Good Corporate Governance (GCG) **PT Bank Mandiri (Persero) Tbk.**	**Good Corporate Governance (GCG)** **PT Bank Mandiri (Persero) Tbk.**
Good Corporate Governance (GCG) adalah suatu tata kelola Bank yang menerapkan prinsip-prinsip keterbukaan (*transparency*), akuntabilitaas (*accountability*), pertangunggjawaban (*responsibility*), independensi (*independency*), dan kewajaran (*fairness*) dalam melaksanakan aktivitas bisnis.	Good Corporate Governance (GCG) is management of a Bank by applying transparency, accountability, responsibility, independency and fairness principles in performing business activities.
GCG menunjukkan pola hubungan antara Manajemen dengan *stakeholders*, Manajemen dengan Dewan Komisaris dan antar Manajemen yang didasarkan pada etika dan *Corporate Culture Values* yang ditunjang oleh suatu sistem, proses, pedoman kerja dan organisasi untuk mencapai kinerja yang maksimal.	GCG indicates pattern of relationship between Management with stakeholders, Management with Board of Commissioners and inter-Management relies on ethics and Corporate Culture Values supported by a system, process, working manual and organization for the purpose of achieving maximum performance.
Maksud dan tujuan GCG adalah:	Purpose and objective of GCG are:
– Meningkatkan kesungguhan Manajemen dalam menerapkan prinsip-prinsip keterbukaan, akuntabilitas, tanggung jawab, independensi, kewajaran dan kehati-hatian dalam pengelolaan Bank.	– Increasing Management's seriousness in applying transparency, accountability, responsibility, independency, fairness and prudent principles in the management of Bank.
– Meningkatkan kinerja Bank, efisiensi dan pelayanan kepada *stakeholders.*	– Improving Bank's performance, efficiency and services to the stakeholders.
– Menarik minat dan kepercayaan investor.	– Increasing investor's interest and trust.
– Memenuhi kepentingan *shareholders* atas peningkatan *shareholder values.*	– Complying with shareholders' interest for increasing of shareholders value.
– Melindungi Bank dari intervensi politik dan tuntutan hukum.	– Protecting Bank against political intervention and legal suits.
1. Prinsip-Prinsip *Good Corporate Governance*	**1. Principles of Good Corporate Governance**
Prinsip-prinsip dalam *Good Corporate Governance* meliputi Keterbukaan (*Transparency*), Akuntabilitas (*Accountability*), Tanggung Jawab (*Responsibility*), Independensi (*Independency*), dan Kewajaran (*Fairness*).	Principles of Good Corporate Governance covers Transparency, Accountability, Responsibility, Independency and Fairness.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
a. Keterbukaan (*Transparency*)	**a. Transparency**
1) Bank mengungkapkan informasi secara tepat waktu, memadai, jelas, akurat dan dapat diperbandingkan serta dapat diakses oleh pihak yang berkepentingan (*stakeholders*).	1) Bank discloses punctually, properly, clearly, accurately and comparable as well as accessible information to the stakeholders.
2) Bank mengungkapkan informasi yang meliputi tetapi tidak terbatas pada visi, misi, sasaran usaha, strategi Bank, kondisi keuangan dan non keuangan Bank, susunan Direksi dan Dewan Komisaris, kepemilikan saham, remunerasi dan fasilitas lain bagi Direksi dan Dewan Komisaris, pemegang saham pengendali, pengelolaan risiko, sistem pengawasan dan pengendalian intern, penerapan fungsi kepatuhan, sistem dan implementasi GCG serta informasi dan fakta material yang dapat mempengaruhi keputusan pemodal.	2) Bank discloses information including but not limited to vision, mission, business target, bank's strategies, financial and non-financial conditions, structures of Board of Directors and Board of Commissioners of the Bank, shareholding, remuneration and other facilities for Board of Directors and Board of Commissioners, majority shareholders, risk management, monitoring system and internal control, implementation of compliance function, system and implementation of GCG as well as information and material facts affecting investors' decisions.
3) Kebijakan Bank harus tertulis dan dikomunikasikan kepada *stakeholders* yang berhak memperoleh informasi tentang kebijakan tersebut.	3) Policies of the Bank must be made in written and communicated to all stakeholders who reserve their rights to receive information with due regard to those policies.
4) Prinsip keterbukaan tetap memperhatikan ketentuan rahasia bank, rahasia jabatan dan hak-hak pribadi sesuai peraturan yang berlaku.	4) Transparency principle should keep considering the provisions on bank secrecy, official privacy and personal rights in compliance with the applicable regulations.
b. Akuntabilitas (*Accountability*)	**b. Accountability**
1) Bank menetapkan sasaran usaha dan strategi untuk dapat dipertanggungjawabkan kepada *stakeholders*.	1) Bank will specify the accountable business target and strategies for the stakeholders.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
2) Bank menetapkan tugas dan tanggung jawab yang jelas bagi masing-masing organ anggota Dewan Komisaris, dan Direksi serta seluruh Jajaran di bawahnya yang selaras dengan visi, misi, nilai-nilai Perusahaan, sasaran usaha dan strategi Bank.	2) Bank defines distinct tasks and responsibilities for each organ members of Board of Commissioners and Board of Directors as well as all inferior levels in accordance with vision, mission, Corporate Values, business target and Bank's strategies.
