

**JOINT DECREE OF  
THE BOARD OF COMMISSIONERS OF PT BANK TABUNGAN NEGARA (PERSERO) Tbk  
NUMBER: .....01../DEKOM-BTN/2016**

**AND**

**THE BOARD OF DIRECTORS PT BANK TABUNGAN NEGARA (PERSERO) Tbk  
NUMBER: SKB- ...01../DIR-BTN/2016**

**REGARDING**

**AMENDMENT TO THE JOINT DECREE OF  
THE BOARD OF COMMISSIONERS OF PT. BANK TABUNGAN NEGARA (PERSERO) Tbk  
NUMBER: 01/KOM-BTN/2015**

**AND**

**THE BOARD OF DIRECTORS OF PT. BANK TABUNGAN NEGARA (PERSERO) Tbk  
NUMBER: SKB-01/DIR-BTN/2015**

**REGARDING**

**WORK PROCEDURE MANUAL OF THE BOARD OF COMMISSIONERS AND BOARD OF  
DIRECTORS (BOARD MANUAL)**

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- Considering :
- a. whereas in order to support the implementation of the intent and purpose of establishment of PT. Bank Tabungan Negara (Persero) Tbk as listed in the Articles of Association;
  - b. whereas to achieve sound business growth the implementation of Good Corporate Governance (GCG) is required;
  - c. whereas the Bank shall implement all the provisions that have been established by Bank Indonesia (BI) and the Financial Services Authority (OJK) as the national banking authority and other laws and legislations that apply to Banks and public companies;
  - d. whereas for the purpose mentioned above, it is necessary to regulate the Work Procedures of the Commissioners and Directors that elaborate the stages of activity in a structured, systematic, easy to understand manner, which can be run consistently, so that it can become a reference for the Board of Commissioners and the Board of Directors in performing their respective duties to achieve the Vision and Mission of the Company;
  - e. whereas the Bank should accommodate ASEAN Corporate Governance Scorecards in improving governance standards and practices of Public Companies in ASEAN;
  - f. whereas for the aforementioned purposes, it is necessary for it to be expressed in a Letter of Joint Decree of the Board of Commissioners of PT. Bank Tabungan Negara (Persero) Tbk. And Board of Directors of PT. Bank Tabungan Negara (Persero) Tbk;
- In view of :
- 1. Law Number 7 of 1992 dated March 25, 1992 regarding Banking as amended by Law Number 10 of 1998 dated November 10, 1998 on Banking;
  - 2. Law no. 8 of 1995 dated November 10, 1995 on Capital market;
  - 3. Law of the Republic of Indonesia No. 19 of 2003 dated June 19, 2003 on State-Owned Enterprises;

4. Law no. 24 of 2004 dated September 22, 2004 on Deposit Insurance Agency;
5. Law no. 21 of 2011 dated November 22, 2011 on the Financial Services Authority;
6. Government Regulation No. 24 / 1992 dated April 29, 1992 on Adaptation of Legal Form of Bank Tabungan Negara into a Limited Liability Company (Persero);
7. Regulation of the Minister of State-Owned Enterprise Number PER-01/MBU 2011 dated August 1, 2011 on the Implementation of Good Corporate Governance (GCG) on State Owned Enterprises (SOEs) as amended by Regulation of the Minister of State-Owned Enterprise No. PER-09/MBU/2012 dated July 6, 2012;
8. Regulation of the Minister of State-Owned Enterprise Number PER-12/MBU/2012 dated August 24, 2012 on the Supporting Organ of the Board of Commissioners / Supervisory Board of State-Owned Enterprises;
9. Regulation of the Minister of State-Owned Enterprise Number PER-02/MBU/02/2015 dated February 17, 2015 on Requirements and Procedures for Appointment and Dismissal of Members of the Board of Commissioners and Board of Supervisors of State-Owned Enterprises;
10. Regulation of the Minister of State-Owned Enterprise Number PER-03/MBU/02/2015 dated February 17, 2015 on Requirements and Procedures for Appointment and Dismissal of Members of the Board of Directors of State-Owned Enterprises;
11. Bank Indonesia Regulation No. 8/4/PBI/2006 dated January 30, 2006 on the Implementation of Good Corporate Governance for Commercial Banks, as amended by PBI No. 8/14/PBI/2006 dated October 5, 2006;
12. Regulation of the Financial Services Authority Number 32/POJK.04/2014 dated December 8, 2014 on the Plan and Implementation of Public Company General Meeting of Shareholders;
13. Regulation of the Financial Services Authority Number 33/POJK.04/2014 dated December 8, 2014 on the Board of Directors and Board of Commissioners of Issuers or Public Companies;
14. Regulation of the Financial Services Authority Number 34/POJK.04/2014 dated December 8, 2014 on Remuneration and Nomination Committee of Issuers or Public Companies;
15. Circular Letter of Bank Indonesia No 12/13/DPBs dated April 30, 2010 on the Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units;
16. Circular Letter of Bank Indonesia No. 15/15/DPNP dated April 29, 2013 on the Implementation of Good Corporate Governance for Commercial Banks;
17. The Articles of Association which have been amended several times and the latest amendment was based on the Resolution Deed of the Annual General Meeting of Shareholders Number 51 dated March 24, 2015 made by Fathiah Helmi, SH Notary in Jakarta in

