

7. Implement Commissioners meeting included commissioners meeting by inviting the Board of Directors to discuss the report;

8. Realization of business plan development, strategic alliances and operational efficiency in accordance CBP and RBB.

Meetings of the Board of Commissioners

As a regulator, the Ministry of SOEs has been set and set a meeting schedule as stated in the Circular of the Minister of SOE No. SE-03/MBU/2011 dated October 27, 2011 that the Board of Commissioners must carry out a meeting every Wednesday and if necessary the Board of Commissioners may invite the Board of Directors to participated in the meeting. Besides the provision of Board Meeting also set in POJK No. 33/POJK.04/2014 of the Board of Directors and Board of Commissioners of the Issuer or a Public Company, the board meetings shall be convened periodically at least 1 (one) time in two months.

According to the provisions stipulated in the Articles of Association, meetings are held at least 1 (one) time in two (2) months or at any time when deemed necessary by one or more members of the Board of Commissioners on written request of the Board of Directors. In addition, the Board of Commissioners also must convene a meeting with the Board of Directors periodically at least 1 (one) time in 4 (four) months.

Meeting invitation is conducted by the Commissioner, if unable to do by the Deputy Commissioner, Deputy Commissioner and, if unable to do by a member of the Board of Commissioners. The meeting invitation is done in writing with the event, date, time and place of the meeting. Then sent to each member of the Board of Commissioners may be through a memorandum,

registered mail, courier services, electronic mail (e-mail) or by other means least 3 (three) days before the meeting is held, so that the BOC had the opportunity to examine information and/or request information additional prior to the meeting. However, if the meeting has been scheduled by the decision of the previous meeting, then do not call another meeting.

BoC meeting chaired by the Commissioner, if unable to do by the Deputy Commissioner, Deputy Commissioner and, if unable to do by a member of the Board of Commissioners. Meeting is valid and may adopt binding resolutions if attended or represented by more than ½ (one half) the number of members of the Board of Commissioners. All decisions taken in a meeting with deliberation and consensus, if not achieved, the meeting decisions taken by majority vote. All decisions of the meeting are binding to all members of the Board of Commissioners. In the organization of board meetings, then made the Minutes of Meeting signed by the Chairman of the Meeting and the Board of Commissioners in attendance.

In addition to the meetings as described above, the meeting of the Board of Commissioners also do through media teleconference, video conference or other electronic media that enables all meeting participants can see each other and/or hear directly as well as participating in the meeting.



Meeting Frequency, Attendance Level and Meeting Agenda of the BOC

BoC meeting is held to discuss matters that are strategic. In its implementation BoC meeting participants can invite guests, as listed in Article 8 Rules of Conduct BOC No. KEPKOM/002/2012 dated May 29, 2012.

During 2015, the Board held 22 internal meetings of the Board of Commissioners with the level of attendance of members of the Board of Commissioners on average attended by all members of the Board of Commissioners. The meeting of the Board of Commissioners to invite the Board of Directors was 13 times.

Date Notification/ Invitation	Mahmuddin Yasin*)	Pradjoto*)	Krisna Wijaya*)	Anton H. Gunawan *)	Askolani	Aviliani	Darmin Nasution**)
January 21, 2015 KOM/004/2015 15-Jan-2015	✓	✓	✓	✓	✓	✓	-
February 18, 2015 KOM/014/2015 11-Feb-2015	✓	✓	✓	✓	✓	✓	-
February 25, 2015 KOM/017/2015 18-Feb-2015	✓	✓	✓	✓	✓	✓	-
(filled with date before the RUPS)	✓	✓	✓	✓	✓	✓	-
March 20, 2015 KOM/030/2015 18-Mar-2015	-	-	-	-	✓	✓	-
March 24, 2015 KOM/031/2015 23-Mar-2015	-	-	-	-	✓	✓	-
March 31, 2015 KOM/032/2015 25-Mar-2015	-	-	-	-	✓	✓	-



