Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
BAB I **KETENTUAN UMUM** **Pasal 1** Dalam ketentuan ini yang dimaksud dengan:	**CHAPTER I** **GENERAL PROVISIONS** **Article 1** In these provisions, the following terms shall have the meaning as follows:
1. Anggaran Dasar adalah Anggaran Dasar Perseroan berikut seluruh perubahannya.	1. Articles of Association shall be the Bank's Articles of Association along with any amendments thereto.
2. Dewan Komisaris adalah organ Perseroan yang bertugas melakukan pengawasan serta memberikan nasehat kepada Direksi dengan ruang linkup tugas dan wewenang sebagaimana diatur dalam Anggaran Dasar dan ketentuan peraturan perundangan.	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. Direksi adalah organ Perseroan yang berwenang dan bertanggung jawab penuh atas pengurusan Perseroan untuk Kepentingan Perseroan, sesuai dengan maksud dan tujuan Perseroan serta mewakili Perseroan, baik di dalam maupun diluar pengadilan sesuai dengan ketentuan anggaran dasar dan ketentuan peraturan perundangan.	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. Perseroan adalah PT Bank Mandiri (Persero) Tbk.	4. Company is PT Bank Mandiri (Persero) Tbk.
BAB II **ORGANISASI, PEMBIDANGAN KEPENGURUSAN, KEWENANGAN BERTINDAK, DAN KEBIJAKAN UMUM** **Pasal 2** **Organisasi Dan Pembidangan Kepengurusan**	**CHAPTER II** **ORGANIZATION, MANAGEMENT JOB DESCRIPTION, AUTHORITY TO ACT, AND GENERAL POLICIES** **Article 2** **Organization and Management Job Description**
1. Perseroan diurus dan dipimpin oleh Direksi yang diangkat oleh Rapat Umum Pemegang Saham (RUPS) dan dengan pengawasan oleh Dewan Komisaris.	1. Company is managed and led by the Board of Directors which is assigned by General Meeting of Shareholders (GMS) and is supervised by Board of Commissioners.
2. Pembidangan kepengurusan Direksi sepanjang tidak ditetapkan oleh RUPS, ditetapkan oleh Direksi dalam Keputusan Rapat Direksi.	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.

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
3. Organisasi dan bidang kerja Perseroan dikelompokan dan diuraikan berdasarkan fungsi serta bidangnya sebagaimana tertuang dalam Keputusan Direksi tentang Struktur Organisasi Perseroan.	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.
Pasal 3 **Kewenangan Untuk Mewakili**	**Article 3** **Authorized Representative**
1. Direktur Utama berhak dan berwenang untuk dan atas nama Direksi mewakili Perseroan baik di dalam maupun di luar negeri.	1. President Director shall reserve the right and is duly authorized to and on behalf of Board of Directors to represent Company either in the home country or in foreign country.
2. Dalam rangka melaksanakan tugas, wewenang, dan tanggung jawabnya sesuai bidang kepengurusannya, masing-masing anggota Direksi berhak dan berwenang bertindak untuk dan atas nama Direksi dan mewakili Perseroan baik di dalam maupun di luar pengadilan dengan tetap memperhatikan ketentuan peraturan perundangan yang berlaku, Anggaran Dasar Perseroan serta ketentuan Perseroan lainnya.	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. Untuk keperluan pihak ketiga, diterbitkan Surat Kuasa Direksi kepada masing-masing anggota Direksi sebagai dasar bertindak untuk dan atas nama Direksi mewakili Perseroan.	3. For the purposes of the third party's interest, a Power of Attorney of Board of Directors shall be issued to each member of Board of Directors as the basis to act for and on behalf of Board of Directors representing the Company.
4. Dalam hal terdapat anggota Direksi dengan sebab apapun berhalangan hadir, hal mana tidak diperlukan pembuktian kepada pihak ketiga manapun maka anggota Direksi yang berhalangan hadir dapat digantikan oleh anggota Direksi lainnya sebagai Direktur Pengganti (*alternate*), dengan pengaturan sebagaimana diatur dalam Keputusan Direksi tentang Pembidangan Tugas dan Wewenang Anggota Direksi Serta Penetapan Direktur dan SEVP Pengganti.	4. 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.

