

Integrated Governance Committee Charter PT Bank Mandiri (Persero) Tbk.

No. KEP.KOM/005/2022

1. General Objective

The Integrated Governance Committee was formed by and responsible to the Board of Commissioners of Bank Mandiri to assist the Board of Commissioners in carrying out their duties and supervising function of Board of Commissioners.

2. Basis of Regulatory

Establishment of the Integrated Governance Committee was guided and based on the applicable legislations and best practices at the financial services in Indonesia.

3. Duties, Responsibilities and Authorities

The Integrated Governance Committee acts independently in carrying out its duties and responsibilities

3.1. Duties and Responsibilities

3.1.1. The duties and responsibilities of the Integrated Governance Committee thereof :

- 1) Supervise the implementation of Governance in each Financial Services Institution (LJK) in the Company's Financial Conglomerate so that it is in accordance with the Governance Guidelines Integrated Manage
- 2) Supervise the implementation of the duties and responsibilities of the Board of Directors of the Company, as well as provide direction or advice to the Board of Directors of the Company regarding the implementation of the Integrated Governance Guidelines.
- 3) Evaluating the implementation of Integrated Governance at least through an assessment of the adequacy of internal control and the implementation of an integrated compliance function.
 - a) Assessment of the Adequacy of Integrated Internal Control
 - (1) Evaluating the Company and its Subsidiaries adherence to implement a standard integrated internal control system in accordance with the best practices by reviewing the enforcement of Integrated Governance Guidelines in the Company.
 - (2) Monitoring and evaluating the effectiveness of the implementation of integrated internal control by reviewing the Periodic Report and Audit Report issued by the Integrated Internal Audit Unit.
 - (3) Holding periodic meetings with the Integrated Internal Audit Unit to discuss matters related to the integrated internal control system.
 - (4) Holding periodic meetings with the Integrated Risk Management Unit to discuss matters related to integrated risk management.
 - (5) Monitoring and evaluating the implementation of follow-up by the Board of Directors of the Company and Subsidiaries on the findings

of the Integrated Internal Audit Unit, Public Accountant Firm, and the oversight results of the OJK regarding the weaknesses in the system and implementation of integrated internal control. Pelaksanaan Fungsi Kepatuhan Secara Terintegrasi

b) Implementation of Integrated Compliance Function

- (1) Monitoring and evaluating the Company and its Subsidiaries compliance with the prevailing laws and regulations in the Capital Market and the OJK, Bank Indonesia, and other regulations relating to banking, insurance, securities and financing businesses through coordination with the Integrated Compliance Unit.
- (2) Monitoring the implementation of compliance periodic reports and audit reports relating to compliance with internal and external regulations issued by the Integrated Compliance Unit and external auditors.
- (3) Holding periodic meetings with the Integrated Compliance Unit to discuss matters relating to the Company and its Subsidiaries compliance with internal and external regulations.
- (4) Monitoring and evaluating the implementation of follow-up by the Board of Directors of the Company and Subsidiaries on the findings of the Integrated Compliance Unit, Public Accountant Firm, and the oversight results of the OJK regarding the weaknesses in the system and implementation of the integrated compliance function

In conducting the assessment, the Integrated Governance Committee obtained information on evaluation of the internal audit implementation and the compliance function of each LJK from members of the Board of Commissioners of each LJK who are members of the Integrated Governance Committee

- 4) Monitoring the implementation of Banking Synergy
- 5) Providing recommendations to the Bank's Board of Commissioners to refine the Integrated Governance Guidelines according to the needs of at least every 2 (two) years.
- 6) Preparing Guidelines and Work Orders for the Integrated Governance Committee and conduct reviews as needed at least every 2 (two) years

3.1.2 Head of Committee has tasks and responsibilities to Performing coordination for all activities of the Integrated Governance Committee to be in compliance with objective of committee according to establishment thereof

3.1.3 Head of Committee jointly with members of committee have the following tasks and responsibilities for are as follows :

- 1) Determining annual working plan of the Integrated Governance Committee
- 2) Determining schedule of meeting of the Integrated Governance Committee
- 3) Preparing regular reports on activities of the Integrated Governance Committee as well as matters considered necessary to become attention of the Board of Commissioners of Bank Mandiri and Subsidiary Companies
- 4) Preparing Self-Assessment on effectiveness of activities of the Integrated Governance Committee
- 5) Attending Integrated Governance Committee meeting

- 6) In the absence of member of Committee by any reasons in Integrated Governance Committee meeting, then cannot be re-presented

3.1.4 Integrated Governance Secretary

- 1) The Secretary of the Integrated Governance Committee is the Group Head of the Integrated Compliance Unit
- 2) Duties and Responsibilities of the Secretary
 - a) Preparing and submitting summons for meeting to all participants in writing signed by the Chairman of the Committee, but in case of emergency will be made possible to have direct invitation
 - b) Preparing structure and infrastructure required in the meeting
 - c) Recording and administer the minutes of meeting
 - d) Submitting minutes of meeting to all members of the Integrated Governance Committee
 - e) Preparing records and monitor further actions based on minutes of the Meeting.
 - f) Maintain confidentiality of all information, documents and data of all matters related to implementation of tasks of Committee.

3.2 Authority

- 3.2.1 Providing opinions to the Bank's Board of Commissioners regarding the implementation of Integrated Governance through the assessment of the adequacy of internal control and the implementation of the integrated compliance function.
- 3.2.2 Communicating with the Integrated Compliance Unit, Integrated Internal Audit Unit, and Integrated Risk Management Unit to obtain information, clarification and request the Company and the required reports.
- 3.2.3 Accessing documents, data, records, or information about employees, funds, assets and other company resources related to the performance of their duties.
- 3.2.4 Exercising other powers granted by the Board of Commissioners.

3.3 Working Relation

In performing authorities, tasks and responsibilities, the work relation of the Integrated Governance Committee :

- 3.3.1 Cooperating and coordinating with the Integrated Internal Unit in monitoring and evaluation of integrated internal control
- 3.3.2 Cooperating and coordinating with the Integrated Compliance Unit in monitoring and evaluating the integrated compliance functions
- 3.3.3 Cooperating and coordinating with the Integrated Risk Management in monitoring and evaluating the Integrated Risk Management functions
- 3.3.4 Coordinating with other Committees under the Board of Commissioners

4. Composition, Structure, Membership Requirements, and Term of Service

4.1 Appointment of Committee Members

- 4.1.1 Members of the Integrated Governance Committee are appointed and dismissed by the Board of Commissioners based on the Resolutions of the Board of

Commissioners' Meeting, and are determined through the Decree of the Board of Directors

- 4.1.2 The appointment and dismissal of members of the Integrated Governance Committee is reported to the General Meeting of Shareholders of the Company/Capital Owners.

4.2 Composition and Structure

The terms of membership of the Company's Integrated Governance Committee are set as follows :

- 4.2.1 An Independent Commissioner who is the Chairman of one of the committees in the Company, as the Chairman and member.
- 4.2.2 Independent Commissioners representing and appointed from the Subsidiaries within the Financial Conglomerate, as members.
- 4.2.3 At least one independent party as a member.
- 4.2.4 Member of the Sharia Supervisory Board of Bank Syariah Indonesia, as a member.
- 4.2.5 Membership of Independent Commissioners in the Integrated Governance Committee representing and appointed from LJK within the Financial Conglomerate in accordance with the needs of the Financial Conglomerate.
- 4.2.6 Membership of Independent Commissioners, independent parties, and members of the Sharia Supervisory Board in the Integrated Governance Committee within the Financial Conglomerate is not counted as a concurrent position.
- 4.2.7 The structure and composition of members of the Integrated Governance Committee are adjusted to the needs of the Financial Conglomerate as well as the efficiency and effectiveness in carrying out the duties of the Integrated Governance Committee by taking into account at least the representation of each financial service sector.

4.3 Membership Requirements

4.3.1 General Requirements

- 1) Have integrity, good character and morals.
- 2) Do not have any personal interests/relationships that may cause a conflict of interest to the Company. terhadap Perseroan.

4.3.2 Competency Requirements

- 1) Have adequate skills, abilities, knowledge and experience related to their duties and responsibilities.
- 2) Having proper knowledge regarding good corporate governance
- 3) Having sufficient knowledge concerning Capital Market regulations, and regulations related to banking, insurance, securities and financing business
- 4) Capable to collaborate dan having excellent level of communication and effective also willing to provide adequate time to do their duties.
- 5) Willing to upgrade their competence through education and training.

4.3.3 Independence Requirements

- 1) Unaffiliated to Bank Mandiri, Members of the Board of Commissioner, the Board of Directors of Bank Mandiri and majority shareholders of Bank Mandiri.

- 2) Have no direct or indirect business relation with Bank Mandiri
- 3) Holding no shares within the Company, directly and indirectly
- 4) Former members of the Board of Directors or Executive Officers of the Bank or parties who have a relationship with the Bank that may affect the ability of the person concerned to act independently are prohibited from becoming an Independent Party in the committee members of the Bank concerned before undergoing a cooling off period of at least 6 (six) months.
- 5) The cooling off period of at least 6 (six) months does not apply to those in charge of the supervisory function or Executive Officers who perform the supervisory function at the Bank.

4.3.4 Confidentiality

- 1) Members of the Integrated Governance Committee will be under obligation to execute their tasks in good and maintain confidentiality of all documents and all matters related to performance of tasks of the Committee. The classification of the confidentiality of the Company's documents and/or information refers to the internal provisions and applicable laws and regulations
- 2) Confidentiality obligation will also applicable upon expiry of Term of Office as members of the Integrated Governance Committee as well as Term of Office as members of the Board of Commissioners in Bank Mandiri and Subsidiary Companies.

4.4 Terms of Office

- 4.4.1 The tenure of members of Integrated Governance Committee as members of the Board of Commissioners must not be longer than the tenure of the Board of Commissioners as stipulated in the Articles of Association and can be re-elected for the next 1 (one) period.
- 4.4.2 The tenure of Integrated Governance Committee members from Non-Commissioner Independent Parties is the latest 3 (three) years and can be extended 1 (one) time during 2 (two) years of tenure by not eliminating the rights of the Board of Commissioners to terminate at any time.
- 4.4.3 If a member of the Commissioner that serves as the Chairman of Integrated Governance Committee resigns prior to the tenure as Commissioner of the Company, the Chairman of Integrated Governance Committee is replaced by another Independent Commissioner.
- 4.4.4 When his term of office as the Board of Commissioners ends, his tenure as a Member of the Integrated Governance Committee will also end.

5. Meeting

- 5.1 The Integrated Governance Committee must hold meetings at least 1 (one) time in 6 (six) months.
- 5.2 Meeting of the Integrated Governance Committee will be considered as valid if being attended by at least 51% from total members including one Independent Commissioner of Bank Mandiri and the Independent Party.
- 5.3 The decisions of the Integrated Governance Committee meetings are taken based on deliberation to reach consensus.

- 5.4 In the event that there is no consensus agreement as referred to in point 5.3 the decision is made based on the majority vote.
- 5.5 The meeting shall be chaired by the Chairman of Integrated Governance Committee or any other member of the Committee who is an Independent Commissioner, if the Chairman of Integrated Governance Committee is unable to attend.
- 5.6 In the event that a member is unable to attend, his presence can be represented by another member based on a power of attorney.
- 5.7 Committee Members may only represent one other Committee Member.
- 5.8 Each Audit Committee meeting is set forth in the minutes of the meeting, including where there are differences of opinion, signed by all members of Integrated Governance Committee who are present and submitted to the Board of Commissioners.
- 5.9 The Integrated Governance Committee meeting must be stated in the minutes of the meeting signed by the Chair and the Committee Secretary.
- 5.10 Meetings may be carried out non-physically, but through teleconference media or other media means that allow all participants of the Committee to see and hear directly, and participate in the meeting

6. Reporting

- 6.1 Integrated Governance Committee must provide regular reports to the Board of Commissioners of Bank Mandiri concerning activities of the Integrated Governance Committee, at least of once in 6 (six) months.
- 6.2 Integrated Governance Committee must provide regular report to the Board of Commissioners of Bank Mandiri for each assignment vested in it, and or for each identified issues requiring for attention of the Board of Commissioners of Bank Mandiri
- 6.3 Integrated Governance Committee must provide regular report of the Sayria Banking Sinergy to the Financial Services Authority. The report is submitted together with the report on the assessment of the implementation of integrated governance.

7. Closing

- 7.1 This Integrated Governance Committee Charter is subject to the applicable laws and regulations.
- 7.2 This Integrated Governance Committee Charter will commence being effective as of the date of enactment thereof and subject to review or amendment at any time in accordance with the circumstances based on approval and/or the request from the Board of Commissioners of Bank Mandiri and will be rectified should there will be error herein.