



## BOARD OF DIRECTORS

Date	Perihal
27/09/21	Penetapan Susunan Panitia Tender Kontraktor Pelaksana Pekerjaan Renovasi Ruang Kerja Di Lantai Gedung Plaza Mandiri Bank Mandiri
08/10/21	Penetapan Keanggotaan Komite Audit
08/10/21	Penetapan Keanggotaan Komite Tata Kelola Terintegrasi
15/10/21	Penyesuaian Keputusan Direksi Nomor KEP.DIR/048/2021 tentang Struktur Organisasi
15/10/21	Pedoman dan Tata Tertib Kerja Direksi PT Bank Mandiri (Persero) Tbk
18/10/21	Penetapan Tim dan <i>reviewer</i> Pengadaan Jasa Audit Atas Laporan Keuangan konsolidasian dan Laporan Keuangan Program Tanggung Jawab Sosial dan Lingkungan PT Bank Mandiri (Persero) Tbk. Serta Laporan Keuangan dan Jasa Lainnya pada tanggal dan untuk tahun yang berakhir tanggal 31 Desember 2022
18/10/21	Pembentukan Tim Penyelaras Inisiatif Strategis Bank Syariah Indonesia
18/11/21	Penetapan Tim dan Reviewer Pengadaan Jasa Borongan Pekerjaan Operation Transformation
24/11/21	Penyesuaian Keputusan Direksi Nomor KEP.DIR/001/2021 Tentang Executive Committee
24/11/21	Business Committee
24/11/21	Capital Subsidiaries Committee
24/11/21	Information Technology & Digital Banking Committee
24/11/21	Policy & Procedure Committee
02/12/21	Pemberhentian Pegawai Karena Mengundurkan Diri
08/12/21	Penetapan Unit Pengendali Gratifikasi PT Bank Mandiri (Persero) Tbk
28/12/21	Penetapan Susunan Panitia Pengadaan/Tender Kendaraan Dinas Sewa (KDS) Operasional Tahun 2022 - 2023

### Company Annual Strategy Review

Company Annual Strategy Review  
The Board of Directors strives to progress the Company's performance for the following year by reviewing the Company's annual strategy which is carried out at the end of the current year. In 2021, the review of the Company's annual strategy was carried out through the Board of Directors' meetings.

### Evaluation of the Company's Strategies

Evaluation of the Company's strategies in line with the Company's Vision and Mission as well as the latest business environment is carried out periodically and involves all Directors and executives at Bank Mandir, which

is done through discussion forums for the annual Corporate Work Plan and Budget (RKAP) and the Company's Corporate Plan (RJPP) to find out the achievements and the business directives. In the process of drafting the RKAP which referred to the RJPP, the documents have to be submitted to the Board of Commissioners for approval.

### Performance Assessment of the Board of Directors

The Board of Directors performance assessment is carried out from the achievement of Key Performance Indicators (KPI) individually and collegially, assessed by the Shareholders through the General Meeting of Shareholders (GMS) mechanism.

### Performance Assessment of Individual Directors

#### President Director

- Achievement of collegial performance of the Board of Directors.
- Fulfilment of internal control in every line of defense.
- Implementation of the Company's Compliance as a Public Company.
- Achievement of business volume growth in the region.
- Achievement of funding/Fee Based Income growth in the region.
- Achievement of digital transactions volume growth by customers in the region.
- Maintain Assets Quality/ Performing Loans.

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### Vice President Director

- Achievement of collegial performance of the Board of Directors.
- Improvement of litigation settlement percentage compared to the previous year.
- Achievement of Special Assets Management targets.
- Achievement of Loans Restructuring.
- Settlement of Non-Performing Loans.
- Improvement of Non-Performing Loans Quality, to become Performing Loans.

### Director of Commercial Banking

- Achievement of business volume growth of Commercial Banking segment.
- Achievement of funding/Fee Based Income growth in Commercial Banking segment.
- Achievement of customers digital transactions volume growth of Commercial Banking segment.
- Maintaining Assets Quality/Performing Loans.

