



Charter of The Board of Commissioner PT Bank Mandiri (Persero) Tbk.

CHAPTER I GENERAL PROVISIONS

Article 1

In these provisions, the following terms shall have the meaning as follows:

1. Company is PT Bank Mandiri (Persero) Tbk.
2. Articles of Association shall be the Bank's Articles of Association along with any amendments thereto.
3. Board of Commissioner is the Company's organ in charge for performing supervision and giving advices to Board of Directors within a certain scope of tasks and authorities as stipulated under the Articles of Association and regulation of laws.
4. Commissioner is a member of the Board of Commissioner consisting of members of the Independent Board of Commissioners and members of the Non-Independent Board of Commissioners.
5. Independent Commissioner is member of the Board of Commissioners having no financial relationship, management, share ownership and / or kinship with other members of the Board of Commissioners, Board of Directors and / or Majority Shareholders or other relationships that may affect their ability to act independently.
6. Audit Committee shall be the Committee formed by and responsible to the Board of Commissioners for providing assistance in performing the duties and functions of the Board of Commissioners with respect to the matters related to financial statements, internal control system, implementation of internal and external audit functions, and implementation of GCG.
7. Integrated Governance Committee shall be the committee as regulated in the Regulation of the Financial Services Authority concerning the Application of Integrated Governance for Financial Conglomeration.
8. Nomination and Remuneration Committee shall be the committee formed by and responsible to the Board of Commissioners for providing assistance in performing the functions and duties of the Board of Commissioners in connection with the Nomination and Remuneration to the members of the Board of Directors and the members of the Board of Commissioners.
9. Risk Monitoring Committee shall be the committee formed by and responsible to the Board of Commissioners for providing assistance in performing the duties and functions of the Board of Commissioners for ensuring that the application of the Bank's risk management and the application of integrated risk management have fulfilled the elements of adequate procedure and methodology of risk management.
10. GMS shall be the General Meeting of Shareholders of the Bank.
11. Working Unit shall be the Group, Regional Office, Branch Office and other office units including overseas offices.





12. Subsidiary is legal entities or corporations owned and / or controlled by the Company directly or indirectly within the territory or overseas.

CHAPTER II DUTIES, RESPONSIBILITIES AND AUTHORITIES

Article 2 Duties and Responsibilities

1. Duties and Responsibilities The Board of Commissioners are as follows :
 - a. Supervising the management of the Company by the Board of Directors as well as giving advice to the Board of Directors including concerning the work plan, Bank development, implementation of the provisions of Articles of Association and GMS or Extraordinary GMS resolutions as well as the applicable laws and regulations.
 - b. Ensuring implementation of Good Corporate Governance in every business activity of the Company and evaluating the integrated corporate governance policy.
 - c. Maintaining the Company's interests with due observance of the interests of the shareholders and being responsible to the GMS.
 - d. Inquiring and studying the Annual Reports prepared by the Board of Directors as well as signing such Annual Reports.
 - e. Giving opinions and advice on the Work Plan and annual Budget proposed by the Board of Directors and approving them in accordance with the provisions in the Articles of Association.
 - f. Monitoring the progress of the Company's activities.
 - g. Giving opinions and advice to the shareholders on such issues deemed important for the Company's management.
 - h. Immediately reporting to the GMS on any indication of decreasing performance of the Bank accompanied with advice on the remedial actions to take.
 - i. Notifying the Financial Services Authority by no later than 7 (seven) business days as of discovery of (a) any violation of laws and regulations in the banking field; and (b) any circumstances or estimated circumstances which may harm the Company's business continuity.
 - j. Proposing to the GMS concerning the appointment of the Public Accountant who will audit the Company's accounting.

2. In performing its duties of supervising and providing advices as of referred to under paragraph (1), the Board of Commissioners is responsible for :
 - a. Giving opinions and advice to the management concerning the preparation of the Company's vision, mission, culture and values.
 - b. Reviewing and providing opinions with due regard to business strategies applied by the Company.
 - c. Reviewing, providing opinions and advices on human resource management systems.





