

<p>SURAT KESEPAKATAN BERSAMA DEWAN KOMISARIS PT BANK TABUNGAN NEGARA (PERSERO) Tbk NOMOR 02 /DEKOM-BTN/2017 DAN DIREKSI PT BANK TABUNGAN NEGARA (PERSERO) Tbk NOMOR 01 /DIR-BTN/2017</p> <p>TENTANG</p> <p>TATA HUBUNGAN KERJA DEWAN KOMISARIS DAN DIREKSI PT BANK TABUNGAN NEGARA (PERSERO) Tbk</p>	<p>JOINT AGREEMENT THE BOARD OF COMMISSIONERS OF PT BANK TABUNGAN NEGARA (PERSERO) Tbk NUMBER 02/DEKOM-BTN/2017 AND THE BOARD OF DIRECTORS OF PT BANK TABUNGAN NEGARA (PERSERO) Tbk NUMBER 01/DIR-BTN/2017</p> <p>CONCERNING</p> <p>WORKING RELATIONSHIP MANAGEMENT OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS OF PT BANK TABUNGAN NEGARA (PERSERO) TBK</p>
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<p>Menimbang/ <i>Considering:</i></p>	<ol style="list-style-type: none"> a. Bahwa dalam rangka meningkatkan kinerja bank, melindungi kepentingan para pemangku kepentingan dan meningkatkan kepatuhan terhadap peraturan perundang-undangan serta nilai-nilai etika yang berlaku umum pada industri perbankan, diperlukan pelaksanaan tata kelola perusahaan yang baik; b. Bahwa dalam rangka huruf a di atas, perlu diatur tata hubungan kerja antara Dewan Komisaris dan Direksi Bank; c. Bahwa sehubungan dengan huruf a dan b di atas, Dewan Komisaris dan Direksi memandang perlu untuk menandatangani ke dalam Surat Kesepakatan Bersama Dewan Komisaris PT Bank Tabungan Negara (Persero) Tbk dan Direksi PT Bank Tabungan Negara (Persero) Tbk. 	<ol style="list-style-type: none"> a. <i>Whereas in order to improve the bank's performance, protect the stakeholders' interest and improve compliance with the laws and regulations as well as generally applicable ethical values in the banking sector, it is necessary to implement good corporate governance;</i> b. <i>whereas in the framework of those stated in letter a above, it is necessary to manage the working relationship between the Board of Commissioners and the Board of Directors;</i> c. <i>whereas in connection with letters a and b above, the Board of Commissioners and the Board of Directors deem necessary to contain the same into the Joint Agreement of the Board of Commissioners of PT Bank Tabungan Negara (Persero) Tbk and the Board of Directors of PT Bank Tabungan Negara (Persero) Tbk.</i>
<p>Mengingat/ <i>In view of:</i></p>	<ol style="list-style-type: none"> 1. Undang-Undang Nomor 7 Tahun 1992 tanggal 25 Maret 1992 tentang Perbankan, sebagaimana telah diubah dengan Undang-Undang Nomor 10 Tahun 1998 tanggal 10 November 1998 tentang Perbankan; 2. Undang-Undang Nomor 8 Tahun 1995 tanggal 10 November 1995 tentang Pasar Modal; 3. Undang-Undang Nomor 19 Tahun 2003 tanggal 19 Juni 2003 tentang Badan Usaha Milik Negara; 4. Undang-Undang Nomor 40 Tahun 2007 tanggal 16 Agustus 2007 tentang Perseroan Terbatas; 5. Peraturan Menteri Badan Usaha Milik Negara Nomor Per-01/MBU/2011 tanggal 1 Agustus 2011 tentang Penerapan Tata Kelola Perusahaan Yang Baik (<i>Good Corporate Governance</i>) pada Badan Usaha Milik 	<ol style="list-style-type: none"> 1. <i>Law Number 7 of 1992 dated March 25, 1992, concerning Banking, as amended by the Law Number 10 of 1998 dated November 10, 1998, concerning Banking.</i> 2. <i>Law Number 18 of 1998 dated November 10, 1995, concerning Capital Market.</i> 3. <i>Law Number 19 of 2003 dated August 3, 2003, concerning State Owned Enterprises;</i> 4. <i>Law Number 40 of 2007 dated August 16, 2007, concerning Limited Liability Companies;</i> 5. <i>Ministerial Regulation of State Owned Enterprises Number Per-01/MBU/2011 dated August 1, 2011, concerning Application of Good Corporate Governance in State Owned Enterprises (SOEs) as amended by the Ministerial Regulation of State Owned Enterprises Number PER-09/MBU/2012 dated July 6, 2012;</i>

- Negara (BUMN) sebagaimana telah diubah dengan Peraturan Menteri Badan Usaha Milik Negara Nomor PER-09/MBU/2012 tanggal 6 Juli 2012;
6. Peraturan Menteri Badan Usaha Milik Negara Nomor PER-12/MBU/2012 tanggal 24 Agustus 2012 tentang Organ Pendukung Dewan Komisaris/Dewan Pengawas Badan Usaha Milik Negara;
 7. Peraturan Menteri Badan Usaha Milik Negara Nomor PER-02/MBU/02/2015 tanggal 17 Februari 2015 tentang Persyaratan, Tata Cara Pengangkatan, dan Pemberhentian Anggota Dewan Komisaris dan Dewan Pengawas Badan Usaha Milik Negara;
 8. Peraturan Menteri Badan Usaha Milik Negara Nomor PER-03/MBU/02/2015 tanggal 17 Februari 2015 tentang Persyaratan, Tata Cara Pengangkatan, dan Pemberhentian Anggota Direksi Badan Usaha Milik Negara;
 9. Peraturan Otoritas Jasa Keuangan Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik;
 10. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Remunerasi dan Nominasi Emiten atau Perusahaan Publik;
 11. Peraturan Otoritas Jasa Keuangan Nomor 21/POJK.04/2015 tanggal 16 November 2015 tentang Penerapan Tata Kelola Perusahaan Terbuka;
 12. Peraturan Otoritas Jasa Keuangan Nomor 18/POJK.03/2016 tanggal 22 Maret 2016 tentang Penerapan Manajemen Risiko bagi Bank Umum;
 13. Peraturan Otoritas Jasa Keuangan Nomor 29/POJK.04/2016 tanggal 29 Juli 2016 tentang Laporan Tahunan Emiten atau Perusahaan Publik;
 14. Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.03/2016 tanggal 7 Desember 2016 tentang Penerapan Tata Kelola bagi Bank Umum;
 15. Surat Edaran Otoritas Jasa Keuangan Nomor 13/SEOJK.03/2017 tanggal 17 Maret 2017 tentang Penetapan Tata Kelola Bagi Bank Umum;
 16. Anggaran Dasar Bank sebagaimana diubah terakhir dengan Akta Pernyataan Keputusan Rapat Umum Pemegang Saham Tahunan Nomor 90 tanggal 21 Juni 2017.
6. *Ministerial Regulation of State Owned Enterprises Number PER-12/MBU/2012 dated August 24, 2012, concerning Supporting Bodies of Board of Commissioners/Supervisory Board of State Owned Enterprises;*
 7. *Ministerial Regulation of State Owned Enterprises Number PER-02/MBU/2015 dated February 17, 2015, concerning Requirements of Procedure for Appointment and Dismissal of Members of Board of Commissioners and Supervisory Board of State Owned Enterprises;*
 8. *Ministerial Regulation of State Owned Enterprises Number PER-02/MBU/2015 dated February 17, 2015, concerning Requirements of Procedure for Appointment and Dismissal of Members of Board of Commissioners and Supervisory Board of State Owned Enterprises;*
 9. *Regulation of the Financial Service Authority Number 33/POJK.04/2014 dated December 8, 2014, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies;*
 10. *Regulation of Financial Service Authority Number 34/POJK.04/2014 dated December 8, 2014, concerning Remuneration and Nomination Committee of Public Issuers and Companies;*
 11. *Regulation of Financial Service Authority Number 21/POJK.04/2015 dated November 16, 2015, concerning Application of Corporate Governance for Public Companies;*
 12. *Regulation of Financial Service Authority Number 18/POJK.03/2016 dated March 22, 2016, concerning Application of Risk Management for Commercial Banks;*
 13. *Regulation of Financial Service Authority Number 29/POJK.04/2016 dated July 29, 2016, concerning Annual Report of Public Issuers or Companies;*
 14. *Regulation of Financial Service Authority Number 55/POJK.03/2016 dated December 7, 2016, concerning Application of Corporate Governance for Commercial Banks;*
 15. *Circular Letter of Financial Service Authority Number 13/SEOJK.03/2017 dated March 17, 2017, concerning Application of Corporate Governance for Commercial Banks;*
 16. *The Bank's Articles of Association as ultimately amended by the Resolution of Annual General Meeting of Shareholders dated March 17, 2017 concerning Stipulation of Good Corporate Governance for Commercial Banks;*

Memperhatikan/ Noting:	Risalah Rapat Bersama Dewan Komisaris dengan Direksi PT Bank Tabungan Negara (Persero) Tbk Nomor 66/KOM/BTN/X/2017 tanggal 03 Oktober 2017.	<i>Minutes of Joint Meeting of the Board of Commissioners and the Board of Directors of PT Bank Tabungan Negara (Persero) Tbk Number 66/KOM/BTN/X/2017 dated October 3, 2017.</i>
	MEMUTUSKAN	HAS DECIDED
Menetapkan/ To Stipulate:	SURAT KESEPAKATAN BERSAMA (SKB) TENTANG TATA HUBUNGAN KERJA DEWAN KOMISARIS DAN DIREKSI PT BANK TABUNGAN NEGARA (PERSERO) Tbk	<i>THE JOINT AGREEMENT CONCERNING WORKING RELATIONSHIP MANAGEMENT OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS OF PT BANK TABUNGAN NEGARA (PERSERO) Tbk.</i>

Pasal 1 KETENTUAN UMUM	Article 1 GENERAL CONDITIONS
Dalam Surat Kesepakatan Bersama ini yang dimaksud dengan:	Terms herein shall be defined as follows:
<ol style="list-style-type: none"> 1. Bank/Perseroan adalah PT Bank Tabungan Negara (Persero) Tbk. 2. Pemegang Saham Perusahaan (<i>shareholders</i>) adalah Pemegang Saham Seri A Dwiwarna dan seluruh pemegang saham yang namanya tercatat dalam daftar pemegang saham. 3. Rapat Umum Pemegang Saham, yang selanjutnya disebut RUPS, adalah organ Perseroan yang mempunyai wewenang yang tidak diberikan kepada Direksi atau Dewan Komisaris dalam batas yang ditentukan dalam Undang-Undang atau Anggaran Dasar. 4. Dewan Komisaris adalah Organ Perseroan yang bertugas melakukan pengawasan secara umum dan/atau khusus sesuai dengan Anggaran Dasar serta memberi nasihat kepada Direksi. 5. Direksi adalah Organ Perseroan yang berwenang dan bertanggung jawab penuh atas pengurusan Perseroan untuk kepentingan Perseroan, sesuai dengan maksud dan tujuan Perseroan serta mewakili Perseroan, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan Anggaran Dasar. 6. Direktur adalah anggota Direksi Perseroan yang menunjuk kepada individu. 7. Direktur Yang Membawahkan Fungsi Kepatuhan adalah anggota Direksi Bank yang ditugaskan untuk menetapkan langkah-langkah yang diperlukan guna memastikan kepatuhan Perseroan terhadap peraturan Bank Indonesia, Otoritas Jasa Keuangan, peraturan perundang-undangan dan perjanjian serta komitmen dengan Bank Indonesia. 8. Rapat Bersama adalah Rapat Direksi bersama Dewan Komisaris dan Rapat Dewan Komisaris bersama Direksi dalam rangka Direksi memohon arahan/petunjuk atau melaporkan pengurusan 	<ol style="list-style-type: none"> 1. Bank/Company means PT. Bank Tabungan Negara (Persero); 2. Company Shareholder means Holder of Series A Dwiwarna Share and all shareholders whose names are registered in the shareholder register; 3. General Meeting of Shareholders, hereinafter referred to as GMS, means a body of the Company having authority that is not granted to the Board of Directors or the Board of Commissioners within a limit determined under the Laws or the Company's Articles of Association; 4. Board of Commissioners means a Body of the Company having duty to perform general and/or special supervision in accordance with the Company's Articles of Association and to provide the Board of Directors with advice; 5. Board of Directors means a Body of the Company having full authority and responsibility upon the management of the Company for the interest of the Company, pursuant to the purpose and objectives of the Company and representing the Company, either inside or outside any courts pursuant to the provisions of its Articles of Association; 6. Director means a member of the Board of Directors of the Company referring to an individual; 7. Director Overseeing Compliance Function means a member of the Board of Directors of the Bank having a duty to determine measures required to ensure compliance of the Company with regulations of Bank Indonesia, the Financial Service Authority, the laws and regulations, as well as agreements and commitments with Bank Indonesia; 8. Joint Meeting means a Meeting of the Board of Directors with the Board of Commissioners or a meeting of the Board of Commissioners with the Board of Directors in the framework of the Board

kepada Dewan Komisaris dan Dewan Komisaris melakukan pengawasan/memberikan arahan/petunjuk kepada Direksi.

