



- regulations including in the field of Capital Market, without lessening the rights from the GMS to dismiss the Board of Directors members at any time before the tenure ends.
2. The dismissal is effective after the closing of the GMS, unless defined otherwise by the GMS.
 3. After the tenure ends, the Board of Directors members can be reappointed by the GMS for another tenure.
- Has caused a company that has license, approval, or registration from FSA not to fulfil its obligation to deliver Annual Report and/or financial report to FSA.
 - e. Has the commitment to comply with the laws and regulations.
 - f. Has the knowledge and/or expertise in the area required by the Company.

Criteria of the Board of Directors

The candidates of the Board of Directors members are individuals, who meet the requirement when appointed or in the tenure:

1. Having good ethics, morals and integrity.
2. Eligible to do legal actions.
3. Within 5 (five) years prior to appointment or during the office, he/she:
 - a. Has never declared bankrupt.
 - b. Has never been a member of the Board of Directors and/or Board of Commissioners found guilty of causing a Company bankrupt.
 - c. Has never been sentenced of crime for causing the loss of the country and/or relating to financial sector.
 - d. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who, during his/her tenure:
 - Has hold Annual GMS.
 - whose accountability as member of Board of Directors and/or Board of Commissioners has been declined by GMS or has never provided accountability report as member of Board of Directors and/or Board of Commissioners to GMS.

Board Charter of the Board of Directors

In performing its duties and responsibilities, the Board of Directors has Guidance and Codes of Conduct of the Board of Directors as approved by Board of Directors Decree Number: KEP.DIR/211/2017 on September 13, 2017 regarding Guidelines and Codes of Conduct for Board of Directors PT Bank Mandiri (Tbk). The content of Guidelines and Codes of Conduct for Board of Directors regulates the following things.

1. General Terms
2. Organization, Stewardship, Authority to Act, and General Policy
3. Board of Directors Meeting
4. Working Time and Ethics
5. Committee
6. Correspondence
7. Board of Directors Shareholding
8. Performance Evaluation of the Board of Directors
9. Miscellaneous
10. Amendment
11. Closing

The Composition and Grounds for the Appointment of the Board of Directors

In 2020, the number and composition of Directors changed several times with the following composition.

Composition and Basis of Appointment of the Company's Board of Directors Before Annual GMS on 19 February 2020

The composition of the Board of Directors of the Company prior to the Annual General Meeting of Shareholders on February 19, 2020, was namely 12 (twelve) Directors consisting of 1 (one) President Director, 1 (one) Deputy President Director and 10 (ten) Directors. All members of the Board of Directors are domiciled in the working area of the Bank Mandiri Head Office.

The composition and basis for appointment of the Board of Directors can be seen in the table below.

Table of Composition and Appointment Basis of Directors

| Name | Position | Implementing of Fit and Proper Test | Basic Appointment | Effective Date |
|-----------------------|---|-------------------------------------|---------------------------------------|--------------------|
| Royke Tumilaar | President Director | Financial Services Authority | Extraordinary GMS on December 9, 2019 | February 12, 2020 |
| Sulaiman Arif Arianto | Vice Director | Financial Services Authority | Annual GMS on March 16, 2015 | June 25, 2015 |
| Alexandra Askandar | Director of Corporate Banking | Financial Services Authority | Annual GMS on March 21, 2018 | September 12, 2018 |
| Hery Gunardi | Director of Consumer and Retail Transaction | Financial Services Authority | Annual GMS on April 2, 2013 | July 4, 2013 |