Imam Apriyanto Putro**)	Abdul Aziz***)	Bangun Sarwito Kusmuljono***)	Suwhono ***)	Goei Siauw Hong***)	Wimboh Santoso ****)	Meeting Agenda
-	√	-	-	-	-	1. Financial Statements and Performance per December 2014 2. Submission of Bank Mandiri 2014 Financial Statements audited by KAP TWR - PWC 3. Miscellaneous
-	√	-	-	-	-	1. Business Plan Monitoring Report in Second Half of 2014 2. Work Program of the BOC in 2015 3. Miscellaneous
-	√	-	-	-	-	1. Financial Statements and Performance per January 2015 2. Update on Preparation for RUPS 2015 3. Application for Approval of KAP Appointment for Mandiri Pension Fund (Mandiri DPLK) 2014 Financial Statement 4. Miscellaneous
-	√	-	-	-	-	1. Resolution of the General Meeting of Shareholders on March 16, 2015
-	√	-	-	-	-	1. Introduction 2. Discussion on committees under the BOC. 3. Miscellaneous
-	√	-	-	-	-	1. Discussion of the Committees and BOC Support Organs 2. Miscellaneous
-	√	-	-	-	-	1. Job description of Directors & SEVP PT. Bank Mandiri (Persero) Tbk. 2. Proposed Bonus & Remuneration to Shareholders 3. Miscellaneous

Date Notification/ Invitation	Mahmuddin Yasin*)	Pradjoto*)	Krisna Wijaya*)	Anton H. Gunawan *)	Askolani	Aviliani	Darmin Nasution**)
April 22, 2015 KOM/036/2015 15-Apr-2015	-	-	-	-	✓	✓	-
May 11, 2015 KOM/045/2015 4-May-2015	-	-	-	-	✓	✓	-
June 3, 2015 KOM/052/2015 28-May-2015	-	-	-	-	✓	✓	-
June 10, 2015 KOM/000/2015 6/00/2015	-	-	-	-	✓	✓	✓
June 24, 2015 KOM/061/2015 22-Jun-2015	-	-	-	-	✓	✓	✓
13-Jul-2015 KOM/066/2015 6-Jul-2015	-	-	-	-	✓	✓	✓
21-Aug-2015 KOM/000/2015 8/00/2015	-	-	-	-	✓	✓	-



Imam Apriyanto Putro**)	Abdul Aziz***)	Bangun Sarwito Kusmuljono***)	Suwhono ***)	Goei Siau Hong***)	Wimboh Santoso ****)	Meeting Agenda
-	√	-	-	-	-	1. Audit Committee 2. Risk Monitoring Committee 3. Employee Remuneration Policy 1. Miscellaneous
-	√	-	-	-	-	1. Report on approval of the credit facility 2. Miscellaneous
-	√	-	-	-	-	1. Employee Remuneration Policy Additional Retirement Benefits approval 2. Appointment of KAP EY 3. BOC Response to Report of the First Quarter - 2015 4. Miscellaneous
√	√	-	-	-	-	1. Determination of Tantiem on Fiscal Year 2014 Performance 2. Miscellaneous
√	√	√	√	√	-	1. Revision to RKAP 2. Approval of Guidelines for Integrated Corporate Governance Committee 3. IT Strategic Plan 2015-2020 Presentation 4. Miscellaneous
√	√	√	√	√	-	1. Development of joint venture company 2. Going Concern BMEL Report 3. Miscellaneous
√	√	√	√	√	-	1. Discussion on appointment of Acting Commissioner. 2. Discussion on the RUPS Plan 3. Miscellaneous

Date Notification/ Invitation	Mahmuddin Yasin*)	Pradjoto*)	Krisna Wijaya*)	Anton H. Gunawan *)	Askolani	Aviliani	Darmin Nasution**)
26-Aug-2015 KOM/078/2015 21-Aug-2015	-	-	-	-	✓	✓	-
9-Sep-2015 KOM/000/2015 9/00/2015	-	-	-	-	✓	✓	-
22-Sep-2015 KOM/000/2015 9/00/2015	-	-	-	-	✓	✓	-
30-Sep-2015 KOM/102/2015 29-Sep-2015	-	-	-	-	✓	✓	-
7-Oct-2015 KOM/000/2015 10/00/2015	-	-	-	-	✓	✓	-
4-Nov-2015 KOM/114/2015 2-Nov-2015	-	-	-	-	✓	✓	-
11-Nov-2015 KOM/000/2015 11/00/2015	-	-	-	-	✓	✓	-
December 16, 2015	-	-	-	-	✓	✓	-