9. **Divisi** adalah unit kerja di Kantor Pusat, yang secara struktural berada dibawah Direksi.
10. **Good Corporate Governance (GCG)** adalah suatu tata kelola Perseroan dengan mendasarkan adanya keseimbangan kewenangan sehingga tidak dapat terjadi adanya penyalahgunaan wewenang serta adanya *check and balances* dalam operasional Perseroan dengan menerapkan prinsip-prinsip keterbukaan (*transparency*), akuntabilitas (*accountability*), pertanggungjawaban (*responsibility*), independensi (*independency*), dan kewajaran (*fairness*).
11. **Stakeholders** adalah seluruh pihak yang memiliki kepentingan secara langsung atau tidak langsung terhadap kegiatan usaha Perseroan.
12. **Pejabat Eksekutif** adalah pejabat yang bertanggung jawab langsung kepada Direksi atau mempunyai pengaruh terhadap kebijakan dan operasional Perseroan atau Bank, antara lain Kepala Divisi, Kepala Kantor Wilayah dan Kepala Cabang.
13. **Benturan Kepentingan** adalah terjadinya konflik antara kepentingan ekonomis Perseroan dengan kepentingan Ekonomis pribadi pemilik, Anggota Dewan Komisaris, Anggota Direksi, Pejabat Eksekutif, Pegawai dan/atau pihak terafiliasi dengan Perseroan.
14. **Etika** adalah sekumpulan norma atau nilai yang tidak tertulis yang diyakini oleh suatu kelompok masyarakat sebagai suatu standar perilaku kelompok tersebut berlandaskan peraturan perundang-undangan dan etika usaha.

Pasal 2

MAKSUD DAN TUJUAN

Surat Kesepakatan Bersama disusun dengan maksud dan tujuan sebagai berikut:

- a. Menjadi acuan dan/atau pedoman bagi Direksi dan Dewan Komisaris dalam melaksanakan tugas, wewenang, tanggungjawab, hak dan kewajiban masing-masing Organ Perseroan dalam melakukan pengurusan Perseroan oleh Direksi dan pengawasan Perseroan oleh Dewan Komisaris mengenai kebijakan pengurusan dan jalannya pengurusan Perseroan oleh Direksi;
- b. Meningkatkan kualitas dan efektivitas hubungan kerja antar Direksi dan Dewan Komisaris, antar sesama anggota Direksi dan anggota Dewan Komisaris, dalam upaya mencapai Visi dan Misi Perseroan; dan
- c. Menegaskan komitmen Dewan Komisaris dan

of Directors' requesting direction/instruction or reporting management to the Board of Commissioners and the Board of Commissioners' supervision/providing direction/instruction to the Board of Directors.

9. **Division** means a work unit at the Head Office, structurally positioned under the Board of Directors;
10. **Good Corporate Governance** means a governing method of the Company relying on balance of authority, hence, no misuse of authority will occur and the existence of check and balances in the Company's operation by applying transparency, accountability, responsibility, independency, and fairness principles;
11. **Stakeholders** mean all parties having direct or indirect interest to the Company's business;
12. **Executive Officials** mean officials directly responsible to the Board of Directors or having an influence to the Company's/Bank's policies and operation, namely, among other things, Division Head, Regional Office Head and Branch Office Head;
13. **Conflict of Interest** means an occurring conflict between the Company's economic interest and an economic interest of any owner, member of the Board of Commissioners, member of the Board of Directors, Executive Official, Employee and/or affiliate of the Company;
14. **Ethics** means a collection of implied norms or values believed by a community group as a standard of the group's conduct based on the laws and regulations and business ethics;

Article 2

PURPOSE AND OBJECTIVES

This Joint Agreement is prepared for the following purpose and objectives:

- a. becoming reference and/or guidelines for the Board of Directors and the Board of Commissioners in performing duties, authorities, responsibilities, rights and obligations of each Body of the Company in performing the Company's management by the Board of Directors and the Company's supervision by the Board of Commissioners regarding managerial policies and the course of the Company's management by the Board of Directors;
- b. improving quality and effectiveness of working relationship between the Board of Directors and the Board of Commissioners, between members of the Board of Directors and members of the Board of Commissioners, in order to realize the Company's Vision and Mission; and
- c. confirming commitments of the Board of

Direksi dalam rangka menerapkan prinsip-prinsip GCG (transparansi, akuntabilitas, responsibilitas, independensi dan fairness (TARIF)) dalam pelaksanaan tugas, wewenang, tanggungjawab, hak dan kewajiban masing-masing, serta dalam upaya membangun dan membina hubungan kerja yang harmonis dalam memenuhi peraturan perundang-undangan yang berlaku.

**Pasal 3
RUANG LINGKUP**

Surat Kesepakatan Bersama ini berlaku bagi seluruh anggota Direksi dan Dewan Komisaris dalam pelaksanaan tata laksana hubungan kerja Organ Perseroan, mengacu pada ketentuan Anggaran Dasar dan peraturan perundang-undangan yang berlaku.

**Pasal 4
HUBUNGAN KERJA DEWAN KOMISARIS DAN
DIREKSI**

1. Pedoman Hubungan Kerja Dewan Komisaris dan Direksi dituangkan dalam suatu Surat Kesepakatan Bersama Dewan Komisaris dan Direksi sebagaimana tercantum pada Lampiran yang merupakan satu kesatuan yang tidak terpisahkan dari Surat Kesepakatan Bersama ini.
2. Surat Kesepakatan Bersama ini mengatur hal-hal pokok yang berkaitan dengan tata hubungan kerja Dewan Komisaris dan Direksi, sebagai berikut:
 - a. Bab I Pendahuluan;
 - b. Bab II Hubungan Kerja Dewan Komisaris dan Direksi;
 - c. Bab III Rapat Bersama;
 - d. Bab IV Evaluasi Kinerja;
 - e. Bab V Hubungan Dengan Pemangku Kepentingan (Stakeholders);
 - f. Bab VI Tata Laksana Hubungan Kerja Dewan Komisaris dan Direksi dengan Organ RUPS; dan
 - g. Bab VII Mekanisme Perubahan.

**Pasal 5
MEKANISME PERUBAHAN**

1. Surat Kesepakatan Bersama ini ditelaah dan dimutakhirkan secara berkala untuk disesuaikan dengan kebutuhan Perseroan dan perubahan lingkungan usaha.
2. Permintaan perubahan Surat Kesepakatan Bersama dapat dilakukan oleh Dewan Komisaris dan/atau Direksi dengan mempertimbangkan kebutuhan dan kesesuaian bagi Perseroan.

**Pasal 6
KETENTUAN PENUTUP**

1. Surat Kesepakatan Bersama ini dinyatakan berlaku efektif sejak tanggal ditetapkan.

Commissioners and the Board of Directors in applying GCG Principles (transparency, accountability, responsibility, independency and fairness (TARIF)) in implementing their respective duties, authorities, responsibilities, rights and obligations, as well as in order to establish and maintain a harmonious working relationship in complying with applicable laws and regulations.

**Article 3
SCOPE**

This Joint Agreement shall apply to all members of the Board of Directors and members of the Board of Commissioners in implementing working relationship management of the Company's Organs, by referring to the provisions of the Company's Articles of Association and applicable laws and regulations.

**Article 4
WORKING RELATIONSHIP OF THE BOARD OF
COMMISSIONERS AND THE BOARD OF
DIRECTORS**

1. The Guidelines for the Working Relationship of the Board of Commissioners and the Board of Directors shall be contained under a Joint Agreement of the Board of Commissioners and the Board of Directors as set forth in the Appendix hereto which shall form an integral and inseparable part hereof.
2. This Joint Agreement regulates subject matters related to working relationship management of the Board of Commissioners and the Board of Directors as follows:
 - a. Chapter I Introduction;
 - b. Chapter II Working Relationship of the Board of Commissioners and the Board of Directors;
 - c. Chapter III Joint Meeting;
 - d. Chapter IV Performance Evaluation;
 - e. Chapter V Relationship with the Stakeholders;
 - f. Chapter VI Working Relationship Management of the Board of Commissioners and the Board of Directors with GMS Body; and
 - g. Chapter VII Amendment Mechanism

**Article 5
AMENDMENT MECHANISM**

1. This Joint Agreement has been reviewed and updated periodically for adjustment to the Company's need and changes in business climate.
2. Any request for amendment to the Joint Agreement may be made by the Board of Commissioners and/or the Board of Directors by considering the need and conformity to the Company.