- d. Conducting assessment and giving opinions and advice on the risk control system.
 - e. Conducting assessment, giving opinions and advice on the Draft of Business Plan and its inclusion in to the Work Plan and Annual Budget of the Company (RKAP).
 - f. Giving approval of the draft of strategic business decisions or policies which comply with the laws and regulations, Articles of Association and GMS resolutions and prudential banking practices including the commitment to avoid any form of conflict of interest.
 - g. Conducting assessment of the reports of internal as well as external auditors and giving advice to the management on the matters requiring follow-ups.
 - h. Conducting periodic supervision of and giving advice to the management on the implementation of good corporate governance.
 - i. Conducting periodic supervision of the implementation of RKAP and giving opinions for approving amended RKAP in accordance with the applicable provisions.
 - j. Submitting the supervision report to the authority and the Shareholders in GMS or Extraordinary GMS resolutions as well
 - k. Conducting supervision of the quality of the Bank's services to the customers and giving necessary advice to the management.
 - l. Conducting assessment, giving opinions as well as advice on the application of risk management including the issues related to Fraud control.
 - m. Preparing the work plan of the Board of Commissioners which includes the work plans of the supporting Committees of the Board of Commissioners.
3. Each commissioner shall take into account duties, responsibilities and restrictions including those as set forth based on the laws.
4. In the implementation of activities of the President Commissioner, it has the following tasks and responsibilities :
- a. Providing the written summons of the Board of Commissioners Meeting submitted to all members of the Board of Commissioners by stating the agenda, date, time and venue of the meeting;
 - b. Acting as Chairman of the Board of Commissioners Meeting;
 - c. Ensuring that the Meetings of the Board of Commissioners and Committees of the Board of Commissioners are held including the properness of the Minutes of the Meeting;
 - d. Receiving reports from the Committees under the Board of Commissioners;
 - e. Coordinating all tasks of the Board of Commissioners which, as far as possible, have been equally distributed.





Article 3

Obligations of the Board of Commissioners

In connection with the duties of the Board of Commissioners as referred to in Article 2 of this Decision, the Board of Commissioners shall be obligated to:

1. Approve and supervise the implementation of RKAP.
2. Follow-up the results of supervision and recommendations provided in the event of any deviation from the applicable laws and regulations, articles of association and prudential banking practices.
3. Following the progress of Company's activities, and in the event that the Bank shows any sign of decline, immediately holding a GMS for reporting to the Shareholders accompanied with remedial actions to take.
4. Giving opinions and advice to the GMS on any issues deemed important for the Company's management.
5. Performing other supervisory duties as determined by the GMS and the laws and regulations.
6. Developing anti-fraud culture and concern throughout the Company's organization.
7. Establishing the Audit, Nomination & Remuneration Committees and other committees as required by the laws.

Article 4

Rights and Authorities of the Board of Commissioners

1. Making resolutions on actions taken by Board of Directors as stipulated in the Company's Articles of Association.
2. Any Commissioner shall, jointly or independently, be entitled to enter the premises or any other places used or controlled by the Company and to examine the books, evidence documents, stock of goods, to examine and verify the cash condition for the purpose of verification and commercial papers as well as to be informed of any actions which have been taken by the Board of Directors.
3. Such actions as referred to in paragraph (2) shall be taken in the capacity as the Board of Commissioners and must be reported in the Meeting of the Board of Commissioners concerning such actions.
4. If deemed necessary, the Board of Commissioners shall be entitled to request for the assistance of experts in performing its duties for a limited period at the account of the Company.
5. Any Commissioner shall be entitled to require an explanation concerning any matters from the Board of Directors as well as from all the lines under it and the Board of Directors shall be obligated to give an explanation.
6. Any Commissioner shall be entitled to attend the meetings held by the Board of Directors or its subordinate units without participating in making decisions.
7. The Board of Commissioners shall, by majority votes, be entitled at any time to suspend one or more members of the Board of Directors, if it is evident that they have acted against the Articles





of Association or if they are proven to have neglected their obligations or in the event of any reason which is urgent to the Company.

