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**	**CHAPTER I** **GENERAL PROVISIONS** **Article 1**
Dalam ketentuan ini yang dimaksud dengan:	In these provisions, the following terms will have the meanings as follows:
1. Bank adalah PT Bank Mandiri (Persero) Tbk.	1. Bank will be PT Bank Mandiri (Persero) Tbk.
2. Anggaran Dasar adalah Anggaran Dasar Bank berikut seluruh perubahannya.	2. Articles of Association will be the Bank's Articles of Association along with any amendments thereto.
3. Direksi adalah Direksi Bank sebagaimana dimaksud dalam Anggaran Dasar.	3. Board of Directors will be the Bank's Board of Directors as referred to in the Articles of Association.
4. Dewan Komisaris adalah Dewan Komisaris Bank sebagaimana dimaksud dalam Anggaran Dasar.	4. Board of Commissioners will be the Bank's Board of Commissioners as referred to in the Articles of Association.
BAB II **KEWENANGAN BERTINDAK** **Pasal 2** **Kewenangan Untuk Mewakili**	**CHAPTER II** **CAPACITY TO ACT** **Article 2** **Capacity to Represent**
1. Direksi berhak mewakili Bank di dalam dan di luar pengadilan serta melakukan segala tindakan dan perbuatan, baik mengenai pengurusan maupun mengenai pemilikan, serta mengikat Bank dengan pihak lain dan/atau pihak lain dengan Bank.	1. The Board of Directors will be entitled to represent the Bank before and outside the court and to take any actions and perform, whether concerning the management or concerning ownership, as well as to bind the Bank with other parties and/or other parties with the Bank.
2. Direktur Utama berhak dan berwenang untuk dan atas nama Direksi mewakili Perseroan. Jika Direktur Utama tidak hadir atau berhalangan karena sebab apapun, maka Wakil Direktur Utama berhak dan berwenang untuk dan atas nama Direksi mewakili Bank. Dalam hal Wakil Direktur Utama tidak hadir atau berhalangan karena sebab apapun juga, maka 1 (satu) orang anggota Direksi lainnya yang ditetapkan berdasarkan keputusan Rapat Direksi berwenang untuk dan atas	2. The President Director will be entitled and authorized to represent the Company for and on behalf of the Board of Directors. If the President Director is not available or is unavailable for any reason, the Vice President Director will be entitled and authorized to represent the Bank for and on behalf of the Board of Directors. In the event that the Vice President Director is not available or is unavailable for any reason 1 (one) other member of the Board of Directors will be

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
nama Direksi mewakili Bank. Jika tidak ada keputusan Rapat Direksi tentang penetapan dimaksud, maka 2 (dua) orang anggota Direksi lainnya berhak dan berwenang untuk dan atas nama Direksi mewakili Bank.	appointed and authorized by virtue of a resolution of the Board of Directors Meeting to represent the Bank for and on behalf of the Board of Directors. In the absence of the resolution of the Board of Directors on such appointment, 2 (two) other members of the Board of Directors will be entitled and authorized to represent the Bank for and on behalf of the Board of Directors.
3. Untuk kelancaran pelaksanaan tugas sehari-hari, Direksi memberi kuasa untuk melakukan segala tindakan dan perbuatan kepada setiap Direktur secara sendiri-sendiri sesuai bidang tugasnya masing-masing, untuk dan atas nama Direksi bertindak mewakili Bank yang diatur dalam dokumen tersendiri.	3. For facilitating the performance of its daily duties, the Board of Directors confers authorities to each Director to independently represent the Bank according to their respective duties for and on behalf of the Board of Directors as stipulated in a separate document.
4. Direksi untuk perbuatan tertentu, berhak mengangkat seorang atau lebih sebagai wakil atau kuasanya, dengan memberikan kepadanya atau kepada mereka kekuasaan untuk perbuatan tertentu tersebut yang diatur dalam surat kuasa.	4. For certain actions the Board of Directors will be entitled to appoint one person or more as its representatives or proxies by conferment him or them authorities to take such certain actions as provided for in the power of attorney.
Pasal 3 **Kewenangan Untuk Memutus**	**Article 3** **Capacity to Make Decisions**
1. Kewenangan Direksi untuk memutus dapat dikuasakan secara khusus kepada Anggota Direksi lainnya, sebagaimana diatur dalam Anggaran Dasar Bank.	1. Authority of the Board of Directors to make decisions may be specifically delegated to other Members of the Board of Directors, as stipulated in the Bank's Articles of Association.
2. Kewenangan memutus sebagaimana dimaksud pada ayat 1, dapat dikuasakan secara khusus kepada anggota Direksi dengan mengindahkan ketentuan Anggaran Dasar, Job Description dan ketentuan Direksi Pengganti/Alternate Direksi Bank.	2. Authority to make decisions as referred to in paragraph 1 may be specifically delegated to the members of the Board of Directors in compliance with the provisions of the Articles of Association, Job Description and the provisions of the Bank's Alternate Board of Directors.