**Article 6
CLOSING PROVISIONS**

1. This Joint Agreement shall be effective as of the stipulation date hereof.

LEMBAR PERSETUJUAN SURAT KESEPAKATAN BERSAMA TENTANG TATA HUBUNGAN KERJA DEWAN KOMISARIS DAN DIREKSI PT BANK TABUNGAN NEGARA (PERSERO) TBK	APPROVAL SHEET OF THE JOINT AGREEMENT CONCERNING WORKING RELATIONSHIP MANAGEMENT OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS OF PT BANK TABUNGAN NEGARA (PERSERO) TBK
Jakarta, November 2017	Jakarta, November , 2017

	DEWAN KOMISARIS/ THE BOARD OF COMMISSIONERS		DIREKSI/ THE BOARD OF DIRECTORS
1.	<u>I Wayan Agus Mertayasa</u> Komisaris Utama/Independen	1.	<u>Maryono</u> Direktur Utama
2.	<u>Kamarudin Sjam</u> Komisaris Independen	2.	<u>Iman Nugroho Soeko</u> Direktur
3.	<u>Arie Coerniadi</u> Komisaris Independen	3.	<u>Adi Setianto</u> Direktur
4.	<u>Garuda Wiko</u> Komisaris Independen	4.	<u>Oni Febriarto R</u> Direktur
5.	<u>Sumiyati</u>	5.	<u>R. Mahelan Prabantarikso</u>

	Komisaris		Direktur
6.	<u>Maurin Sitorus</u> Komisaris	6.	<u>Nixon L.P. Napitupulu</u> Direktur
7.	<u>Iman Sugema</u> Komisaris	7.	<u>Budi Satria</u> Direktur
8.	<u>Lucky Fathul Aziz Hadibrata</u> Komisaris Independen		

	THE BOARD OF COMMISSIONERS		THE BOARD OF DIRECTORS
1.	<i>signed</i> <u>I Wayan Agus Mertayasa</u> President Commissioner/Independent Commissioner	1.	<i>signed</i> <u>Maryono</u> President Director
2.	<i>signed</i> <u>Kamaruddin Sjam</u> Independent Commissioner	2.	<i>signed</i> <u>Iman Nugroho Soeko</u> Director
3.	<i>signed</i> <u>Arie Coerniadi</u> Independent Commissioner	3.	<i>signed</i> <u>Adi Setianto</u> Director
4.	<i>signed</i> <u>Garuda Wiko</u> Independent Commissioner	4.	<i>signed</i> <u>Oni Febrianto R</u> Director
5.	<i>signed</i> <u>Sumiyati</u> Commissioner	5.	<i>signed</i> <u>R. Mahelan Prabantarikso</u> Director
6.	<i>signed</i> <u>Maurin Sitorus</u> Commissioner	6.	<i>signed</i> <u>Nixon L.P. Napitupulu</u> Director
7.	<i>signed</i> <u>Iman Sugema</u> Commissioner	7.	<i>Signed</i> <u>Budi Satria</u> Director
	THE BOARD OF COMMISSIONERS		
8.	<i>signed</i> <u>Lucky Fathul Aziz Hadibrata</u> Independent Commissioner		

**BAB I
PENDAHULUAN**

A. Latar Belakang

Dalam rangka mencapai maksud dan tujuan didirikannya Bank/Perseroan, sebagaimana diuraikan dalam Anggaran Dasar Perseroan, serta mendukung kehandalan dan kesiapan Perseroan dalam menghadapi situasi persaingan bisnis perbankan yang semakin ketat dengan tetap berpedoman pada Tata Kelola Perseroan yang baik, maka Perseroan harus melaksanakan seluruh ketentuan yang telah ditetapkan oleh Otoritas Jasa Keuangan dan/atau Bank Indonesia, Peraturan Menteri BUMN serta peraturan perundang-undangan lain dari Regulator yang berlaku bagi Perseroan. Dalam pelaksanaannya perlu diatur dalam Pedoman dan Tata Tertib Hubungan Kerja Organ Perseroan secara terstruktur dan sistematis, sehingga dapat menjadi acuan bagi Dewan Komisaris dan Direksi dalam melaksanakan tugas masing-masing untuk mencapai Visi dan Misi Perseroan.

Sesuai Pasal 18 ayat (1) jo. Pasal 35 ayat (1) Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.03/2016 tanggal 7 Desember 2016 tentang Penerapan Tata Kelola Bagi Bank Umum, bahwa Dewan Komisaris dan Direksi wajib memiliki **Pedoman dan Tata Tertib Kerja** masing-masing secara terpisah yang mengikat bagi masing-masing anggota Dewan Komisaris dan Direksi dalam menjalankan tugas, tanggungjawab, wewenang, hak dan kewajibannya. Pedoman dan Tata Tertib Kerja masing-masing Organ Perseroan dimaksud, telah dilaksanakan sesuai dengan peraturan dan perundangan yang berlaku.

Selain kewajiban memiliki Pedoman dan Tata Tertib Kerja tersebut di atas, Pasal 35 Peraturan Otoritas Jasa Keuangan Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik bahwa Direksi dan Dewan Komisaris wajib menyusun **pedoman yang mengikat** setiap anggota Direksi dan anggota Dewan Komisaris. Pedoman yang bersifat mengikat dimaksud dalam tata laksana hubungan kerja Direksi dan Dewan Komisaris, disusun dalam ketentuan semacam **Surat Kesepakatan Bersama (SKB)** sesuai peraturan perundang-undangan yang berlaku. Dengan adanya Surat Kesepakatan Bersama ini, maka pelaksanaan fungsi pengawasan dan pengurusan Perseroan oleh Dewan Komisaris dan Direksi diharapkan dapat dilaksanakan secara lebih harmonis sesuai komitmen bersama yang mengacu kepada prinsip-prinsip Tata Kelola Perusahaan (GCG) yang Baik yakni, Transparansi, Akuntabilitas, Responsibilitas, Independensi, Kewajaran dan Kesetaraan.

Surat Kesepakatan Bersama ini bertujuan untuk mengatur tata hubungan kerja Dewan Komisaris dan/atau masing-masing Dewan Komisaris dengan

**CHAPTER I
INTRODUCTION**

A. Scope

In order to achieve the purpose and objectives of the incorporation of the Bank/Company, as described in the Company's Articles of Association, as well as support reliability and preparedness of the Company in facing banking business competition that is stricter by still using the Good Corporate Governance as basis, then the Company shall perform all provisions already stipulated by the Financial Service Authority and/or Bank Indonesia, Ministerial Regulations of SOEs and any other laws and regulations made by the Regulator that are applicable to the Company. The implementation thereof shall be regulated under a structured and systematic Working Relationship Guidelines and Procedure of the Company's Bodies, hence, it can be used as reference for the Board of Commissioners and the Board of Directors in implementing their respective duties in order to realize the Company's Vision and Mission.

Pursuant to Article 18 paragraph (1) in conjunction with Article 35 paragraph (1) of the Regulation of the Financial Service Authority Number 55/POJK.03/2016 dated December 7, 2016, concerning Application of Corporate Governance for Commercial Banks, whereas the Board of Commissioners and the Board of Directors shall have their own Board Manual separately binding each member of the Board of Commissioners and each member of the Board of Directors in performing his/her duty, responsibility, authority, right and obligation. The Board Manual of each the Company's Body has been performed pursuant to the applicable laws and regulations.

In addition to having the Board Manual, Article 35 of the Regulation of Financial Service Authority Number 33/POJK.04/2014 dated December 8, 2014, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies regulates that Board of Directors and Board of Commissioners shall prepare **guidelines binding** on each member of the Board of Directors and each member of Board of Commissioners. The binding guidelines as referred to in the working relationship management of the Board of Directors and the Board of Commissioners shall be prepared in provisions such as a **Joint Agreement (JO)** pursuant to the applicable laws and regulations. By the existence of this Joint Agreement, then the implementation of the Company's supervisory and managerial functions by the Board of Commissioners and the Board of Directors is expected to be more harmonious in accordance with joint commitments referring to the Good Corporate Governance (GCG) principles, namely Transparency, Accountability, Responsibility, Independency, Fairness and Equality.

This Joint Agreement is aimed at managing working relationship of the Board of Commissioners and/or each member of the Board of Commissioners and the Board

Direksi dan/atau masing-masing anggota Direksi dalam menjalankan fungsi masing-masing terhadap Perseroan, sekaligus merupakan pedoman dan acuan bagi Dewan Komisaris dan Direksi, serta bagi semua pihak yang terkait dan berkepentingan.

Dengan Surat Kesepakatan Bersama ini diharapkan bahwa segala tindakan dan perbuatan Dewan Komisaris yang memiliki hubungan kerja dengan Direksi atau segala tindakan dan perbuatan Direksi yang memiliki hubungan kerja dengan Dewan Komisaris akan mudah diketahui dan dimengerti serta disadari oleh semua pihak terkait sehingga dapat disikapi dan ditindaklanjuti dengan benar dan tertib.

B. Visi, Misi dan Nilai Budaya Perusahaan

1. Visi
Menjadi Bank yang terdepan dalam pembiayaan perumahan.
2. Misi
 - a. Memberikan pelayanan unggul dalam pembiayaan perumahan dan industri terkait, pembiayaan konsumsi dan usaha kecil menengah.
 - b. Meningkatkan keunggulan kompetitif melalui inovasi pengembangan produk, jasa dan jaringan strategis berbasis teknologi terkini.
 - c. Menyiapkan dan mengembangkan Human Capital yang berkualitas, profesional dan memiliki integritas tinggi.
 - d. Melaksanakan manajemen perbankan yang sesuai dengan prinsip kehati-hatian dan *Good Corporate Governance* (GCG) untuk meningkatkan *Shareholder Value*.
 - e. Memprioritaskan kepentingan masyarakat dan lingkungannya.
3. Nilai-Nilai Budaya Perusahaan
Budaya perusahaan dibangun dari nilai-nilai yang menjadi prinsip-prinsip yang diyakini baik dan benar dalam menjalankan pekerjaan serta menjadi pegangan bagi setiap insan dalam berperilaku, bertindak dan mengambil keputusan untuk mencapai tujuan bersama. Nilai-Nilai Budaya Perusahaan, tercermin dalam 5 (lima) Nilai Budaya Perusahaan “**SIIPS BTN Terdepan, GCG Rumahku**” yang terdiri dari 10 (sepuluh) Perilaku Utama sebagai acuan bertindak bagi seluruh insan BTN (Bitniz) yaitu:

of Directors and/or each member of the Board of Directors in performing their respective function to the Company, as well as guidelines and reference for the Board of Commissioners and the Board of Directors, and for all interested and related parties.

By the existence of this Joint Agreement, it is expected that any actions and conducts of the Board of Commissioners having working relationship with the Board of Directors or any actions and conducts of the Board of Directors having working relationship with the Board of Commissioners will be more acknowledged and understood and be aware of by all related parties, hence, the same can be managed and followed up appropriately and orderly.

B. Vision, Mission and Cultural Values of the Company

1. Vision
Becoming the leader in housing financing.
2. Mission:
 - a. Providing superior services in housing financing and relevant industries, consumption and small, medium enterprise financing.
 - b. increasing competitive advantage through innovation and development of strategic products, services and network based on most recent technology.
 - c. Preparing and developing high quality, professional and high integrity Human Capital.
 - d. Performing banking management in accordance with prudent and Good Corporate Governance (GCG) principles in order to improve the Shareholder Value.
 - e. Caring about public interest and its environment.
3. Cultural Values of the Company
The company's culture is established from values that become principles considered good and honest in performing the work and become guidelines for everybody in doing anything, acting and taking decisions for common goals. The Company's Cultural Values are reflected in the 5 (five) Cultural Values of the Company “**SIIPS BTN Terdepan, GCG Rumahku** (literally means SIIPS BTN is leading the way and GCG is my home)” consisting of 10 (ten) Main Conducts as reference for all BTN personnel (Bitniz) in taking any actions, namely as follows:

Nilai Budaya	Perilaku Utama
Sinergi	1. Tulus, Terbuka dan Kolaborasi yang produktif; 2. Saling Percaya dan Menghargai.
Integritas	1. Konsisten dan Disiplin; 2. Jujur dan Berdedikasi.
Inovasi	1. Tanggap terhadap Perubahan; 2. Kreatif dan Inovatif dalam melakukan perubahan yang bernilai tambah.
Profesional	1. Kompeten, Intrapreneurship dan Bertanggung jawab; 2. Bekerja Cerdas dan Berorientasi pada Hasil.
Spirit Mencapai Keunggulan	1. Antusias, Proaktif, dan Pantang Menyerah; 2. Efektif, Efisien, dan Mengutamakan Kepuasan Pelanggan.