Note:

*) Mr. Mahmuddin Yasin, Mr. Pradjoto, Mr. Krisna Wijaya and Mr. Anton H. Gunawan according to the results of RUPS, as of March 16, 2015 had not served as a member of the Board of Commissioners of Bank Mandiri.

**) Mr. Darmin Nasution, Mr. Imam Apriyanto Putro according to the results fit & proper test, per effective June 8, 2015 served as Commissioner and Deputy Commissioner of Bank Mandiri.



Imam Apriyanto Putro**)	Abdul Aziz***)	Bangun Sarwito Kusmuljono***)	Suwhono ***)	Goei Siau Hong***)	Wimboh Santoso ****)	Meeting Agenda
✓	✓	✓	✓	✓	-	1. Discussion on Code of Conduct for BOC 2. Discussion on Integrated Governance Committee Charter 3. Discussion on RBB Monitoring Report for First Half 2015 4. Miscellaneous
✓	✓	✓	✓	✓	-	1. Additional Capital for Subsidiaries 2. Update Project Acquiring Agregator 3. MUF, FIF, ASF Approval
✓	✓	✓	✓	✓	-	1. Approval of Proposed Additional Investment in in PT Mandiri Capital Indonesia
✓	✓	✓	✓	✓	-	1. Update on Partnership Program Fund Management . 2. BMRI loan to CDB 3. Miscellaneous
✓	✓	✓	✓	✓	-	1. Update on BM Work Culture.
✓	✓	✓	✓	✓	-	1. Approval of RUPS Date
✓	✓	✓	✓	✓	-	1. Proposed Consultants for CEO Succession
✓	✓	✓	✓	✓	-	1. Appointment of Chair of the Extraordinary General Meeting of Shareholders dated December 18, 2015

***) Mr. Abdul Aziz, Mr. Bangun Sarwito Kusmuljono, Mr. Suwhono, Mr. Goei Siau Hong according to the results fit & proper test, per June 19, 2015 effectively served as a member of the Board of Commissioners (Mr. Abdul Aziz switching position from Non-Independent Commissioner to Independent Commissioner)

****) Mr. Wimboh Santoso corresponding results of the RUPS, per December 18, 2015 was appointed as Commissioner of replacing Mr. Darmin Nasution and his appointment is effective after obtaining approval from the OJK on Fit and Proper Test ratings.

Percentage of BOC's presence without inviting the Board of Directors the period January 1 to March 16, 2015 for the following:

Name	Total		% Attendance
	Total Meeting	Absence	
Mahmuddin Yasin*)	4	-	100
Pradjoto*)	4	-	100
Krisna Wijaya*)	4	-	100
Anton H. Gunawan*)	4	-	100
Aviliani	4	-	100
Askolani	4	-	100
Abdul Azis	4	-	100

*) Mr. Mahmuddin Yasin, Mr. Pradjoto, Mr. Krisna Wijaya and Mr. Anton H. Gunawan according to the results of RUPS, as of March 16, 2015 had not served as a member of the Board of Commissioners of Bank Mandiri.

Percentage of BOC's presence without inviting the Board of Directors the period January 17 -December 18, 2015 for the following:

Name	Total		% Attendance
	Total Meeting	Absence	
Wimboh Santoso****)	-	-	-
Darmin Nasution**)	3	-	100
Imam Apriyanto Putro**)	12	-	100
Abdul Aziz***)	18	-	100
Aviliani	18	-	100
Askolani	18	-	100
Suwhono***)	11	-	100
Goei Siau Hong***)	11	-	100
Bangun Sarwito Kusmuljono***)	11	-	100

**) Mr. Darmin Nasution, Mr. Imam Apriyanto Putro according to the results fit & proper test, per effective June 8, 2015 served as Commissioner and Deputy Commissioner of Bank Mandiri.