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
5. Direksi untuk perbuatan tertentu atas tanggung jawabnya sendiri, berhak pula mengangkat seorang atau lebih sebagai wakil atau kuasanya, dengan memberikan kepadanya atau kepada mereka kekuasaan untuk perbuatan tertentu tersebut yang diatur dalam surat kuasa.	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.
Pasal 4 **Kewenangan Untuk Memutus**	**Article 4** **Authority to Decide**
1. Kewenangan Direksi untuk memutus didelegasikan secara khusus kepada Anggota Direksi sesuai pembidangan masing-masing anggota Direksi serta dapat didelegasikan kepada Komite di bawah Direksi atau pejabat di bawahnya yang diatur dalam peraturan internal atau pemberian kuasa khusus secara tertulis.	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 Board of Directors or its subordinate officers as stipulated by the internal regulations or a special authorization.
2. Kewenangan memutus sebagaimana pada ayat 1, dilakukan dengan mengindahkan ketentuan Anggaran Dasar dan ketentuan Perseroan lainnya.	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.
Pasal 5 **Kebijakan Umum**	**Article 5** **General Policy**
1. Kebijakan kepengurusan Perseroan ditetapkan dalam Rapat Direksi.	1. The policy on the management of the Company will be stipulated by the Meeting of the Board of Directors.
2. Setiap kebijakan yang diambil oleh Direksi harus sejalan dan tidak bertentangan dengan ketentuan perundang-undangan yang berlaku, Anggaran Dasar, dan Keputusan Rapat Umum Pemegang Saham.	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. Dalam menjalankan pengurusan Perseroan, Direksi membuat rencana yang disusun secara komprehensif dan sistematis yang meliputi:	3. In running the management of the Company, the Board of Directors will prepare a comprehensive and systematic plan covering:
a. **Rencana Jangka Panjang** (RJP/*Corporate Plan)* 5 (lima) tahun yang sekurang-kurangnya memuat:	a. **Long-Term Plan** (RJP/Corporate Plan*)* 5 (five) years shall at least contain:
i. Evaluasi pelaksanaan RJP sebelumnya; ii. Posisi Perseroan saat ini; iii. Asumsi-asumsi yang dipakai dalam penyusunan RJP;	i. Evaluation of implementation of the previous RJP; ii. Position of Company currently; iii. Assumption used in preparing RJP;

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
iv. Penetapan sasaran, strategi, kebijakan dan program kerja RJP beserta keterkaitan antara unsur-unsur tersebut.	iv. Stipulation of target, strategy, policy and working program of RJP as well as inter-relation between such elements.
b. **Rencana Kerja Jangka Menengah** yang dibuat setiap 3 (tiga) tahun, yang sekurang-kurangnya memuat:	b. **Middle-Term Plan** made each 3 (three) years, shall at least contain:
i. Rencana pengembangan usaha dan organisasi Perseroan;	i. Development plan of business and organization of Company;
ii. Evaluasi kinerja Perseroan sampai dengan saat itu;	ii. Evaluation of Performance of Company until that time;
iii. Proyeksi keuangan Perseroan dan Asumsi-asumsi yang digunakan.	iii. Financial projection of Company and the assumption used.
c. **Rencana Kerja dan Anggaran Perusahaan** (RKAP) yang dibuat setiap tahun, yang sekurang-kurangnya memuat:	c. **Work and Budget Plan of Company** (RKAP) made each year, shall at least contain:
i. Rencana kerja yang dirinci atas misi Perseroan, saran usaha, strategi usaha, kebijakan perusahaan dan program kerja/kegiatan;	i. Work plan which is detailed for the mission of Company, business recommendation, business strategy, company's policy and work program/activities
ii. Anggaran perusahaan yang dirinci atas setiap anggaran program kegiatan;	ii. Company's budget which is detailed for each budget of activity program;
iii. Proyeksi keuangan Perseroan dan anak perusahaannya; dan	iii. Financial projection of Company and the subsidiary; and
iv. Hal-hal lain yang memerlukan keputusan RUPS.	iv. Other matters require resolution of GMS.
BAB III **RAPAT DIREKSI** **Pasal 6** **Ketentuan Rapat**	**CHAPTER III** **MEETING OF BOARD OF DIRECTORS** **Article 6** **Terms of the Meeting**
1. Rapat Direksi adalah rapat yang dihadiri oleh Direksi yang wajib diadakan paling kurang 1 (satu) kali dalam setiap bulan atau setiap waktu bilamana dipandang perlu atas permintaan seorang atau lebih anggota Direksi, atau atas permintaan tertulis dari seorang atau lebih anggota Dewan Komisaris.	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. Direksi wajib mengadakan Rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat)	2. The Board of Directors must hold a meeting with the Board of Commissioners regularly at least 1 (one) time in 4 (four) months.