3) Bank harus meyakini bahwa masing-masing anggota Dewan Komisaris dan Direksi maupun seluruh Jajaran di bawahnya mempunyai kompetensi sesuai dengan tanggung jawabnya dan memahami perannya dalam pelaksanaan GCG.	3) Bank must ensure that each member of Board of Commissioners and Board of Directors as well as all inferior levels acquire competencies according to their respective responsibilities and understand their roles in implementation of GCG.
4) Bank menetapkan *check and balance system* dalam pengelolaan Bank.	4) Bank determines check and balance system in management of Bank.
5) Bank memiliki ukuran kinerja dari semua Jajaran Bank berdasarkan ukuran yang disepakati secara konsisten dengan nilai perusahaan (*Corporate Culture Values*), sasaran usaha dan strategi Bank serta memiliki *rewards and punishment system.*	5) Bank has performance standards from all levels of Bank based on the agreed standards consistently with Corporate Culture Values, business target and Bank's strategies as well as applies rewards and punishment system.
c. Tanggung Jawab *(Responsibility)*	**c. Responsibility**
1) Bank berpegang pada prinsip kehati-hatian *(prudential banking practices)* dan menjamin kepatuhan terhadap peraturan yang berlaku.	1) Bank relies on prudential banking practices and warrants the compliance with the applicable regulations.
2) Bank sebagai *good corporate citizen* peduli terhadap lingkungan dan melaksanakan tanggung jawab sosial secara wajar.	2) Bank as a good corporate citizen pays it attention to environment and perform proper social responsibilities.
d. Independensi *(Independency)*	**d. Independency**
1) Bank menghindari terjadinya dominasi yang tidak wajar oleh *stakeholders* manapun dan tidak terpengaruh oleh	1) Bank keeps off the occurrence of improper domination by any stakeholders and not affected to partial

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
Kepentingan sepihak serta terbebas dari benturan kepentingan *(conflict of interest)*.	interest as well as free from any conflict of interest.
2) Bank mengambil keputusan secara obyektif dan bebas dari segala tekanan dari pihak manapun.	2) Bank will take objective decision and free of any pressures from any parties.
e. Kewajaran *(Fairness)*	**e. Fairness**
1) Bank memperhatikan kepentingan seluruh *stakeholders* berdasarkan asas kesetaraan dan kewajaran *(equal treatment)*.	1) Bank will take into consideration of all stakeholders based on equality and fairness principles (equal treatment).
2) Bank memberikan kesempatan kepada seluruh *stakeholders* untuk memberikan masukan dan menyampaikan pendapat bagi kepentingan Bank serta membuka akses terhadap informasi sesuai dengan prinsip keterbukaan.	2) Bank gives opportunities to all stakeholders to give input and submit opinion for interest of Bank as well as open access to information according to openness principle.
2. *Corporate Governance Structure*	**2. *Corporate Governance Structures***
Struktur dalam *Corporate Governance* terdiri dari Pemegang Saham dan Rapat Umum Pemegang Saham (RUPS), Dewan Komisaris, Komite-Komite di bawah Dewan Komisaris, Direksi, Komite-Komite di bawah Direksi, Direktur yang membawahkan Fungsi Kepatuhan dan Sekretaris Perusahaan (*Corporate Secretary*).	Structures under Corporate Governance consist of Shareholders and General Meeting of Shareholders (GMS), Board of Commissioners, Committees under Board of Commissioners, Board of Directors, Committees under Board of Directors, Directors in charge for Compliance Function and Corporate Secretary.
a. Pemegang Saham dan RUPS	**a. Shareholders and General Meeting of Shareholders (GMS)**
1) Pemegang Saham	**1) Shareholders**
Seluruh Pemegang Saham Bank memiliki kesetaraan dalam memperoleh dan menjalankan haknya sesuai ketentuan yang diatur dalam Undang-undang dan Anggaran Dasar Bank.	All Shareholders of Bank will have equality in obtaining and exercising their rights in compliance with the provisions stipulated under the Law and Article of Association of Bank.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
Setiap Pemegang Saham Bank menurut hukum harus tunduk kepada Anggaran Dasar Bank dan semua keputusan yang diambil dengan sah dalam RUPS serta tunduk kepada peraturan perundang-undangan.	Each and every Shareholders of Bank by virtues of law must be subject to Article of Association of Bank and all decision validly taken in the GMS as well as subject to laws.
a) Pemegang Saham Bank dikelompokan dalam 2 (dua) kategori,yaitu:	a) There are 2 (two) categories for Shareholder of Bank, i.e.:
– Pemegang Saham Seri A adalah Negara Republik Indonesia yang memiliki saham Seri A Dwi Warna dengan hak istimewa berupa:	– Holder of Series A Shares that is State of the Republic of Indonesia having Dwi Warna Series A shares with the following privileges:
• Mengubah Anggaran Dasar	• Amending Article of Association
• Mengubah permodalan	• Amending capitalization
• Mengangkat dan/atau memberhentikan anggota Direksi dan/atau anggota Dewan Komisaris	• Appointing and/or terminating members of Board of Directors and/or members of Board of Commissioners.