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
BAB III **ORGANISASI DAN PEMBIDANGAN TUGAS** **Pasal 4**	**CHAPTER III** **ORGANIZATION AND AREA DIVISION** **Article 4**
1. Bank diurus dan dipimpin oleh Direksi yang diangkat oleh Rapat Umum Pemegang Saham (RUPS) dan di bawah pengawasan Dewan Komisaris.	1. The Bank will be managed and directed by the Board of Directors appointed by the General Meeting of Shareholders (GMS) and will be under the supervision of the Board of Commissioners.
2. Organisasi dan bidang kerja Perseroan dikelompokan dan diuraikan berdasarkan fungsi dan bidangnya sebagaimana tercakup dalam Surat Keputusan Direksi tentang Struktur Organisasi Perseroan dengan pembidangan sebagaimana tercantum dalam Surat Keputusan Direksi tentang Pembidangan Direksi serta rincian fungsi, uraian kerja, serta wewenang dan tanggung Jawab setiap anggota Direksi dituangkan dalam *Job Description* tersendiri.	2. The organization and area division of the Company will be classified and described based on the functions and areas as included in the Letter of Resolution of the Board of Directors concerning the Organizational Structure of the Company with the area division as set out in the Letter of Resolution of the Board of Directors concerning Area Division of the Board of Directors and the functions, job description, as well as authority and responsibility of each member of the Board of Directors will be set out in a separate Job Description.
3. Jika terdapat anggota Direksi yang berhalangan hadir, maka anggota Direksi yang bersangkutan dapat menunjuk anggota Direksi lainnya sebagai Direktur Pengganti untuk mengemban tugas, tanggung jawab dan kewenangan yang sama dengan Direksi yang digantikannya, sesuai ketentuan Direksi Pengganti/Alternate Direksi yang diatur dalam Surat Keputusan Direksi tersendiri.	3. If there is any member of the Board of Directors who is unavailable, the concerned member of the Board of Directors may appoint another member of the Board of Directors as the Substitute Director to assume the duties, responsibilities and authority similar to the represented member of the Board of Directors in accordance with the provisions of the Alternate Board of Directors as provided for in a separate Letter of Resolution of the Board of Directors.
BAB IV **KEBIJAKAN UMUM** **Pasal 5**	**CHAPTER IV** **GENERAL POLICY** **Article 5**
1. Kebijakan kepengurusan Bank ditetapkan dalam Rapat Direksi.	1. The policy on the management of the Bank will be stipulated by the Meeting of the Board of Directors.

