



REMUNERATION AND NOMINATION COMMITTEE

Legal Reference

The establishment of the Remuneration and Nomination Committee refers to:

1. SOEs Minister Regulation No. Per-12/MBU/2012 on the Supporting Organs of the Board of Commissioners/ SOEs Supervisory Board as lastly amended with SOEs Minister Regulation No. PER-14/MBU/10/2021.
2. POJK No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks.
3. POJK No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.
4. POJK No. 45/POJK.03/2015 on Governance in Remuneration Provision for Commercial Banks.
5. Bank Mandiri's Articles of Association and its amendments.
6. Decree of the Board of Commissioners No. KEP. KOM/001/2022 dated 31 March 2022 on the Membership Composition of the Audit Committee, Risk Monitoring Committee, Integrated Governance Committee and Remuneration and Nomination

Committee of PT Bank Mandiri (Persero) Tbk.

7. Decree of the Board of Directors No. KEP.DIR/016/2022 dated 18 April 2022 on the Stipulation of the Remuneration and Nomination Committee Memberships.

Structure, Membership and Profile of the Remuneration and Nomination Committee

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. 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.

3. 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.
4. The Chairman of the Remuneration and Nomination Committee may only hold concurrent positions as Chair of the Committee at most in 1 (one) another Committee.

During 2022, the membership composition of the Remuneration and Nomination Committee had changes which can be submitted as follows.

Period of 1 January - 10 March 2022

The membership composition of the Remuneration and Nomination Committee for the period of 1 January - 10 March 2022 appointed based on the Decree of the Board of Directors No. KEP.DIR/037/2021 on the Determination of Membership of the Remuneration and Nomination Committee on 9 August 2021, as follows:

Name	Position in the Committee	Position in the Company	Expertise
M. Chatib Basri	Chairman and Member	President Commissioner/Independent	Macroeconomic, Finance
Andrinof A. Chaniago	Member	Vice President Commissioner/Independent	Macroeconomic
Mohamad Nasir	Member	Independent Commissioner	Accounting
Ronald Silaban	Member	Commissioner	Human Capital, Finance
Arif Budimanta	Member	Commissioner	Finance
Steven A. Yudianto	Secretary and Member Ex-Officio	Group Head Human Capital Strategy & Talent Management	Human Capital

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Period of 10 March - 31 December 2022

The membership composition of the Remuneration and Nomination Committee for the period of 10 March - 31 December 2022 appointed based on the Decree of the Board of Directors No. KEP.DIR/016/2022 on the Determination of Membership of the Remuneration and Nomination Committee on 18 April 2022, as follows:

Name	Position in the Committee	Position in the Company	Expertise
M. Chatib Basri	Chairman and Member	President Commissioner/Independent	Macroeconomic, Finance
Andrinof A. Chaniago	Member	Vice President Commissioner/Independent	Macroeconomic
Ronald Silaban	Member	Commissioner	Human Capital, Finance
Arif Budimanta	Member	Commissioner	Finance
Muliadi Rahardja	Member	Independent Commissioner	Banking, Accounting
Steven A. Yudianto	Secretary and Member Ex-Officio	Group Head Human Capital Strategy & Talent Management	Human Capital

Remuneration and Nomination Committee Profile

The profile of the Remuneration and Nomination Committee members as members of the Board of Commissioners can be viewed in Chapter 3 Profile of the Board of Commissioners in this Annual Report.

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

- a. to the Board of Commissioners on position structure of members of the Board of Directors and/or Board of Commissioners and/or Supervisory Board.
- c. Identifying prospective members of the Board of Directors and/or Board of Commissioners both from internal and external of the Company who meet the requirements to be proposed/ appointed as members of the Board of Directors or members of the Board of Commissioners.
- d. Developing or evaluating and providing recommendations to the Board of Commissioners related to the policies, criteria and qualifications in nominating process in line with the Company's strategic plan.
- e. Developing selection and/or replacement system and procedures for members of the Board of Directors and/or Board of Commissioners to be submitted to the GMS.
- f. Providing recommendations on the appointment, termination, and/or replacement of members of the Board of Directors and/

Remuneration and Nomination Committee Charters

The Remuneration and Nomination Committee has in place 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 30 November 2021 based on the Decree of the Board of Commissioners No. KEP. KOM/012/2021.

The Remuneration and Nomination Committee Charter contains, among others:

Remuneration and Nomination Committee Duties and Responsibilities

In implementing its duties, the Remuneration and Nomination Committee responsible to the Board of Commissioners. The following are duties and responsibilities of the Committee:

1. Related to the Nomination function
 - a. Providing evaluations and recommendations to the Board of Commissioners on the Board of Directors' proposal regarding the Bank's organization structure.
 - b. Providing recommendations