• Melakukan penggabungan, peleburan, pengambilalihan, pemisahan atau perubahan bentuk badan hukum.	• Performing merger, consolidation, acquisition, splitting or changes in legal entity formation.
• Membubarkan dan melikuidasi Perseroan	• Dissolution and liquidation of the Company.
– Pemegang Saham Seri B adalah Negara Republik Indonesia dan publik (orang persero atau badan) yang diakui Perseroan sebagai pemilik saham.	– Holder of Series B Shares that is State of the Republic of Indonesia and public (corporate or entity) recognized by the Company as Shareholder.
b) Bank bertanggung jawab dalam menjalankan hak-hak Pemegang Saham Bank, yaitu:	b) Bank is responsible in exercising the rights of its Shareholders, i.e.:

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
– Bank harus melindungi hak pemegang saham sesuai dengan peraturan perundang-undangan dan Anggaran Dasar Bank.	– Bank should protect rights of its Shareholders in compliance with regulation of laws and Article of Association of the Bank.
– Bank harus menyelenggarakan daftar pemegang saham secara tertib sesuai dengan peraturan perundang-undangan dan Anggaran Dasar Bank.	– Bank must organize list of shareholders in orderly manner according to regulation of laws and Article of Association of the Bank.
– Bank harus menyediakan informasi mengenai perusahaan secara tepat waktu, benar dan teratur bagi pemegang saham, kecuali hal-hal yang bersifat rahasia.	– Bank must provide corporate information in punctual time, correct and in regular basis for the shareholders, except otherwise for confidential matters.
– Bank tidak boleh memihak pada pemegang saham tertentu dengan memberikan informasi yang tidak diungkapkan kepada pemegang saham lainnya. Informasi harus diberikan kepada semua pemegang saham tanpa menghiraukan jenis dan klasifikasi saham yang dimilikinya.	– Bank should not favor to certain shareholders by providing non-disclosure information to the other shareholders. Information must be provided to all shareholders regardless types and classifications of their shares.
– Bank harus dapat memberikan penjelasan lengkap dan informasi yang akurat mengenai penyelenggaraan RUPS.	– Bank must be able to provide complete explanation and accurate information concerning performance of GMS.
2) Rapat Umum Pemegang Saham (RUPS) RUPS mempunyai wewenang yang tidak diberikan kepada Direksi atau Dewan Komisaris sesuai dengan ketentuan yang diatur dalam Undang-Undang dan Anggaran Dasar Bank.	**2) General Meeting of Shareholders (GMS)** GMS has authorities other than those given to Board of Directors or Board of Commissioners in compliance with the provisions stipulated in Laws and Article of Association of Bank.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
Penyelenggaraan RUPS diadakan dan dilaksanakan sesuai dengan protocol RUPS berdasarkan ketentuan yang diatur dalam Undangundang dan Anggaran Dasar Bank.	GMS is conducted and performed pursuant to GMS's protocols in compliance with the provisions stipulated in Laws and Article of Association of Bank.
Dalam forum RUPS, Pemegang Saham berhak memperoleh keterangan yang berkaitan dengan Bank dan/atau Pengurus Bank, sepanjang berhubungan dengan mata acara RUPS dan tidak bertentangan dengan kepentingan Bank.	Under GMS's forum, Shareholders reserve the rights to obtain information related with Bank and/or Management of Bank, as long as related to agenda of GMS and not in contrary with interest of Bank.
a) Setiap Pemegang Saham berhak memperoleh penjelasan dan informasi yang lengkap dan akurat mengenai : – Panggilan untuk RUPS yang mencakup rincian agenda dan penjelasannya. – Agenda lain-lain yang akan diberikan sebelum dan atau pada saat RUPS berlangsung. – Keputusan RUPS yang diambil melalui prosedur yang transparan dan adil. – Risalah RUPS bagi setiap Pemegang Saham jika diminta, yang memuat pendapat baik yang mendukung maupun yang tidak mendukung – Sistem untuk menentukan gaji dan fasilitas bagi setiap anggota Dewan Komisaris dan Direksi serta rincian mengenai gaji dan tunjangan yang diterima oleh	a) Each Shareholder reserves the rights to receive complete and accurate explanation and information regarding: - Summons for GMS including details of agenda and its explanation. - Other agenda will be provided before and or during GMS. - Resolution taken in GMS through transparent and fair procedures. - Minutes of GMS for each Shareholder if requested, containing both supported as well as non-supported opinions. - Systems specifying remuneration and facilities for each members of Board of Directors and Board of Commissioners as well as details of remuneration and compensation

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
anggota Dewan Komisaris dan Direksi yang sedang menjabat.	received by in service members of Board of Directors and Board of Commissioners.