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
bulan.	
3. Direksi harus menjadwalkan rapat untuk tahun berikutnya sebelum berakhirnya setiap Tahun Buku.	3. The Board of Directors must prepare a schedule of the meetings for the subsequent year prior to the end of any fiscal year.
Pasal 7 **Peserta Rapat**	**Article 7** **Participants of Meeting**
1. Rapat Direksi dihadiri oleh Direksi dan Peserta Tamu.	1. A Meeting of the Board of Directors will be attended by the Board of Directors and invitees.
2. Peserta Tamu adalah peserta rapat selain Direksi yang diundang oleh Direksi, terdiri dari:	2. invitees will be meeting participants other than the Board of Directors who are invited by the Board of Directors, comprising:
a. Dewan Komisaris;	a. The Board of Commissioners.
b. SEVP dan Group Head terkait sesuai pokok materi masing-masing agenda;	b. Related SEVP and Group Heads in accordance with the subject matter of each agenda
c. Kepala Internal Audit dengan kehadiran sesuai kebutuhan Rapat Direksi dan tetap memperhatikan ketentuan yang berlaku terkait independensi fungsi Internal Audit;	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. Peserta Tamu lainnya yang diundang sewaktu-waktu sesuai dengan kebutuhan Rapat Direksi.	d. Other Guest Participants who are invited at any time in accordance with the need of the Meeting of the Board of Directors.
Pasal 8 **Pemanggilan Rapat**	**Article 8** **Summons of the Meeting**
1. Pemanggilan Rapat Direksi harus dilakukan oleh :	1. Summons Meeting of Board of Directors shall be made by :
a. Direktur Utama atau Wakil Direktur Utama jika Direktur Utama berhalangan hadir; atau	a. President Director or Vice President Director if President Director is unavailable; or
b. Direktur Pengganti dalam hal Direktur Utama dan Wakil Direktur Utama berhalangan hadir.	b. The Acting Director in the event President Director and Vice President Director are unavailable.
2. Pemanggilan Rapat Direksi dapat dilakukan dengan cara sebagai berikut :	2. The Meeting of the Board of Directors may be convened in the following manner :
a. Pemanggilan Rapat Direksi harus dilakukan secara tertulis dan disampaikan atau diserahkan langsung kepada setiap anggota Direksi dengan tanda terima yang	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

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
memadai, atau dengan pos tercatat atau dengan jasa kurir atau dengan telex, faksimili, surat elektronik (e-mail) atau sarana tercepat lainnya paling lambat 5 (lima) hari sebelum rapat diadakan, dengan tidak memperhitungkan tanggal panggilan dan tanggal rapat atau dalam waktu yang lebih singkat jika dalam keadaan mendesak; Dalam hal terdapat keadaan mendesak tersebut di atas, maka pemanggilan dapat dilakukan secara lisan atau sarana tercepat sebelum Rapat Direksi diadakan yang disampaikan langsung kepada setiap anggota Direksi.	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. Pemanggilan seperti tersebut di atas pada huruf a tidak diperlukan untuk rapat yang telah dijadwalkan berdasarkan keputusan Rapat Direksi yang diadakan sebelumnya atau apabila semua anggota Direksi hadir dalam rapat.	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. Jika semua anggota Direksi hadir atau diwakili, pemanggilan Rapat Direksi tidak diperlukan dan Rapat Direksi tersebut dapat diadakan di manapun dan berhak mengambil keputusan yang sah dan mengikat.	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. Pemanggilan untuk Rapat Direksi wajib mencantumkan acara, tanggal, waktu dan tempat rapat.	3. Summons for Meeting of Board of Directors should specify the agenda, date, time and venue of the meeting.
Pasal 9 **Pimpinan Rapat**	**Article 9** **Meeting Chairperson**
1. Rapat Direksi dipimpin oleh Direktur Utama	1. A Meeting of the Board of Directors will be chaired by the President Director
2. Dalam hal dengan sebab apapun Direktur Utama berhalangan hadir, maka dengan mengacu pada ketentuan Anggaran Dasar, pengaturan tentang pimpinan rapat diatur sebagai berikut:	2. In the event due to any reason President Director is not available, pursuant to the provisions under Articles of Association, the arrangement on the chairman of the meeting shall be as follows:
a. Rapat dipimpin oleh Direktur Pengganti Direktur Utama, yaitu Wakil Direktur	a. The meeting shall be chaired by the Acting President Director, i.e. the Vice President

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors (“BoD”) PT Bank Mandiri (Persero) Tbk.
Utama.	Director.
b. Dalam hal Wakil Direktur Utama yang ditunjuk berdasarkan Keputusan Direksi ini dengan sebab apapun berhalangan hadir, maka Rapat Direksi dipimpin oleh Direktur Pengganti kedua Direktur Utama.; atau	b. In the event Vice President Director appointed based on the Resolution of Board of Directors due to any reason is unavailable, the Meeting of Board of Directors shall be chaired by the Second Acting President Director.; or
c. Dalam hal Direktur Utama dan Direktur Pengganti Direktur Utama dengan sebab papapun berhalangan hadir, maka anggota Direksi yang hadir dalam Rapat Direksi dapat mengangkat anggota Direksi yang hadir sebagai pemimpin Rapat Direksi.	**c.** In the event President Director and the Acting President Director due to any reason are unavailable, 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.
Pasal 10 **Kuorum**	**Article 10** **Quorum**
1. Rapat Direksi adalah sah dan berhak mengambil keputusan-keputusan yang mengikat jika lebih dari 2/3 (dua per tiga) bagian dari jumlah anggota Direksi hadir atau diwakili dalam rapat.	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. Seorang anggota Direksi dapat diwakili dalam Rapat Direksi hanya oleh anggota Direksi lain berdasarkan surat kuasa. Seorang anggota Direksi hanya dapat mewakili seorang anggota Direksi lainnya.	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. Anggota Direksi yang berhalangan dan telah menguasakan kehadirannya untuk menghadiri suatu Rapat Direksi dapat mengajukan pendapatnya secara tertulis dan ditandatangani, kemudian disampaikan kepada Direktur Utama atau Wakil Direktur Utama atau kepada anggota Direksi lainnya yang akan memimpin Rapat Direksi tersebut, mengenai apakah anggota Direksi tersebut setuju atau tidak setuju terhadap hal yang akan dibicarakan dan pendapat ini akan dianggap sebagai suara yang dikeluarkan dengan sah dalam Rapat Direksi.	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.

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
4. Dalam hal-hal yang mendesak antara lain terkait dengan likuiditas dan penetapan suku bunga, maka Rapat Direksi dapat dilakukan/diselenggarakan sesuai jumlah Direksi yang hadir atau diwakili dalam rapat dengan memperhatikan ketentuan Pasal 11 ayat 8.	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.
Pasal 11 **Keputusan Rapat**	**Article 11** **Resolution of the Meeting**
1. Keputusan Rapat Direksi harus diambil berdasarkan musyawarah untuk mufakat dari anggota Direksi atau anggota Direksi yang mewakilinya.	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. Dalam hal musyawarah dan mufakat tidak tercapai, maka keputusan harus diambil dengan pemungutan suara (*voting*) berdasarkan suara setuju lebih dari 2/3 (dua per tiga) bagian dari jumlah suara yang sah yang dikeluarkan dalam rapat.	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. Dalam hal terdapat lebih dari satu usulan, maka dilakukan pemilihan ulang sehingga salah satu usulan memperoleh suara lebih dari 2/3 (dua per tiga) bagian dari jumlah suara yang dikeluarkan.	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. Setiap anggota Direksi berhak mengeluarkan 1 (satu) suara dan tambahan 1 (satu) suara untuk setiap anggota Direksi lain yang diwakilinya dengan sah dalam rapat.	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. Suara blanko (*abstain*) dianggap menyetujui usul yang diajukan dalam rapat.	5. Blank vote (abstain) shall be deemed to approve the proposal applied in a meeting.
6. Suara yang tidak sah dianggap tidak ada dan tidak dihitung dalam menentukan jumlah suara yang dikeluarkan dalam rapat.	6. Illegal vote shall be deemed none and is not counted in determining the total vote cast in a meeting.
7. Pemungutan suara mengenai diri orang dilakukan dengan surat suara tertutup tanpa tanda tangan, sedangkan pemungutan suara mengenai hal lain dilakukan secara lisan, kecuali Ketua Rapat menentukan lain tanpa ada keberatan berdasarkan suara terbanyak	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.

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
dari yang hadir.	
8. Dalam hal kebutuhan yang mendesak dengan tingkat urgensi tinggi yang memerlukan persetujuan seluruh anggota Direksi sebagaimana diatur dalam Pasal 10 ayat 4 (di luar anggota Direksi yang menjalankan cuti), maka pengambilan keputusan Direksi dapat dilakukan secara *tele-conference* dengan ketentuan anggota Direksi yang memberikan persetujuan secara *tele-conference,* wajib membubuhkan persetujuannya dalam Risalah Rapat Direksi.	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. Apabila jumlah suara yang setuju dan tidak setuju sama banyaknya, maka keputusan akhir diserahkan kepada Pimpinan Rapat.	9. In the event of a tie vote, the final resolutions will be submitted to the Meeting Chairperson.
10. Direksi dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat Direksi dengan ketentuan semua anggota Direksi telah diberitahu secara tertulis dan semua anggota Direksi memberikan persetujuan atas semua usul yang diajukan secara tertulis serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Direksi.	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. Dalam hal terjadi perbedaan pendapat (*dissenting opinion*), maka pendapat yang berbeda tersebut wajib dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.	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.
Pasal 12 **Bahan Rapat**	**Article 12** **Meeting Materials**
1. Bahan rapat untuk rapat-rapat yang dijadwalkan sebagaimana dimaksud dalam pasal 6 ayat 3 disampaikan kepada peserta rapat paling lambat 5 (lima) hari kerja sebelum rapat diselenggarakan secara tertulis kepada setiap anggota Direksi dengan tanda terima yang memadai atau dengan pos tercatat atau dengan jasa kurir, faksimili,	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

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors (“BoD”) PT Bank Mandiri (Persero) Tbk.
surat elektronik atau sarana lainnya.	mail or other means.
2. Bahan rapat untuk rapat yang diselenggarakan di luar jadwal, penyampaian bahan rapatnya paling lambat pada saat rapat diselenggarakan.	2. Meeting Materials for meetings held outside the schedule will be provided by no later than at the time of holding the meeting.
Pasal 13 **Ketentuan Penyelenggaraan Rapat**	**Article 13** **Conditions of the Meeting**
Dalam penyelenggaraan Rapat, Direksi dibantu oleh Group Head Corporate Secretary, yang bertanggung jawab antara lain sebagai berikut:	In organizing the Meeting, Board of Directors shall be assisted by the Group Head Corporate Secretary, that among others have the following responsibilities:
1. Memastikan bahwa kehadiran telah mencapai kuorum, atau kehadiran Direksi lebih dari 2/3 (dua per tiga) bagian dari jumlah anggota Direksi hadir atau diwakili dalam rapat. Dalam hal tidak mencapai kuorum atau kehadiran Direksi atau yang mewakili kurang dari 2/3 (dua per tiga) bagian dari jumlah anggota Direksi, Rapat Direksi tidak dilaksanakan.	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. Menginventarisir materi/topik yang akan diagendakan dalam Rapat dan mendistribusikan bahan rapat kepada peserta rapat dengan ketentuan megacu pada pasal 14.	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. Membuat dan menyampaikan panggilan rapat kepada seluruh peserta secara tertulis, namun dalam keadaan mendesak dimungkinkan mengundang rapat secara lisan.	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. Menyiapkan sarana dan prasarana yang dibutuhkan dalam rapat.	4. Preparing the facilities and infrastructure required in the meeting.
5. Mengadministrasikan, mencatat, dan menjilid risalah rapat.	5. Administering, recording and binding the minutes of meeting.
6. Menyampaikan risalah rapat kepada semua anggota Direksi dan peserta rapat lainnya.	6. Providing the minutes of meeting to all members of Board of Directors and other meeting participants.
7. Membuat catatan dan memonitor tindak lanjut risalah Rapat Direksi serta	7. Preparing the records and monitoring the follow-up to the minutes of Meeting of the

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
menyampaikan laporan tindak lanjut tersebut kepada Direksi.	Board of Directors as well as submitting the follow-up report to the Board of Directors.
8. Melaporkan jumlah Rapat Direksi serta jumlah kehadiran masing-masing anggota Direksi dalam Laporan Tahunan perusahaan.	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. Meyakini bahwa setiap Pimpinan Unit Kerja yang menerima salinan/kutipan Risalah Rapat Direksi melakukan pengamanan dan penyimpanan sebagaimana mestinya.	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.
Pasal 14 **Mata Acara Rapat**	**Article 14** **Agenda of the Meeting**
1. Pimpinan Rapat Direksi dapat melakukan perubahan mata acara Rapat Direksi dengan terlebih dahulu memberitahukan perubahan mata acara Rapat Direksi pada saat acara Rapat Direksi dimulai.	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. Apabila terdapat agenda yang mendesak dan tidak tercantum atau tidak dijadwalkan, dapat diagendakan oleh Direktur Bidang terkait dengan terlebih dahulu memberitahukan penambahan mata acara kepada Pimpinan Rapat Direksi pada saat acara Rapat Direksi dimulai.	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.
Pasal 15 **Risalah Rapat**	**Article 15** **Minutes of Meeting**
1. Dari segala sesuatu yang dibicarakan dan diputuskan dalam Rapat Direksi wajib dibuat Risalah Rapat yang ditandatangani oleh anggota Direksi yang hadir, dan disampaikan kepada seluruh anggota Direksi.	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. Dari segala sesuatu yang dibicarakan dan diputuskan dalam Rapat Direksi bersama Dewan Komisaris, wajib dibuat Risalah Rapat yang ditandatangani oleh anggota Direksi dan anggota Dewan Komisaris yang hadir, dan disampaikan kepada seluruh anggota Direksi dan seluruh anggota Dewan Komisaris. Dewan Komisaris menandatangani Risalah	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

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
Rapat Direksi sebagai turut mengetahui atas hal-hal yang dibicarakan yang dibubuhkan pada kolom/lembar penandatanganan tersendiri.	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. Dalam hal terdapat anggota Direksi dan/atau anggota Dewan Komisaris yang tidak menandatangani hasil rapat pada ayat 1 atau ayat 2 diatas, maka yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang menjadi satu kesatuan (dilekatkan) pada risalah rapat.	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. Group Head Corporate Secretary bertugas sebagai Notulis risalah rapat dalam Rapat Direksi.	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. Dalam hal Group Head Corporate Secretary berhalangan karena sesuatu hal, maka Group Head Legal bertindak sebagai Notulis pengganti, dengan tetap memberikan kewenangan bagi Direksi untuk menunjuk pihak lain sebagai Notulis.	5. In the event that the Group Head Corporate Secretary is unavailable for any reason, the Group Head of Legal Division will act as the substitute Transcriber, while the Board of Directors is still authorized to appoint another person as the meeting secretary.
6. Sebelum rapat dimulai, Pimpinan Rapat dapat memberikan kesempatan kepada Notulis untuk membacakan risalah rapat sebelumnya.	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. Notulis mencatat dan mengadministrasikan pemberian kuasa.	7. The meeting secretary will record and administer the conferment of authorization.
8. Notulis wajib menjaga kerahasiaan kebijakan/keputusan rapat sampai dengan kebijakan/keputusan itu diumumkan.	8. The meeting secretary will be obligated to keep the meeting policies/resolutions confidential until such policies/resolutions have been announced.
9. Risalah rapat wajib didokumentasikan oleh Perseroan.	9. Minutes of Meeting shall be documented by Company.
BAB IV **ETIKA DAN WAKTU KERJA** **Pasal 16** **Etika Kerja dan Jabatan**	**CHAPTER IV** **ETHICS AND WORKING HOURS** **Article 16** **Work Ethics and Position**
1. Direksi menjalankan perusahaan dengan menerapkan prinsip-prinsip tata kelola perusahaan yang baik (*good corporate*	1. Board of Directors shall operate the company by applying principles of good corporate governance with due regard to the prudential

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
governance) dengan memperhatikan prinsip kehati-hatian (*prudential banking),* kode etik profesi dan *code of conduct,* konvensi perbankan nasional dan internasional, serta kepatuhan (*compliance*) pada Peraturan Bank Indonesia/Otoritas Jasa Keuangan dan ketentuan perundang-undangan lainnya.	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. Direksi berkewajiban untuk melaksanakan tindakan pengurusan perusahaan dengan itikad baik dan mengutamakan kepentingan Perseroan di atas kepentingan pribadi.	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. Dalam hal terjadi benturan kepentingan pribadi anggota Direksi dengan kepentingan Perseroan, anggota Direksi yang mempunyai benturan kepentingan tersebut tidak diperkenankan turut serta dalam pengambilan keputusan.	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. Setiap anggota Direksi dilarang memiliki rangkap jabatan di luar yang diperkenankan oleh peraturan perundangan.	4. Any member of Board of Directors shall be prohibited from having multiple external positions, unless otherwise permitted by law.
5. Setiap anggota Direksi tidak memberikan atau menawarkan atau menerima baik langsung ataupun tidak langsung sesuatu yang berharga kepada dan/atau dari pejabat pemerintah dan/atau pihak-pihak lain yang mempengaruhi atau sebagai imbalan atas apa yang telah dilakukannya dan tindakan lainnya sesuai peraturan perundang-undangan yang berlaku.	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. Setiap anggota Direksi berkewajiban untuk melaporkan dan memastikan seluruh kewajiban penyampaian Laporan Harta Kekayaan Penyelenggara Negara kepada lembaga pemerintah yang berwenang dipatuhi oleh semua wajib lapor yang ditetapkan dalam lingkungan Perseroan.	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. Direksi wajib melakukan sosialisasi dan mengimplementasikan program pengendalian gratifikasi sesuai dengan peraturan perundang-undangan yang berlaku.	7. Board of Directors shall conduct socialization and applying gratification control program in compliance with the applicable laws and regulations.
8. Direksi wajib melakukan penandatanganan Pakta Integritas pada saat ditetapkan dan	8. Board of Directors shall be in obligation to sign the Integrity Pact upon determination and to be

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
dilakukan penandatanganan ulang setiap 1 (satu) tahun sekali.	re-signed once in a year.
Pasal 17 **Waktu Kerja**	**Article 17** **Working Hours**
1. Hari kerja Perseroan adalah hari Senin sampai dengan Jumat atau 5 (lima) hari kerja dalam seminggu.	1. Business Days of the Company are Monday to Friday or 5 (five) business days in a week.
2. Jam kerja Perseroan adalah jam kerja yang berlaku sesuai ketentuan Perseroan.	2. Working hours of the Company is the working hours applicable in compliance with the Company rules.
3. Waktu kerja diluar angka 1 dan 2 tersebut diatas diperhitungkan sebagai waktu kerja lembur, sedangkan waktu kerja lembur pada hari libur tetap diperhitungkan sebagai waktu kerja lembur pada hari kerja biasa. Keputusan yang diambil pada waktu kerja diluar butir 1 dan 2, mempunyai kekuatan yang sah dan mengikat.	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. Pemberitahuan ketidakhadiran anggota Direksi karena sakit, ijin, cuti atau menjalankan perjalanan dinas dalam maupun luar negeri wajib disampaikan kepada Direksi dengan menginformasikan Direktur Pengganti sesuai ketentuan yang diatur dalam Surat Keputusan Direksi tentang Pembagian Tugas dan Wewenang Anggota Direksi Serta Penetapan Daftar Direktur Pengganti.	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.
BAB V **KOMITE** **Pasal 18**	**CHAPTER V** **COMMITTEE** **Article 18**
1. Komite adalah lembaga yang dibentuk oleh Direksi untuk membantu kelancaran tugas-tugas Direksi.	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. Organisasi, keanggotaan, tugas, wewenang, tanggung jawab dan mekanisme kerja komite diatur dalam Keputusan Direksi tersendiri.	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.

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
3. Keputusan yang diambil dalam Rapat Komite adalah sah dan mengikat perseroan, sebagaimana halnya keputusan yang diambil dalam Rapat Direksi dengan ketentuan bahwa Rapat Direksi berhak untuk mengkaji ulang, mengubah keputusan baik sebagian maupun seluruhnya atau membatalkan keputusan Rapat Komite.	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. Direksi tidak diperkenankan menjadi anggota Komite yang dibentuk oleh Dewan Komisaris.	4. The Board of Directors will not be allowed to become a member of the Committee formed by the Board of Commissioners.
BAB VI **KORESPONDENSI** **Pasal 19**	**CHAPTER VI** **CORRESPONDENCE** **Article 19**
Korespondensi dengan pihak ketiga (selain dalam rangka pelaporan yang diatur secara khusus dalam ketentuan internal tersendiri) berpedoman pada asas kesetaraan yaitu memperhatikan kesetaraan pihak yang menerima surat dan/atau mengirimkan surat.	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.
BAB VII **KEPEMILIKAN SAHAM DIREKSI** **Pasal 20**	**CHAPTER VII** **OWNERSHIP OF SHARE OF BOARD OF DIRECTORS** **Article 20**
1. Setiap anggota Direksi wajib melaporkan kepada Otoritas Jasa Keuangan atas Kepemilikan dan setiap perubahan kepemilikannya atas saham Perseroan baik langsung maupun ataupun tidak langsung.	1. Each Member of Board of Directors shall report to the Financial Services Authority on the Ownership and any change of ownership of the Company's shares by them either directly or indirectly.
2. Anggota Direksi yang mempunyai kepemilikan saham Perseroan menginformasikan atas setiap perubahan kepemilikannya kepada unit kerja Corporate Secretary paling lambat 3 (tiga) hari kerja setelah terjadinya kepemilikan atau setiap perubahan kepemilikan atas saham Perseroan.	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. Laporan sebagaimana dimaksud pada ayat 1 wajib disampaikan kepada OJK dan melalui situs Bursa Efek Indonesia paling lambat 10 (sepuluh) hari sejak terjadinya kepemilikan atau perubahan kepemilikan atas saham	3. Reporting as referred to in paragraph 1 shall be delivered to OJK (Indonesia Financial Service Authority) and through the site of Stock Exchange of Indonesia within no later than 10 (ten) days after the occurrence of

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
Perseroan melalui unit kerja Corporate Secretary.	ownership or each change of ownership on shares of Company through Corporate Secretary unit.
BAB VIII **EVALUASI KINERJA DIREKSI** **Pasal 21**	**CHAPTER VIII** **BOARD OF DIRECTORS' PERFORMANCE EVALUATION** **Article 21**
1. Seluruh anggota Direksi Perseroan memiliki target kinerja sesuai dengan tugas, wewenang dan tanggung jawab masing-masing anggota Direksi yang disusun berdasarkan pembidangan tugas. 2. Laporan pertanggungjawaban kinerja Direksi mengenai tugas-tugasnya akan dilaporkan kepada Dewan Komisaris dan dituangkan dalam Laporan Tahunan. 3. Laporan berkala yang memuat pelaksanaan Rencana Kerja dan Anggaran Perusahaan wajib disampaikan oleh Direksi kepada Dewan Komisaris secara triwulanan dan tahunan.	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.
BAB IX **LAIN-LAIN** **Pasal 23**	**CHAPTER IX** **MISCELLANEOUS** **Article 23**
Kebijakan Direksi mengenai tunjangan, fasilitas dan lain-lain yang belum diatur dalam Keputusan Direksi ini diatur dalam Keputusan Direksi tersendiri.	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.
BAB X **PERUBAHAN** **Pasal 24**	**CHAPTER X** **AMENDMENT** **Article 24**
Dalam hal terjadi perubahan dalam Anggaran Dasar, Keputusan Rapat Umum Pemegang Saham, Keputusan Direksi, atau ketentuan perundang-undangan lainnya yang menyebabkan Keputusan ini tidak sesuai lagi, Group Head Corporate Secretary berkewajiban untuk memutakhirkan Tata Tertib Direksi ini.	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 to become no longer appropriate, the Group Head Corporate Secretary will be obligated to update these Rules of Procedure of the Board of Directors.

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
BAB XI **PENUTUP** **Pasal 25** Group Head Corporate Secretary berkewajiban untuk menjaga kelancaran pelaksanaan Tata Tertib Direksi sesuai dengan Keputusan ini.	**CHAPTER XI** **CLOSING** **Article 25** 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 Resolution.