Noting : which the notice has been received by the Minister of Justice and Human Rights of the Republic of Indonesia in virtue of letter no. AHU-AH.01.03-0926094 dated April 21, 2015 in conjunction of the Resolution Deed of the Annual General Meeting of Shareholders Number 20 dated September 22, 2015 made by Fathiah Helmi, SH Notary in Jakarta, in which the notice has been received by the Ministry of Justice and Human Rights of the Republic of Indonesia based on Letter no. AHU-AH.01.03-0968663 dated September 30, 2015.

Approval of the Board of Directors and Board of Commissioners through Memo CMPD No. 959A/M/CMPD/GCG/IV/2016 dated April 11, 2016 on the Request for Joint Decree Approval (SKB) between the Board of Commissioners and Board of Directors concerning the Board Manual, Audit Committee Charter and the Remuneration and Nomination Committee Charter in the Implementation of ASEAN CG Scorecard; Board of Commissioners letter No. 51/KOM/BTN/IV/2016 dated April 25, 2016 regarding the Approval of Revised SKB between the Board of Commissioners and the Board of Directors on Board Manual, the Audit Committee Charter and the Remuneration and Nomination Committee Charter in order to implement the ASEAN CG Scorecard.

#### **DECIDING:**

Stipulating : Joint Decree on the Amendment of Joint Decree of the Board of Commissioners of PT. Bank Tabungan Negara (Persero) Tbk. Number: 01/KOM-BTN/2015 and the Board of Directors of PT. Bank Tabungan Negara (Persero) Tbk. Number: SKB-01/DIR-BTN/2015 Regarding Work Procedure Manual of the Board of Commissioners and the Board of Directors (Board Manual) of PT. Bank Tabungan Negara (Persero) Tbk.

#### **Article I**

Several provisions in the attachment of the Joint Decree of the Board of Commissioners of PT. Bank Tabungan Negara (Persero) Tbk. Number: 01/KOM-BTN/2015 and the Board of Directors of PT. Bank Tabungan Negara (Persero) Tbk. Number: SKB-01/DIR-BTN/2015 Regarding the Work Procedures Manual of the Board of Commissioners and the Board of Directors (Board Manual) of PT. Bank Tabungan Negara (Persero) Tbk. has been amended as follows:

1. Adding definition in Article I General Definition, as follows:
  28. Scheduled Meetings are:
    - a. Board of Commissioners meeting shall be held once in 2 (two) months;
    - b. Board of Directors meeting shall be held once every month which shall be scheduled prior to the current year.
2. Duties of the President Commissioner has been added in the provisions of Chapter II number 2.3, who is the coordinator of the Board of Commissioners, therefore it reads as follows:

### 2.3. Duties of the Board of Commissioners

The President Commissioner is the coordinator of the Board of Commissioners with the following duties:

- 2.3.1. To ensure the function of the Board of Commissioners is well performed;
- 2.3.2. To chair the meeting of the Board of Commissioners;
- 2.3.3. To effectively coordinate and define the meeting agenda of the Board of Commissioners including policies and strategic issues;
- 2.3.4. To create a culture of openness and facilitate constructive discussions;
- 2.3.5. To ensure the correctness and proper delivery of information between the Board of Commissioners and the Board of Directors;
- 2.3.6. To advise and maintain effective and healthy relationships with the Board of Directors.

