2019	Still in the process of fit and proper test
Ardan Adiperdana	Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 21, 2016	October 3, 2016
R. Widyo Pramono	Commissioner	Financial Services Authority	Extraordinary General Meeting of Shareholders on August 21, 2017	January 15, 2018

## ORIENTATION PROGRAM FOR NEW COMMISSIONERS

The orientation program for the Board of Commissioners is only carried out by presenting relevant material by the Directors related and coordinated by the Corporate Secretary. The implementation of the orientation program for the Commissioners was only carried out after the appointment of a new Commissioner at the GMS. The introductory program material includes Good Corporate Governance, Company Performance, Risk Management, and topics relevant to the new Commissioner task field. In addition to direct exposure by the relevant Directors, new Commissioners are also given a Board Manual, which is a document that contains documents / regulations that must be known by the Board of Commissioners to carry out its duties and responsibilities, including the Articles of Association, Charter and Rules of the Board of Commissioners, Committee Charter Board of Commissioners' Supporting Committee, and other related documents.

During 2019, there were no new Commissioners so there was no orientation program for the new Commissioners.

No.	Date	Topics	Material Presenters	Participant
1.	September 24, 2019	Risk management	Group Head Credit Portfolio Risk	Rional Silaban
2.	October 3, 2019	<i>Corporate Plan, Strategy and Performance 2019</i>	Group Head Strategy and Performance Management	Rional Silaban
3.	November 28, 2019	Strategy and Performance 2019	Group Head Strategy and Performance Management	Rional Silaban
4.	December 16, 2019	- Business Process - Strategy & work performance	- President Director - Director of Finance & Strategy	Kartika Wirjoatmodjo, M. Chatib Basri, M. Nasir, Robertus Bilitea
5.	December 18, 2019	Risk Management	Director of Risk Management	M. Chatib Basri, M. Nasir
6.	December 20, 2019	- Risk Management - Strategy & Work Performance	- Members of the Risk Monitoring Committee - Group of Head Credit Portfolio Risk - Group of Head Strategy & Performance Management	Robertus Bilitea
7.	December 23, 2019	- Risk Management - Strategy & Work Performance	- Members of the Risk Monitoring Committee - Group of Head Credit Portfolio Risk - Group of Head Strategy & Performance Management	Rionald Silaban, M. Nasir
8.	December 27, 2019	- Good Corporate Governance	Group head Compliance	Rionald Silaban
9.	December 30, 2019	Human Capital	- Group of Head Human Capital Strategy & Talent Management	Rionald Silaban