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
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 Bank, Direksi membuat rencana yang disusun secara komprehensif dan sistematis yang meliputi: a. Rencana Jangka Panjang *(RJP/Corporate Plan)* 5 (lima) tahun yang sekurang-kurangnya memuat: i. Evaluasi pelaksanaan RJP sebelumnya; ii. Posisi Bank saat ini; iii. Asumsi-asumsi yang dipakai dalam penyusunan RJP; iv. Penetapan sasaran, strategi, kebijakan dan program kerja RJP beserta keterkaitan antara unsur-unsur tersebut. b. Rencana Kerja Jangka Menengah yang dibuat setiap 3 (tiga) tahun, yang sekurangkurangnya memuat: i. Rencana pengembangan usaha dan organisasi Bank; ii. Evaluasi kinerja Bank sampai dengan saat itu; iii. Proyeksi keuangan Bank dan asumsi-asumsi yang digunakan. c. Rencana Kerja dan Anggaran Perusahaan (RKAP) yang dibuat setiap tahun, yang sekurang-kurangnya memuat: i. Rencana kerja yang dirinci atas misi Bank, sasaran usaha, strategi usaha, kebijakan perusahaan dan program kerja/kegiatan; ii. Anggaran perusahaan yang dirinci atas setiap anggaran program kegiatan; iii. Proyeksi keuangan Bank dan anak perusahaannya; dan	3. In running the management of the Bank, the Board of Directors will prepare a comprehensive and systematic plan covering: a. The 5 (five)-year Long-Term Plan (LTP/Corporate Plan) which includes at least the following: i. evaluation of the implementation of the previous LTP; ii. Current position of the Bank; iii. Assumptions used in preparing the LTP; and iv. Stipulation of targets, strategies, policies and work programs of LTP along with the interconnection of such elements. b. Medium-Term Business Plan prepared in every 3 (three) years which contains at least the following: i. Business development and organization plan of the Bank; ii. Evaluation of the Bank's Performance up the that time; iii. Bank's financial projection and assumptions used. c. Corporate Business Plan and Budget (CBPB) prepared every year, which contains at least the following: i. Detailed Business Plan of the Bank's mission, business targets, company policies and work/activities programs; ii. Detailed company budget for any activity program budget; iii. Financial projections of the Bank and its subsidiaries; and

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
iv. Hal-hal lain yang memerlukan keputusan RUPS.	iv. Other matters requiring the resolution of a GMS.
BAB V **ETIKA DAN WAKTU KERJA** **Pasal 6** **Etika Kerja**	**CHAPTER V** **WORK ETHICS AND WORKING TIME** **Article 6** **Work Ethics**
1. Direksi menjalankan perusahaan dengan menerapkan prinsip-prinsip tata kelola perusahaan yang baik *(good corporate 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 dan ketentuan perundang-undangan lainnya.	1. The Board of Directors will run the company by applying the good corporate governance principles with due observance of the principles of prudential banking, professional code of ethics and code of conduct, national and international banking conventions, as well as compliance with Bank Indonesia Regulations and other provisions of laws and regulations.
2. Direksi berkewajiban untuk melaksanakan tindakan pengurusan perusahaan dengan itikad baik dan mengutamakan kepentingan Bank di atas kepentingan pribadi.	2. The Board of Directors must take perform the company management in good faith and by prioritizing the Bank's interests over personal interests.
3. Dalam hal terjadi benturan kepentingan pribadi anggota Direksi dengan kepentingan Bank, 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 Bank'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.
Pasal 7 **Waktu Kerja**	**Article 7** **Working Time**
1. Hari kerja Bank adalah hari Senin sampai dengan Jumat atau 5 (lima) hari kerja dalam seminggu.	1. Banking Days will be Monday to Friday or 5 (five) business days in a week.
2. Jam kerja Bank adalah jam kerja yang berlaku sesuai ketentuan Bank.	2. Banking Hours will be the applicable working hours in accordance with the provisions of the Bank.
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	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