– Informasi keuangan dan lain-lain menyangkut Bank yang dimuat dalam Laporan Tahunan dan Laporan Keuangan.	- Financial and other information concerning Bank included under Annual Reports and Financial Reports.
b) Prosedur dan pelaksanaan RUPS dilakukan sesuai peraturan yang berlaku serta Anggaran Dasar Bank.	b) Procedures and performance of GMS will be taken in compliance with the applicable laws and Article of Association of Bank.
c) Transaksi Material yang dilakukan oleh Bank harus mendapatkan persetujuan RUPS sesuai peraturan yang berlaku.	c) Material Transactions executed by Bank should obtain approval from GMS in compliance with the applicable laws.
b. Dewan Komisaris	**b. Board of Commissioners**
1. Pemilihan dan Pemberhentian Anggota Dewan Komisaris	1. Nomination and Termination of Members of Board of Commissioners
a) Anggota Dewan Komisaris dipilih dan diberhentikan oleh RUPS melalui proses yang transparan. Komite Remunerasi dan Nominasi merekomendasikan calon Anggota Dewan Komisaris sesuai kebijakan yang ditetapkan oleh Pemegang Saham Seri A.	a) Members of Board of Commissioners are nominated and terminated by GMS by transparent process. Remuneration and Nomination Committee provides recommendation on candidate of Members of Board of Commissioners according to the policy determined by Holder of Series A Share.
b) Anggota Dewan Komisaris harus memenuhi syarat dan lulus *fit and proper test* sesuai dengan peraturan yang berlaku.	b) Members of Board of Commissioners must comply with requirements and pass the fit and proper test pursuant to the applicable regulation.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
2. Tanggung Jawab dan Kewajiban Dewan Komisaris	2. Responsibilities and Obligations of Board of Commissioners
a) Dewan Komisaris bertanggung jawab terhadap terlaksananya tugas Dewan Komisaris sebagaimana dimaksud dalam Anggaran Dasar Bank serta terpeliharanya efektivitas komunikasi antara Dewan Komisaris dengan Direksi, Auditor Eksternal dan Otoritas Pengawas Bank/Pasar Modal.	a) Board of Commissioners responsible for accomplishment tasks of Board of Commissioners as of referred to under Article of Association of Bank as well as maintaining of effective communication between Board of Commissioners with Board of Directors, External Auditor and Bank/Capital Market Supervisory Authorities.
b) Dewan Komisaris bertanggung jawab dalam mematuhi peraturan yang berlaku serta memantau efektivitas praktek GCG.	b) Board of Commissioners will be responsible to be in compliance with the applicable regulations as well as monitoring effectiveness of GCG practices.
c) Dewan Komisaris wajib melakukan pengawasan terhadap tindak lanjut hasil pemeriksaan dan rekomendasi yang diberikan oleh auditor internal dan eksternal, hasil pengawasan Otoritas Perbankan dan/atau hasil pengawasan otoritas lain.	c) Board of Commissioners will be in obligation to conduct supervisory to follow-up actions toward results of investigation and recommendation provided by internal and external auditors, results of supervision by Banking Authorities and/or results of supervision by the other authorities.
d) Dewan Komisaris memiliki Tata Tertib Dewan Komisaris yang mengikat dan ditaati oleh semua anggota Dewan Komisaris.	d) Board of Commissioners have binding Code of Conduct and to be obeyed by all members of Board of Commissioners.
e) Anggota Dewan Komisaris wajib mengungkapkan kepemilikan sahamnya pada Bank maupun pada perusahaan lain sesuai peraturan di bidang Pasar Modal.	e) Members of Board of Commissioners will be in obligation to disclose their ownership of shares to Bank as well as to other companies in compliance with regulation in Capital Market.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
f) Anggota Dewan Komisaris dilarang memanfaatkan Bank untuk kepentingan pribadi, keluarga, dan/atau pihak lain yang dapat merugikan atau mengurangi keuntungan Bank	f) Members of Board of Commissioners is prohibited to utilize Bank for personal, family, and/or other parties interests which could harm and reducing profit of Bank.
g) Dewan Komisaris wajib memberitahukan kepada Otoritas Perbankan dalam hal terdapat: - Pelanggaran peraturan perundang-undangan di bidang keuangan dan perbankan; dan - Keadaan atau perkiraan keadaan yang dapat membahayakan kelangsungan usaha Bank.	g) Board of Commissioners will be in obligation to notify Banking Authorities in case of available: - Violation to regulation of laws in financial and banking sector; and - Conditions and estimation of conditions that endangering continuity of Bank's businesses.
c. Komisaris Independen	**c. Independent Commissioner**
RUPS menetapkan Komisaris Independen dengan jumlah dan persyaratan sebagaimana ditetapkan dalam peraturan yang berlaku.	GMS nominates Independent Commissioner at number and requirements as of specified in the applicable regulations.
d. Komite-komite di bawah Dewan Komisaris	**d. Committees under Board of Commissioners**
Dalam menjalankan tugasnya, Dewan Komisaris membentuk antara lain komite-komite sebagai berikut:	In performing its tasks, Board of Commissioners establishes the following committees:
1. Komite Audit, yang dibentuk untuk membantu Dewan Komisaris dalam menjalankan fungsi pengawasan atas hal-hal yang terkait hal dengan informasi keuangan, sistem pengendalian internal dan efektivitas pemeriksaan oleh auditor eksternal dan internal.	1. Audit Committee, established to assist Board of Commissioners in performing supervisory function on matters related with financial information, internal controlling system and effectively of investigation by internal and external auditors.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
2. Komite Pemantau Risiko, yang dibentuk untuk membantu Dewan Komisaris dalam menjalankan fungsi pengawasan terkait kebijakan risiko usaha.	2. Risk Monitoring Committee, established to assist Board of Commissioners in performing supervisory function related with business risk policy .