Duties of the Board of Commissioners cover the following matters:

- 2.3.7. To supervise the management policy, the conduct of the Company's management by the Board of Directors including supervision on the implementation of the Company's Long Term Plan (RJP), Annual Work Plan and Company Budget (RKAP), the provisions of the Articles of Association and Resolution of the GMS, laws and regulations for the interest of the Company in accordance with the purposes and objectives of the Company as well as performing the tasks specifically granted to them under the Articles of Association, laws and legislations and / or resolutions of the GMS<sup>1</sup>.
- 2.3.8. Members of the Board of Commissioners shall perform the duties and responsibilities referred to in point 2.3.1 in good faith, with full responsibility and prudence.
- 2.3.9. To perform the tasks specifically granted to them according to the Articles of Association, laws and legislations, the provisions of Bank Indonesia / Financial Services Authorities and / or resolutions of the GMS as referred to item 2.3.1 above, among others are:
  - 1. Supervise and advise the Board of Directors in conducting the Company's business activities (management policies by the Board of Directors)<sup>2</sup>.
  - 2. Oversee the effectiveness of GCG implementation<sup>3</sup>.
  - 3. Approve and evaluate the Risk Management policy<sup>4</sup>.
  - 4. Evaluate the responsibility of the Board of Directors on the implementation of Risk Management policy<sup>5</sup>.
  - 5. Evaluate and decide on the application of the Board of Directors relating to transactions that require the approval of the Board of Commissioners<sup>6</sup>.
  - 6. Implement supervision on the implementation of the duties and responsibilities of the Board of Directors, and provide advice to the Board of Directors<sup>7</sup>.
  - 7. Monitor compliance of the Company<sup>8</sup> towards the regulations of Bank Indonesia / Financial Services Authority and the laws and regulations as well as commitments to Bank Indonesia / Financial Services Authorities and other parties in accordance with the laws and / or agreements.
  - 8. Direct, monitor, and evaluate the development and utilization of information technology.

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<sup>1</sup> Article 15 paragraph 1. Articles of Association

