

## **Charter of The Board of Directors PT Bank Mandiri (Persero) Tbk.**

### **CHAPTER I GENERAL PROVISIONS**

#### **Article 1**

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

1. Articles of Association shall be the Bank's Articles of Association alongwith any amendments thereto.
2. Board of Commissioners is an organ of Company having duties to supervise and to render recommendation to Board of Directors with the scope of duty and authority thereof as governed in Articles of Association and the provision of laws.
3. Board of Directors is an organ of the Company duly authorized and fully responsible for the Company's administration for the interest of Company, in accordance with the objectives and purposes of Company as well as to represent Company, either inside or outside of court pursuant to the provision of Articles of Association and the provision of laws and regulations.
4. Company is PT Bank Mandiri (Persero) Tbk.

### **CHAPTER II ORGANIZATION, MANAGEMENT JOB DESCRIPTION, AUTHORITY TO ACT, AND GENERAL POLICIES**

#### **Article 2**

##### **Organization and Management Job Description**

1. Company is managed and led by the Board of Directors which is assigned by General Meeting of Shareholders (GMS).
2. Management Job Description of the Board of Directors as long as not specified by GMS, shall be specified by the Board of Directors under the Resolution of Meeting of Board of Directors.
3. Organization and business activities of the Company are classified and described based on the functions and the activities as included under the Decree of Board of Directors regarding Structure of Organization of the Company.

#### **Article 3**

##### **Authority to Conduct and Represent the Company**

1. President Director shall reserve the right and is duly authorized to and on behalf of Board of Directors to represent Company either before or outside the court.



2. In performing its tasks, authorities, and responsibilities based on its scope of authorities, each member of Board of Directors shall be entitled to and authorized to act for and on behalf of Board of Directors and to represent the Company either before or outside the court by taking into account the applicable laws, Articles of Association of the Company as well as other provisions of the Company.
3. In the event that any member of Board of Directors is unavailable, which is not necessarily to be proven to third party, the unavailable member of Board of Directors may be replaced by another member of Board of Directors as the Alternate Director, the arrangement of which shall be stipulated under the Decree of Board of Directors regarding Job Description of Tasks and Authorities of Members of Board of Directors and Determination of the Directors and Substitute SEVP.
4. Referring to the decision of the Board of Directors regarding the Duties and Authority of the Members of the Board of Directors as well as the Stipulation of the Director and the Substitute SEVP, any member of the Board of Directors who is unable to attend to any cause appoints and authorizes Alternate Directors to perform the same duties, authorities and responsibilities of the member of the Board of Directors he replaced.
5. Board of Directors for a certain action of their own responsibility shall be entitled to appoint one or more person as their representatives or proxies, by granting to him or them a power of attorney to take certain actions as stipulated under power of attorney.

#### **Article 4**

##### **Authority to Decide**

1. Authority of Board of Directors to make decision is specifically delegated to the Board of Directors in accordance with the scope of authorities of each member of Board of Directors and may be delegated to the Committee under the Board of Directors with due regard to the provisions of Article 18 or its subordinate officers as stipulated by the internal regulations or a written special authorization.
2. Authority to make decision as referred to in paragraph 1, shall be carried out with due observance of the provision of Articles of Association and other provision of Company.

#### **Article 5**

##### **General Policy**

1. The policy on the management of the Company will be stipulated by the Meeting of the Board of Directors.
2. Any policy adopted by the Board of Directors will be in line with and not against the provisions of applicable laws and regulations, Articles of Association, and Resolutions of General Meeting of Shareholders.
3. In running the management of the Company, the Board of Directors will prepare a comprehensive and systematic plan covering :
  - a. Long-Term Plan (RJP/Corporate Plan) 5 (five) years shall at least contain :
    - i. Evaluation of implementation of the previous RJP;
    - ii. Position of Company currently;
    - iii. Assumption used in preparing RJP;
    - iv. Stipulation of target, strategy, policy and working program of RJP as well as inter-relation between such elements.