Cultural Value	Main Conduct
Synergy	1. <i>Sincere, Open, and Productive Collaboration;</i> 2. <i>Trust and Appreciate Each Other</i>
Integrity	1. <i>Consistent and Discipline;</i> 2. <i>Honest and Dedicated;</i>
Innovation	1. <i>Responding to Change;</i> 2. <i>Creative & Innovative in Perfecting Value-Added Enhancements</i>
Professional	1. <i>Competent, Entrepreneurship and Responsible;</i> 2. <i>Smart Working and Result Oriented</i>
Strive for Excellence	1. <i>Enthusiastic, Proactive and Persistent;</i> 2. <i>Effective, Efficient, and Prioritizing Customer Satisfaction.</i>

BAB II HUBUNGAN KERJA DEWAN KOMISARIS DAN DIREKSI	CHAPTER II WORKING RELATIONSHIP OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS
<p>A. Ketentuan Umum</p> <ol style="list-style-type: none"> Direksi wajib menyediakan data dan informasi yang akurat, relevan, dan tepat waktu kepada Dewan Komisaris. Setiap waktu, Dewan Komisaris/anggota Dewan Komisaris dapat meminta penjelasan (lisan maupun tertulis) kepada Direksi/anggota Direksi tentang segala hal dan kegiatan/perbuatan Direksi/anggota Direksi dalam menjalankan tugas dan fungsinya. Permintaan Dewan Komisaris untuk mendapat penjelasan dari Direksi/anggota Direksi disampaikan secara tertulis kepada Direksi dengan merinci hal-hal yang perlu dijelaskan/dilaporkan, termasuk menetapkan cara penyampaian penjelasan/laporan yang diinginkan (lisan atau tertulis) serta hal-hal lain yang dianggap perlu oleh Dewan Komisaris. Untuk penjelasan secara lisan, Dewan Komisaris/anggota Dewan Komisaris menetapkan waktu dan penjelasannya. Untuk penjelasan secara tertulis, Dewan Komisaris/anggota Dewan Komisaris menetapkan 	<p>A. General Conditions</p> <ol style="list-style-type: none"> The Board of Directors shall provide the Board of Commissioners with accurate, relevant and timely data and information; The Board of Commissioners/any members of the Board of Commissioners may at any time request an explanation (orally or in writing) to the Board of Directors/any members of the Board of Directors regarding any matters and activities/conducts of the Board of Directors/any members of the Board of Directors in performing duties and functions thereof. The Board of Commissioners' request to obtain the explanation from the Board of Directors/any members of the Board of Directors shall be delivered in writing to the Board of Directors by detailing the matters that need to be explained/reported, including determining the way through which the requested (written or oral) explanation/report shall be delivered and any other matters deemed necessary by the Board of Commissioners. For any verbal explanations, the Board of Commissioners/members of the Board of Commissioners shall determine the time and content of the explanation. For any written explanations, the Board of Commissioners/members of the Board of

<p>batas waktu penjelasan sudah harus diterima oleh Dewan Komisaris/anggota Dewan Komisaris.</p> <p>6. Direksi/anggota Direksi wajib menyampaikan penjelasan yang diminta Dewan Komisaris/anggota Dewan Komisaris sebaik-baiknya, seakurat-akuratnya dan tepat waktu.</p> <p>7. Setiap kebijakan dan keputusan strategis wajib diputuskan melalui rapat Direksi dengan memperhatikan pengawasan sesuai tugas dan tanggung jawab Dewan Komisaris.¹</p> <p>B. Laporan Direksi kepada Dewan Komisaris</p> <p>1. Laporan yang diwajibkan oleh Regulator Direksi wajib menyampaikan kepada Dewan Komisaris laporan-laporan yang diwajibkan oleh Regulator, diantaranya:</p> <ol style="list-style-type: none"> Laporan Profil Risiko (berkala setiap triwulan); Laporan Direktur Kepatuhan (berkala setiap triwulan);² Laporan Penilaian Sendiri Penerapan Tata Kelola Bank (berkala setiap semester);³ Laporan Rencana Bisnis Bank (setiap tiga tahun);⁴ Laporan Rencana Kerja dan Anggaran Perusahaan (setiap tahun); Executive Summary Audit Umum (setiap putaran audit); Laporan Triwulanan Internal Audit (berkala setiap triwulan); Laporan Anti Fraud (berkala setiap semester); Risk Based Bank Rating (berkala setiap semester);⁵ Laporan Realisasi Rencana Bisnis Bank (berkala triwulanan); Laporan Kecukupan Penyediaan Modal Minimum (berkala setiap semester);⁶ 	<p>Commissioners shall determine the time limit within which the explanation shall have been received by the Board of Commissioners/members of the Board of Commissioners.</p> <p>6. The Board of Directors/members of Board of Directors shall deliver explanation requested by the Board of Commissioners/members of the Board of Commissioners as good and accurate as possible on a timely basis.</p> <p>7. Any policies and strategic resolutions shall be decided through meeting of the Board of Directors by noting the supervision in accordance with the duties and responsibilities of the Board of Commissioners.¹</p> <p>B. Reports of the Board of Directors to the Board of Commissioners</p> <p>1. Reports required by the Regulator The Board of Directors shall submit to the Board of Commissioners all reports required by the Regulator such as, among other things:</p> <ol style="list-style-type: none"> Risk Profile Report (on a quarterly basis); Compliance Director Report (on a quarterly basis)²; Self-Assessed Report of Good Governance Application (periodically once every six months)³; Bank Business Plan Report (once every three years)⁴; The Company's Work and Budget Plan Report (annually); General Audit Executive Summary (once every audit cycle); Internal Audit Quarterly Report (on a quarterly basis); Anti-Fraud Report (periodically once every six months); Risk Based Bank Rating (periodically once every six months);⁵ Bank's Business Plan Realization Report (on a quarterly basis)⁶; Minimum Capital Provisioning Sufficiency Report (periodically once every six months);⁶
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¹ Pasal 20 ayat (1) POJK Nomor 55/POJK.03/2016 tanggal 7 Desember 2016 tentang Penerapan Tata Kelola Bagi Bank Umum./ *Article 20 paragraph (1) of the POJK Number 55/POJK.03/2016 dated December 7, 2016, concerning Application of Corporate Governance for Commercial Banks*

² Pasal 11 POJK Nomor 46/POJK.03/2017 tentang pelaksanaan fungsi kepatuhan bank umum./ *Article 11 of the POJK Number 46/POJK.03/2017 concerning commercial bank compliance function*

³ Romawi VII SEOJK No. 13/SEOJK.03/2017 tentang Penerapan Tata Kelola Bagi Bank Umum./ *Roman Number VII SEOJK Number 13/SEOJK.03/2017 concerning Application of Corporate Governance for Commercial Banks.*

⁴ Pasal 19 POJK NOMOR 5/POJK.03/2016 tentang rencana bisnis bank./ *Article 19 of the POJK Number 5/POJK.03/2016 concerning bank business plan.*

⁵ Pasal 3 ayat (4) jo. Ps 4 POJK No. 4/POJK.04/2016 tentang Penilaian Tingkat Kesehatan Bank Umum./ *Article 3 paragraph (4) in conjunction with Article 4 of the POJK Number 4/POJK.04/2016 concerning Soundness Level Assessment of Commercial Banks*

⁶ Pasal 48 ayat (2) POJK No. 11/POJK.03/2016 tentang KPMM Bank Umum/ *Article 48 paragraph (2) of the POJK Number 11/POJK.03/2016 concerning KPMM of Commercial Banks.*

<p>I. dan laporan lain yang diwajibkan oleh Regulator.</p> <p>2. Laporan Kinerja Direksi wajib menyampaikan kepada Dewan Komisaris seluruh laporan terkait kinerja Perseroan diantaranya:</p> <ol style="list-style-type: none"> Laporan Kinerja Bank; Laporan Key Performance Indicator; dan laporan lain terkait kinerja Perseroan. <p>3. Laporan lain/sesuai kebutuhan</p> <ol style="list-style-type: none"> Dewan Komisaris berhak meminta laporan lainnya kepada Direksi dan Direksi wajib memenuhi dengan menyampaikan laporan lainnya yang diminta kepada Dewan Komisaris; Selain huruf a di atas, Direksi dapat menyampaikan laporan lainnya berdasarkan inisiatif Direksi sendiri pada setiap waktu kepada Dewan Komisaris; Direksi wajib melaporkan setiap perubahan formasi pejabat eksekutif Bank kepada Dewan Komisaris. <p>4. Mekanisme Laporan</p> <ol style="list-style-type: none"> Mekanisme laporan disampaikan oleh Direksi kepada Dewan Komisaris secara tertulis melalui Sekretaris Dewan Komisaris, sesuai batas waktu masing-masing laporan, atau sewaktu-waktu apabila diperlukan untuk dilakukan pembahasan dan/atau kepentingan lainnya; Mekanisme laporan dapat juga dilakukan melalui jalur komunikasi informal. Selain menggunakan surat/nota pribadi secara tertulis, komunikasi informal dapat berupa surat elektronik (<i>email</i>) dan/atau layanan pesan singkat. <p>C. Pemeriksaan Dewan Komisaris di Tempat Perseroan</p> <ol style="list-style-type: none"> Setiap waktu, Dewan Komisaris/anggota Dewan Komisaris berwenang melakukan pemeriksaan di tempat Perseroan atau di tempat lain yang digunakan Perseroan. Pemeriksaan di tempat Perseroan dapat dilakukan Dewan Komisaris/anggota Dewan Komisaris dengan atau tanpa pemberitahuan terlebih dahulu (lisan atau tertulis) kepada Direksi. Direksi/anggota Direksi wajib melayani dengan wajar dan baik kegiatan pemeriksaan di tempat Perseroan yang dilakukan oleh Dewan Komisaris/anggota Dewan Komisaris, menyiapkan dan/atau menyediakan sarana yang diperlukan guna kelancaran pemeriksaan dimaksud, termasuk memerintahkan pejabat yang terkait 	<p>I. and any other reports required by the Regulator.</p> <p>2. Performance Report The Board of Directors shall submit to the Board of Commissioners reports related to the Company's performance periodically.</p> <ol style="list-style-type: none"> The Bank's Performance Report; Key Performance Indicator Report; Any other reports related to the Company's performance. <p>3. Other reports / as necessary</p> <ol style="list-style-type: none"> The Board of Commissioners shall have the right to request any other reports to the Board of Directors and the Board of Directors shall fulfill the same by submitting other reports requested to the Board of Commissioners. In addition to those provided for in point a, the Board of Directors may submit other reports based on initiative of the Board of Directors itself at any time to the Board of Commissioners. The Board of Directors shall report any changes in the formation of the Bank's executive officials to the Board of Commissioners. <p>4. Reporting Mechanism</p> <ol style="list-style-type: none"> Any reports submitted by the Board of Directors to the Board of Commissioners shall be made in writing inserted into closed envelopes and delivered through the Secretary of Board of Commissioners, pursuant to the deadline of each report or at any time if required for discussion and/or any other interests. The reporting mechanism may also be done through an informal communication line. Other than using a written, personal letter/ note, the informal communication shall be in the form of email and/or short message service. <p>C. Audit of the Board of Commissioners at the Company's Premises</p> <ol style="list-style-type: none"> The Board of Commissioners/members of the Board of Commissioners shall be at any time authorized to perform an audit at the Company's premises or any other locations used by the Company; The audit performed at the Company's premises may be performed by the Board of Commissioners/members of the Board of Commissioners with or without a notice (oral or written) to the Board of Directors. The Board of Directors/members of the Board of Directors shall reasonably and appropriately facilitate the audit performed at the Company's premises by the Board of Commissioners/members of the Board of Commissioners, prepare and/or provide facilities required in order to facilitate the audit, including ordering relevant officials to
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<p>untuk melayani, memberikan penjelasan, dan menyiapkan data yang diperlukan.</p> <p>4. Dewan Komisaris menyampaikan hasil pemeriksaan dimaksud kepada Direksi untuk mendapatkan penjelasan dan tindak lanjut yang diperlukan.</p> <p>D. Pemberian Nasihat oleh Dewan Komisaris kepada Direksi</p> <p>1. Setiap waktu, diminta atau tidak, Dewan Komisaris/anggota Dewan Komisaris dapat memberikan nasihat kepada Direksi/anggota Direksi, yang antara lain meliputi:</p> <ol style="list-style-type: none"> Rencana pengembangan Perseroan, rencana kerja dan anggaran tahunan Perseroan, serta perubahan dan tambahannya, laporan-laporan berkala dan laporan-laporan lainnya; Laporan tahunan dari neraca dan perhitungan laba rugi tahun buku Perseroan, beserta laporan-laporan lainnya; Penunjukan Kantor Akuntan Publik (KAP) dalam rangka <i>corporate action</i>; Pelaksanaan Fungsi kepatuhan dalam rangka peningkatan kualitas pelaksanaan Fungsi Kepatuhan Bank;⁷ Pelaksanaan prinsip prudential banking dan <i>Good Corporate Governance</i>. <p>2. Dari waktu ke waktu, diminta atau tidak diminta, Direksi berkewajiban menyampaikan kepada Dewan Komisaris/anggota Dewan Komisaris bahan/berkas sesuai dengan poin D.1 di atas, termasuk hal lainnya yang dianggap perlu/terkait.</p> <p>E. Perbuatan Direksi yang memerlukan Persetujuan Dewan Komisaris</p> <p>1. Dalam melaksanakan pengawasan sebagaimana dimaksud Dewan Komisaris dilarang ikut serta dalam pengambilan keputusan kegiatan operasional Bank, kecuali:⁸</p> <ol style="list-style-type: none"> Penyediaan dana kepada pihak terkait sebagaimana diatur dalam ketentuan mengenai batas maksimum pemberian kredit bank umum; dan Hal-hal lain yang ditetapkan dalam anggaran dasar Bank atau peraturan perundang-undangan. <p>Pengambilan keputusan kegiatan operasional Bank oleh Dewan Komisaris sebagaimana dimaksud merupakan bagian dari tugas pengawasan oleh Dewan Komisaris sehingga tidak meniadakan tanggungjawab Direksi atas pelaksanaan kepengurusan Bank.</p>	<p>facilitate, explain, and prepare required data.</p> <p>4. The Board of Commissioners shall submit the audit result to the Board of Directors in order to obtain explanation and take further actions required.</p> <p>D. Advisory by the Board of Commissioners to the Board of Directors</p> <p>1. The Board of Commissioners/members of Board of Commissioners may at any time, with or without a request to do so, provide advice to the Board of Directors/members of the Board of Directors, which shall include, among other things:</p> <ol style="list-style-type: none"> The Company's development plan, annual work and budget plan, as well as amendment and addendum thereof, periodic reports and any other reports; Annual reports of balance sheet and profit and loss calculation for relevant fiscal year of the Company and any other reports. Appointment of a Public Accountant Office (PAO) in the framework of corporate action. Implementation of the compliance function in the framework of improving quality of the implemented Bank Compliance Function.⁷ Implementation of prudential banking and Good Corporate Governance principles. <p>2. The Board of Directors shall at any time, with or without a request to do so, submit to the Board of Commissioners/members of the Board of Commissioners any materials/files pursuant to the point D.1 above, including any other matters deemed necessary/related to the same.</p> <p>E. The Board of Directors' Acts that Require Approval of the Board of Commissioners</p> <p>1. In performing the said supervision, the Board of Commissioners shall take any participation in taking any decision regarding the Bank's operational activities, unless:⁸</p> <ol style="list-style-type: none"> provisioning fund to related parties as provided for in the provisions regarding maximum limit of commercial bank lending; and Any other matters stipulated under the Bank's articles of association or the laws and regulations. <p>The decision making of the said Bank's operational activities by the Board of Commissioners shall be part of the supervisory duty performed by the Board of Commissioners, hence, the same shall not release the Board of Directors' responsibility upon the implementation of the Bank's management.</p>
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⁷ Pasal 6 ayat (2) POJK Nomor 46/POJK.03/2017 tanggal 12 Juli 2017 tentang Pelaksanaan Fungsi Kepatuhan Bank Umum/ *Article 6 paragraph (2) of the POJK Number 46/POJK.03/2017 dated July 12, 2017 concerning Implementation of Commercial Bank Compliance Function.*