<sup>2</sup> Article 15 paragraph 2b1. Articles of Association

<sup>3</sup> Article 9 paragraph 1. PBI No. 8/4/PBI/2006

<sup>4</sup> Article 6 paragraph a. PBI No. 5/8/PBI/2003

<sup>5</sup> Article 6 paragraph b. PBI No. 5/8/PBI/2003

<sup>6</sup> Article 6 paragraph c. PBI No. 5/8/PBI/2003

<sup>7</sup> Article 9 paragraph 2. PBI No. 8/4/PBI/2006

<sup>8</sup> Article 2 paragraph 3. PBI No. 13/2/PBI/2011

9. Propose an external auditor to be approved in the GMS and monitor the execution of an external auditor.
  10. Prepare the division of duties among members of the Board of Commissioners in accordance with their expertise and experience of each member of the Board of Commissioners.
- 2.3.10. Prepare the annual work program and performance target of the Board of Commissioners as well as the peer review mechanism on the performance of the Board of Commissioners.
  - 2.3.11. Establish the mechanism for delivering information from the Board of Commissioners to Stakeholders.
  - 2.3.12. Responsible for the execution of duties of the Board of Commissioners to the GMS.
  - 2.3.13. In relation to the implementation of the GCG Improvement Action Plan, the Board of Commissioners shall exercise supervision over the implementation of sound credit management and the implementation of GCG in all business activities of the Company at all levels or organizational levels, as follows:
    1. Evaluate and oversee the policies set by the Board of Directors whether they are in line with the GCG principles.
    2. The Board of Commissioners performs its duties to oversee that the Board of Directors has followed up on audit findings and recommendations from internal audit work units, external auditors, Bank Indonesia / Financial Services Authority supervision results, by:
      - 2.313.2.1. Meeting with the Board of Directors and / or Internal Audit Division to discuss audit findings.
      - 2.313.2.2. Monitoring follow-up on completion of findings.
      - 2.313.2.3. Assigning members of the Audit Committee to conduct exit meetings within the work unit in the context of supervising the operations of the Company (among others but not limited to credit management).
  - 2.3.14. In relation to the implementation of the GCG Improvement Action Plan, the Board of Commissioners conducts active supervision through the Board of Commissioners Meeting and / or Board of Commissioners Meeting with the Board of Directors, related to the GCG implementation, especially regarding the following issues:
    1. Implementation of GCG self-assessment by conducting analysis, evaluation and providing recommendations on GCG self-assessment, to providing approval to the determination of GCG composite value.
    2. Exercise of GCG implementation strategy.
3. Provisions were added to numbers 2.6.2.5 and 2.6.2.6 of the provision in Chapter II number 2.6.2 and reorganize the placement of the sequence numbering hence read as follows:
    - 2.6.2. Conflict of Interest<sup>9</sup>  
Conflict of Interest is a condition in which the Company's economic interests are in conflict with private economic interests. For that reason, the Commissioner shall always:
      - 2.6.2.1. Prioritize the interests of the Bank without compromising the Bank's profit in the event of a conflict of interest;
      - 2.6.2.2. Retain to make decisions in situations and conditions of conflict of interest;
      - 2.6.2.3. Disclose family relationships, financial relationships, management relationships, ownership relationships with other Commissioners and / or members of the Board of Directors and / or controlling shareholders of the Company and / or other parties in the framework of the Bank's business;

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<sup>9</sup> Roman V of SE BI No. 15/15/DPN/2013

- 2.6.2.4. In the case of provision of credits to members of the Board of Commissioners, it shall be arm's length in accordance with the prevailing Bank regulations without distinguishing with other customers (arm's length basis).
- 2.6.2.5. Conduct disclosure in the event that decision making should still be taken in a condition of conflict of interest.
- 2.6.2.6. Report share transactions of the company within 3 (three) working days.
4. Provisions of Chapter II number 2.9, amending the provisions and reorganize the placement of the numbered sequences in the numbers 2.9.5 to 2.9.8 and inserting the arrangement between the numbers 2.9.7 and 2.9.8 to 2.9.7a hence read as follows:
- 2.9. Meeting of the Board of Commissioners<sup>10</sup>**
- 2.9.1. All decisions of the Board of Commissioners are taken in the Meeting of the Board of Commissioners.
- 2.9.2. The Meeting of the Board of Commissioners shall be held periodically at least once in 2 (two) months. If deemed necessary, the Meeting of the Board of Commissioners may be held at any time at the request of one or more Members of the Board of Commissioners or upon the written request of the Board of Directors.
- 2.9.3. The Board of Commissioners may hold joint meetings with the Board of Directors at all times when deemed necessary by taking into account that the Board of Commissioners shall hold regular meetings with the Board of Directors at least once in 4 (four) months.
- 2.9.4. Meetings of the Board of Commissioners may be held at the place of domicile of the Company or elsewhere within the territory of the Republic of Indonesia or at the place of business of the Company.
- 2.9.5. The summons of the meeting of the Board of Commissioners shall describe the event, date, time and venue of the meeting.
- 2.9.6. Prior Meeting summons shall not be required if all members of the Board of Commissioners are present at the meeting.
- 2.9.7. Scheduled Summons of the Meeting of the Board of Commissioners shall be submitted in writing or by other means by the President Commissioner or by members of the Board of Commissioners appointed by the President Commissioner and delivered within a period of no more than 5 (five) working days<sup>11</sup> before the meeting is held or in a shorter period if under urgent circumstances, by excluding the date of the summon and the date of the meeting.
- 2.9.7a. Material of the meeting as referred to point 2.9.5. shall be submitted to the Secretary of the Board of Commissioners no later than 5 (five) working days<sup>12</sup> before the meeting is held.
- 2.9.8. In decision making, the Scheduled Meeting of the Board of Commissioners shall be attended by at least 2/3 (two thirds) of the total members of the Board of Commissioners, the attendance of the members of the Board of Commissioners in the meeting as referred to in items 2.9.2 and 2.9.3 shall be disclosed in the Annual Report of the Company.
- 2.9.9. For other agendas, the Meeting of the Board of Commissioners shall not be entitled to make a decision unless all members of the Board of Directors or their authorized representatives are present and approve the addition of the meeting agenda.