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
kerja lembur pada hari kerja biasa. Keputusan yang diambil pada waktu kerja diluar butir 1 dan 2, mempunyai kekuatan yang sah dan mengikat.	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 VI **RAPAT DIREKSI** **Pasal 8**	**CHAPTER VI** **MEETINGS OF THE BOARD OF DIRECTORS** **Article 8**
1. Rapat Direksi adalah rapat yang dihadiri oleh Direksi yang dapat 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 Dewan Komisaris.	1. Meeting of the Board of Directors will be a meeting attended by the Board of Directors which can be held at least once a month or at any time if deemed necessary upon the request of one or more members of the Board of Directors, or upon the written request from the Board of Commissioners.
2. Rapat Direksi wajib mengadakan Rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat bulan)	2. The Board of Directors must hold a meeting with the Board of Commissioners regularly at least 1 (one) time in 4 (four) months.
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 9 **Peserta Rapat Direksi**	**Article 9** **Participants of Meeting of the Board of Directors**
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.

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
2. Peserta Tamu adalah peserta rapat selain Direksi yang diundang oleh Direksi, terdiri dari: a. Dewan Komisaris b. SEVP dan Group Head terkait sesuai pokok materi masing-masing agenda c. Kepala Internal Audit kehadiran sesuai kebutuhan Rapat Direksi dengan tetap memperhatikan ketentuan yang berlaku terkait independensi fungsi Internal Audit. d. Peserta Tamu lainnya yang diundang sewaktu waktu sesuai dengan kebutuhan Rapat Direksi.	2. invitees will be meeting participants other than the Board of Directors who are invited by the Board of Directors, comprising: a. The Board of Commissioners. b. Related SEVP and Group Heads in accordance with the subject matter of each agenda 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. Other Guest Participants who are invited at any time in accordance with the need of the Meeting of the Board of Directors.
Pasal 10 **Pemanggilan Rapat Direksi**	**Article 10** **Convening of Meeting of the Board of Directors**
1. Rapat Direksi diadakan sekurang- kurangnya sebulan sekali.	1. A Meeting of the Board of Directors will be held at least once in a month.
2. Pemanggilan Rapat Direksi harus dilakukan oleh anggota Direksi yang berhak mewakili Direksi menurut ketentuan Pasal 2 ayat 2 Surat Keputusan Direksi ini.	2. A Meeting of the Board of Directors will be convened by the members of the Board of Directors entitled to represent the Board of Directors pursuant to the provisions of Article 2 paragraph 2 of the Letter of Resolution of the Board of Directors.
3. Pemanggilan Rapat Direksi dapat dilakukan dengan cara sebagai berikut : a. Pemanggilan Rapat Direksi harus dilakukan secara tertulis kepada setiap anggota Direksi dengan tanda terima yang memadai atau dengan pos paling lambat 5 hari sebelum rapat diadakan. b. Apabila terdapat kebutuhan penyelenggaraan Rapat Direksi yang mendesak, pemanggilan Rapat Direksi dapat dilakukan secara lisan atau sarana	3. The Meeting of the Board of Directors may be convened in the following manner: a. The Meeting of the Board of Directors will be convened in writing to each member of the Board of Directors against an adequate receipt or by the prepaid registered mail no later than 5 days prior to the performance of the meeting. b. In the event that it is necessary to hold an urgent Meeting of the Board of Directors, the convening of the Meeting of the

