



## CRITERIA FOR MEMBERS OF THE BOARD OF COMMISSIONERS

Criteria for the Board of Commissioners of Bank Mandiri that have been regulated in the Articles of Association of the Liability Company are as follows:

1. Having good character, morals, and integrity;
2. Being competent in performing legal acts;
3. Within 5 (five) years prior to appointment or during the office, he/she:
  - a. is never declared bankrupt;
  - b. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who is declared as guilty and causes a company to be declared as bankrupt;
  - c. is never penalized for committing a criminal act which causes adverse impact to the country's finance and/or to anything related to financial sector; and
  - d. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who, during his/her tenure:
    - never holds Annual GMS;
    - its responsibility as a member of the Board of Directors and/or members of the Board of Commissioners is never; accepted by the GMS or never giving accountability as a member of the Board of Directors; and/or members of the Board of Commissioners to the GMS; and
    - once caused the companies which obtains permission, approval, and registration from Financial Services Authority to fail in fulfilling their obligation to submit annual report and/or Financial Services Authority.
4. has commitment to comply to the laws and regulations;
5. has knowledge and/or expertise in the fields required by the Company; and
6. fulfills other specified requirements.

## NOMINATION AND SELECTION PROCESS OF BOARD OF COMMISSIONERS

The procedure for the appointment of Bank Mandiri Board of Commissioners refers to Financial Services Authority Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies as well as Minister of SOE Regulation No. PER-02/MBU/02/2015 concerning Requirements and Procedures for the Appointment and Dismissal of Members of Board of Commissioners and Supervisory Board of State-Owned Enterprises. The procedures for the appointment of Board of Commissioners include:

1. Sources of prospective SOE Board of Commissioners /

Board of Commissioners candidates come from:

- a. Former BUMN Director.
- b. BUMN Board of Commissioners / Supervisory Board.
- c. Structural Officers and Government Functional Officers.
- d. Another source.
2. A candidate who will be determined to be a candidate for the Board of Commissioners, is someone who has been declared to have met the Formal Requirements, Material Requirements, and Other Requirements.
3. Assessment of fulfillment of Material Requirements, carried out by: i. assessing curriculum vitae and supporting documents; and ii. specifically to evaluate integrity, it is carried out with a written statement from the candidate concerned as stated in Attachment II to this Ministerial Regulation; and / or iii. Interview.
4. With respect to certain SOEs determined by the Minister, candidates for President Commissioner / Members of the Board of Commissioners must follow the fit and proper test conducted by a Professional Institution appointed by the Minister to conduct a fit and proper test of candidates for the Directors.
5. Specifically for State-Owned Banks, prospective candidates to be presented at the GMS are assessed by a Team formed by the Minister by involving the Chair of the Committee of the Board of Commissioners who performs the Nomination function. If the Chair of the Committee of the Board of Commissioners referred to is absent, it can be replaced by a member of the Committee from the Independent Commissioner who performs the Nomination function.

The process of nominating and selecting the Board of Commissioners is carried out through the proposal of the members of the Board of Directors to the GMS by taking into account the recommendations of the Board of Commissioners and the Remuneration and Nomination Committee. Prior to the discussion on the appointment and dismissal of the Board of Commissioners in the GMS, information was provided on the profiles of new and reappointed candidates for the Board of Commissioners.

## BOARD CHARTER GUIDELINES AND RULES FOR WORK

In carrying out its duties, the Board of Commissioners of Bank Mandiri is guided by the Board of Commissioners' Guidelines and Rules which are approved based on the Decree of the Board of Commissioners No. KEP. KOM / 014/2019 dated September 25, 2019. The Board of Commissioners' Guidelines and Charter contain instructions for the Board of Commissioners' work procedures and explain the stages of activities in a structured and systematic manner and are easy to understand and can be carried out consistently. The