⁸ Pasal 31 ayat (4) POJK Nomor 55/POJK.03/2016 tanggal 7 Desember 2016 tentang Penerapan Tata Kelola Bagi Bank Umum/ *Article 31 paragraph (4) of the POJK Number 55/POJK.03/2016 dated December 7, 2016 concerning Application of Corporate Governance for Commercial Banks..*

<p>2. Dengan memperhatikan Anggaran Dasar, peraturan perundang-undangan dan ketentuan di bidang Pasar Modal, pembuatan-perbuatan Direksi di bawah ini harus mendapat persetujuan tertulis dari Dewan Komisaris:⁹</p> <ol style="list-style-type: none"> a. Melepaskan/memindahtangankan dan/atau mengagunkan asset Perseroan dengan kriteria dan nilai melebihi jumlah tertentu yang ditetapkan oleh Dewan Komisaris, kecuali asset yang dicatat sebagai persediaan, dengan memperhatikan ketentuan di bidang pasar modal dan sektor perbankan; b. Mengadakan kerjasama dengan badan usaha atau pihak lain, dalam bentuk kerjasama operasi (KSO), kerjasama usaha (KSU), kerjasama lisensi, Bangun Guna Serah (<i>Build, Operate and Transfer/BOT</i>), Bangun Serah Guna (<i>Build, Transfer and Operate/BTO</i>), Bangun Guna Milik (<i>Build, Operate and Own/BOO</i>) dan perjanjian-perjanjian lain yang mempunyai sifat yang sama yang jangka waktunya ataupun nilainya melebihi dari yang ditetapkan oleh Dewan Komisaris; c. Menetapkan dan merubah logo Perseroan; d. Menetapkan struktur organisasi 1 (satu) tingkat dibawah Direksi; e. Melakukan penyertaan modal dengan nilai tertentu yang ditetapkan Dewan Komisaris pada perseroan lain, anak perusahaan, dan perusahaan patungan yang tidak dalam rangka penyelamatan piutang dengan memperhatikan ketentuan di bidang Pasar Modal; f. Mendirikan anak perusahaan dan/atau perusahaan patungan dengan nilai tertentu yang ditetapkan Dewan Komisaris dengan memperhatikan ketentuan di bidang Pasar Modal; g. Mengusulkan wakil Perseroan untuk menjadi calon anggota Direksi dan Dewan Komisaris pada perusahaan patungan dan/atau anak perusahaan yang memberikan kontribusi signifikan kepada Perseroan dan/atau bernilai strategis yang ditetapkan oleh Dewan Komisaris. h. Melepaskan penyertaan modal dengan nilai tertentu yang ditetapkan Dewan Komisaris pada perseroan lain, anak perusahaan, dan perusahaan patungan yang tidak dalam rangka penyelamatan piutang dengan memperhatikan ketentuan di bidang Pasar Modal; i. Melakukan penggabungan, peleburan, pengambilalihan, pemisahan, dan pembubaran anak perusahaan dan perusahaan patungan dengan nilai tertentu yang ditetapkan Dewan Komisaris dengan 	<p>2. By noting the Company's Articles of Association, provisions of laws and regulations, and rules in the Capital Market sector, the following acts of the Board of Directors shall obtain a written approval of the Board of Commissioners:⁹</p> <ol style="list-style-type: none"> a. Disposing/transferring and/or pledging any asset of the Company having criteria and value exceeding a certain amount determined by the Board of Commissioners, unless assets recorded as stocks, by noting the regulations of the capital market sector and the banking sector; b. Entering into a cooperation with another business entity or party, in the form of a Joint Operation (JO), Business Cooperation (BO), licensing cooperation, Build Operate and Transfer (BOT), Build, Transfer and Operate (BTO), Build, Operate and Own (BOO) and any other agreements having the same nature that have a term or value exceeding those stipulated by the Board of Commissioners; c. Stipulating and changing the Company's logo; d. Establishing an organizational structure having position of 1 (one) level below the Board of Directors; e. Taking capital participation with certain value determined by the Board of Commissioners in another company, subsidiary, and joint venture that is not performed in order to save receivable by noting the regulations in the Capital Market sector; f. Incorporating a subsidiary and/or joint venture with certain value determined by the Board of Commissioners by noting the regulations in the Capital Market sector; g. Proposing a representative of the Company to be a member candidate of the Board of Directors or the Board of Commissioners of a joint venture and/or subsidiary providing a significant contribution to the Company and/or having a strategic value determined by the Board of Commissioners. h. Disposing capital participation with certain value determined by the Board of Commissioners in another company, subsidiary, or joint venture for the purpose of other than saving receivable by noting the regulations in the Capital Market sector; i. Performing merger, consolidation, taking over, separation, and winding up of a subsidiary or joint venture with certain value determined by the Board of Commissioners by noting the regulations in the Capital Market sector;
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⁹ Pasal 12 ayat (7) Anggaran Dasar/ *Article 12 paragraph (7) of the Articles of Association.*

<p>memperhatikan ketentuan di bidang Pasar Modal;</p> <p>j. Melakukan tindakan-tindakan yang termasuk dalam transaksi material sebagaimana ditetapkan oleh peraturan perundang-undangan di bidang pasar modal dengan nilai tertentu yang ditetapkan Dewan Komisaris, kecuali tindakan tersebut termasuk dalam transaksi material yang dikecualikan oleh Peraturan Perundang-Undangan yang berlaku di bidang Pasar Modal;</p> <p>k. Tindakan-tindakan yang belum ditetapkan dalam RKAP;</p> <p>l. Melakukan perbuatan mengalihkan termasuk menjual, melepaskan hak untuk menagih dan/atau tidak menagih lagi atas:</p> <ol style="list-style-type: none"> 1) Piutang pokok macet yang telah dihapus buku dalam rangka penyelesaian kredit baik untuk sebagian maupun keseluruhan; 2) Selisih antara nilai piutang pokok macet yang telah dihapus buku dengan nilai pengalihan termasuk penjualan atau dengan nilai pelepasan hak yang pelaksanaannya berdasarkan kebijakan Direksi yang telah disetujui oleh Dewan Komisaris dan dalam jumlah plafon (limit) hapus tagih yang telah ditetapkan RUPS yang akan tetap berlaku sampai dengan adanya penetapan plafon (limit) baru oleh RUPS. <p>3. Penetapan batasan dan/atau kriteria oleh Dewan Komisaris untuk hal sebagaimana dimaksud huruf a, b, e, f, g, h dan i dilakukan oleh Dewan Komisaris setelah mendapatkan persetujuan Pemegang Saham Seri A Dwiwarna.</p> <p>4. Persetujuan Dewan Komisaris khusus berkenaan dengan huruf a, b, e, f, g, h dan i dilakukan oleh Dewan Komisaris setelah mendapatkan persetujuan Pemegang Saham Seri A Dwiwarna.</p> <p>5. Direksi menyusun Rencana Bisnis Bank dan disampaikan kepada Dewan Komisaris untuk mendapat persetujuan.</p> <p>6. Pengangkatan dan pemberhentian Kepala Audit Internal Perseroan oleh Direktur Utama harus mendapat persetujuan Dewan Komisaris.¹⁰</p> <p>7. Sekretaris Perusahaan diangkat dan diberhentikan oleh Direktur Utama berdasarkan mekanisme internal Perseroan dengan persetujuan Dewan Komisaris.¹¹</p>	<p>j. Performing any acts categorized as material transaction as stipulated by the laws and regulations in the capital market sector with certain value determined by the Board of Commissioners, unless the acts categorized as excluded material transactions under the applicable Laws and Regulations in the Capital Market sector;</p> <p>k. Any acts not regulated under the RKAP;</p> <p>l. Performing any acts of transferring, including selling, disposing right to collect and/or fail to recollect:</p> <ol style="list-style-type: none"> 1) Principal amount of a non-performing receivable that has been written-off for credit settlement either in part or whole; 2) Difference between the non-performing receivable value already written-off and the value of the transfer, including selling or disposal, which its performance is upon discretion of the Board of Directors already agreed by the Board of Commissioners and within the writing-off limit already stipulated by a GMS and remain applicable until stipulation of a new limit by another GMS. <p>3. The stipulation of such limit and/or criteria by the Board of Commissioners for the matters as referred to in letters a, b, e, f, g, h and I shall be performed by the Board of Commissioners after obtaining approval from the Holder of Series A Dwiwarna Share.</p> <p>4. The approval of the Board of Commissioners specifically in connection with letters a, b, e, f, g, h and I shall be made by the Board of Commissioners after obtaining approval from the Holder of Series A Dwiwarna Share.</p> <p>5. The Board of Directors shall prepare the Bank's Business Plan and submit the same to the Board of Commissioners for approval.</p> <p>6. Any appointment and dismissal of the Head of the Company's Internal Audit made by the President Director shall obtain approval of the Board of Commissioners.¹⁰</p> <p>7. The Corporate Secretary shall be appointed and dismissed by the President Director under an internal mechanism of the Company upon approval of the Board of Commissioners.¹¹</p>
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¹⁰ Pasal 12 ayat (2) Anggaran Dasar/ Article 12 paragraph (2) of the Articles of Association.