8. Such suspension shall be notified in writing to the persons concerned accompanied with the reason for such action.
9. Within 90 (ninety) days following the date of suspension, the Board of Commissioners shall be obligated to hold a GMS to decide whether the members of the Board of Directors concerned will be permanently dismissed or be returned to their position, where the persons concerned shall be given the opportunity to appear and defend themselves.

Article 5

Information Transparency and Conflict of Interest

1. Each Commissioner must keep information which, based on laws, must be confidentially kept, including provisions regarding Insider Trading and other information which has not disclosed by the Company to public.
2. Each Commissioner shall be required to disclose:
 - a. Ownership of his/her shares within the Company or any other company domiciled within the country or overseas;
 - b. Financial relationships and kinship with other members of the Board of Commissioners and members of the Board of Directors including their families
 - c. Other information that by virtue of laws must be disclosed to the public.
3. Board of Commissioners shall be prohibited from making resolutions related to banking operations and/or that may establish a conflict of interest.
4. The Board of Commissioners in carrying out its duties, responsibilities and authorities is prohibited to utilize the Company for personal, family, other companies or certain parties interest in such manner against the laws and code of ethics of the Company.

Article 6

Committee

1. Board of Commissioners shall establish Audit Committee, Risk Monitoring Committee, Nomination and Remuneration Committee, Integrated Governance Committee as well as other committees required by the laws or necessary to assist in carrying out certain tasks of the Board of Commissioners.
2. Any recommendation made by the Committees as referred to in paragraph (1) concerned with the company's interests need to be brought into the meeting of the Board of Commissioners to be discussed and approved.
3. The description of duties, rules of procedure and other matters required for the Committees referred to in paragraph (1) to serve their functions, shall be stipulated in a separate decision.
4. The Board of Commissioners shall be obligated to evaluate the performance of the Committees under the Board of Commissioners as referred to in paragraph (1) at the end of every fiscal year.





**CHAPTER III
BOARD OF COMMISSIONERS MEETING**

**Article 7
Type and Quorum of the Meeting**

1. Any resolution by Board of Commissioners shall be taken at the Board of Commissioners Meeting.
2. Board of Commissioners shall mandatorily hold the meeting at least every 2 months or at any time as considered necessary by one or more members of the Board of Commissioners or at the request of the Board of Directors. Board of Commissioners shall mandatorily hold the meeting with Board of Directors (Joint Meeting) on a regular basis at least once in 4 months.
3. The Board of Commissioners Meeting is valid and entitled to take binding resolutions if 2/3 of the total members of the Board of Commissioners are attending or represented in the meeting.
4. Commissioner may be represented in a Meeting by another Commissioner by virtue of a power of attorney.
5. A commissioner may only represent another one Commissioner.
6. Board of Commissioners may schedule the Board of Commissioners Meeting for the following year before end of the fiscal year.

**Article 8
Guest Participants in the Meeting of the Board of Commissioners**

1. Guest Participants in the Meeting of the Board of Commissioners shall be the meeting participants other than those referred to in Article 7 paragraph (2).
2. Guest participants shall consist of Directors, officials and personnel of the Bank or invitees from outside the Company.
3. Guest participants do not have any voting right in decision-making

**Article 9
Chairman of the Meeting**

1. The Board of Commissioners Meeting shall be chaired by the President Commissioner, in the event that the President Commissioner is unavailable or not available which is not required to be proven to the other parties, the Board of Commissioners Meeting will be chaired by Vice President Commissioner.
2. In the event that the Vice President Commissioner is unavailable or not available which is not required to be proven to the other parties party, the Meeting shall be chaired by the attending Commissioner and elected in the meeting.