***) Mr. Abdul Aziz, Mr. Bangun Sarwito Kusmuljono, Mr. Suwhono, Mr. Goei Siau Hong according to the results fit & proper test, per June 19, 2015 effectively served as a member of the Board of Commissioners (Mr. Abdul Aziz switching position from Non-Independent Commissioner to Independent Commissioner)

****) Mr. Wimboh Santoso corresponding results of the RUPS, per December 18, 2015 was appointed as Commissioner of replacing Mr. Darmin Nasution and his appointment is effective after obtaining approval from the OJK on Fit and Proper Test ratings.

In addition to be attended by the Directors and Secretary of the Board of Commissioners, Board Meeting was also attended by members of the Committee under the Board of Commissioners at the invitation of Chief Commissioner.

Date Notification/ Invitation	Mahmuddin Yasin*)	Pradjoto*)	Krisna Wijaya*)	Anton H. Gunawan *)	Askolani	Aviliani	Darmin Nasution**)
31-Mar-2015 KOM/033/2015	-	-	-	-	✓	✓	-
22-Apr-2015 KOM/037/2015	-	-	-	-	✓	✓	-
19-May-2015 KOM/000/2015	-	-	-	-	✓	✓	-
17-Jun-2015 KOM/057/2015	-	-	-	-	✓	✓	✓
29-Jul-2015 KOM/067/2015	-	-	-	-	✓	✓	✓
21-Aug-2015 KOM/000/2015	-	-	-	-	✓	✓	-
26-Aug-2015K OM/077/2015	-	-	-	-	✓	✓	-



Imam Apriyanto Putro**)	Abdul Aziz***)	Bangun Sarwito Kusmuljono***)	Suwhono ***)	Goei Siauw Hong***)	Wimboh Santoso ****)	Meeting Agenda
√	√	-	-	-	-	1. Financial Statements and Performance per February 2015 2. Job description of Directors & SEVP PT. Bank Mandiri (Persero) Tbk. 3. Progress on the Selection of 2015 Financial Statement Audit Firm 4. Miscellaneous
√	√	-	-	-	-	1. Financial Statements and Performance per March 2015 2. Miscellaneous
√	√	-	-	-	-	1 Financial Statements and Performance per April 2015
√	√	-	-	-	-	1. Financial Statements and Performance per May 2015 2. Approval of Revised Material Bank Mandiri Credit Policy 3. Presentation by Micro & Business Banking Directorate 4. Miscellaneous
√	√	√	√	√	-	1. Financial Statements and Performance per June 2015 2. Update on Development of Transaction Banking Directorate 3. Update on Development of Bank Syariah Mandiri 4. Miscellaneous
√	√	√	√	√	-	1. Discussion on the RUPSLB Plan
√	√	√	√	√	-	1. Approval of the Corporate Card Facility 2. Agreement Extension Period Intraday Facility 3. Miscellaneous

Date Notification/ Invitation	Mahmuddin Yasin*)	Pradjoto*)	Krisna Wijaya*)	Anton H. Gunawan *)	Askolani	Aviliani	Darmin Nasution**)
26-Aug- 2015CEO/252/2015	-	-	-	-	✓	✓	-
23-Sep-2015 KOM/094/2015	-	-	-	-	✓	✓	-
27-Oct-2015 KOM/112/2015	-	-	-	-	✓	✓	-
25-Nov-2015 KOM/121/2015	-	-	-	-	✓	✓	-



Imam Apriyanto Putro**)	Abdul Aziz***)	Bangun Sarwito Kusmuljono***)	Suwhono ***)	Goei Siau Hong***)	Wimboh Santoso ****)	Meeting Agenda
√	√	√	√	√	-	1. Financial Statements and Performance per July 2015 2. Update on Development of Commercial Banking Directorate
√	√	√	√	√	-	1. Financial Statements and Performance per August 2015 2. Approval of Credit Line Extension 3. Credit Facility Approval 4. Miscellaneous
√	√	√	√	√	-	1. Financial Statements and Performance per September 2015 2. Implementation of Project Account Plan for Targeted Customer 3. Approval of Credit Application 4. Miscellaneous
√	√	√	√	√	-	1. Financial Statements and Performance per October 2015 2. CBP 2016 Discussion on Revaluation of Assets and Asset Optimization Program 3. Proposed Approval of Credit Line Facility Extension 5. Agreement and extension of the term of the credit facility 6. Miscellaneous