¹¹ Pasal 12 ayat (2) Anggaran Dasar/ Article 12 paragraph (2) of the Articles of Association.

<p>8. Pengangkatan dan pemberhentian <i>Senior Executive Vice President</i> (SEVP) harus mendapat persetujuan Dewan Komisaris.¹²</p> <p>9. Penentuan kriteria dan kebijakan proses pengangkatan Pejabat 1 (satu) tingkat dibawah Direksi harus mendapat persetujuan Dewan Komisaris.¹³</p>	<p>8. Any appointment and dismissal of the Senior Executive Vice President (SEVP) shall obtain approval of the Board of Commissioners.¹²</p> <p>9. Determination of appointment criteria and policy of an Official having position of 1 (one) level under the Board of Directors shall obtain approval of the Board of Commissioners.¹³</p>
<p>F. Mekanisme Pengajuan Permohonan Persetujuan kepada Dewan Komisaris¹⁴</p>	<p>F. Mechanism of Approval Request to the Board of Commissioners¹⁴</p>
<p>1. Permintaan Direksi untuk mendapat persetujuan Dewan Komisaris diajukan kepada Dewan Komisaris secara tertulis dan telah dinyatakan memenuhi ketentuan internal serta perundangan yang berlaku. Terhadap permintaan Direksi tersebut, Dewan Komisaris agar dapat menyampaikan keputusan secara tertulis dalam jangka waktu paling lama 30 (tiga puluh) hari sejak diterimanya surat permohonan dari Direksi atau sejak permohonan diterima secara lengkap.</p> <p>2. Dalam hal persetujuan Dewan Komisaris dimaksud juga memerlukan persetujuan Pemegang Saham Seri A Dwiwarna, maka Dewan Komisaris mengajukan permohonan kepada Pemegang Saham Seri A Dwiwarna setelah permohonan Direksi diterima secara lengkap oleh Dewan Komisaris. Selanjutnya Dewan Komisaris agar dapat menyampaikan keputusan secara tertulis kepada Direksi setelah diterimanya keputusan dari Pemegang Saham Seri A Dwiwarna.</p>	<p>1. Any request of the Board of Directors for approval of the Board of Commissioners shall be submitted to the Board of Commissioners in writing, and stated having fulfilling internal rules and applicable laws. Upon such request, the Board of Commissioners shall inform the decision in writing no later than 30 (thirty) days after receiving the Board of Directors' request or after the request is completely received.</p> <p>2. In the event of the said Board of Commissioners' approval also requires approval of the Holder of Series A Dwiwarna Share, then the Board of Commissioners shall submit the request to the Board of Commissioners after the Board of Directors' request is completely received by the Board of Commissioners. Subsequently, the Board of Commissioners shall inform the decision in writing to the Board of Directors after receiving the same from the Holder of Series A Dwiwarna Share.</p>
<p>G. Perbuatan Direksi yang memerlukan persetujuan RUPS dengan sebelumnya memperoleh tanggapan tertulis Dewan Komisaris sebagai berikut:¹⁵</p>	<p>G. The Board of Directors' acts requiring a GMS' approval by previously obtaining a written response of the Board of Commissioners</p>
<p>1. Melakukan tindakan-tindakan yang termasuk dalam transaksi material sebagaimana ditetapkan oleh peraturan perundang-undangan di bidang Pasar Modal dengan nilai di atas 50% (lima puluh persen) dari ekuitas Perseroan, kecuali tindakan tersebut termasuk dalam transaksi material yang dikecualikan oleh peraturan perundang-undangan yang berlaku di bidang Pasar Modal.</p> <p>2. Melakukan transaksi yang mengandung benturan kepentingan sebagaimana ditentukan dalam peraturan perundang-undangan di Pasar Modal.</p> <p>3. Melakukan transaksi lain guna memenuhi peraturan perundang-undangan di Pasar Modal.</p>	<p>1. Performing any acts categorized as the material transaction as stipulated under the laws and regulations in the Capital Market sector with a value above 50% (fifty percent) of the Company's equity, unless the acts are categorized as excluded transaction materials under the applicable laws and regulations in the Capital Market sector.</p> <p>2. Performing any transactions containing a conflict of interest as provided for in the applicable laws and regulations in the Capital Market sector.</p> <p>3. Performing other transactions in order to comply with the laws and regulations in the Capital Market</p>

¹² Keputusan Rapat Gabungan Dekom dan Direksi tgl 30 Maret 2017 melalui Surat Dekom No. 43/KOM/BTN/IV/2017 tanggal 4 April 2017/ *Resolution of Joint Meeting of the Board of Commissioners and the Board of Directors dated March 30, 2017 under the Board of Commissioners' Letter No. 43/KOM/BTN/IV/2017 dated April 4, 2014.*

¹³ Keputusan Rapat Gabungan Dekom dan Direksi tgl 30 Maret 2017 melalui Surat Dekom No. 43/KOM/BTN/IV/2017 tanggal 4 April 2017/ *Resolution of Joint Meeting of the Board of Commissioners and the Board of Directors dated March 30, 2017 under the Board of Commissioners' Letter No. 43/KOM/BTN/IV/2017 dated April 4, 2014.*

¹⁴ Pasal 12 ayat (7) Anggaran Dasar / *Article 12 paragraph (7) of the Articles of Association.*

¹⁵ Pasal 12 ayat (10) Anggaran Dasar/ *Article 12 paragraph (10) of the Articles of Association.*

H. Mekanisme Pengajuan Permohonan Tanggapan kepada Dewan Komisaris¹⁶

1. Permintaan Direksi untuk mendapat tanggapan Dewan Komisaris diajukan kepada Dewan Komisaris secara tertulis dan telah dinyatakan memenuhi ketentuan internal serta perundangan yang berlaku. Terhadap permintaan Direksi tersebut, Dewan Komisaris segera memberikan tanggapannya secara tertulis dan disampaikan kepada Direksi dalam jangka waktu paling lama 30 (tiga puluh) hari sejak diterimanya surat permohonan dari Direksi atau sejak permohonan diterima secara lengkap.
2. Dalam hal Dewan Komisaris tidak memerikan tanggapan sebagaimana butir 1 di atas, maka RUPS dapat mengambil keputusan tanpa adanya tanggapan tertulis dari Dewan Komisaris.

I. Perbuatan Direksi yang memerlukan Konsultasi dengan Dewan Komisaris

1. Penyediaan dana dalam rangka kredit dan/atau pembiayaan dengan limit nominal dan kriteria tertentu wajib dikonsultasikan terlebih dahulu kepada Dewan Komisaris. Limit nominal dan kriteria tertentu ditetapkan tersendiri berdasarkan kesepakatan antara Dewan Komisaris dan Direksi.
2. Mengalihkan kekayaan Perseroan, atau menjadikan jaminan utang kekayaan Perseroan yang merupakan lebih dari 50% (lima puluh persen) jumlah kekayaan bersih Perseroan dalam 1 (satu) transaksi atau lebih, baik yang berkaitan satu sama lain maupun tidak, kecuali sebagai pelaksana kegiatan usaha Perseroan, sebelum diajukan kepada RUPS untuk mendapatkan persetujuan.
3. Pengangkatan dan pemberhentian Pejabat 1 (satu) tingkat dibawah Direksi yang dinilai menjadi perhatian khusus Dewan Komisaris dan/atau atas permintaan Pemegang Saham dan/atau atas permintaan Otoritas terkait. Pejabat yang dinilai menjadi Perhatian khusus dimaksud akan ditetapkan bersama oleh Dewan Komisaris dan Direksi.
4. Permintaan Direksi untuk melakukan konsultasi kepada Dewan Komisaris telah dilengkapi materi yang dinyatakan memenuhi ketentuan internal dan perundangan yang berlaku.
Hasil konsultasi tersebut di atas butir 1, 2, 3 dan 4 merupakan bagian dari fungsi pengawasan dan penasehatan Dewan Komisaris dan tidak merupakan keputusan Dewan Komisaris.

BAB III RAPAT BERSAMA

A. Rapat Bersama

Yang dimaksud Rapat Bersama adalah Rapat Direksi bersama Dewan Komisaris dan Rapat

sector.

H. Mechanism of Response Request to the Board of Commissioners¹⁶

1. Any request of the Board of Directors for a response from the Board of Commissioners shall be submitted to the Board of Commissioners in writing, and stated having fulfilling internal rules and applicable laws. Upon such request, the Board of Commissioners shall provide its response in writing no later than 30 (thirty) days after receiving the Board of Directors' request or after the request is completely received.

2. In the event of the Board of Commissioners does not give any response as referred to in point a above, then a GMS may take the decision without the written response of the Board of Commissioners.

I. The Board of Directors' Acts that Require Consultation with the Board of Commissioners

1. Provisioning of a loan for certain limit and criteria shall be consulted with the Board of Commissioners. Particular nominal limit and criteria shall be separately stipulated based on agreement between the Board of Commissioners and the Board of Directors.
2. Transferring the Company's assets, or making the Company's assets as security for a debt of which assets constitute more than 50% (fifty percent) of the Company's net assets through 1 (one) or more transactions, either interconnected or not, unless as the operator of the Company's business activities, prior to being proposed to a GMS for approval.
3. Any appointment and dismissal of an Official having position of 1 (one) level below the Board of Directors who becomes special attention of the Board of Commissioners upon request of Shareholders and/or relevant Authority. The official who becomes special attention shall be jointly determined by the Board of Commissioners and the Board of Directors.
4. Any consultation requests of the Board of Directors to the Board of Commissioners shall have been equipped with materials stated having fulfilled internal rules and applicable laws.
The result of such consultation as referred to in points 1, 2, 3, and 4 shall constitute the supervisory and advisory functions of the Board of Commissioners and shall not constitute the Board of Commissioners' decision.

CHAPTER III JOINT MEETING

A. Joint Meeting

Joint Meeting means a Meeting of the Board of Directors with the Board of Commissioners or a

¹⁶ Pasal 12 ayat (10) Anggaran Dasar/ Article 12 paragraph (10) of the Articles of Association.