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
tercepat sebelum Rapat Direksi diadakan yang disampaikan langsung kepada setiap anggota Direksi.	Board of Directors may be performed verbally or by the fastest telecommunication means prior to the performance of the meeting of the Board of Directors which is personally delivered to the members of the Board of Directors.
4. Pemanggilan untuk Rapat Direksi wajib mencantumkan agenda, tanggal, waktu dan tempat rapat.	4. The convening of the Meeting of the Board of Directors must specify the agenda, time and venue of meeting.
5. Jika semua anggota Direksi hadir atau diwakili, panggilan Rapat Direksi tidak diperlukan dan Rapat Direksi tersebut dapat diadakan di mana pun dan berhak mengambil keputusan yang sah dan mengikat.	5. If all members of the Board of Directors are present or represented, the convening of the Meeting of the Board of Directors will not be required and the Meeting of the Board of Directors may be held at any place and will be entitled to resolve valid and binding resolutions.
Pasal 11 **Pimpinan Rapat**	**Article 11** **Meeting Chairperson**
Rapat Direksi dipimpin oleh Direktur Utama, dan dalam hal Direktur Utama tidak hadir atau berhalangan, Rapat dipimpin oleh Wakil Direktur Utama. Apabila Wakil Direktur Utama tidak hadir atau berhalangan, maka Pimpinan Rapat adalah Direktur Pengganti Direktur Utama atau Direktur Pengganti Wakil Direktur Utama sebagaimana telah ditetapkan dalam keputusan Direksi tentang Pembidangan Tugas dan Wewenang Angota Direksi Serta Penetapan Daftar Direktur Pengganti. Jika Direktur Pengganti yang telah ditetapkan tersebut berhalangan juga, maka Rapat Direksi dipimpin oleh seorang anggota Direksi yang hadir dan dipilih dalam rapat tersebut.	A Meeting of the Board of Directors will be chaired by the President Director and in the event that the President Director is not available or is unavailable, the Meeting will be chaired by the Vice President Director. In the event that the Vice President Director is not available or unavailable, the Meeting will be chaired by the Substitute Director of the President Director or the Substitute Director of the Vice President Director as stipulated in the resolution of the Board of Directors concerning Area Division and Authority of the Members of the Board of Directors as well as the Stipulation of the List of Substitute Directors. If the Substitute Director who has been stipulated is also unavailable, the Meeting of the Board of Directors will be chaired by a member of the Board of Directors who is present and elected in the meeting.

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
Pasal 12 **Korum**	**Article 12** **Quorum**
1. Rapat Direksi adalah sah dan berhak mengambil keputusan-keputusan yang mengikat jika lebih dari ½ (satu per dua) bagian dari jumlah anggota Direksi hadir atau diwakili dalam rapat.	1. A Meeting of the Board of Directors will be valid and entitled to resolve binding resolutions if more than ½ (one half) of the total number of members of the Board of Directors who are present 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.
Pasal 13 **Keputusan Rapat**	**Article 13** **Meeting Resolutions**
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 ½ (satu per dua) bagian dari jumlah suara yang sah yang dikeluarkan dalam rapat.	2. In the event that no mutual consensus is reached in the deliberations, the resolutions will be made by voting with affirmative votes of more than ½ (one half) of the total number of valid votes cast in the meeting.
3. Setiap anggota Direksi atau anggota Direksi yang mewakilinya yang hadir dalam Rapat Direksi harus memberikan suara (tidak boleh *abstain*).	3. Each of the members of the Board of Directors or members of the Board of Directors representing them who are present in the Meeting of the Board of Directors must cast their votes (abstention is not allowed).
4. Dalam hal kebutuhan yang mendesak dengan tingkat urgensi tinggi yang memerlukan persetujuan seluruh anggota Direksi (di luar anggota Direksi yang menjalankan cuti), maka pengambilan keputusan Direksi secara *tele*	4. In the event of highly urgent needs requiring the approval of all members of the Board of Directors (other than the members of the Board of Directors on leave), the resolutions of the Board of Directors may be made by

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
conference dapat dilakukan dengan ketentuan anggota Direksi yang memberikan persetujuan secara *tele-conference,* wajib membubuhkan persetujuannya dalam Risalah Rapat Direksi.	tele-conference provided that the members of the Board of Directors giving their approvals by tele-conference must specify their approval in the Minutes of Meeting of the Board of Directors.
5. Apabila jumlah suara yang setuju dan tidak setuju sama banyaknya, maka keputusan akhir diserahkan kepada Pimpinan Rapat.	5. In the event of a tie vote, the final resolutions will be submitted to the Meeting Chairperson.
6. 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.	6. 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.
7. Dalam hal terjadi perbedaan pendapat *(dissenting opinion),* maka pendapat yang berbeda tersebut wajib dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.	7. 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 14 **Bahan Rapat**	**Article 14** **Meeting Materials**
1. Bahan Rapat untuk rapat-rapat yang dijadwalkan sebagaimana dimaksud dalam pasal 8 ayat 3 disampaikan kepada peserta rapat paling lambat 5 (lima) hari sebelum Rapat diselenggarakan melalui sarana email atau sarana tercepat lainnya.	1. Meeting Materials for the scheduled meetings referred to in Article 8 paragraph 3 will be provided to meeting participants by no later than 5 (five) days prior to the performance of the meeting by email or by any other quickest 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.