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<sup>10</sup> Article 16. Articles of Association

<sup>11</sup> ASEAN CG Scorecard Parameter

<sup>12</sup> ASEAN CG Scorecard Parameter

- 2.9.10. All Meetings of the Board of Commissioners are chaired by the President Commissioner.
- 2.9.11. If the President Commissioner is absent or unavailable for any reason whatsoever which does not need to be proven to a third party, the Vice President Commissioner shall preside over the Meeting of the Board of Commissioners.
- 2.9.12. If the Vice President Commissioner is absent or unavailable for any reason whatsoever which does not need to be proven to a third party, then a member of the Board of Commissioners who is present and elected in the Meeting of the Board of Commissioners may preside over the Meeting of the Board of Commissioners.
- 2.9.13. All decisions in the Meeting of the Board of Commissioners shall be taken by deliberation for consensus.
- 2.9.14. In the event that a decision can not be made by consensus, the decision shall be taken by affirmative votes of more than  $\frac{1}{2}$  (one-half) of the number of valid votes cast during the meeting.
- 2.9.15. Each member of the Board of Commissioners shall be entitled to cast 1 (one) vote and 1 (one) additional vote for the member of the Board of Commissioners they represent.
- 2.9.16. In the event that the proposal has more than two alternatives and the result of the voting has not received an alternative with a vote of more than  $\frac{1}{2}$  (one half) of the total votes cast, re-election of the two proposals that obtained the most votes shall be made in order for one of the proposals to obtain more than  $\frac{1}{2}$  (one half) of the number of votes cast.
- 2.9.17. A blank vote (abstain) is deemed to have approved the proposal submitted in the meeting and shall be responsible for the outcome of the decision of the meeting.
- 2.9.18. Invalid votes are considered absent and not counted in determining the number of votes cast in the meeting.
- 2.9.19. In every Meeting of the Board of Commissioners, minutes of meetings shall be made containing the matters discussed (including the statement of dissenting opinion of the members of the Board of Commissioners, if any) and matters that have been decided.
- 2.9.20. The result of the Meeting as referred to in 2.9.2 shall be set forth in the minutes of the meeting, signed by all Members of the Board of Commissioners present and submitted to all Members of the Board of Commissioners.
- 2.9.21. Meeting results as per item 2.9.3. shall be set forth in the minutes of the meeting, signed by the Members of the Board of Commissioners and the Board of Directors present and submitted to all members of the Board of Directors and Board of Commissioners.
- 2.9.22. In the event that any member of the Board of Directors and / or a member of the Board of Commissioners fails to sign the result of the meeting as referred to in items 2.9.21 and 2.9.22, it shall then be obliged to state the reasons in writing in a separate letter attached to the minutes of the meeting.
- 2.9.23. The minutes of meeting as per items 2.9.21 and 2.9.22 shall be documented by the Company.
- 2.9.24. The Board of Commissioners may also make a lawful decision without holding a Meeting of the Board of Commissioners provided that all Members of the Board of Commissioners have been notified in writing and all Members of the Board of Commissioners agree on the proposals submitted in writing as well as signing the agreement. The decisions taken as such have the same power as the decisions legally taken in the Meeting of the Board of Commissioners.
- 2.9.25. In the event that a Member of the Board of Commissioners is unable to attend a physical meeting, the Board of Commissioners may attend the meeting through teleconference, video conferencing or other means of electronic media.