Date Notification/ Invitation	Mahmuddin Yasin*)	Pradjoto*)	Krisna Wijaya*)	Anton H. Gunawan *)	Askolani	Aviliani	Darmin Nasution**)
16-Dec-2015 KOM/000/2015	-	-	-	-	✓	✓	-
16-Dec-2015 KOM/000/2015	-	-	-	-	✓	✓	-

Note:

- *) Mr. Mahmuddin Yasin, Mr. Pradjoto, Mr. Krisna Wijaya and Mr. Anton H. Gunawan according to the results of RUPS, as of March 16, 2015 had not served as a member of the Board of Commissioners of Bank Mandiri.
- **) Mr. Darmin Nasution, Mr. Imam Apriyanto Putro according to the results fit & proper test, per effective June 8, 2015 served as Commissioner and Deputy Commissioner of Bank Mandiri.
- ***) Mr. Abdul Aziz, Mr. Bangun Sarwito Kusmuljono, Mr. Suwhono, Mr. Goei Siau Hong according to the results fit & proper test, per June 19, 2015 effectively served as a member of the Board of Commissioners (Mr. Abdul Aziz switching position from Non-Independent Commissioner to Independent Commissioner)
- ****) Mr. Wimboh Santoso corresponding results of the RUPS, per December 18, 2015 was appointed as Commissioner of replacing Mr. Darmin Nasution and his appointment is effective after obtaining approval from the OJK on Fit and Proper Test ratings.



Imam Apriyanto Putro**)	Abdul Aziz***)	Bangun Sarwito Kusmuljono***)	Suwhono ***)	Goei Siauw Hong***)	Wimboh Santoso ****)	Meeting Agenda
√	√	√	√	√	-	1. Financial Statements and Performance per November 2015 Proposal to the Board for Credit Line Facility Extension Agreement on Provision of Funds 2. Agreement on Financing of Credit Facility
√	√	√	√	√	-	1. Ratification of Policy on Subsidiary Management 2. Update on Top 25 Debtors Condition 3. Preparation for Basel III Implementation 4. Organizational Evaluation 5. Miscellaneous

For the period January to March 16, 2015 i.e. before the implementation of the RUPS for FY 2014, there was no meeting of the Board of Commissioners are inviting members of the Board, so that the percentage of the presence of members of the Board can be seen after the implementation of the RUPS as follows:

The percentage attendance of the Board of Commissioners meetings with Director invitees in the period March 17-December 31, 2015 is as follows:

Name	Meeting	Total Absence	% Attendance
Darmin Nasution*	2	-	100
Imam Apriyanto Putro*	13	-	100
Askolani	13	-	100
Aviliani	13	-	100
Abdul Aziz**	13	-	100
Bangun Sarwito Kusmuljono**	9	-	100
Suwhono**	9	-	100
Goei Siau Hong**	9	-	100
Wimboh Santoso***	-	-	-

***) Mr. Darmin Nasution, Mr. Imam Apriyanto Putro according to the results fit & proper test, per effective June 8, 2015 served as Commissioner and Deputy Commissioner of Bank Mandiri.

****) Mr. Abdul Aziz, Mr. Bangun Sarwito Kusmuljono, Mr. Suwhono, Mr. Goei Siau Hong according to the results fit & proper test, per June 19, 2015 effectively served as a member of the Board of Commissioners (Mr. Abdul Aziz switching position from Non-Independent Commissioner to Independent Commissioner)

*****) Mr. Wimboh Santoso corresponding results of the RUPS, per December 18, 2015 was appointed as Commissioner of replacing Mr. Darmin Nasution and his appointment is effective after obtaining approval from the OJK on Fit and Proper Test ratings.