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
Pasal 15 **Penyelenggaraan Rapat Direksi**	**Article 15** **Holding of Meetings of the Board of Directors**
Group Head Corporate Secretary bertanggung jawab atas penyelenggaraan Rapat Direksi, termasuk di dalamnya hal-hal sebagai berikut:	The Group Head Corporate Secretary will be responsible for holding the Meetings of the Board of Directors, including the following matters:
1. Memastikan bahwa kehadiran telah mencapai kuorum, atau kehadiran Direksi lebih dari ½ (satu per dua) bagian dari jumlah anggota Direksi hadir atau diwakili dalam rapat. Dalam hal tidak mencapai kuorum atau kehadiran Direksi atau yang mewakili kurang dari ½ (satu per dua) bagian dari jumlah anggota Direksi, Rapat Direksi tidak dilaksanakan.	1. Ensuring that the presence has reached quorum, or that more than ½ (one half) of the total number of members of the Board of Directors are present or represented in the meeting. In the event that quorum is not reached or less than ½ (one half) of the total number of members of the Board of Directors are present, the Meeting of the Board of Directors will not be held.
2. Menginventarisir materi/topik yang akan diagendakan dalam Rapat dan mendistribusikan bahan rapat kepada peserta Rapat untuk rapat-rapat yang dijadwalkan sebagaimana dimaksud dalam pasal 8 ayat 3 paling lambat 5 (lima) hari sebelum rapat dimaksud diselenggarakan sedangkan rapat lainnya paling kurang sebelum Rapat Direksi diselenggarakan.	2. Gathering materials/topics to be included in the Meeting agenda and distributing meeting materials to Meeting participants for scheduled meetings as referred to in Article 8 paragraph 3 by no later than 5 (five) days prior to the performance of the meeting while for such other meetings by no later than prior to the performance of the meeting of the Board of Directors.
3. Pimpinan Rapat Direksi dapat melakukan perubahan agenda Rapat Direksi dengan terlebih dahulu memberitahukan perubahan agenda Rapat Direksi pada saat acara Rapat Direksi dimulai.	3. Chairperson of the Meeting of the Board of Directors may change the agenda of the Meeting of the Board of Directors by prior notice of the change in the agenda of the Meeting of the Board of Directors at the commencement of the Meeting of the Board of Directors.
4. Apabila terdapat agenda yang mendesak dan tidak tercantum atau tidak dijadwalkan, dapat di agendakan oleh Direktur Bidang terkait dengan terlebih dahulu memberitahukan penambahan agenda kepada Pimpinan Rapat Direksi pada saat acara Rapat Direksi dimulai.	4. In the event of any urgent agenda which is not specified or not scheduled, the agenda may be prepared by the Director of the Relevant Area by giving prior notice concerning the addition of the agenda to the Chairperson of the Meeting of the Board of Directors at the commencement of the Meeting of the Board of Directors.