Article 10

Meeting Material

Material for the Board of Commissioners Meeting shall be distributed to all meeting participants at the latest of 5 (five) business days prior to the meeting, unless the meeting will be held out of schedule, Material for Meeting may be provided before the meeting is held.

Article 11

Resolution of the Meeting

1. Resolution of Board of Commissioners Meeting shall be taken by deliberation and a mutual consensus from the attending participants. Failure to reach such deliberation and the mutual consensus, the resolution shall be taken by voting based on the affirmative votes of more than $\frac{1}{2}$ (a half) of the total votes cast at the meeting.
2. In every Board of Commissioners Meeting, each Commissioner reserves the right to cast 1 (one) vote and 1 (one) additional vote for each member of Commissioner represented by him legally in the meeting.
3. Each Commissioner attending or represented in the meeting must give or cast his vote (shall not be abstain).
4. The unavailable commissioner may propose his/her opinion in writing and signed, to be forwarded to the President Commissioner or the other Commissioners who will preside over the Meeting whether or not the commissioner supports the matters so proposed and, this opinion shall be regarded as the votes legally cast in the Board of Commissioners Meeting.
5. Voting regarding persons shall be made using the unsigned closed ballot, while the voting on the other matters shall be made orally unless the Chairman of the Meeting defines otherwise without any objection based on the attending majority votes.
6. In the event of a tie vote, the resolutions shall be suspended for more in-depth assessment of the issue. In the event that after the in-depth assessment there is still a tie vote, the resolutions shall be left to the President Commissioner. The resulting resolutions shall be valid and binding.
7. Board of Commissioners may also take lawful resolutions without holding a Board of Commissioners Meeting provided that all members of Board of Commissioners rendered their written approval on the proposed agenda and give their signature on the said approval.
8. Resolutions taken in such manner shall have the same legal binding as those lawfully taken in the Board of Commissioners Meeting.
9. Each member of Board of Commissioners who personally in any way directly or indirectly has a conflict of interest in a transaction, contract or proposed contract where the Company is one of such contracting parties, shall declare his/her interest in the Board of Commissioners Meeting and shall reserve no right to participate in the voting on the matters related to such transaction or contract.





Article 12

Minutes of Meeting

1. Any matters discussed and decided upon in the Meeting of the Board of Commissioners shall be set out in a minutes of meeting signed by all participants present at the meeting.
2. Minutes of the Meeting that has been signed as referred to in paragraph (1) shall be submitted to all Commissioners for the Board of Commissioners Meeting and all Commissioners and the Board of Directors for Joint Meeting.
3. In the event of any meeting participant not willing to sign the minutes of meeting as referred in paragraph (1), the participant concerned must specify his reason in writing in a separate letter attached to the minutes which constitutes an integral part of the minutes of meeting.
4. Secretary of the Board of Commissioners shall serve as the transcriber.
5. In the event that the Secretary of the Board of Commissioners is absent, an official shall be appointed as Transcriber.
6. The Minutes of Meeting as referred to in paragraph (1) shall be documented by the Company.