3. Komite Remunerasi dan Nominasi, yang dibentuk untuk membantu Dewan Komisaris dalam menjalankan fungsi pengawasan atas hal-hal yang terkait dengan kebijakan remunerasi dan nominasi anggota Dewan Komisaris dan Direksi.	3. Remuneration and Nomination Committee, established to assist Board of Commissioners in performing supervisory function on matters related with remuneration and nomination policies for members of Board of Commissioners and Board of Directors.
e. Direksi	**e. Board of Directors**
1. Pemilihan dan Pemberhentian Direksi	1. Nomination and Termination of Members of Board of Directors
a) Anggota Direksi dipilih dan diberhentikan oleh RUPS melalui proses yang transparan. Melalui pertimbangan Komite Remunerasi dan Nominasi, Dewan Komisaris merekomendasikan calon Anggota Direksi sesuai kebijakan yang ditetapkan oleh Pemegang Saham Seri A.	a) Members of Board of Directors are nominated and terminated by GMS by transparent process. Remuneration and Nomination Committee, Board of Commissioners provides recommendation on candidate of Members of Board of Directors according to the policy determined by Holder of Series A Share.
b) Direksi harus memenuhi syarat dan lulus *fit* and *proper test* sesuai dengan peraturan yang berlaku.	b) Members of Board of Directors should be complying requirements and pass the fit and proper test pursuant to the applicable regulation.
2. Tanggung Jawab dan Kewajiban Direksi	2. Responsibilities and Obligations of Board of Directors
a) Direksi bertanggung jawab terhadap pelaksanaan fungsi kepengurusan Bank sesuai Anggaran Dasar Bank.	a) Board of Directors responsible to implementation of management function of Bank pursuant to Article of Association.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
b) Direksi menjalankan prinsip perbankan yang sehat, manajemen risiko dan menumbuhkan budaya kepatuhan serta system pengendalian internal *(internal control system)*.	b) Boards of Directors execute health banking and risk management principles, as well as developing compliance culture and internal control system.
c) Direksi bekerja secara transparan, akuntabel, bertanggung jawab, independen dan wajar.	c) Board of Directors will work transparency, accountable, responsible, independent and fair.
d) Direksi bertanggung jawab dalam mematuhi peraturan yang berlaku dan mengimplementasikan praktek GCG.	d) Board of Directors will be responsible in complying the applicable regulation and implement GCG practice.
e) Direksi memiliki Tata Tertib Direksi yang mengikat dan ditaati oleh semua anggota Direksi.	e) Boards of Directors have binding Code of Conduct and to be adhered by all members of Board of Directors.
f) Anggota Direksi wajib mengungkapkan kepemilikan sahamnya pada Bank maupun pada perusahaan lain sesuai peraturan di bidang Pasar Modal.	f) Members of Board of Directors will be in obligation to disclose their ownership of shares to Bank as well as to other companies in compliance with regulation in Capital Market.
g) Anggota Direksi dilarang memanfaatkan Bank untuk Kepentingan pribadi, keluarga, dan/atau pihak lain yang dapat merugikan atau mengurangi keuntungan Bank.	g) Members of Board of Directors is prohibited to utilize Bank for personal, family, and/or other parties interests which could harm and reducing profit of Bank.
h) Direksi wajib mempertanggungjawabkan pelaksanaan tugasnya kepada pemegang saham melalui Rapat Umum Pemegang Saham.	h) Boards of Directors hold responsibility for performance of their tasks to the shareholders through General Meeting of Shareholders.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
f. Komite-Komite di bawah Direksi Dalam menjalankan tugasnya, Direksi membentuk komite-komite. Struktur keanggotaan, tugas dan wewenang serta tata tertib komite diatur dalam Surat Keputusan Direksi.	**f. Committees under Board of Directors** In performing its tasks, Board of Directors establish committees. Structures of organization, tasks and authorities as well as code of conducts for the committees are stipulated under Decree of Board of Directors.
g. Hubungan Dewan Komisaris dan Direksi	**g. Relationship between Board of Commissioners and Board of Directors**
1. Hubungan kerja Dewan Komisaris dan Direksi adalah hubungan *check and balance* dengan tujuan akhir untuk kemajuan dan kesehatan Bank.	1. Working relationships between Board of Commissioners and Board of Directors are check and balance relationship with final objectives for advancement and health of Bank.
