

4. To provide opinion and advice to GMS regarding every matters considered crucial for managing the Company.
5. To perform other supervisory duties as determined by the GMS as well as by the laws and regulations.
6. To nurture anti-fraud culture and concerns on all personnels of the Company.
7. To establish Audit Committee, Nomination Committee, Remuneration Committee, and other committee as required by the laws and regulations.

Rights and Authorities of the Board of Commissioners

Rights and Authorities of the Board of Commissioners are as follows:

1. To make decisions on the acts of the Board of Commissioners as regulated in the Articles of Association of the Company.
2. Each Commissioner, individually or jointly, at any time is entitled to enter the premises or other places that are used or controlled by the Company, and is entitled to examine books, letters of proof, and supplies, as well as to examine and match the position of cash for verification requirement and securities, and to know any actions performed by the Board of Directors.
3. The actions must be performed in their capacity as Board of Commissioners and must be reported in Board of Commissioners meeting regarding such actions.
4. When necessary, Board of Directors are entitled to request expert assistance in performing their duties in a limited time at the Company's expense.
5. Each Commissioner is entitled to inquire explanation regarding any matters from the Board of Directors and all staff under him/her, and the Board of Directors must provide it.
6. Each Commissioner is entitled to attend meetings held by the Board of Directors or units below it without making any decision.
7. With the highest vote, the Board of Commissioners at any time may temporarily dismiss one or more member of the Board of Directors, when they were proved to act against the Articles of Association or to ignore their obligations, or other urgent reasons for the Company.
8. Such temporary dismissal must be informed in written to the party concerned together with reasons behind the action.
9. Within 90 (ninety) days after the date of the temporary dismissal, the Board of Commissioners is obliged to hold GMS which will decide whether the relevant member of the Board of Directors will be permanently dismissed or be reappointed in its position, where he/she will be provided an opportunity to attend the meeting and defend him/herself.

Tenure of Board of Commissioners

The Company's Articles of Association specifies that the members of the Board of Directors are appointed and dismissed by GMS. The GMS is attended by Holders of Serial A Bicolor Share and the resolutions of the meeting must be approved by such Holders. Members of the Board of Commissioners are appointed by GMS from the candidates proposed by GMS, from the candidates proposed by Holders of Serial A Bicolor Share, and the candidacy is binding the GMS.

GMS resolutions on the appointment and dismissal of members of the Board of Commissioners also decide the time for the appointment and dismissal. In the event that GMS does not decide it, the appointment and dismissal of members of the Board of Commissioners are effective as of the closing of GMS by observing the laws and regulations.

Members of the Board of Commissioners were appointed for a period of time as of the date determined by GMS, who appointed them, and expired on the closing of the 5th (five) Annual GMS following the date of their appointment, provided that it may not exceed the 5 (five) years period of time, by observing the laws and regulations in the field of Capital Market, but without prejudice to the rights of GMS to dismiss members of the Board of Commissioners at any time before their tenures expires. After their tenure expires, members of the Board of Commissioners may be reappointed by GMS for one tenure.

Criteria for Members of the Board of Commissioners

Criteria for the Board of Commissioners of Bank Mandiri that have been regulated in the Articles of Association of the Liability Company are as follows:

1. Having good character, morals, and integrity;
2. Is competent in performing legal acts;
3. Within 5 (five) years prior to appointment or during the office, he/she:
 - a. is never declared bankrupt;
 - b. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who is declared as guilty and causes a company to be declared as bankrupt;
 - c. is never penalized for committing a criminal act which causes adverse impact to the country's finance and/or to anything related to financial sector; and
 - d. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who, during his/her tenure:
 - never holds Annual GMS;
 - his/her responsibility as a member of the Board of Directors and/or member of the Board of Commissioners has never been; accepted by the GMS or has not given

- any responsibility as a member of the Board of Directors; and/or a member of the Board of Commissioners to the GMS; and
 - once caused the companies which obtains permission, approval, and registration from Financial Services Authority to fail in fulfilling their obligation to submit annual report and/or Financial Services Authority.
4. Is committed to comply to the laws and regulations;
 5. Has knowledge and/or expertise in the fields required by the Company; and
 6. Fulfills other specified requirements.

Fit and Proper Test and Basis of Appointment of the Board of Commissioners

Based on the Financial Services Authority Regulation Number 27/POJK.03/2016 regarding Fit And Proper Test for Financial Services Institutions Primary Parties, Prospective Members of Board of Commissioners should have received FSA approval before undertaking their actions, duties, and functions as Board of Commissioners. The fit and proper test as well as the approval from the Financial Services Authority indicate sound integrity, competence, and good financial reputation of the Board of Commissioners members as illustrated in this following table:

Table of Fit and Proper Test of Board of Commissioners

Name	Designation	Period	Executor	Appointment Basis	Operational Effective Date
Wimboh Santoso	President Commissioner	16 February 2016 - 20 July 2017	Financial Services Authority	Extraordinary GMS (EGMS) on Friday, December 18, 2015	16 February 2016
Hartadi A. Sarwono	President Commissioner concurrently as Independent Commissioner	15 November 2017 – 31 December 2017	Financial Services Authority	Extraordinary GMS (EGMS) on 21 Augustus 2017	15 November 2017
Imam Apriyanto Putro	Vice President Commissioner	11 June 2015 - 31 December 2017	Financial Services Authority	Annual GMS (AGMS) on 16 March 2015	11 June 2015
Abdul Aziz	Independent Commissioner	25 June 2015 - 14 March 2017	Financial Services Authority	Annual GMS (AGMS) on 02 April 2013	25 June 2015
Aviliani	Independent Commissioner	3 September 2014 - 14 March 2017	Financial Services Authority	Extraordinary GMS (EGMS) on 21 May 2014	3 September 2014
Askolani	Commissioner	3 September 2014 - 31 December 2017	Financial Services Authority	Extraordinary GMS (EGMS) on 21 May 2014	3 September 2014
Goei Siauw Hong	Independent Commissioner	25 June 2015 - 31 December 2017	Financial Services Authority	Annual GMS (AGMS) on 16 March 2015	25 June 2015
Bangun Sarwito Kusmulyono	Independent Commissioner	25 June 2015 - 31 December 2017	Financial Services Authority	Annual GMS (AGMS) on 16 March 2015	25 June 2015
Ardan Adiperdana	Commissioner	3 October 2016 - 31 December 2017	Financial Services Authority	Annual GMS (AGMS) on 21 March 2016	03 October 2016
Makmur Keliat	Independent Commissioner	25 September 2017 – 31 December 2017	Financial Services Authority	Annual GMS (AGMS) on 14 March 2017	25 September 2017
R. Widyo Pramono*	Commissioner	21 August 2017 – 31 December 2017	Financial Services Authority	Extraordinary GMS (EGMS) on 21 Augustus 2017	15 January 2018*

Remarks:

*Effective as of 15 January 2018 after successfully obtaining approval and passing the Fit and Proper Test administered by the Financial Services Authority.

Orientation Program For New Commissioners

In the context of providing overview of the business activities, the Company's future plans, the working guidelines and other aspects under the responsibility of Board of Commissioners, Bank Mandiri conducted an orientation program for new members of Board of Commissioners which was prepared by the Corporate Secretary Group and involved a study of documents in both soft copy and hard copy form.

The documents included the Annual Report, the Work Plan, the Corporate Work Plan and Budget, Corporate Long Term Plan, Articles of Association of the Company, Corporate Governance Policy, Code of Ethics, the Work Program of the Board of Commissioners and its Committees, and Rules of the Board of Commissioners.