- b. Middle-Term Plan made each 3 (three) years, shall at least contain :
  - i. Development plan of business and organization of Company;
  - ii. Evaluation of Performance of Company until that time;
  - iii. Financial projection of Company and the assumption used.
- c. Work and Budget Plan of Company (RKAP) made each year, shall at least contain :
  - i. Work plan which is detailed for the mission of Company, business target, business strategy, company's policy and work program/activities;
  - ii. Company's budget which is detailed for each budget of activity program;
  - iii. Financial projection of Company and the subsidiary; and
  - iv. Other matters require resolution of GMS.

**CHAPTER III  
MEETING OF BOARD OF DIRECTORS**

**Article 6  
Terms of the Meeting**

1. Meeting of Board of Directors is a meeting attended by Board of Directors which must be held at least once a month or at any time considered necessary upon request by one or more members of Board of Directors, or upon the written request from one or more members of Board of Commissioners.
2. The Board of Directors must hold a meeting with the Board of Commissioners regularly at least 1 (one) time in 4 (four) months.
3. The Board of Directors must prepare a schedule of the meetings for the subsequent year prior to the end of any fiscal year.

**Article 7  
Participants of Meeting**

1. A Meeting of the Board of Directors will be attended by the Board of Directors and invitees.
2. Invitees will be meeting participants other than the Board of Directors who are invited by the Board of Directors, comprising :
  - a. The Board of Commissioners;
  - b. Related SEVP and Group Heads in accordance with the subject matter of each agenda;
  - c. Internal Audit Head whose presence is needed by the Meeting of the Board of Directors with due observance of the applicable provisions related to the independent functions of the Internal Audit.
  - d. Other Guest Participants who are invited at any time in accordance with the need of the Meeting of the Board of Directors.

**Article 8  
Summons of the Meeting**

1. Summons Meeting of Board of Directors shall be made by :
  - a. President Director or Vice President Director if President Director is unavailable; or



- b. The Acting Director in the event President Director and Vice President Director are unavailable.
2. The Meeting of the Board of Directors may be convened in the following manner :
  - a. Summons of the Meeting of Board of Directors shall be made in writing and submitted or delivered by hand to each member of Board of Directors with a proper receipt, or by the prepaid registered mail or courier service or by telex, facsimile, e-mail or other fastest means within the latest of 5 (Five) days prior to the meeting, excluding the date of summons and the date of meeting or in a shorter time in case of an urgent condition.

In the event of any of the above conditions, summons may be made verbally or by quickest means before Board of Directors Meeting is held delivered by hand to each member of Board of Directors.
  - b. Summon as of referred to in letter a shall not be necessary for the scheduled meetings based on the prior Resolution of Board of Directors or when all members of Board of Directors attend the meeting.
  - c. If all members of Board of Directors attend or represented, the summons of meeting of Board of Directors shall not be needed and the Meeting of Board of Directors may be held elsewhere and shall be entitled to adopt valid and binding resolutions.
3. Summons for Meeting of Board of Directors should specify the agenda, date, time and venue of the meeting.
4. The meeting of the Board of Directors also can be held through teleconference media, video teleconference or other electronic media facilities that allow all participants of the Board of Directors Meeting to see and/or hear directly and participate in the Board of Directors Meeting.
5. The Board of Directors who attend meeting of the Board of Directors through the media tools as referred in paragraph (4), their attendance and decisions are counted in the Board of Directors Meeting which is documented in the Minutes of Meeting. The Board of Directors who attend meeting also required to sign the minutes of meeting refers to in accordance with the provisions of Article 15 paragraph (1).

## **Article 9**

### **Meeting Chairperson**

1. A Meeting of the Board of Directors will be chaired by the President Director
2. In the event due to any reason President Director is not available without the need for verification to a third party , pursuant to the provisions under Articles of Association, the arrangement on the chairman of the meeting shall be as follows :
  - a. The meeting shall be chaired by the Acting President Director, i.e. the Vice President Director.
  - b. In the event Vice President Director appointed based on the Resolution of Board of Directors due to any reason is unavailable without the need for verification to a third party, the Meeting of Board of Directors shall be chaired by the Second Acting President Director.; or
  - c. In the event President Director and the Acting President Director due to any reason are unavailable without the need for verification to a third party, the attending members of Board of Directors may appoint the attending member of Board of Directors in the Meeting as the chairman of Meeting of Board of Directors.