<p>Dewan Komisaris bersama Direksi dalam rangka Direksi memohon arahan/petunjuk atau melaporkan pengurusan kepada Dewan Komisaris dan Dewan Komisaris melakukan pengawasan/memberikan arahan/petunjuk kepada Direksi.</p> <p>B. Rapat Direksi Bersama Anggota Dewan Komisaris</p> <ol style="list-style-type: none"> 1. Yang dimaksud dengan “Rapat Direksi Bersama Dewan Komisaris” adalah rapat Direksi bersama dengan anggota Dewan Komisaris, dalam rangka Direksi memohon arahan/petunjuk atau melaporkan pengurusan ke Dewan Komisaris. 2. Direksi wajib mengadakan rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.¹⁷ 3. Kehadiran anggota Direksi dalam Rapat sebagaimana dimaksud butir 1 wajib diungkapkan dalam laporan tahunan Emiten atau Perusahaan Publik.¹⁸ 4. Direksi wajib menjadwalkan Rapat Bersama untuk tahun berikutnya sebelum berakhirnya tahun buku (untuk selanjutnya disebut Rapat Bersama Terjadwal).¹⁹ Agenda Rapat Bersama Terjadwal Direksi, sekurang-kurangnya adalah: <ol style="list-style-type: none"> a. Penyusunan Rencana Bisnis Bank (RBB) dan Rencana Kerja Anggaran Perusahaan (RKAP); b. <i>Performance Review</i> (termasuk pembahasan tentang APU PPT); c. Pelaksanaan GCG dan Tindak Lanjut temuan Audit Intern maupun Ekstern. d. Panggilan Rapat Direksi bersama Dewan Komisaris dilakukan dengan mekanisme dan prosedur sebagaimana diatur dalam Pedoman dan Tata Tertib Kerja Direksi.²⁰ 5. Pada Rapat Bersama Terjadwal sebagaimana dimaksud pada butir (1) di atas, bahan rapat 	<p>meeting of the Board of Commissioners with the Board of Directors in the framework of the Board of Directors’ requesting direction/instruction or reporting management to the Board of Commissioners and the Board of Commissioners’ supervision/providing direction/instruction to the Board of Directors.</p> <p>B. Meeting of the Board of Directors with Members of the Board of Commissioners</p> <ol style="list-style-type: none"> 1. “Meeting of the Board of Directors with the Board of Commissioners” means a meeting of the Board of Directors with the members of the Board of Commissioners, in the framework of the Board of Directors’ requesting for direction/instruction or reporting management to the Board of Commissioners. 2. The Board of Directors shall hold meetings of the Board of Directors with the Board of Commissioners periodically at least 1 (one) time within 4 (four) months.¹⁷ 3. The attendance of the members of the Board of Directors in the Meeting as referred to in point 1 shall be contained in the annual report of Public Issuers or Companies.¹⁸ 4. The Board of Directors shall make a schedule for the Joint Meeting of the next year prior to expiration of the relevant fiscal year (hereinafter referred to a Scheduled Joint Meeting).¹⁹ The agenda of the Board of Directors’ Scheduled Joint Meeting shall at least contain: <ol style="list-style-type: none"> a. Preparation of the Bank’s Business Plan (RBB) and the Company’s Budget Work Plan (RKAP); b. Performance Review (including review regarding APU PPT); c. Implementation of GCG and Further Actions of Internal and External Audit findings. d. Summon to the Board of Directors’ Meeting with the Board of Commissioners shall be made based on mechanism and procedure as set forth in the Board of Directors Manual.²⁰ 5. In the Scheduled Joint Meeting as referred to in point (1) above, the meeting materials shall be
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¹⁷ Pasal 16 ayat (3) POJK Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik/ *Article 16 paragraph (3) of the POJK Number 33/POJK.04/2014 dated December 8, 2017, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies.*

¹⁸ Pasal 16 ayat (4) POJK Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik/ *Article 16 paragraph (4) of the POJK Number 33/POJK.04/2014 dated December 8, 2017, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies.*

¹⁹ Pasal 17 ayat (1) POJK Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik/ *Article 17 paragraph (1) of the POJK Number 33/POJK.04/2014 dated December 8, 2017, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies.*

²⁰ Pasal 13 ayat (5) Anggaran Dasar/ *Article 13 paragraph (5) of the Articles of Association.*

<p>disampaikan kepada peserta paling lambat 5 (lima) hari sebelum rapat diselenggarakan.²¹</p> <p>6. Dalam hal terdapat rapat yang diselenggarakan di luar jadwal yang telah disusun sebagaimana dimaksud pada butir 4, bahan rapat disampaikan kepada peserta rapat paling lambat sebelum rapat diselenggarakan.</p> <p>7. Hasil Rapat Bersama wajib dituangkan dalam Risalah Rapat yang ditandatangani oleh anggota Direksi dan anggota Dewan Komisaris yang hadir dan disampaikan kepada seluruh anggota Direksi dan anggota Dewan Komisaris.</p> <p>8. Dalam hal terdapat anggota Direksi dan/atau anggota Dewan Komisaris yang tidak menandatangani hasil rapat sebagaimana dimaksud pada butir 7, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada Risalah Rapat.</p> <p>9. Risalah Rapat sebagaimana dimaksud pada butir 1 wajib didokumentasikan oleh Direksi.</p> <p>10. Rapat Direksi Bersama anggota Dewan Komisaris merupakan Rapat Direksi, dengan demikian mekanisme pengambilan keputusan mengacu pada mekanisme Rapat Direksi sebagaimana yang diatur oleh Anggaran Dasar.</p>	<p>delivered to the meeting participants at least 5 (five) days prior to the meeting date.²¹</p> <p>6. In the event there is a meeting held outside the schedule already prepared as referred to in point 4, the meeting materials shall be delivered to the meeting participants at least before the meeting is held.</p> <p>7. The result of the Joint Meeting shall be contained in a Minutes of Meeting signed by members of the Board of Directors and members of the Board of Commissioners attending the meeting and delivered to all members of the Board of Directors and all members of the Board of Commissioners.</p> <p>8. In the event of there are members of the Board of Directors and/or members of the Board of Commissioners who do not sign the meeting result as referred to in point 7, the persons shall state the reason thereof in writing in a separate document attached to the Minutes of Meeting.</p> <p>9. The Minutes of Meeting as referred to in point 1 shall be documented by the Company.</p> <p>10. The Board of Directors' Joint Meeting with members of the Board of Commissioners shall be a Meeting of the Board of Directors, therefore the mechanism for taking any resolutions shall refer to the mechanism of the Board of Directors' Meeting as provided for in the Articles of Association.</p>
<p>C. Rapat Dewan Komisaris Bersama Anggota Direksi</p> <p>1. Yang dimaksud dengan "Rapat Dewan Komisaris Bersama Direksi" adalah rapat Dewan Komisaris bersama dengan anggota Direksi dalam rangka Dewan Komisaris melakukan pengawasan/memberikan arahan/petunjuk kepada Direksi.</p> <p>2. Dewan Komisaris wajib mengadakan rapat bersama Direksi secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.²²</p> <p>3. Kehadiran anggota Dewan Komisaris dalam rapat pada butir 1 diungkapkan dalam laporan tahunan Emiten atau Perusahaan Publik.²³</p> <p>4. Dewan Komisaris harus menjadwalkan rapat sebagaimana dimaksud dalam butir 1 untuk tahun</p>	<p>C. Meeting of the Board of Commissioners with Members of the Board of Directors</p> <p>1. "Meeting of the Board of Commissioners with the Board of Directors" means a meeting of the Board of Commissioners with members of the Board of Directors, in the framework of the Board of Commissioners' performing supervision/providing direction/instruction to the Board of Directors.</p> <p>2. The Board of Commissioners shall hold meetings with the Board of Directors periodically at least 1 (one) time within 4 (four) months.²²</p> <p>3. The attendance of the members of the Board of Commissioners in the Meeting as referred to in point 1 shall be contained in the annual report of Public Issuers or Companies.²³</p> <p>4. The Board of Commissioners shall make a schedule for the meeting as referred to in point 1 for the next</p>

²¹ Pasal 17 ayat (2) POJK Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik/ *Article 17 paragraph (2) of the POJK Number 33/POJK.04/2014 dated December 8, 2017, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies.*

²² Pasal 31 ayat (3) POJK Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik/ *Article 31 paragraph (3) of the POJK Number 33/POJK.04/2014 dated December 8, 2017, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies..*

²³ Pasal 31 ayat (4) POJK Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik/ *Article 31 paragraph (4) of the POJK Number 33/POJK.04/2014 dated December 8, 2017, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies.*

<p>berikutnya sebelum berakhirnya tahun buku (untuk selanjutnya disebut Rapat Bersama Terjadwal)²⁴ Agenda Rapat Bersama Terjadwal Dewan Komisaris, sekurang-kurangnya adalah:</p> <ol style="list-style-type: none"> a. Penyusunan Rencana Bisnis Bank (RBB) dan Rencana Kerja Anggaran Perusahaan (RKAP); b. <i>Performance Review</i> (termasuk pembahasan tentang APU PPT); c. Pelaksanaan GCG dan Tindak Lanjut temuan Audit Intern maupun Ekstern. <ol style="list-style-type: none"> 5. Panggilan Rapat Dewan Komisaris bersama Direksi dilakukan dengan mekanisme dan prosedur sebagaimana diatur dalam Pedoman dan Tata Tertib Kerja Dewan Komisaris.²⁵ 6. Pada rapat yang telah dijadwalkan sebagaimana dimaksud pada butir 4, bahan rapat disampaikan kepada peserta paling lambat 5 (lima) hari sebelum rapat diselenggarakan.²⁶ 7. Dalam hal terdapat rapat yang diselenggarakan diluar jadwal yang telah disusun sebagaimana dimaksud pada butir 4, bahan rapat disampaikan kepada peserta rapat paling lambat sebelum rapat diselenggarakan. 8. Hasil rapat sebagaimana dimaksud dalam butir 1 wajib dituangkan dalam Risalah Rapat, ditandatangani oleh anggota Dewan Komisaris dan anggota Direksi yang hadir, dan disampaikan kepada seluruh anggota Direksi dan anggota Dewan Komisaris. 9. Dalam hal terdapat anggota Direksi dan/atau anggota Dewan Komisaris yang tidak menandatangani hasil rapat sebagaimana dimaksud yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada Risalah Rapat. 10. Risalah Rapat sebagaimana dimaksud pada butir 1 di atas wajib didokumentasikan oleh Dewan Komisaris. 11. Rapat Dewan Komisaris bersama Direksi merupakan Rapat Dewan Komisaris, dengan demikian mekanisme pengambilan keputusan mengacu pada mekanisme Rapat Dewan Komisaris sebagaimana yang diatur oleh Anggaran Dasar. <p style="text-align: center;">BAB IV EVALUASI KINERJA</p> <p>A. Penilaian Kinerja Dewan Komisaris dan Direksi</p> <ol style="list-style-type: none"> 1. Dalam rangka meningkatkan kualitas pelaksanaan tugas dan tanggungjawab, Dewan Komisaris dan 	<p>year prior to expiration of the relevant fiscal year (hereinafter referred to a Scheduled Joint Meeting).²⁴ The agenda of the Board of Commissioners' Scheduled Joint Meeting shall at least contain:</p> <ol style="list-style-type: none"> a. Preparation of the Bank's Business Plan (RBB) and the Company's Budget Work Plan (RKAP); b. Performance Review (including review regarding APU PPT); c. Implementation of GCG and Further Actions of Internal and External Audit findings. <ol style="list-style-type: none"> 5. Summon to the Board of Commissioners' Meeting with the Board of Directors shall be made based on mechanism and procedure as set forth in the Board of Commissioners Manual.²⁰ 6. In the scheduled meeting as referred to in point 4 above, the meeting materials shall be delivered to the meeting participants at least 5 (five) days prior to the meeting date.²⁶ 7. In the event there is a meeting held outside the schedule already prepared as referred to in point 4, the meeting materials shall be delivered to the meeting participants at least before the meeting is held. 8. The result of the meeting as referred to in point 1 shall be contained in a Minutes of Meeting signed by members of the Board of Commissioners and members of the Board of Directors attending the meeting and delivered to all members of the Board of Directors and all members of the Board of Commissioners. 9. In the event of there are members of the Board of Directors and/or members of the Board of Commissioners who do not sign the meeting result, the persons shall state the reason thereof in writing in a separate document attached to the Minutes of Meeting. 10. The Minutes of Meeting as referred to in point 1 shall be documented by the Company. 11. The Board of Commissioners' Meeting with the Board of Directors shall be a Meeting of the Board of Commissioners, therefore the mechanism for taking any resolutions shall refer to the mechanism of the Board of Commissioners' Meeting as provided for in the Articles of Association. <p style="text-align: center;">CHAPTER IV PERFORMANCE EVALUATION</p> <p>A. Performance Assessment of the Board of Commissioners and the Board of Directors</p> <ol style="list-style-type: none"> 1. In order to improve the quality of the implementation of duties and responsibilities, the
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²⁴ Pasal 33 POJK Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik/ *Article 32 of the POJK Number 33/POJK.04/2014 dated December 8, 2017, concerning Board of Directors and Board of Commissioners of Public Issuers and Companies.*