Article 13

Summons and Organizing of Meeting

1. Summons of Board of Commissioners Meeting shall be prepared by the President Commissioner and event that the President Commissioner is unavailable or not available which is not required to be proven to the other parties, summons of the meeting shall be prepared by the Vice President Commissioner. In the event that the Vice President Commissioner is unavailable or not available due to any reasons, which is not required to be proven to the other third parties, the summons of meeting shall be prepared by one of members of the Board of Commissioners.
2.
 - a. Summons of Board of Commissioners Meeting shall be made in written and submitted to each member of Board of Commissioners against a proper receipt or by a memo, facsimile or e-mail or other means within the latest of 5 (five) days prior to the meeting.
 - b. Such summons is not necessary for the scheduled Board of Commissioners Meeting based on the resolutions of the previous Board of Commissioners Meeting or for an urgent Board of Commissioners Meeting.
3. Summons of Board of Commissioners Meeting must specify agenda, date, time and venue of the meeting
4. If all members of board of Commissioners attend or are represented, the prior summons shall not be required and such Board of Commissioners Meeting may be held wherever within the territory of the Republic of Indonesia and shall be entitled to taking legitimate and binding resolutions.
5. Board of Commissioners Meeting may be held through teleconference media, teleconferencing video or other electronic media means enabling all participants of Board of Commissioners Meeting to see and/or hear directly and participate in the Board of Commissioners Meeting.
6. Members of Board of Commissioners attending the Board of Commissioners Meeting by means as mentioned in point (5) above, their attendance and resolution will be considered in the Board





of Commissioners Meeting as documented in the Minutes of Board of Commissioners Meeting and shall sign the resolutions as refer to the provisions of Article 12 section (1)

Article 14
Secretary of the Board of Commissioners

1. The Board of Commissioners shall appoint a Secretary and an assistant secretary for performing secretarial duties of the secretariat of the Board of Commissioners.
2. Tasks and Responsibilities of Secretary:
 - a. Carrying out activities to support the tasks and activities of the Board of Commissioners.
 - b. Registering and administer the Board of Commissioners Meeting.
 - c. Administering correspondences and reports of the Board of Commissioners and the Supporting Committee of Board of Commissioners.
 - d. Carrying out other tasks specified by the Board of Commissioners.
3. In carrying out its tasks and responsibilities, the Secretary of Board of Commissioners and the assistant of Board of Commissioners shall maintain information which, based on laws, must kept confidentially, including provisions on Insider Trading and other information which has not disclosed by the Company to public.

CHAPTER IV
DISTRIBUTION OF TASKS

Article 15
Task Force

1. For the purpose of optimizing the implementation of the functions and duties of the Board of Commissioners, area division/distribution of authorities may be stipulated for each member of the Board of Commissioners.
2. Area division/distribution of authorities as referred to in paragraph (2) shall not prejudice the rights, obligations, responsibilities and authority of each member of the Board of Commissioners in performing his functions and duties.
3. Unless otherwise stipulated based on the laws, the Board of Commissioners Meeting shall appoint the Chairman and the members of the Committee as regulated under Article 6 section (1) and may appoint experts for a certain limited period for carrying out their tasks on the Company's account.





Article 16

Working Time

The working time and presence of Commissioners shall be stipulated at a minimum of 1 (one) time in 1 (one) month or adjusted to the schedule of Meetings of the Board of Commissioners in accordance with the Annual Work Plan of the Board of Commissioners.

Article 17

Signing of Documents

1. The Documents of meeting results may be signed by the President Commissioner or Vice President Commissioner and a Commissioner.
2. Any document in the form of outgoing on behalf of the Board of Commissioners may be signed by the President Commissioner or Vice President Commissioner and a Commissioner.
3. Any documents which for any reason must be signed before a meeting shall be signed by:
 - a. The President Commissioner together with the Vice President Commissioner; or
 - b. The President Commissioner and a Commissioner.
4. The signed documents as referred to in paragraph (3) must be reported in the next Meeting of the Board of Commissioners.

Article 18

Business Trip

1. The plan of business trips of the Board of Commissioners and the Supporting Committees shall be set out in the Work Program Plan of the Board of Commissioners.
2. In the event the Board of Commissioners will have a business trip abroad, the travelling schedule shall be requested for the written approval from the Minister of State-Owned Enterprise and shall subsequently report the implementation thereof to the Minister of State-Owned Enterprise within the latest of 14 (fourteen) days after the said business trip.
3. If a business trip is outside of the pre-defined work program, such travelling plan shall be proposed in the Board of Commissioners Meeting for approval.
4. Each Commissioner and member of Committee having completed the business trip submit reports on his/her business trip in the Board of Commissioners Meeting or in Committee Meeting
5. Other matters concerning business trip facilities shall refer to the internal regulations of the Company.