## Article 10 Quorum

1. Meeting of Board of Directors is valid and entitled to adopt binding resolutions if more than 2/3 (two thirds) from the total members of Board of Directors attend or represented in the meeting.
2. A member of the Board of Directors may be represented in a Meeting of the Board of Directors only by another member of the Board of Directors by virtue of a power of attorney. A member of the Board of Directors may only represent another member of the Board of Directors.
3. The unavailable Members of Board of Directors and have authorized attendance to attend the Meeting of Board of Directors may submit their written and signed opinions, to be submitted to President Director or Vice President Director or to the other member of Board of Directors who shall act as chairman of Meeting of Board of Directors, whether the said unavailable members of Board of Directors approve or state dissenting opinions on matter to be discussed and this opinion shall be deemed validly issued in Meeting of Board of Directors.
4. In case of urgent matters among others related to liquidity and determination of the interest rate, the Meeting of Board of Directors may be held / conducted in accordance with the number of Directors attending or represented in the meeting with due regard to provisions of Article 11 section 8.

## Article 11 Resolution of the Meeting

1. Resolutions of a Meeting of the Board of Directors must be made by deliberations to reach consensus among the members of the Board of Directors or member of the Board of Directors representing them.
2. In the event that deliberation and a mutual consensus fail to be reached, the resolution shall be made by voting based on the affirmative vote of more than 2/3 (two thirds) from the number of valid votes cast in the meeting.
3. In the event that there are more than one proposals, then, re-voting shall be necessarily conducted so that one of the proposals shall obtain the vote of more than 2/3 (two thirds) part of the total vote cast.
4. Each member of Board of Directors shall reserve the right to cast 1 (one) vote and additional 1 (one) vote for each other member of Board of Directors legally represented in a meeting.
5. Blank vote (abstain) shall be deemed to approve the proposal applied in a meeting.
6. Illegal vote shall be deemed none and is not counted in determining the total vote cast in a meeting.
7. Voting regarding person shall be conducted using the unsigned-closed ballot, while voting on the other matters shall be taken verbally, except Chairman of the Meeting specified otherwise without any objection based on the attending majority votes.
8. In case of urgent needs with a high level of urgency requiring approval from all members of Board of Directors as stipulated in Article 10 section 4 (other than members of Board of Directors on leave), the resolutions of Board of Directors may be conducted using tele-conference under condition that members of Board of Directors giving approval by Tele-conference, shall be in obligation to affix their approval in Minutes of Meeting of Board of Directors.
9. In the event of a tie vote, the final resolutions will be submitted to the Meeting Chairperson.
10. The Board of Directors may also resolve valid resolutions without holding a Meeting of the Board of Directors provided that all members of the Board of Directors have been notified in writing and all members of the Board of Directors have given their approval of all proposals submitted in



writing as well as sign such approval. Resolutions made in this manner will have the same legal binding with those validly made in a Meeting of the Board of Directors.

11. In the event of any dissenting opinion, such dissenting opinion will be clearly specified in the minutes of meeting along with the reasons for such dissenting opinion.

#### **Article 12**

##### **Meeting Materials**

1. Materials for the scheduled meetings as of referred to under Article 6 section 3 shall be submitted in written to members of the meeting within the latest of 5 (five) business days prior to convening the meeting to each member of Board of Directors with an adequate receipt or by the prepaid registered mail or service Courier, facsimile, electronic mail or other means.
2. Meeting Materials for meetings held outside the schedule will be provided by no later than at the time of holding the meeting.