5. Provisions of Chapter III number 3.4 adds the provisions in the numbers of 3.4.2.5 and 3.4.2.6 so as to read as follows:

**3.4.2. Conflict of Interest**

Conflict of Interest is a condition in which the Company's economic interests are in conflict with private economic interests. For that reason, the Board of Directors shall always:

- 3.4.2.1. Prioritize the interests of the Bank without compromising the Bank's profit in the event of a conflict of interest;
- 3.4.2.2. Retain to making decisions in situations and conditions of conflict of interest;
- 3.4.2.3. Disclose family relationships, financial relationships, management relationships, ownership relationships with other Members of the Commissioners and / or members of the Board of Directors and / or controlling shareholders of the Company and / or other parties in the framework of the Bank's business;
- 3.4.2.4. Conduct disclosure in the event that decision making should still be taken on the condition of a conflict of interest.
- 3.4.2.5. In the case of provision of credits to members of the Board of Directors, it shall be arm's length in accordance with the prevailing Bank regulations without distinguishing with other customers (arm's length basis).
- 3.4.2.6. Report share transactions of the company within 3 (three) working days.

6. The provisions of Chapter III number 3.6 amend and reorganize the placement of the sequence numbering in the numbers of 3.6.5 to 3.6.8 and insert the arrangement between the numbers of 3.6.7 and 3.6.8 into number 3.6.7a so that it reads as follows:

**3.6 Meetings of the Board of Directors**

Meetings of the Board of Directors are meetings held by the Board of Directors with respect to the implementation of their duties and functions. The agenda of the meeting is based on the calendar of events of the Board of Directors and other matters deemed necessary, under the following conditions:

- 3.6.1 All decisions of the Board of Directors are taken in the meeting of the Board of Directors<sup>13</sup>.
- 3.6.2 Meetings of the Board of Directors shall be held periodically at least once in each month. If necessary, a meeting of the Board of Directors may be held at any time at the request of one or more Members of the Board of Directors or upon written request of the Board of Commissioners<sup>14</sup>.
- 3.6.3 The Board of Directors may hold meetings with the Board of Commissioners at all times when deemed necessary, provided that the Board of Directors is required to hold a meeting of the Board of Directors with the Board of Commissioners on a periodical basis of at least once in 4 (four) months<sup>15</sup>.
- 3.6.4 Meetings of the Board of Directors may be held at the place of domicile of the Company or elsewhere within the territory of the Republic of Indonesia or at the place of business of the Company<sup>16</sup>.
- 3.6.5 Meeting summons shall explain the event, date, time and venue of the meeting<sup>17</sup>

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<sup>13</sup> Article 13 paragraph 1. Articles of Association

<sup>14</sup> Article 13 paragraph 2. Articles of Association

<sup>15</sup> Article 13 paragraph 3. Articles of Association

<sup>16</sup> Article 13 paragraph 4. Articles of Association

<sup>17</sup> Article 13 paragraph 6. Articles of Association



- 3.6.6 Prior meeting summon shall not be required if all members of the Board of Directors are present at the meeting<sup>18</sup>.
- 3.6.7 Scheduled Meeting of the Board of Directors shall be in writing or other means by a member of the Board of Directors entitled to represent the Company and shall be submitted within a period of no later than 5 (five) working days<sup>19</sup> before the meeting is held or in a shorter period if under urgent circumstances by excluding the date of the summon and the date Meeting<sup>20</sup>.
- 3.6.7a. The meeting material as mentioned in item 3.6.7 shall be submitted to the Corporate Secretary no later than 5 (five) working days<sup>21</sup> before the meeting is held.
- 3.6.8 In decision making, the Scheduled Meeting of the Board of Directors shall be attended by at least **2/3 (two thirds)** of the total members of the Board of Directors with due regard to the provisions as referred to in items 3.6.5 to 3.6.7, the presence of the Members of the Board of Directors in the meeting as referred to in items 3.6. 2 and 3.6.3 shall be disclosed in the Annual Report of the Company.
- 3.6.9 For other agendas, the Meeting of the Board of Directors shall not be entitled to make a decision unless all members of the Board of Directors or their authorized representative are present and have agreed to the addition of the agenda<sup>22</sup>.
- 3.6.10 All meetings of the Board of Directors shall be chaired by the President Director<sup>23</sup>.
- 3.6.11 If the President Director is absent or unavailable for any reason whatsoever and does not need to be proven to a third party, the Vice President Director shall take precedence of the Meeting of the Board of Directors<sup>24</sup>.
- 3.6.12 If the Vice President Director is absent or unavailable for any reason whatsoever and does not need to be proven to a third party, the Meeting of the Board of Directors shall be chaired by a Member of the Board of Directors present and shall be elected in the meeting<sup>25</sup>.
- 3.6.13 To vote in a decision, a member of the Board of Directors may be represented in a meeting only by other members of the Board of Directors in virtue of a written power granted exclusively for such purpose<sup>26</sup>.
- 3.6.14 A member of the Board of Directors may only be represented by another member of the Board of Directors<sup>27</sup>.
- 3.6.15 All decisions in the Meeting of the Board of Directors shall be taken by deliberation for consensus<sup>28</sup>.
- 3.6.16 In the event that a decision can not be made by consensus, the decision shall be taken by affirmative votes of more than ½ (one half) of the number of valid votes cast in the meeting<sup>29</sup>.
- 3.6.17 Each member of the Board of Directors shall be entitled to cast 1 (one) vote and 1 (one) additional vote for the member of the Board of Directors they represent<sup>30</sup>.

