

## Activities by the Board of Directors in 2015

The Board of Directors has undertaken a series of activities that are part of the work program of the Board of Directors of Bank Mandiri such conduct regular meetings, both internal and joint meetings with the Board of Commissioners, and meetings with SEVP

Committee meeting and follow some training/seminar/workshop in an effort to shape the development of the Board of Directors of Bank Mandiri. Directors of the Bank has been carrying out activities in 2015 with a focus on the following aspects

Aspect	Event
Financial	<ol style="list-style-type: none"> <li>1. Preparation and improvement of CBP</li> <li>2. Updating Company Performance in 2015 periodically</li> </ol>
Governance	<ol style="list-style-type: none"> <li>1. Approving the internal regulations of Bank Mandiri and the revision</li> <li>2. Monitoring and evaluating the implementation of GCG</li> <li>3. Applying Governance Integrated Bank Mandiri with its subsidiaries.</li> </ol>
Internal Control and Risk Management	<ol style="list-style-type: none"> <li>1. Discussing external audit findings and recommendations</li> <li>2. Discussing risk profile of the Bank</li> </ol>
Human Resource Management	<ol style="list-style-type: none"> <li>1. Drafting/revising/evaluating and directing HR policies</li> <li>2. Proposing the recruitment, promotion, transfer/rotation, coaching and training of human resources.</li> </ol>
Corporate Social Responsibility	<ol style="list-style-type: none"> <li>1. Implementing CSR activities</li> <li>2. Revising Sustainability Report</li> </ol>

### Board of Directors Meeting

As one of the organs of the company are collectively take full responsibility for the management of Bank Mandiri needed a forum as a means of coordinating between the members of the Board of Directors or any other organ of the company in achieving its objectives perseroan.Rapat Board of Directors is an important forum in determining Company policy and management decisions. Meeting decisions taken by deliberation and consensus. In the event that consensus can not be reached a decision, the decision taken by majority voting agreed and the decision should be accepted as a joint decision (mutual).

Directors have scheduled a meeting as SOE Ministry has arranged and set a meeting schedule as outlined

in the Circular Letter of the Minister of SOE No. SE-03/MBU/2011 dated October 27, 2011 that the Board of Directors shall carry out a meeting every Tuesday and if necessary the Board of Directors may invite the Board of Commissioners for participated in the meeting.

Bank Mandiri meeting once a month, attended by all directors and executive officers reporting to the Board of Directors to monitor operational performance. The Board of Directors may also adopt valid and binding decisions without convening a meeting, provided that all of the Directors have to know the intended decision proposal and given their written approval and signed the agreement. The decision taken to have power equal with making through formal meetings.

## Meeting Frequency and Attendance Level of Directors

During 2015, the Board of Directors has held 50 internal meetings with the Board of Directors attendance level averaging 87%. The Board of Directors meeting by presenting the Board of Commissioners has held 3 (three) meetings. Following the meeting agenda and attendance of Directors in an internal meeting of Directors and Board of Directors meeting by presenting the Board of Commissioners during 2015:

### Number and Agenda of BOD Meetings and Joint Meetings of the BOC and BOD

Date	Main Agenda
January 2015	<ol style="list-style-type: none"> <li>1. Implementation of RUPS 2015</li> <li>2. Mechanism of the BOD and BOC Meeting</li> <li>3. Laku Pandai Implementation</li> <li>4. Company Performance Update up to December 31, 2014</li> </ol>
February 2015	<ol style="list-style-type: none"> <li>1. RBRR Update up to Dec 2014</li> <li>2. Distribution Network Update</li> <li>3. Innovation Award Winners</li> <li>4. Company Performance Update up to January 31, 2015</li> </ol>
March 2015	<ol style="list-style-type: none"> <li>1. Macroeconomic Update</li> <li>2. Construction Financing Update</li> <li>3. Job descriptions of Directors</li> <li>4. Company Performance Update up to February 28, 2015</li> </ol>
April 2015	<ol style="list-style-type: none"> <li>1. Risk Profile of March 2015</li> <li>2. Proposed sponsorship</li> <li>3. Financial Deepening</li> <li>4. Company Performance Update up to March 31, 2015</li> </ol>
May 2015	<ol style="list-style-type: none"> <li>1. Optimization of ATTB</li> <li>2. Media Plan</li> <li>3. Update on the Implementation of IIF Asia Summit 2015</li> <li>4. Company Performance Update up to April 30, 2015</li> </ol>
June 2015	<ol style="list-style-type: none"> <li>1. Update on Partnership Provisions</li> <li>2. Revision to CBP 2015 and RBB 2015-2017</li> <li>3. Sector Solution Update</li> <li>4. Company Performance Update up to May 31, 2015</li> </ol>
July 2015	<ol style="list-style-type: none"> <li>1. KLN Road Map</li> <li>2. Update on Preparation for Long Holiday Idul Fitri 1436 H</li> <li>3. Update on the Implementation of PP No. 45/2015</li> <li>4. Company Performance Update up to June 30, 2015</li> </ol>
August 2015	<ol style="list-style-type: none"> <li>1. Update on MoU with IFC</li> <li>2. Stress Testing</li> <li>3. Update on Enterprise Data Management</li> <li>4. Company Performance Update up to July 31, 2015</li> </ol>
September 2015	<ol style="list-style-type: none"> <li>1. Update on IT &amp; Retail Risk</li> <li>2. Update on Preparation of CBP 2016</li> <li>3. Proposed Series of Activities for 17th Anniversary of BMRI</li> <li>4. Company Performance Update up to August 30, 2015</li> </ol>
October 2015	<ol style="list-style-type: none"> <li>1. Proposed Performance Management Mandiri Easy</li> <li>2. Proposed Risk Profile as of September 2015</li> <li>3. Update on Implementation of Strategic Initiatives 2015</li> <li>4. Company Performance Update up to September 30, 2015</li> </ol>

Date	Main Agenda
<b>November 2015</b>	1. Update on Preparation of CBP 2016 2. Update on the Implementation of RUPLB 3. IT Initiatives in 2016 4. Company Performance Update up to October 30, 2015
<b>December 2015</b>	1. Utilization of Bank Mandiri ATTB 2. BOT Agreement with Wisma Mandiri 3. Discussion of Human Capital 4. Company Performance Update up to November 30, 2015
<b>Total meeting</b>	50 times

**Attendance Level of Directors in 2015 is as follows**

Name	Position	Number			% attendance
		meeting	Attendance	Absence	
Budi G. Sadikin	President Director	50	40	10	80%
Riswinandi *)	Vice President Director	10	10	0	100%
Abdul Rachman *)	Institutional Banking Director	10	8	2	80%
Sentot A. Sentausa	Risk Management Director	50	46	4	92%
Ogi Prastomiyono	Compliance & Legal Director	50	46	4	92%
Pahala N. Mansury	Finance & Strategy Director	50	43	7	86%
Fransisca N. Mok *)	Corporate Banking Director	10	7	3	70%
Sunarso *)	Commercial & Business Banking Director	10	8	2	80%
Kresno Sediarsi *)	Technology & Operations Director	10	10	0	100%
Royke Tumilaar	Treasury, FI & Special Asset Mgt. Director	50	45	5	90%
Hery Gunardi	Micro & Retail Banking Director	50	41	9	82%
Sulaiman Arif Arianto **)	Vice President Director	40	37	3	93%
Tardi **)	Micro & Business Banking Director	40	37	3	93%
Ahmad Siddik Badruddin **)	Risk Management & Compliance Director	40	33	7	83%
Kartini Sally **)	Commercial Banking Director	40	36	4	90%
Kartika Wirjoatmodjo **)	Finance & Strategy Director	40	32	8	80%

Note: \*)

\*\*) The RUPS on March 16, 2015 honorably discharged members of the Board whose term of office ended. The RUPS on March 16, 2015 then appointed new members of the Board.