2. Dewan Komisaris dan Direksi sesuai dengan fungsinya masingmasing mempunyai tanggung jawab untuk menjaga kelangsungan usaha Bank dalam jangka panjang yang tercermin pada:	2. Board of Commissioners and Board of Directors according to their respective functions have responsibility to maintain continuity of business of Bank in long term basis as of reflected on:
a) Terpeliharanya kesehatan Bank sesuai dengan prinsip kehatihatian dan kriteria yang ditetapkan oleh Otoritas Perbankan.	a) Maintenance of health of Bank according to prudential principles and criteria specified by the Banking Authorities.
b) Terlaksananya manajemen risiko maupun sistem pengendalian internal *(internal control system)* dengan baik.	b) Well implementation of risk management as well as internal control system.
c) Tercapainya imbal hasil (*return)* yang wajar bagi Pemegang Saham.	c) Achievement of fair return for the Shareholders.
d) Terlindunginya Kepentingan *stakeholders* secara wajar.	d) Fair protection to interest of the Shareholders.
e) Terpenuhinya implementasi GCG.	e) Fulfillment of implementation of GCG.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
f) Terlaksananya suksesi kepemimpinan dan kontinuitas manajemen di semua lini organisasi.	f) Implementation of succession and management continuity in all organization lines.
3. Untuk dapat memenuhi tanggungjawab dan melaksanakan *check and balance* sesuai dengan peraturan yang berlaku, maka Dewan Komisaris dan Direksi perlu bersama-sama menyepakati hal-hal tersebut di bawah ini :	3. For completion of responsibility and performing check and balance according to the applicable regulation, then Board of Directors and Board of Commissioners will need jointly agree for the followings:
a) Visi, misi dan *Corporate Culture Values.*	a) Vision, mission and Corporate Culture Values.
b) Sasaran Usaha, strategi, rencana jangka panjang maupun rencana kerja dan anggaran tahunan.	b) Business target, strategic, long term plan as well as working plan and annual budget
c) Kebijakan dalam memenuhi peraturan, Anggaran Dasar Bank dan *prudential banking practices* termasuk komitmen untuk menghindari segala bentuk benturan kepentingan *(conflict* of *interest).*	c) Policies for fulfillment of regulation, Article of Association of Bank and prudential banking practices including commitment for avoidance of all types of conflict of interest.
d) Kebijakan dan metoda penilaian kinerja Bank.	d) Policy and methods of performance appraisal of bank.
e) Struktur organisasi yang mampu mendukung tercapainya sasaran usaha Bank sesuai dengan Anggaran Dasar Bank.	e) Structure of organization having capability of supporting the achievement of business target of Bank in compliance with Article of Association of Bank.
f) Bentuk komunikasi antara Dewan Komisaris dan Direksi.	f) Format of communication between Board of Commissioners and Board of Directors.
4. Para anggota Dewan Komisaris dan Direksi berhak memperoleh remunerasi dan jenis fasilitas lain sesuai dengan kondisi pasar. Proses penetapan jumlah paket remunerasi dan jenis fasilitas lain ditetapkan oleh RUPS, setelah menerima	4. Members of Board of Commissioners and Board of Directors reserve the rights to receive remuneration and other types of facilities based on market condition. Process for determination of amount of remuneration package and other type of

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
usulan dari Komite Remunerasi dan Nominasi.	facilities are to be decided by GMS, on prior suggestion from Remuneration and Nomination Committee.
h. Direktur Yang Membawahkan Fungsi Kepatuhan	**h. Director Supervising Compliance Function**
1. Penugasan dan pemberhentian Direktur Yang Membawahkan Fungsi Kepatuhan dilakukan oleh Direktur Utama dan Dewan Komisaris serta harus mendapat persetujuan terlebih dahulu dari Otoritas Perbankan.	1. Assignment and termination of Director Supervising Compliance Function is conducted by President Director and Board of Commissioners as well as should obtain prior approval from Banking Authorities.
2. Untuk menjaga prinsip independensi, Direktur Yang Membawahkan Fungsi Kepatuhan tidak diperkenankan merangkap jabatan sebagai Direktur Utama dan jabatan lain sebagaimana ditentukan dalam peraturan yang berlaku.	2. In order to maintain independency principle, Director Supervising Compliance Function will be prohibited to have double position as President Director and other functions as of determined by the applicable regulations.
3. Direktur Yang Membawahkan Fungsi Kepatuhan dapat menjadi anggota dari setiap Komite Direksi yang dibentuk, namun tidak mempunyai hak suara dalam pengambilan keputusan kecuali ditetapkan lain.	3. Director Supervising Compliance Function can be member of each established Committee of Board of Directors, but has no voting rights in the decision taking except defined otherwise.
4. Direktur yang membawahkan Fungsi Kepatuhan memiliki hubungan pelaporan baik kepada Direktur Utama dan Dewan Komisaris maupun Otoritas Perbankan.	4. Director Supervising Compliance Function has good reporting relation to President Director and Board of Commissioners as well as Banking Authorities.