### Director of Corporate Banking

- Achievement of business volume growth of Corporate Banking segment.
- Achievement of funding/Fee Based Income growth in Corporate Banking segment.
- Achievement of customers digital transactions volume growth of Corporate Banking segment.
- Maintaining Assets Quality/Performing Loans.

### Director of Network & Retail Banking

- Achievement of business volume growth of Retail Banking segment.

- Achievement of acquisition targets of agents banking and financial inclusion of derivative agents.
- Achievement of funding/Fee Based Income growth in Retail Banking segment.
- Achievement of customers digital transactions volume growth of Retail Banking segment.
- Maintaining Assets Quality/Performing Loan.

### Director of Institutional Relations

- Achievement of business volume growth of Institutional segment.
- Achievement of CSR disbursement for social, educational, religious aspects according to the work plan.
- Achievement of funding/Fee Based Income growth in Institutional segment.
- Achievement of customers digital transactions volume growth of Institutional segment.
- Maintaining Assets Quality/Performing Loans.

### Director of Risk Management

- Ensuring the implementation of proper risk management in accordance with the articles of association, risk management policies, internal control system policies, standard procedures, and external regulations.
- Ensuring the implementation of risk management culture at all levels of the organization.
- Ensuring the implementation of all risk management to determine risk appetite, risk thresholds, and integrated risk management strategies, as well as capital adequacy.

### Director of Information Technology

- Implementation of effective technology and information governance.
- Achievement of availability of information security management system.
- Implementation of Information Technology projects with project charters.
- Achievement of conformity between Information Technology with the needs of management information systems and the needs of the Bank's business activities.

### Director of Operations

- Implementation of the Company's management in accordance with the duties determined in the GMS or the Board of Directors' Meeting.
- Implementation of the Company's operations strategy, consolidation of communication, and programs.
- Achievement of Fee Based Income growth.
- Achievement of business transactions growth.

### Director of Finance & Strategy

- Maintaining bank soundness rating.
- Maintaining CAR ratio between 20%-21%.
- Business Realization according to Work Plan & Budget/Bank Business Plan.
- Achievement of set financial ratios.
- The result of KPKU assessment is at least the same as the previous year.

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- Business Realization according to Work Plan & Budget/Bank Business Plan.
- Achievement of set financial ratios.
- The result of KPKU assessment is at least the same as the previous year.
- Achievement of a reduction in the ratio of fines imposed by the regulator.
- Achievement of Human Capital management strategies and targets.

### Director of Compliance & HR

- Achievement of compliance in Bank Mandiri.

### Board of Directors Performance Assessment Results

No.	KPI	Weight	Indicators	Score
<b>A. Economy and Social Values for Indonesia</b>				
<b>Financial</b>		<b>20 %</b>		
1	Pre-Provision Operating Profit (PPOP) Margin.	7,5%	Better than last year	7,79
2	Net Profit After Tax (NPAT).	7,5%	Better than last year	8,25
3	Return on Invested Capital (ROIC) $\geq$ Weighted Average Cost of Capital (WACC).	5%	Better than last year	5,5
<b>Operational</b>		<b>25%</b>		
1	NPL Coverage.	5%	In accordance with the RKAP	5,5
2	CKPN to Loan at Risk (LaR).	5%	In accordance with the RKAP	5,32
3	Cost of Credit.	5%	Better than last year	5,5
4	Fee Based Income Ratio (Fee to Revenue Ratio).*	5%	Better than last year	4,97
5	Cost Efficiency Ratio (CER).	5%	Better than last year	5,11
<b>Social</b>		<b>5%</b>		
1	KUR Microfinancing Disbursement	5%	In accordance with the Government ceiling	5
<b>B. Business Model Innovation</b>		<b>20%</b>		
1	Implementation of Business Model Improvement strategic initiatives:			
	- Wholesale: Launch Next-Gen Wholesale Products such as Structured trade, derivatives, & finance, RM capabilities improvement.			1,67
	- SME & Micro: Improve value chain operation model; Building EWS for Risk Management; Program Graduation; Improve Sales Process Micro.	5%	In accordance with Milestone	1,67
	- Digital Retail: Launch digital products: Everest, Abisgajian, & DigiWealth.			1,67
2	Active User Livin.	2,5%	Better than last year	2,75
3	Average Balance of Loans Bankwide.	5%	Better than last year	5,18
4	Average Balance of Low Cost Funds Bankwide.	2,5%	Better than last year	2,75
5	SME Customers (Funding and Lending Customers).	5%	Better than last year	5,03
<b>C. Leadership in Technology</b>		<b>10%</b>		
1	Project Everest / New Livin.	4%	In accordance with Milestone	4
2	Cyber Security Breach Incident Max 1 (for losses > Rp50 M).	3%	Maximum 1	3,3
3	IT Maturity Level.	3%	Above Permen Threshold	3,3