Article 19

Board of Commissioners Performance Evaluation

1. Evaluation to the performance of Board of Commissioners shall be made by each member of Board of Commissioners under a self-assessment mechanism based on assessment criteria related to implementation of tasks and responsibilities of the Board of Commissioners including aspects of structure, direction and supervision.
2. Evaluation to the performance of Board of Commissioners will be made annually.
3. Implementation of evaluation to the performance of Board of Commissioners will be made based on evaluation criteria's related to the implementation of tasks and responsibilities of Board of Commissioners including aspects of structure, direction and supervision.
4. The following are criteria for evaluation of the performance of Board of Commissioners:
 - a. Structure and Composition of the Board of Commissioners
 - b. Effectiveness of the implementation of work program of the committees under the Board of Commissioners
 - c. Process of the performance of tasks and responsibilities by members of the Board of Commissioners, i.e. allocation of time, participation, interaction among members.
 - d. Development of Members of Commissioners
 - e. Implementation of the Good Corporate Governance at Bank Mandiri
 - f. Compliance with the applicable regulations.
 - g. Activities of members of Board of Commissioners in certain assignments.
5. The Board of Commissioners may request for inputs from the Board of Directors with respect to the effectiveness of supervision which has been performed.
6. The Board of Commissioners shall account for its supervisory function pursuant to Law Number 40 Year 2007 concerning Limited Liability Companies.

CHAPTER V MISCELLANY

Article 20

Code of Conduct and Corporate Culture

1. In performing its functions, duties and authority, the Board of Commissioners shall apply good corporate governance principles with due observance of the principles of prudential banking, professional code of ethics and code of conduct, national and international banking conventions, as well as compliance with Bank Indonesia Regulations and other provisions of laws and regulations.
2. In performing its functions, duties and authority, the Board of Commissioners shall act in good faith and prioritize the interests of the Company over personal interests.
3. Each Board of Commissioners shall be prohibited from having a double positions other than those permitted by the applicable laws and regulations.





4. Provisions regarding the term of office of the Board of Commissioners shall refer to the Articles of Association and the laws.
5. Board of Commissioners in performing its tasks, authorities and responsibilities shall comply with the Company's Cultural Values and Principles.
6. Each Board of Commissioners shall be prohibited from having double positions other than those permitted by applicable law.

Article 21

Sustainable Education

1. The plan of sustainable education for all Commissioners and Committee shall be set out in the Work Program Plan of the Board of Commissioners
2. In case of the continued education shall be carried out other than the defined work program, it shall be decided in the Board of Commissioners Meeting
3. Commissioners and Committees who have undertaken the continued education shall submit the written report on education results within the latest of 14 (fourteen) days after the performance of the said education to the Board of Commissioners or reported in the Board of Commissioners Meeting.
4. Other matters concerning facilities for the performance of the continued education shall refer to the internal regulations of the Company.

Article 22

Amendment

1. In the event any changes in the Articles of Association or based on resolutions of General Meeting of Shareholders or based on laws, provisions of the Articles of Association, the resolutions of General Meeting of Shareholders and provision of laws and regulations shall prevail, accordingly.
2. Board of Commissioners shall make amendment to this code of conduct in respect of any changes as referred to in section (1) above.

CHAPTER VI

CLOSING

Article 23

1. The matters which are not or which have not been regulated in this decision shall be regulated separately.
2. With the coming into effect of this Decision, Decision of the Board of Commissioners Number: KEP.KOM/002/2012 concerning the Rules of Procedure of the Board of Commissioners of PT Bank Mandiri (Persero) Tbk (Supervisory Board Charter) shall be revoked and declared inapplicable.





3. These Rules of Procedure shall be effective as of the date of stipulation provided that any mistakes herein will be corrected as necessary.