5. Bank membentuk Satuan Kerja Kepatuhan untuk membantu pelaksanaan tugas dan fungsi Direktur Yang Membawahkan Fungsi Kepatuhan.	5. Bank will establish the Compliance Unit to assist implementation of tasks and functions of Director Supervising Compliance Function.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
i. Sekretaris Perusahaan *(Corporate Secretary)*	**i. Corporate Secretary**
1. Bank membentuk fungsi Sekretaris Perusahaan sesuai peraturan yang berlaku di bidang Pasar Modal.	1. Bank establishes Corporate Secretary function in compliance with the applicable regulation in Capital Market.
2. Fungsi Sekretaris Perusahaan dilaksanakan oleh salah seorang Direktur atau pejabat yang khusus ditunjuk untuk menjalankan fungsi tersebut.	2. Corporate Secretary function is conducted by one of Director or officer exclusively appointed to execute the said function.
3. Penunjukan Sekretaris Perusahaan dilaporkan kepada Otoritas Pasar Modal dan Bursa Efek serta diumumkan dengan mekanisme sesuai peraturan yang berlaku.	3. Appointment of Corporate Secretary will be reported to Capital Market and Stock Exchange Authority as well as announced by mechanism in compliance with the applicable regulation.
4. Tugas dan tanggung jawab Sekretaris Perusahaan sesuai dengan peraturan yang berlaku di bidang Pasar Modal.	4. Tasks and authorities of Corporate Secretary will be according to the regulations applicable in Capital Market sector.
j. Eksternal Auditor dan Kantor Akuntan Publik	**j. External Auditor and Public Accountant Office**
1. Penunjukan Eksternal Auditor dan Kantor Akuntan Publik ditetapkan oleh Rapat Umum Pemegang Saham berdasarkan usulan Dewan Komisaris atas rekomendasi Komite Audit.	1. Appointment of External Auditor and Public Accountant Office will be decided by General Meeting of Shareholders pursuant to suggestion of Board of Commissioners upon recommendation of Audit Committee.
2. Eksternal Auditor dan Kantor Akuntan Publik yang ditunjuk Bank harus telah memperoleh izin dari Kementerian Keuangan dan terdaftar di Pengawas Pasar Modal.	2. External Auditor and Public Accountant Office appointed by Bank should have obtained license from the Ministry of Finance and registered in the Capital Market Supervisory Board.
3. Audit umum oleh Eksternal Auditor dilakukan untuk memberikan pemyataan pendapat mengenai kewajaran Laporan Keuangan Bank sesuai dengan prinsip	3. General Audit by External Auditor is conducted to deliver statement of opinion regarding fairness of Financial Report of Bank according to general

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
akuntansi yang berlaku umum di Indonesia.	accounting principles applicable in Indonesia.
3. Informasi, Rahasia Bank dan Benturan Kepentingan (*Conflict of Interest*)	**3. Confidential Information, Bank Secrecy and Conflict of Interest**
Dalam menjaga tata kelola Bank, Bank menetapkan hal-hal terkait dengan Informasi, Rahasia Bank, dan Benturan Kepentingan (*Conflict of Interest*).	In maintaining the Good Corporate Governance Principles, Bank determines the procedures related to Information, Bank Secrecy, and Conflict of Interest.
a. Informasi	**a. Information**
1) Bank menyampaikan kepada Otoritas Pasar Modal dan mengumumkan kepada masyarakat secara tepat waktu, akurat, jelas dan obyektif terjadinya peristiwa, informasi atau fakta material yang mungkin dapat mempengaruhi nilai efek atau keputusan investasi pemodal sesuai peraturan di bidang Pasar Modal.	1) Bank delivers to Capital Market Authority and announce to public punctually, accurate, clear and objective information on the events, information and material facts that may arise affecting securities values or investment decision in compliance with the applicable Capital Market regulations.
2) Laporan Tahunan memuat Ikhtisar Data Keuangan Penting, Analisis dan Pembahasan Umum oleh Manajemen, Laporan Keuangan yang telah diaudit, *Management Letter* serta informasi penting lainnya.	2) Annual Reports containing Material Financial Data Summary, Analysis and Management General Description, Audited Financial Statements, Management Letter as well as other material information.
3) Laporan Tahunan memuat pula laporan kegiatan Komite Audit, Komite Pemantau Risiko, Komite Remunerasi dan Nominasi dan Komite Tata Kelola Terintegrasi, serta pengungkapan struktur remunerasi dari masingmasing anggota Dewan Komisaris dan Direksi.	3) Annual Reports contain the Audit Committee activities, Risks Monitoring Committee, Remuneration Nomination Committee and Integrated Governance Committee of each member of Board of Commissioners and Board of Directors.
