

BOARD OF COMMISSIONERS

The resolution of Annual GMS dated 14 March 2023, hereby agreed upon to:

1. Honorably dismissed Mr. Boedi Armanto as Independent Commissioner.
2. Appointed Mr. Heru Kristiyana and Mr. Zainudin Amali, both as Independent Commissioner.

The composition of the Board of Commissioners following the Annual GMS dated 14 March 2023 became 11 (eleven) members, which consisted of 1 (one) President Commissioner/Independent, 1 (one) Vice President Commissioner/Independent, 4 (four) Independent Commissioners, and 5 (five) Commissioners. All members of the Board of Commissioners are domiciled at the working areas of Bank Mandiri Head Office.

Composition and Appointment Basis of the Company's Board of Commissioners

Name	Position	Basis of Appointment	Effective Date	Period
Muhamad Chatib Basri	President Commissioner/ Independent	Extra ordinary GMS dated 9 December 2019	29 May 2020	2019 - 2024
Andrinof A. Chaniago	Vice President Commissioner/ Independent	Annual GMS dated 19 February 2020	23 June 2020	2020-2025
Boedi Armanto*)	Independent Commissioner	Annual GMS dated 19 February 2020	3 July 2020	2020 - 2023
Loeke Larasati Agoestina	Independent Commissioner	Annual GMS dated 19 February 2020	2 September 2020	2020 - 2025
Muliadi Rahardja	Independent Commissioner	Annual GMS dated 10 March 2022	22 June 2022	2022 - 2027
Heru Kristiyana**)	Independent Commissioner	Annual GMS dated 14 March 2023	21 August 2023	2023 - 2028
Zainudin Amali**)	Independent Commissioner	Annual GMS dated 14 March 2023	6 November 2023	2023 - 2028
Rionald Silaban	Commissioner	Extraordinary GMS dated 28 August 2019	12 February 2020	2019 - 2024
Faried Utomo	Commissioner	Annual GMS dated 19 February 2020	4 August 2020	2020 - 2025
Arif Budimanta	Commissioner	Annual GMS dated 19 February 2020	4 August 2020	2020 - 2025
Nawal Nely	Commissioner	Annual GMS dated 19 February 2020	24 August 2020	2020 - 2025
Muhammad Yusuf Ateh	Commissioner	Annual GMS dated 15 March 2021	18 August 2021	2021 - 2026

*) Ended his tenure effective as of the Annual GMS dated 14 March 2023.

**) Appointed as Independent Commissioner at the Annual GMS dated 14 March 2023.

BOARD OF COMMISSIONERS CHARTER

In performing its duties, the Board of Commissioners has a working guideline namely the Board of Commissioners Charter (BOC Charter), which has been updated and ratified based on the Decree of the Board of Commissioners No. KEP.KOM/008/2023 dated 30 November 2023. This Charter regulates the Board of Commissioner's work procedures and stages of activities in a structured and systematic manner, easy to understand and can be carried out consistently. The BOC Charter serves as a reference in carrying out their respective duties to achieve the Company's goals.

The BOC Charter is prepared based on the Limited Liability Company Law, Capital Market Law, OJK Regulation, Minister of SOE Regulation and the Company's Articles of Association.

The BOC Charter regulates the following matters:

1. Duties, Responsibilities and Authorities of the Board of Commissioners
 - a. Duties and Responsibilities
 - b. Rights and Authorities
 - c. Information Disclosure, Conflict of Interest, and Prohibition
 - d. Work Ethics and Corporate Culture
2. Governance of Supporting Organs of the Board of Commissioners
 - a. Committees of the Board of Commissioners
 - b. Secretary of the Board of Commissioners
3. Meetings of the Board of Commissioners
 - a. Meeting Provisions
 - b. Meeting Participants
 - c. Chairman of the Meeting
 - d. Meeting Invitation
 - e. Meeting Materials
 - f. Quorum and Meeting Decision
 - g. Minutes of Meeting
4. Working Mechanism
 - a. Division of Tasks
 - b. Report
 - c. Commissioner's Working Time
 - d. Document Signing

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- e. Official Travel
- f. Board of Commissioners Performance Evaluation
- 5. Others
 - a. Continuing Education
 - b. Change
- 6. Closing

**BOARD OF COMMISSIONERS
DUTIES AND RESPONSIBILITIES**

The duties, obligations, and responsibilities of the Board of Commissioners based on the Board of Commissioners' Charter are as follows.

1. The Board of Commissioners has the duties to supervising the interests of the Company on the policies and management of the Board of Directors, providing advice to the Board of Directors, and being responsible for such supervision, in accordance with the aims and objectives of the Company as stipulated in the provisions of laws and regulations, articles of association, and resolutions of the GMS.
2. The Board of Commissioners shall carry out its duties, authorities and responsibilities in good faith and with prudential principles, and comply with the provisions of laws and regulations and the Articles of Association.
3. In conducting supervision, the Board of Commissioners shall direct, monitor, and evaluate the implementation of integrated governance, risk management, and compliance, as well as the Company's strategic policies, in line with the provisions of laws and regulations, Articles of Association, and/or GMS resolutions.
4. The Board of Commissioners shall receive and exercise the authority delegated and/or granted to the Board of Commissioners in accordance with the provisions of laws and regulations, Articles of Association, and/or GMS resolutions.
5. In carrying out supervision, the Board of Commissioners is prohibited from participating in decision making on the Company's operational activities, except:
 - a. provision of funds to related parties, in line with POJK regarding the maximum limit of lending and large exposures for commercial banks, POJK regarding the maximum limit of distribution of funds and distribution of large exposures for sharia commercial banks; and
 - b. other matters stipulated in the Company's Articles of Association or the provisions of laws and regulations.
6. Decision making on the Company's operational activities by the Board of Commissioners as referred to in paragraph (5) is part of the supervisory duties by the Board of Commissioners so as not to negate the responsibility of the Board of Directors for the implementation of the Company's management.
7. In carrying out its supervisory and advisory duties as referred to in article (1), the Board of Commissioners shall be responsible to:
 - a. Ensure the implementation of effective and sustainable good governance;
 - b. Safeguard the interests of the Company with due regard to the interests of the Shareholders and being responsible to the GMS;
 - c. Provide opinion and approval of the Company's Annual Work Plan and Budget, Sustainable Finance Action Plan, as well as work plans and other strategic matters prepared by the Board of Directors in accordance with the provisions of the Articles of Association;
 - d. Prepare the annual work plan and budget of the Board of Commissioners which is an integral part of the Company's Annual Work Plan and Budget;
 - e. Follow the development of the Company's activities, provide opinions and suggestions to the GMS on issues deemed important and material to the Company.
 - f. Report to the GMS for an indication of decline in the Company's performance with recommendations on the corrective measures that must be taken;
 - g. Examine and review the periodic reports and Annual Report prepared by the Board of Directors and sign the Annual Report;
 - h. Provide explanations, opinions and recommendations to the GMS regarding the Annual Report, if requested;
 - i. Report the implementation of supervisory duties that have been carried out during the previous fiscal year to the GMS;
 - j. Evaluate and decide on requests from the Board of Directors relating to transactions that require the approval of the Board of Commissioners, including proposed internal provisions that by regulation require the approval of the Board of Commissioners;
 - k. Conduct active supervision and evaluation of at least: