The Evaluation of the Committees Under the Board of Commissioners and the Basis of the Evaluation

In order to improve the role of the Board of Commissioners in performing the supervisory function, the Board of Commissioners had established 4 (four) committees, namely:

1. Audit Committee
2. Remuneration and Nomination Committee
3. Risk Monitoring Committee
4. Integrated Governance Committee

The Audit Committee has the duty and responsibility to assist and facilitate the Board of Commissioners in carrying out their duties and supervisory functions on matters related to the quality of financial information, internal control systems, effectiveness of external and internal auditor audits, effectiveness of risk management and compliance with laws and regulations that apply. Throughout 2020, the Audit Committee has carried out its duties and responsibilities well. The Audit Committee has conducted 21 (twenty-one) meetings and carried out its duties which include:

1. Submitting recommendations and suggestions for improvement to the Management, both in the Audit Committee Meeting forum and in internal discussions as stated in the Committee's Recommendation Note, Minutes of Meeting, and the Committee's Quarterly Report.
2. Reviewing and providing recommendations for reports addressed to the Board of Commissioners such as the 2020 Monthly and Quarterly Financial Statements, 2020 Internal Audit Quarterly Audit Results (including Significant Findings, Fraud, Post Facto Review Results for the National Economic Acceleration (PEN), and Follow-up Monitoring List Progress), Integrated Internal Audit Report for 2020, Report on the Implementation of the Tasks of the 2020 Quarterly Compliance Director, and Audit Progress Report on Financial Statements for Financial Year 2020.
3. Reviewing and providing recommendations on the Directors' proposals requiring written approval from the Board of Commissioners, the results of which were submitted in the form of a Recommendation Note to the Board of Commissioners, such as the proposal for KAP to audit the Consolidated Financial Statements for Financial Year 2020, Draft Annual Audit Plan for 2020 and its revisions, Proposal for Controllers Independent Quality from an Independent External Party who would review the performance of Internal Audit for 2020, the Revised Draft RKAP 2020 and RBB 2020-2022, as well as the 2021 Draft RKAP and 2021-2023 RBB.
4. Compiling the Reports that had to be prepared by the Audit Committee to be submitted to the Board of Commissioners, included the Report on the Results of the Evaluation of the Implementation of Audit Services for the 2019 Financial Year Consolidated Financial Statements, the Quarterly Audit Committee Activity Reports and the Report on the Results of Visits.
5. Implementing of 3 (three) Work Visits, namely to the Strong Room Credit Operations (March 10, 2020), PT Mandiri Sekuritas (December 8, 2020), and the Rempora Data Center (December 15, 2020).
6. Maintaining communication and coordination with work units at Bank Mandiri to discuss issues of concern and focus of the Audit Committee, among others, through discussions and submission of reports.

The Remuneration and Nomination Committee has the duty and responsibility to assist in carrying out its functions and duties in the fields related to remuneration and nomination of members of the Board of Directors and the Board of Commissioners. Throughout 2020, the Remuneration and Nomination Committee has carried out its duties and responsibilities well. The Remuneration and Nomination Committee conducted 17 (seventeen) meetings and carried out its tasks which include:

1. Providing 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 the GMS.
2. Obtaining and analyzing data on prospective Directors from the talent pool of officials one level below the Directors and identifying candidates for the Board of Commissioners who meet the requirements.
3. 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 2020.
The Risk Monitoring Committee has the duties and responsibilities in carrying out its duties and responsibilities in conducting supervision and providing advice to the Directors to obtain adequate confidence so that the implementation of the Company’s risk management continues to meet the adequacy of risk management procedures and methodologies, so that the Bank’s business activities remain can be controlled at acceptable limits and benefits the Company. Throughout 2020, the Risk Monitoring Committee has carried out its duties and responsibilities well. The Risk Monitoring Committee conducted 30 (thirty) meetings and carried out its tasks which include:

1. Submitting recommendations and suggestions for improvement to the Management, both in the Risk Monitoring Committee Meeting forum and in internal discussions as stated in the Committee’s Recommendation Note, Minutes of Meeting, and the Committee’s Quarterly Report.
2. Reviewing and providing recommendations for reports addressed to the Board of Commissioners, such as the 2020 Risk Profile Report, the 2020 Bank Soundness Report, and the 2020 Anti Fraud Strategy Realization Report.
3. Reviewing and providing recommendations on proposals from the Board of Directors that require written approval from the Board of Commissioners, for example provision of funds to Related Parties, both providing credit and additional capital participation, the Draft Sustainable Finance Action Plan 2021-2025, and the 2020 Draft Recovery Plan Update.
4. Compiling Reports - Reports that must be prepared by the Risk Monitoring Committee to be submitted to the Board of Commissioners, include, among others, the Quarterly Risk Monitoring Committee Activity Report and the Report on the Results of Visits.
5. Reviewing of the 10 (ten) types of risks that must be managed by the Company, particularly those related to Credit Risk as a result of the COVID-19 pandemic and the PEN program.
7. Analysing related to IT developments and digitization, particularly related to availability, reliability, security, and data integrity.
8. Analysing related to the management and development of HR competencies, including mitigation of employee health and safety during the COVID-19 pandemic.
9. Reviewing progress against the impact of COVID-19 in both business and operational aspects.
10. Implementing of 3 (three) Work Visits, namely to Strong Room Credit Operations (10 March 2020), PT Mandiri Sekuritas (8 December 2020), and the Rempoa Data Center (15 December 2020).
11. Maintaining communication and coordination with work units at Bank Mandiri to discuss issues of concern and focus of the Risk Oversight Committee, including through discussions and submission of reports.

The Integrated Governance Committee has the duty and responsibility to assist and facilitate the Board of Commissioners in carrying out the duties and functions of supervision over the implementation of Governance in each of the Financial Services Institutions (LJK) in the Bank Mandiri Financial Conglomerate to comply with the Integrated Governance Guidelines and Implementation the duties and responsibilities of the Board of Directors of Bank Mandiri. Throughout 2020, the Integrated Governance Committee has carried out its duties and responsibilities well. The Integrated Governance Committee has conducted meetings 2 (two) times and carried out its tasks which include:

1. Reviewing and providing recommendations on reports addressed to the Board of Commissioners, such as the 2020 Integrated Governance Report, the Bank Soundness on a consolidated basis Report, and the 2020 Integrated Internal Audit Report.
3. Reviewing the progress of improvements/strategies implemented by the Subsidiary in connection with the COVID-19 pandemic which has caused a decline in performance, especially for Subsidiaries engaged in the multi-finance sector.

The Board of Commissioners periodically (annually) evaluates the effectiveness of the committee’s performance under the Board of Commissioners. The Board of Commissioners considers that during 2020 the committees have carried out their duties and responsibilities quite effectively in terms of the achievement of the Key Performance Indicator (KPI) of each committee. Information on the achievement of the Key Performance Indicator (KPI) of the Committees under the Board of Commissioners is presented in each section of the Committee of the Board of Commissioners.

The Mechanism of Resignation and Dismissal of the Board of Commissioners

The resignation and dismissal mechanism of the Board of Commissioners under the Company's Articles of Associations are as follows:

1. Members of the Board of Commissioners shall be appointed and dismissed by the General Meeting of Shareholders, which shall be attended by Series A Dwiwarna Shareholders and the GMS Resolution must be approved by the Series A Dwiwarna Shareholders. Members of the Board of Commissioners shall be appointed by the GMS from the candidates nominated by Series A Dwiwarna Shareholders, which nomination shall be binding to the GMS.
2. Board of Commissioners member(s) can be dismissed at any time pursuant to GMS Resolutions by stating the reason.
3. The grounds for the dismissal of a BOC member as stipulated in point 2 above shall be applied if in reality, the BOC member:
   a. Cannot perform their duties well;
   b. Violate the provisions of Articles of Association and/or the laws and regulations;