4) Laporan Tahunan, peristiwa, informasi atau fakta material serta laporan lainnya sebagaimana dipersyaratkan oleh peraturan yang berlaku disampaikan juga melalui *website* yang dari waktu ke waktu diperbaharui oleh Bank.	4) Annual Reports, events, information and material facts as well as other reports as required by the applicable regulations will also be delivered through the website of which will be from time to time updated by Bank.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
5) Larangan Insider *Trading* sebagaimana dimaksud dalam peraturan yang berlaku di Bidang Pasar Modal diatur dalam suatu ketentuan tersendiri.	5) Prohibition on Insider Trading as meant in the applicable capital market regulations which will be stipulated in a separate provisions.
b. Rahasia Bank	**b. Bank Secrecy**
Dalam melakukan keterbukaan informasi, Bank tetap berpegang pada ketentuan mengenai kerahasiaan Bank sebagaimana ditetapkan dalam peraturan yang berlaku.	In applying transparency of information, Bank comply with the applicable bank secrecy as stipulated under the applicable regulations.
c. Benturan Kepentingan *(Conflict of Interest)*	**c. Conflict of Interest**
1) Dewan Komisaris, Direksi, dan Pejabat Eksekutif memiliki komitmen untuk menghindari segala bentuk benturan kepentingan *(conflict of interest)*.	1) Board of Commissioners, Board of Directors and executive Officers having commitment to avoid all types of conflict of interest.
2) Dalam hal anggota Direksi secara pribadi mempunyai Kepentingan dalam suatu transaksi, kontrak atau kontrak yang diusulkan dalam mana Bank menjadi salah satu pihak, maka harus dinyatakan sifat kepentingannya dalam Rapat Direksi dan anggota Direksi yang bersangkutan tidak berhak untuk mengambil suara.	2) In the event Board of Directors personally having interest in one transaction, contract or proposed contract where Bank is one of the party therein, then must be declared nature of its interest in Meeting of Board of Directors and the relevant member of Board of Directors reserve no rights for voting.
3) Dalam hal anggota Dewan Komisaris secara pribadi mempunyai kepentingan dalam suatu transaksi, kontrak atau kontrak yang diusulkan dalam mana Bank menjadi salah satu pihak, maka harus dinyatakan sifat kepentingannya dalam Rapat Dewan Komisaris dan anggota Dewan Komisaris yang bersangkutan tidak berhak untuk mengambil suara.	3) In the event Board of Commissioners personally having interest in one transaction, contract or proposed contract where Bank is one of the party therein, then must be declared nature of its interest in Meeting of Board of Directors and the relevant member of Board of Directors reserve no rights for voting.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
4) Secara berkala sekurang-kurangnya 1 (satu) tahun sekali, setiap anggota Dewan Komisaris, Direksi dan Pejabat Eksekutif wajib membuat pernyataan mengenai ada atau tidaknya *conflict of interest* dengan aktivitas Bank yang dilakukannya.	4) In regular basis at minimum once (1) in a year, each member of Board of Commissioners, Board of Directors and Executive Officers will be in obligation to make statement regarding availability or non-availability of conflict of interest with Bank's activities he/she involved therein.
5) Anggota Dewan Komisaris, Direksi dan Pejabat Eksekutif tidak boleh merangkap jabatan sebagaimana diatur dalam peraturan yang berlaku.	5) Members of Board of Commissioners, Board of Directors and Executive Officers will be prohibited to have double position as of stipulated in the applicable regulation.
4. Kebijakan Direksi	**4. Dividend Policy**
Setiap Kebijakan Direksi Bank mencerminkan prinsip-prinsip yang tercantum dalam dokumen ini.	Each and any Policies of Bank's Board of Directors should reflect principles attached in this document.
5. Komunikasi dan Internalisasi *Good Corporate Governance*	**5. Communication and Internalization of Good Corporate Governance**
Direksi Bank wajib mengkomunikasikan penerapan prinsip-prinsip GCG kepada Pemegang Saham, calon Pemegang Saham dan *stakeholder*, serta menginternalisasikannya kepada seluruh Jajaran Bank.	Bank's Board of Directors will be in obligation to communicate implementation of GCG principles to Shareholders, prospective Shareholders and stakeholders, as well as internalize to all lines of Bank.
6. Penyediaan Dana kepada Pihak Terkait dan Penyediaan Dana Besar	**6. Providing of Fund and Large Exposure to Related Parties**
a) Dalam rangka menghindari kegagalan usaha Bank sebagai akibat konsentrasi penyediaan dana dan meningkatkan independensi pengurus Bank terhadap potensi intervensi dari pihak terkait, Bank wajib menerapkan prinsip kehati-hatian dalam penyediaan dana antara lain dengan menerapkan penyebaran/diversifikasi portofolio penyediaan dana yang diberikan.	a) In order to avoid the failure of Bank's business resulted from concentration on fund provision and increasing independency of Bank's management against potential of intervention from the related parties, Bank is under obligation to implement prudential principles on such fund provision, i.e. by applying portfolio diversification for the fund provided.

Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.	Good Corporate Governance (GCG) PT Bank Mandiri (Persero) Tbk.
b) Pelaksanaan penyediaan dana kepada pihak terkait dan/atau penyediaan dana besar (*large exposures*) wajib berpedoman pada ketentuan regulator tentang Batas Maksimum Pemberian Kredit Bank Umum.	b) Implementation of fund provision to the related parties and/or large exposure must be subject to regulatory provisions regarding Maximum Legal Lending Limit for Commercial Bank.