#### **Article 13**

##### **Conditions of the Meeting**

In organizing the Meeting, Board of Directors shall be assisted by the Group Head Corporate Secretary, that among others have the following responsibilities :

1. Ensuring that the attendance has reached the quorum, or the attendance of Board of Directors of more than 2/3 (two thirds) from the total members of Board of Directors attending or represented in the meeting. In case of the Quorum fails to be reached or, the attendance or proxies of the members of Board of Directors is less than 2/3 (two thirds) from the total members of Board of Directors, the Meeting of Board of Directors shall not be convened.
2. Inventorying material/topics to be scheduled in the Meeting and distribute material of the meeting to the meeting participants under conditions refer to chapter 14.
3. Preparing and submitting summons to all participants in writing, but in case of under an urgent state, it is possible to invite the meeting verbally.
4. Preparing the facilities and infrastructure required in the meeting.
5. Administering, recording and binding the minutes of meeting.
6. Providing the minutes of meeting to all members of Board of Directors and other meeting participants.
7. Preparing the records and monitoring the follow-up to the minutes of Meeting of the Board of Directors as well as submitting the follow-up report to the Board of Directors.
8. Reporting the number Meetings of the Board of Directors as well as the number of attending members of the Board of Directors in the company's Annual Report.
9. Ensuring that every Working Unit Head receiving a copy/excerpt of the Minutes of Meeting of the Board of Directors properly will keep safe and store the records.

#### **Article 14**

##### **Agenda of the Meeting**

1. Chairman of Meeting of Board of Directors may make amendment to the agenda of Meeting of Board of Directors by firstly notifying such amendment to the agenda of Meeting of Board of Directors at the beginning of meeting of Board of Directors.



2. Unscheduled and unlisted urgent agenda it may be scheduled by Director of the related Affairs firstly notifying for such additional to the meeting to Chairman of Meeting of Board of Directors at the commencement of the Meeting of Board of Directors.

**Article 15**  
**Minutes of Meeting**

1. On all which are discussed and resolved in the Meeting of the Board of Directors, a Minutes of Meeting will be made and signed by the attending members of the Board of Directors and provided to all members of the Board of Directors.
2. On all which are discussed and resolved upon in the Meeting of the Board of Directors with the Board of Commissioners, a Minutes of Meeting will be made and signed by the attending members of the Board of Directors and attending members of the Board of Commissioners provided to all members of the Board of Directors and all members of the Board of Commissioners. The Board of Commissioners will sign the Minutes of Meeting of the Board of Directors as co-acknowledgment of the matters discussed as attached to a separate execution column/sheet.
3. In the event that any member of the Board of Directors and/or member of the Board of Commissioners does not sign the meeting results as referred to in Article 1 or Article 2 as mentioned above, the matter will be set out in a separate document constituting an integral part of (attached to) the minutes of meeting.
4. The Group Head Corporate Secretary will have the duty as the meeting secretary of the minutes meeting in the Meeting of the Board of Directors.
5. In the event that the Group Head Corporate Secretary is unavailable for any reason, while the Board of Directors is still authorized to appoint another person as the meeting secretary.
6. Prior to commencement of the meeting, the Meeting Chairperson may give the opportunity to the meeting secretary to read aloud the minutes of the previous meeting.
7. The meeting secretary will record and administer the conferment of authorization.
8. The meeting secretary will be obligated to keep the meeting policies/resolutions confidential until such policies/resolutions have been announced.
9. Minutes of Meeting shall be documented by Company.

**CHAPTER IV**  
**ETHICS AND WORKING HOURS**

**Article 16**  
**Work Ethics and Position**

1. Board of Directors shall operate the company by applying principles of good corporate governance with due regard to the prudential banking principles, professional code of ethics and code of conduct, national and international banking conventions, and compliance with Regulations of Bank Indonesia, Financial Services Authority and other laws and regulations.
2. The Board of Directors must take perform the company management in good faith and by prioritizing the Company's interests over personal interests.
3. In the event of any conflict between the interests of personal members of the Board of Directors and the Company's interests, the members of the Board of Directors having such conflict of interests will not be allowed to participate in a decision-making process.





4. Any member of Board of Directors shall be prohibited from having multiple external positions, unless otherwise permitted by law.
5. Each member of Board of Directors shall not provide or offer or accept directly or indirectly valuable things to and / or from government official and / or other parties affecting or as a reward for his actions and other action in accordance with the applicable laws.
6. Each Member of Board of Directors shall report and ensure that all obligations for submission of the Report on the State Official's Assets to the authority shall be satisfied by the parties under such obligation as set forth within the Company.
7. Board of Directors shall conduct socialization and applying gratification control program in compliance with the applicable laws and regulations.
8. Every member of Board of Directors Member shall be in obligation to sign the Integrity Pact upon determination and to be re-signed once in a year.

**Article 17**  
**Working Hours**

1. Business Days of the Company are Monday to Friday or 5 (five) business days in a week.
2. Working hours of the Company is the working hours applicable in compliance with the Company rules.
3. Working time beyond the aforementioned points 1 and 2 will be counted as overtime, whereas the holidays overtime will remain counted as overtime during regular working days. Decisions which are made at such times other than points 1 and 2 will be valid and binding.
4. Notices on absence of the members of Board of Directors for being ill, permits, leave or business trips domestically or overseas will be submitted to the Board of Directors by informing the Substitute Director in accordance with the provisions stipulated in the Letter of Resolution of the Board of Directors concerning Distribution of Duties and Authority of the Members of the Board of Directors as well as the Stipulation of the List of Substitute Directors and SEVP.

**CHAPTER V**  
**COMMITTEE**

**Article 18**

1. Committee will be the institution formed by Board of Directors to assist with uninterrupted implementation of the duties of the Board of Directors.
2. The organization, membership, duties, authority, responsibilities and working mechanism of the committee will be stipulated in a separate Resolution of the Board of Directors.
3. Resolution taken in a Committee Meeting shall be legal and binding for the Company, as the resolution taken in a Meeting of Board of Directors provided that a Meeting of Board of Directors reserves the right to review, change resolution either in part or entirely or to cancel a resolution of a Meeting of Board of Directors.
4. The Board of Directors will not be allowed to become a member of the Committee formed by the Board of Commissioners.





## **CHAPTER VI CORRESPONDENCE**

### **Article 19**

Correspondence with any third party (besides in the framework of reporting governed particularly in a separate internal provision) shall refer to the principal of equity namely by considering the equality of the party receiving a letter and/or delivering a letter.

## **CHAPTER VII OWNERSHIP OF SHARE OF BOARD OF DIRECTORS**

### **Article 20**

1. Each Member of Board of Directors shall report to the Financial Services Authority through the website of Stock Exchange of Indonesia on the Ownership and any change of ownership of the Company's shares by them either directly or indirectly.
2. Member of Board of Directors who has share ownership of Company shall inform concerning each change of his/her ownership to unit of Corporate Secretary within no later than 3 (three) business days after the occurrence of ownership or each change of ownership on share of Company.
3. Reporting as referred to in paragraph 1 shall be delivered to OJK (Indonesia Financial Service Authority) and through the website of Stock Exchange of Indonesia within no later than 10 (ten) days after the occurrence of ownership or each change of ownership on shares of Company through Corporate Secretary unit.

## **CHAPTER VIII BOARD OF DIRECTORS' PERFORMANCE EVALUATION**

### **Article 21**

1. All members of Board of Directors of the Company shall prepare its achievement targets in accordance with duties, authorities and responsibilities of each member of Board of Directors on assignment basis.
2. The achievement accountability report of the Board of Directors regarding its tasks shall be reported to Board of Commissioners and set forth in the Annual Report.
3. Periodic reports containing implementation of the Business Plan and Corporate Budget shall be submitted by Board of Directors to Board of Commissioners under quarterly and annual basis.

## **CHAPTER IX MISCELLANEOUS**

### **Article 22**

Policy of Board of Directors regarding the allowance, facility and others which have not been governed in this Resolution of Board of Directors shall be regulated in a separate Resolution of Board of Directors.



## **CHAPTER X AMENDMENT**

### **Article 23**

In the event of any changes in the Articles of Association, Resolutions of General Meetings of Shareholders, Resolutions of the Board of Directors, or other provisions of the laws and regulations causing the Resolution of the Board of Directors to become no longer appropriate, the Group Head Corporate Secretary will be obligated to update these Rules of Procedure of the Board of Directors.

## **CHAPTER XI CLOSING**

### **Article 24**

The Group Head Corporate Secretary will be obligated to ensure uninterrupted implementation of the Rules of Procedure of the Board of Directors in accordance with this Resolutions of the Board of Directors.

