

# REMUNERATION AND NOMINATION COMMITTEE

The establishment of the Remuneration and Nomination Committee aimed at assisting the Board of Commissioners in its oversight functions and ensure the objective, efficient, and effective execution of the nomination and remuneration determination processes for strategic management positions. As an implementation of GCG, OJK regulations mandate that banks form a Remuneration and Nomination Committee to ensure compliance of management with the principles of transparency, accountability, responsibility, independence, and fairness

## Legal Reference

The establishment of the Remuneration and Nomination Committee refers to:

1. SOE Minister Regulation No. PER-2/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises.
2. SOE Minister Regulation No. PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises.
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 concerning Governance in Providing Remuneration for Commercial Banks.
5. POJK No. 17 of 2023 concerning the Implementation of Governance for Commercial Banks.
6. Bank Mandiri's Articles of Association and amendments.
7. Decree of the Board of Commissioners No. KEP. KOM/002/2023 dated 25 August 2023 on the Composition of Memberships of the Audit Committee, Risk Oversight Committee, Integrated Governance Committee and Remuneration and Nomination Committee of PT Bank Mandiri (Persero) Tbk.
8. Decree of the Board of Directors No. KEP. DIR/017/2023 dated 11 April 2023 on Determination of Remuneration and Nomination Committee Membership.

## 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 oversees 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.

## REMUNERATION AND NOMINATION COMMITTEE

As of 31 December 2023, the composition of the Remuneration and Nomination Committee's membership appointed based on the Decree of the Board of Directors No. KEP.DIR/017/2023 dated 11 April 2023 regarding the Determination of Remuneration & Nomination Committee Membership, is as follows:

## Remuneration and Nomination Committee Composition as of 31 December 2023

Name	Position in the Committee	Position in the Company	Period
M. Chatib Basri	Chairman and Member	President Commissioner/Independent	2019 - 2024
Andrinof A. Chaniago	Member	Vice President Commissioner/Independent	2020-2025
Muliadi Rahardja	Member	Independent Commissioner	2022 - 2027
Rionald Silaban	Member	Commissioner	2023 - 2028
Arif Budimanta	Member	Commissioner	2020 - 2025
Steven A. Yudiyanto	Non-Voting Member and Secretary	SEVP/Group Head Human Capital	01 January - 30 November 2023
Votivia Mardinna	Non-Voting Member and Secretary	SEVP/Group Head Human Capital	01-31 December 2023

**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.

The following is the profile of member of the Remuneration and Nomination Committee as Non-Voting Member and Secretary:



**Votivia Mardinna**  
Non-Voting Member and Secretary  
Age: 37 Years old  
Domicile: Jakarta  
Citizenship: Indonesia

**Basis of Appointment**

Board of Directors Decree No. KEP.DIR/017/2023

**Educational Background**

Bachelor of Economics from University of Gadjah Mada (2008)

**Professional Background**

- Group Head Performance & Remuneration (2023 - present)
- Department Head Performance & Career Development (2019-2023)
- Department Head Organization Development (2018-2019)
- Pj. Department Head Organization Development (May 2017)