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<sup>18</sup> Article 13 paragraph 7. Articles of Association

<sup>19</sup> ASEAN CG Scorecard Parameter

<sup>20</sup> Article 13 paragraph 5. Articles of Association

<sup>21</sup> ASEAN CG Scorecard Parameter

<sup>22</sup> Article 13 paragraph 9. Articles of Association

<sup>23</sup> Article 13 paragraph 10. Articles of Association

<sup>24</sup> Article 13 paragraph 11. Articles of Association

<sup>25</sup> Article 13 paragraph 12. Articles of Association

<sup>26</sup> Article 13 paragraph 13. Articles of Association

<sup>27</sup> Article 13 paragraph 14. Articles of Association

<sup>28</sup> Article 13 paragraph 15. Articles of Association

<sup>29</sup> Article 13 paragraph 16. Articles of Association

<sup>30</sup> Article 13 paragraph 17. Articles of Association

- 3.6.18 In the event that the proposal has more than two alternatives and the result of the voting has not reached an alternative with a vote of more than ½ (one half) of the total votes cast, re-election of the two proposals that obtained the most votes shall be made in order for one of the proposals to obtain more than ½ (one half) of the number of votes cast<sup>31</sup>.
- 3.6.19 A blank vote (abstain) is deemed to have approved the proposal submitted in the meeting and shall be responsible for the outcome of the decision of the meeting<sup>32</sup>.
- 3.6.20 Invalid votes are considered absent and not counted in determining the number of votes cast in the meeting<sup>33</sup>.
- 3.6.21 In every Meeting of the Board of Directors, minutes of meetings shall be made containing the matters discussed (including the statement of dissenting opinion of the members of the Board of Directors, if any) and matters that have been decided<sup>34</sup>.
- 3.6.22 The result of the Meeting as referred to in 3.6.21 shall be expressed in the minutes of the meeting, signed by all Members of the Board of Directors present and delivered to all Members of the Board of Directors and the Board of Directors shall deliver it to the Board of Commissioners if requested to be acknowledged<sup>35</sup>.
- 3.6.23 Meeting results as per item 3.6.3. shall be expressed in the minutes of the meeting, signed by the Members of the Board of Directors and the Board of Commissioners present and delivered to the Members of the Board of Directors and Board of Commissioners<sup>36</sup>.
- 3.6.24 In the event that any member of the Board of Directors and / or a member of the Board of Commissioners fails to sign the result of the meeting as referred to in items 3.6.22 and 3.6.23, it shall then be obliged to state the reasons in writing in a separate letter attached to the minutes of the meeting<sup>37</sup>.
- 3.6.25 The minutes of meeting as per items 3.6.22 and 2.9.23 shall be documented by the Company<sup>38</sup>.
- 3.6.26 The Board of Directors may also make a lawful decision 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 agree on the proposals submitted in writing as well as signing the agreement. The decisions taken as such have the same power as the decisions legally taken in the Meeting of the Board of Directors<sup>39</sup>.
- 3.6.27 In the event that a Member of the Board of Directors is unable to attend a physical meeting, the Board of Directors may attend the meeting through teleconference, video conferencing or other means of electronic media<sup>40</sup>.