**Meeting agenda and attendance level of Directors at meetings that invited the Board of Commissioners for 2015 are as follows:**

Date	Agenda	Directors' Attendance										
		Budi G. Sadikin	Sentot A. Sentausa	Ogi Pras-tomiyono	Pahala N. Mansury	Royke Tumilaa	Hery Gunardi	Sulaiman A. Arianto **)	Tardi **)	Ahmad Siddik Badruddin **)	Kartini Sally **)	Kartika Wirjoatmodjo **)
May 2015	1. Financial Statements and Financial Performance per April 2015											
	2. Laku Pandai Implementation	v	v	v	v	v	v	v	v	v	x	v
	3. Integrated Governance Implementation											
	4. Optimization of BOD meetings in 2015 and April 2015 Review											
August 2015	1. Financial Statements and Performance per July 2015											
	2. Update on Development of Commercial Banking Directorate	v	x	v	v	v	v	v	x	v	v	v
	3. Update on Acquiring Aggregator											
December 2015	1. Financial Statements and Performance per November 2015	v	v	v	v	v	v	v	v	v	v	v
	2. Miscellaneous											
Total Meeting		3	3	3	3	3	3	3	3	3	3	3
Attendance		3	2	3	3	3	3	3	2	3	2	3
Attendance Rate		100%	67%	100%	100%	100%	100%	100%	67%	100%	67%	100%

Resolutions Made by the Board of Directors in 2015

In 2015, BOD members made several decisions as follows:

Heading	No. Document	Date	Subject
KEP.DIR	1	02/01/2015	Changes in Organizational Structure of PT Bank Mandiri (Persero) Tbk
KEP.DIR	2	02/01/2015	Job descriptions of the Directors and preparing Alternate Director List
KEP.DIR	3	02/01/2015	Determination of Regional Directors and Their Tasks and Competencies.
KEP.DIR	6	02/01/2015	Appointment and Designation of Tardi as Senior Executive President of PT Bank Mandiri (Persero) Tbk.
KEP.DIR	7	02/01/2015	Appointment and Designation of Rico Usthavia Frans as Senior Executive President of PT Bank Mandiri (Persero) Tbk.
KEP.DIR	8	02/01/2015	Appointment and Designation of Ahmad Siddik Badruddin as Senior Executive President of PT Bank Mandiri (Persero) Tbk.
KEP.DIR	9	02/01/2015	Appointment and Designation of Sanjay N. as Senior Executive President of PT Bank Mandiri (Persero) Tbk.
KEP.DIR	10	02/01/2015	Appointment and Designation of Joseph Georgino G. as Senior Executive President of PT Bank Mandiri (Persero) Tbk.
KEP.DIR	11	02/01/2015	Appointment and Designation of Riyani TB as Senior Executive President of PT Bank Mandiri (Persero) Tbk.
KEP.DIR	12	02/01/2015	Appointment and Designation of Ventje Rahardjo as Senior Executive President of PT Bank Mandiri (Persero) Tbk.
KEP.DIR	40	20/01/2015	Temporary Substitute (Alternate) Officials at GH level in the Corporate Banking
KEP.DIR	43	28/01/2015	Approval of Strategic and Routine Initiative Implementation in 2015
KEP.DIR	69	23/02/2015	Code of Conduct of the Board of Directors
KEP.DIR	80	17/03/2015	Appointment of the Board of Directors
KEP.DIR	90	18/03/2015	Determination of Regional Directors and Their Tasks and Competencies.
KEP.DIR	91	20/03/2015	Wealth Report of State Officials in PT Bank Mandiri (Persero) Tbk.
KEP.DIR	92	20/03/2015	Management Coordinator of Wealth Report of State Officials in PT Bank Mandiri (Persero) Tbk.
KEP.DIR	115	14/04/2015	Temporary Alternate SK Decree.
KEP.DIR	116	14/04/2015	Members of the Committees.
KEP.DIR	128	21/04/2015	Membership of Personnel Advisory Team (TPK).
KEP.DIR	136	30/04/2015	Changes in Membership of Committees under BOC of PT Bank Mandiri (Persero) Tbk.
KEP.DIR	153	20/05/2015	Adjustment to Membership of Personnel Advisory Team (TPK).
KEP.DIR	288	29/09/2015	Assignment of Employees in the Project Implementation Team for HC Data Quality Maintenance.