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
5. Membuat dan menyampaikan panggilan rapat kepada seluruh peserta secara tertulis, namun dalam keadaan mendesak dimungkinkan mengundang rapat secara lisan.	5. Preparing and delivering the meeting convening notice to all participants in writing, while under urgent circumstances verbal invitation will be allowed.
6. Menyiapkan sarana dan prasarana yang dibutuhkan dalam rapat.	6. Preparing the facilities and infrastructure required in the meeting.
7. Mengadministrasikan, mencatat, dan menjilid risalah rapat.	7. Administering, recording and binding the minutes of meeting.
8. Menyampaikan risalah rapat kepada semua anggota Direksi dan peserta rapat lainnya.	8. Providing the minutes of meeting to all members of Board of Directors and other meeting participants.
9. Membuat catatan dan memonitor tindak lanjut risalah Rapat Direksi serta menyampaikan laporan tindak lanjut tersebut kepada Direksi.	9. Preparing the records and monitoring the follow-up to the minutes of Meeting of the Board of Directors as well as submitting the follow-up report to the Board of Directors.
10. Melaporkan jumlah Rapat Direksi serta jumlah kehadiran masing-masing anggota Direksi dalam Laporan Tahunan perusahaan.	10. 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.
11. Meyakini bahwa setiap Pimpinan Unit Kerja yang menerima salinan/kutipan Risalah Rapat Direksi melakukan pengamanan dan penyimpanan sebagaimana mestinya.	11. 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 16 **Risalah Rapat**	**Article 16** **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	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

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
Direksi dan seluruh anggota Dewan Komisaris. Dewan Komisaris menandatangani Risalah Rapat Direksi sebagai turut mengetahui atas hal-hal yang dibicarakan yang dibubuhkan pada kolom/ lembar penandatanganan tersendiri.	Commissioners provided to all members of the Board of Directors and all members of the 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 pasal 16 ayat 1 atau pada pasal 16 ayat 2 di atas maka harus dibuat 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 16 paragraph 2, 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. Dalam hal dianggap perlu, Risalah Rapat Direksi dapat dibuat oleh notaris yang ditunjuk oleh anggota Direksi yang	9. If deemed necessary, the Minutes of Meeting of the Board of Directors may be prepared by a Notary appointed by the members of the

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
membidangi Corporate Secretary Group. Risalah Rapat Direksi yang dibuat oleh notaris tersebut tidak perlu ditandatangani oleh Direksi.	Board of Directors in charge of the Corporate Secretary Group. The Minutes of Meeting drawn-up by the Notary will not require the signatures of the Board of Directors.
BAB VII KOMITE Pasal 17	**CHAPTER VII COMMITTEE Article 17**
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.
3. Direksi tidak diperkenankan menjadi anggota Komite yang dibentuk oleh Dewan Komisaris.	3. The Board of Directors will not be allowed to become a member of the Committee formed by the Board of Commissioners.
BAB VIII KORESPONDENSI Pasal 18	**CHAPTER VIII CORRESPONDENCES Article 18**
Kebijakan umum dalam korespondensi tertulis dengan pihak eksternal adalah kesetaraan penandatanganan dalam menanggapi surat-surat yang diterima oleh Bank.	In respect of general policies in the written correspondences with external parties, the letters received by the Bank will be signed.
Pasal 19	**Article 19**
Ketentuan tentang kesetaraan penandatanganan surat ditetapkan sebagai berikut:	The provisions concerning equality in the signing of letters are as follows:
1. Surat-surat yang ditujukan kepada dan/atau menanggapi surat-surat yang ditandatangani oleh Kepala Negara, Menteri, Gubernur Kepala Daerah Tingkat I, Ketua Lembaga Tinggi Negara, Gubernur Bank Indonesia, Ketua Dewan Komisioner Otoritas Jasa Keuangan dan/atau Otoritas Bursa serta	1. The letters addressed to and/or in response to the letters signed by the Head of State, Ministers, Governors of the Level I Regional Government, Heads of High State Institutions, Bank Indonesia Governor, Head of the Board of Commissioners of the Financial Services Authority and/or Foreign Exchange Authority