## **Article II**

1. This Joint Decree shall come into effect as of the date of stipulation.

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<sup>31</sup> Article 13 paragraph 18. Articles of Association

<sup>32</sup> Article 13 paragraph 19. Articles of Association

<sup>33</sup> Article 13 paragraph 20. Articles of Association

<sup>34</sup> Article 13 paragraph 21a. Articles of Association

<sup>35</sup> Article 13 paragraph 21b. Articles of Association

<sup>36</sup> Article 13 paragraph 21c. Articles of Association

<sup>37</sup> Article 13 paragraph 21d. Articles of Association

<sup>38</sup> Article 13 paragraph 21e. Articles of Association

<sup>39</sup> Article 13 paragraph 22. Articles of Association

<sup>40</sup> Article 13 paragraph 23. Articles of Association

2. Matters that are not or are not sufficiently regulated in this Joint Decree shall be determined subsequently by the Board of Commissioners and the Board of Directors.
3. With the enactment of this Joint Decree, the Joint Decree of the Board of Commissioners of PT. Bank Tabungan Negara (Persero) Tbk. Number: 01/KOM-BTN/2015 and Board of Directors of PT. Bank Tabungan Negara (Persero) Tbk. Number: SKB-01/DIR-BTN/2015 Regarding the Work Procedure Manual of the Board of Commissioners and the Board of Directors (Board Manual) of PT. Bank Tabungan Negara (Persero) Tbk., shall remain valid to the extent that it has not been altered by this Joint Decree.
4. In order for the officers and employees of the Bank to be informed, this Joint Decree shall be published in the Bank Announcement Gazette.

Stipulated : in Jakarta

On : July 18, 2016

**PT. BANK TABUNGAN NEGARA (PERSERO) Tbk**

**I Wayan Agus Mertayasa**  
**President Commissioner**

**Maryono**  
**President Director**

## **JOINT DECREE BETWEEN THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS IN THE APPLICATION OF THE BOARD MANUAL**

This Board Manual is one of the GCG soft structure serving as a guideline for the Board of Commissioners and the Board of Directors in performing their duties, authorities, responsibilities, rights and obligations, both as the board and in their individual capacity, based on the principles of corporate law, provisions of the Articles of Association and the laws and legislations.

The Board Manual which is a draft of agreement / commitment between the Board of Directors and Board of Commissioners aims to:

1. Become a guide related to the basic tasks and work functions of each organ.
2. Improve the quality and effectiveness of working relationships between organs.

With the enactment of the Board Manual in the working relationship between the above 2 (two) Company organs, all business activities of the Company can be implemented in harmony with reference to GCG principles namely, Transparency, Accountability, Responsibility, Independence and Fairness.

As an effort to attain the vision and mission of the Company, the Board of Directors and the Board of Commissioners are committed to develop Bank BTN in a sustainable manner, based on the principle of honesty, transparency and avoid conflict of interest.

Thus the commitment between the Board of Directors and Board of Commissioners is made and established as the foundation of Bank BTN to realize the vision and mission of the Company.

	BOARD OF COMMISSIONERS		BOARD OF DIRECTORS
1.	<u>I Wayan Agus Mertayasa</u> President Commissioner/Independent	1.	<u>Mayono</u> President Director
2.	<u>Kamarudin Sjam</u> Independent Commissioner	2.	<u>Mansyur S. Nasution</u> Director
3.	<u>Arie Coerniadi</u> Independent Commissioner	3.	<u>Iman Nugroho Soeko</u> Director
4.	<u>Lucky Fathul Aziz H</u> Commissioner	4.	<u>Adi Setianto</u> Director
5.	<u>Sumiyati</u> Commissioner	5.	<u>Sulis Usdoko</u> Director
		6.	<u>Oni Febriarto Rahardo</u> Director