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No.	KPI	Weight	Indicators	Score
<b>D. Investment Enhancement</b>		<b>10%</b>		
1	Implementation of merger BSM, BRIS, and BNIS.	5%	In accordance with Milestone	5,5
2	Score Corporate Governance Perception Index (CGPI).	5%	Inside Very Trusted Threshold	5,5
<b>E. Talent Development</b>		<b>10%</b>		
1	% Woman of Top Talent (Level C1-C2).	3%	20% of Top Talent	3,3
2	% Millennial (40 years) of Top Talent (Level C1-C2).	3%	30% of Top Talent	3,3
3	Employee Development Index.	2%	100% of Officer	2
4	Pelaksanaan Mission Development & Assignment (L3 dan L3+)	2%	70% of Mission	2
<b>Total</b>		<b>100%</b>		<b>106,5</b>

### Resignation and Dismissal Mechanism for the Board of Directors

Resignation and dismissal mechanism for the Board of Directors is regulated by the Articles of Association are as follows:

1. The GMS may dismiss the Board of Director's members at any time by stating its reasons.
2. The dismissal of a member of the Board of Directors is called for if, based on the factual circumstance, the said members:
  - a. Is unable/inadequate to fulfil the obligations as agreed in the management contract;
  - b. Is unable to perform duties appropriately;
  - c. Violates the provisions of the Articles of Association and/or the applicable laws;
  - d. Engages in actions that detrimental to the Company and/or country;
  - e. Conduct actions that violate ethics and/or propriety that should be valued by member;
3. The dismissal by the reasons aforementioned is conducted after the person(s) concerned in the event of dismissal is given the opportunity to raise defense, excluding the dismissal specified in the provisions of points f and g.
4. The dismissal due to reasons as referred to in point letter d and f are considered dishonourable discharge.
5. Among the Board of Director's members and between the Board of Directors' members and the Board of Commissioners' members, there shall not be any blood relationship of three generations, either vertical or horizontal in the family tree, including the familial relationship arising from marriage.
  - f. Is declared guilty by the Court's decision with permanent legal force;
  - g. Resigns;
  - h. Other reasons deemed appropriate by the GMS for the interests and objectives of the Company.
6. In the event that such condition prevails, the GMS has the authority to dismiss one of the members.
7. A member for the Board of Directors may resign from his/her position before his/her term of office expires. In the event that a member of the Board of Directors resigns, the said member shall submit a written request for resignation to the Company.
8. The Company must hold the GMS to decide on the resignation request of a member of the Board of Directors no later than 90 (ninety) days after receiving the letter of resignation.
9. The Company is obliged to provide information transparency to the public and submit it to the Financial Service Authority no later than 2 (two) working days after:
  - a. The approval of the resignation application from a member of the Board of Directors.
  - b. The achievement of the GMS results.