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
Komisaris Utama Bank, ditandatangani oleh Direktur Utama atau Wakil Direktur Utama dalam hal Direktur Utama berhalangan.	as well as the President Commissioner of the Bank will be signed by the President Director or, in the event of unavailability of the President Director, by the Vice President Director.
2. Surat-surat yang ditujukan kepada dan/atau menanggapi surat-surat yang ditandatangani oleh Kepala Negara, Menteri, Gubernur Kepala Daerah Tingkat I, Ketua Lembaga Tinggi Negara, Gubernur Bank Indonesia, Direktur Utama Otoritas Pasar Modal Wakil Ketua Dewan Komisioner atau Anggota Dewan Komisionerdan/atau Otoritas Bursa serta Komisaris Utama Bank, ditandatangani oleh Direktur Utama atau Wakil Direktur Utama dalam hal Direktur Utama berhalangan.	2. The letters addressed to and/or in response to the letters signed by the Head of State, Ministers, Governors of the Level I Regional Government, Heads of High State Institutions, Bank Indonesia Governor, Head of the Board of Commissioners or Members of the Board of Commissioners and/or Foreign Exchange Authority as well as the President Commissioner of the Bank will be signed by the President Director or, in the event of unavailability of the President Director, by the Vice President Director.
3. Surat-surat yang ditujukan kepada dan/atau menanggapi surat-surat yang ditandatangani oleh Direktur lenderal Departemen atau pejabat setingkat Eselon I, Kepala Daerah Tingkat II, Wakil Ketua Lembaga Tinggi Negara, Deputy Gubernur Bank Indonesia, Direksi Otoritas Pasar Modal dan/atau Otoritas Bursa serta Anggota Dewan Komisaris Bank, ditandatangani oleh Wakil Direktur Utama bersama dengan Direktur Bidang terkait, dengan tembusan kepada Direktur Utama *(bcc)* sebagai laporan.	3. Letters addressed to and/or in response to the letters signed by the Director General of any Department or Echelon I level officials, Heads of Level II Regional Government, Vice Heads of High State Institutions, Deputy Governor of Bank Indonesia, Board of Directors of the Capital Market Authority and/or Foreign Exchange Authority as well as Members of the Bank's Board of Commissioners will be signed by the Vice President Director together with the Director of the relevant Division, with a copy to the President Director (*bcc*) as a report.
4. Surat-surat yang ditujukan kepada dan/atau menanggapi surat-surat yang ditandatangani oleh pejabat setingkat Eselon II dan bersifat teknis operasional terkait dengan masingmasing bidang tugas anggota Direksi, ditandatangani oleh masing-masing Direktur Bidang dengan tembusan (bcc) kepada Direktur Utama sebagai laporan.	4. Letters addressed to and/or in response to the letters signed by Echelon II level officials and of technical-operational nature related to each job division of the members of the Board of Directors, will be signed by each Division Director with a copy (*bcc*) to the President Director as a report.

Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors ("BoD") PT Bank Mandiri (Persero) Tbk.
BAB IX **LAIN-LAIN** **Pasal 20**	**CHAPTER IX** **MISCELLANY** **Article 20**
Tata Tertib Direksi mengenai fasilitas, protokoler dan lain-lain yang belum diatur dalam keputusan ini diatur dalam keputusan tersendiri.	The Rules of Procedure of the Board of Directors concerning the facilities, protocols, etc. which have not be stipulated in this Resolution will be stipulated in a separate resolution.
BAB X **PERUBAHAN** **Pasal 21**	**CHAPTER X** **AMENDMENT** **Article 21**
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.
BAB XI **PENUTUP** **Pasal 22**	**CHAPTER XI** **CLOSING** **Article 22**
1. Group Head Corporate Secretary berkewajiban untuk menjaga kelancaran pelaksanaan Tata Tertib Direksi sesuai dengan Keputusan ini	1. 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.
2. Keputusan Direksi tentang Tata Tertib Direksi terhitung sejak tanggal ditetapkan.	2. The Resolution of the Board of Directors concerning the Rules of Procedure of the Board of Directors will be effective as of the stipulation date.