



8. Meeting materials for meetings held outside the schedule shall be delivered at the time the meeting is being held at the latest.
9. The holding of Meeting of the Board of Directors may be held at any time if deemed necessary by one or more members of the Board of Directors; or upon written request from one or more members of the Board of Commissioners.
10. In the event that members of the Board of Directors are unable to physically attend the Meeting of the Board of Directors, the members of the Board of Directors may attend the meeting through teleconference, video conference, or other electronic means in accordance with the applicable provisions. In the event that the Meeting of the Board of Directors is held by means of teleconferencing technology, it must be supported by:
 - a. The basis for the decision to hold the meeting using teleconferencing technology means, among others, the Bank's internal provisions and/or the minutes of the Board of Directors' Meeting.
 - b. Recorded evidence of the meeting.
 - c. Minutes of Meeting are signed by all meeting participants who are physically present or through teleconferencing technology.
11. At a Meeting of the board of Directors, a member of the Board of Directors may be represented only by other members of the Board of Directors based on a power of attorney. A member of the Board of Directors may only represent one other member of the Board of Directors..
12. Meetings of the Board of Directors shall be chaired at the place of domicile of the Company or the place of business activities of the Company or elsewhere in the territory of the Republic of Indonesia.
13. The Meeting of the Board of Directors shall be chaired by the President Director. If the President Director is absent or unable to attend, then:
 - a. Vice President Director; or
 - b. The Director appointed in writing by the President Director shall chair the meeting if, at the same time, Vice President Director is absent or unavailable; or
 - c. The Director who is appointed by Vice President Director if, at the same time, the President Director and Vice President Director are not present or unable to and the President Director does not make an appointment; or
 - d. If the GMS does not appoint Vice President Director, then in the event that the President Director is not present or

- unavailable, then one of the directors appointed in writing by the President Director shall chair the meeting; or
- e. In the event that the President Director does not make an appointment, the longest-serving Director in the position as a member of the Board of Directors shall chair the Board of directors Meeting; or
- f. In the event that there is more than 1 (one) Director with the longest term of office as a member of the Board of directors, then the oldest Director in terms of age shall act as the chairman of the Board of Directors Meeting.

Meeting of the Board of Directors with the Board of Commissioners

The Board of Directors must hold a joint meeting with the Board of Commissioners periodically at least 1 (once) in 4 (four) months.

Meeting of the Board of Directors Committee

Committee meetings may be conducted at any time based on the needs of the Committee and upon written request from the secretary and/or members of the Committee.

Decision-making

1. A Board of Directors meeting is valid and has the right to make binding decisions if attended and/or represented by more than ½ (one half) of the total votes cast..
2. In the event that there is more than 1 (one) proposal, a re-election will be held so that 1 (one) proposal receives more than ½ (one-half) of the total votes cast..
3. The decision-making of the Board of Directors Meeting is carried out based on deliberation and consensus.
4. In the event that no consensus is reached, the decision is made based on a vote. Decisions on a ballot must obtain a vote of more than ½ (one-half) share of the number of valid votes cast at the meeting.
5. In the Meeting of the Board of Directors, each member of the Board of Directors has the right to issue 1 (one) vote and an additional 1 (one) vote for other members of the Board of Directors that he or she represents legally.
6. A blank vote (abstention) is deemed to approve the proposal submitted at the meeting. Invalid votes are considered nonexistent and thus are not counted in determining the number of votes cast in the meeting.

7. Voting on persons shall be conducted by closed ballot papers without signatures, whereas voting on other matters shall be conducted verbally unless the Chairman of the Meeting determines otherwise without any objection based on the majority vote of the person present.
 8. The Board of Directors may also take valid decisions without holding a Board of Directors Meeting 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 regarding the proposal submitted in writing and signed the agreement in writing and signed the agreement circularly. Decisions taken in this way have the same force as decisions legally taken at a Board of Directors Meeting.
 9. Every member of the Board of Directors who personally in any way, either directly or indirectly, has an interest in a transaction, contract or proposed contract in which the Company is a party must declare the nature of his interest at a Board of Directors Meeting and is therefore not entitled to participate. in voting on matters relating to the transaction or contract
 10. Decisions of the Board of Directors taken in accordance with the Work Guideline and Manual are binding and are the responsibility of all members of the Board of Directors.
4. A copy of the minutes of the meeting must be given to each member of the Board of Directors, whether the person concerned is present or not present at the Board of Directors meeting.
 5. Original minutes of Board of Directors meetings must be documented and kept by the Company.
 6. The number of board meetings and the number of attendance of each member of the Board of Directors must be submitted in the Annual Report.

Board of Directors Meeting Plan

The Board of Directors meeting plan based on the Company's Articles of Association, has agreed that the Board of Directors Meetings in 2024 will be held at least 1 (one) time per month and/ or as needed. The Board of Directors also holds meetings with the Committees under the Board of Directors which are scheduled according to the need.

The Board of Directors must hold regular Board of Directors meetings at least 1 (one) time every month or what is called the Scheduled Board of Directors Meeting (ALCO Meeting and Performance Review). The agenda discussed at least includes:

1. Preparation of Bank Business Plan (RBB) and Company Budget Work Plan (RKAP).
2. Regularly review the Company's performance.
3. Implementation of the APU, PPT and PPPSPM Programs.
4. Implementation of Corporate Governance and Follow-up on Internal and External Audit findings.

The Board of Directors must plan the Scheduled Meeting of the Board of Directors for the following year before the end of the financial year. Scheduled meetings of the Board of Directors must be attended by at least 2/3 of the total members of the Board of Directors.

Invitations to meetings of the Board of Directors are made in writing and delivered directly to each member of the Board of Directors no later than 5 (five) days before the meeting is held. Meeting materials are delivered to the meeting participants no later than 5 (five) working days before the meeting is held via email or other electronic means.

Meeting Results

1. The results of the meeting must be stated in the Minutes of Meeting which contain everything discussed and decided at the meeting, including but not limited to opinions developed at the meeting, both supporting and unsupportive opinions or different opinions (dissenting opinions), as well as the reasons for the absence of members of the Board of Directors, if there are. The minutes of the meeting must be drawn up by someone present at the meeting appointed by the Chairman of the Meeting and then signed by all members of the Board of Directors present and submitted to all members of the Board of Directors
2. In the event that there is a member of the Board of Directors who does not sign the Minutes of meeting, the person concerned shall write the reasons in a separate letter attached to the Minutes of Meeting.
3. Minutes of Directors' Meetings are valid evidence for members of the Board of Directors and for third parties regarding the decisions taken at the meeting in question.