²⁵ Pasal 16 ayat (5) Anggaran Dasar/ *Article 16 paragraph (5) of the Articles of Association.*

²⁶ *Ibid/ Ibid.*

<p>Direksi berkomitmen untuk memiliki kebijakan dan melaksanakan penilaian kinerja Dewan Komisaris dan Direksi.</p> <ol style="list-style-type: none"> 2. Dewan Komisaris memiliki kebijakan penilaian sendiri (<i>self assessment</i>) untuk menilai kinerja Dewan Komisaris.²⁷ 3. Direksi memiliki kebijakan penilaian sendiri (<i>self assessment</i>) untuk menilai kinerja Direksi.²⁸ 4. Kebijakan dan pelaksanaan penilaian sendiri kinerja masing-masing Dewan Komisaris dan Direksi diungkapkan dalam Laporan Tahunan. <p>B. Penilaian terhadap kinerja anggota Dewan Komisaris dan anggota Direksi paling sedikit meliputi:²⁹</p> <ol style="list-style-type: none"> 1. Prosedur pelaksanaan penilaian kinerja; 2. Kriteria yang digunakan; 3. Pihak yang melakukan penilaian. <p>C. Pelaksanaan evaluasi kinerja Dewan Komisaris dan Direksi melalui mekanisme sebagai berikut:</p> <ol style="list-style-type: none"> 1. Evaluasi Kinerja Dewan Komisaris <ol style="list-style-type: none"> a. Dewan Komisaris mengusulkan indikator pencapaian kinerja (<i>key performance indicator</i>) yang merupakan ukuran penilaian pelaksanaan tugas dan tanggungjawab Dewan Komisaris, kepada RUPS untuk ditetapkan;³⁰ b. Kinerja Dewan Komisaris ditentukan berdasarkan tugas dan tanggung jawab yang tercantum dalam peraturan perundang-undangan yang berlaku dan Anggaran Dasar maupun amanat Pemegang Saham; c. Kriteria evaluasi yang digunakan untuk menilai kinerja Dewan Komisaris adalah pelaksanaan fungsi Dewan Komisaris dalam melakukan pengawasan dan memberikan nasihat kepada Direksi demi kepentingan Bank dan Pemegang Saham khususnya serta pihak yang berkepentingan pada umumnya; 	<p>Board of Commissioners and the Board of Directors have made a commitment to having policies of and implementing performance assessment of the Board of Commissioners and the Board of Directors.</p> <ol style="list-style-type: none"> 2. The Board of Commissioners has a self-assessment policy for assessing the performance of the Board of Commissioners.²⁷ 3. The Board of Directors has a self-assessment policy for assessing the performance of the Board of Directors.²⁸ 4. The self-assessment policy and implementation of the performance for each of the Board of Commissioners and the Board of Directors shall be contained in the Annual Report. <p>B Assessment on performance of members of the Board of Commissioners and members of the Board of Directors shall at least include:²⁹</p> <ol style="list-style-type: none"> 1. Performance assessment implementation procedure; 2. Criteria used; 3. Parties performing the assessment. <p>C. The performance evaluation of the Board of Commissioners and the Board of Directors shall be performed by using the mechanism as follows:</p> <ol style="list-style-type: none"> 1. Performance Evaluation of the Board of Commissioners <ol style="list-style-type: none"> a. The Board of Commissioners shall propose key performance indicators that constitute indicators for assessing the implementation of duties and responsibilities of the Board of Commissioners to a GMS for stipulation.³⁰ b. The Performance of the Board of Commissioners shall be determined based on duties and responsibilities under the applicable laws and regulations and the Company's Articles of Association or mandate of the Shareholders. c. The evaluation criteria used to assess the performance of the Board of Commissioners is the implementation of function of the Board of Commissioners in performing supervision and providing advice to the Board of Directors for the interest of the Bank and Shareholders especially any parties generally interested.
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²⁷ Prinsip 4.1 Lamp SEOJK No. 32/SEOJK.04/2015 tgl 17 Nov 2015 tentang Pedoman Tata Kelola Perusahaan Terbuka/ *Principle 4.1 Annex to the SEOJK No. 32/SEOJK.04/2015 dated November 17, 2015 concerning Guidelines for Corporate Governance of Public Company..*

²⁸ Prinsip 6.1 Lamp SEOJK No. 32/SEOJK.04/2015 tgl 17 Nov 2015 tentang Pedoman Tata Kelola Perusahaan Terbuka/ *Principle 6.1 Annex to the SEOJK No. 32/SEOJK.04/2015 dated November 17, 2015 concerning Guidelines for Corporate Governance of Public Company..*

²⁹ Romawi III angka 2 huruf g SEOJK No. 29/POJK.04/2016 tgl 3 Agt 2016 tentang Laporan Tahunan Emiten atau Perusahaan Publik/ *Roman Number III Point 2 letter g SEOJK No. 29/POJK.04/2016 concerning Annual Report of Public Issuers or Companies..*

³⁰ Ps 15 ayat (1) PERMEN BUMN No. PER-01/MBU/2011 tentang Tata Kelola Perusahaan Yang Baik (GCG) pada SOE/ *Article 15 paragraph (1) of the Ministerial Regulation of SOEs No. PER-01/MBU/2011 concerning Good Corporate Governance in SOEs..*

- d. Penilaian kinerja Dewan Komisaris dilaksanakan dengan mekanisme penilaian sendiri (*self assessment*);
- e. Dewan Komisaris menyampaikan laporan penilaian kinerja Dewan Komisaris dan masing-masing anggota Dewan Komisaris untuk dievaluasi oleh Pemegang Saham dan RUPS;
- f. Proses pelaksanaan evaluasi atas kinerja Dewan Komisaris dilaksanakan dalam forum RUPS.

2. Evaluasi Kinerja Direksi

- a. Direksi mengajukan usulan tolok ukur/kriteria penilaian kinerja Direksi dan masing-masing anggota Direksi kepada Dewan Komisaris;³¹
- b. Tolok ukur/kriteria penilaian disusun berdasarkan tugas dan tanggungjawab pengurusan oleh Direksi yang tercantum dalam peraturan perundang-undangan yang berlaku, Anggaran Dasar, dan amanat Pemegang Saham;
- c. Dewan Komisaris menelaah dan memberikan persetujuan tolok ukur kriteria penilaian kinerja Direksi dan masing-masing anggota Direksi;
- d. Direksi melakukan penilaian sendiri (*self assessment*) atas kinerja Direksi dan masing-masing anggota Direksi berdasarkan tolok ukur/kriteria yang disetujui Dewan Komisaris, dan menyampaikan hasilnya kepada Dewan Komisaris.
- e. Dewan Komisaris menyampaikan laporan penilaian kinerja Direksi dan masing-masing anggota Direksi untuk dievaluasi oleh Pemegang Saham dalam RUPS;
- f. Proses pelaksanaan evaluasi atas kinerja Direksi dilaksanakan dalam forum RUPS.

BAB V

HUBUNGAN DENGAN PEMANGKU KEPENTINGAN (STAKEHOLDERS)

- 1. Memastikan kepatuhan Perseroan terhadap ketentuan dan komitmen Perseroan serta memastikan pemenuhan penyampaian data dan informasi yang diminta oleh Regulator dan Kementerian BUMN selaku pemegang saham Seri A Dwiwarna.
- 2. Memastikan terjaminnya hak-hak pemangku

- d. The performance assessment of the Board of Commissioners shall be performed based on a self-assessment mechanism.
- e. The Board of Commissioners shall deliver the performance assessment report of the Board of Commissioners and each member of the Board of Commissioners for evaluation by the Shareholders in a GMS.
- f. The evaluation implementation process upon the performance of the Board of Commissioners shall be performed in a GMS forum.

2. Performance Evaluation of the Board of Directors

- a. The Board of Directors shall propose benchmark/criteria for the performance assessment of the Board of Directors and each member of the Board of Directors to the Board of Commissioners;³¹
- b. The benchmark/criteria for the assessment shall be prepared based on managerial duties and responsibilities by the Board of Directors under the applicable laws and regulations, the Company's Articles of Association, and mandate of the Shareholders.
- c. The Board of Commissioners shall review and approve the benchmark/criteria for the performance assessment of the Board of Directors and each member of the Board of Directors;
- d. The Board of Directors shall perform a self-assessment on the performance of the Board of Directors and each member of the Board of Directors based on the benchmark/criteria approved by the Board of Commissioners, and delivering the result to the Board of Commissioners.
- e. The Board of Commissioners shall deliver the performance assessment report of the Board of Directors and each member of the Board of Directors for evaluation by the Shareholders in a GMS.
- f. The evaluation implementation process upon the performance of the Board of Directors shall be performed in a GMS forum.

CHAPTER V

RELATIONSHIP WITH STAKEHOLDERS

- 1. Ensuring the Company's compliance with the Company's rules and commitments and ensuring the compliance with data and information disclosure requirements as required by the Regulator and the Ministry of SOE as the Holder of Series A Dwiwarna Share.
- 2. Ensuring the rights of the stakeholders arising out

³¹ Prinsip 6.1 Lamp SEOJK No. 32/SEOJK.04/2015 tgl 17 Nov 2015 tentang Pedoman Tata Kelola Perusahaan Terbuka/ *Principle 6.1 Annex to the SEOJK No. 32/SEOJK.04/2015 concerning Guidelines for Corporate Governance of Public Company..*

kepentingan (*stakeholders*) yang timbul berdasarkan peraturan perundang-undangan dan/atau perjanjian yang dibuat oleh Perseroan dengan Pekerja, pengguna jasa, pemasok, dan pemangku kepentingan (*stakeholders*) lainnya.

3. Memastikan Perseroan melakukan tanggung jawab sosialnya sesuai dengan program yang telah ditetapkan.

BAB VI

TATA LAKSANA HUBUNGAN KERJA DEWAN KOMISARIS DAN DIREKSI DENGAN ORGAN RUPS

1. Rapat Umum Pemegang Saham (RUPS) adalah RUPS Tahunan dan RUPS lainnya yang selanjutnya disebut RUPS Luar Biasa yaitu RUPS yang diadakan sewaktu-waktu berdasarkan kebutuhan sebagaimana diatur dalam Anggaran Dasar Perseroan.
2. Direksi menyelenggarakan Rapat Umum Pemegang Saham Tahunan dan Rapat Umum Pemegang Saham Luar Biasa. RUPS dapat juga diselenggarakan atas permintaan Dewan Komisaris dan/atau atas permintaan Pemegang Saham. Permintaan RUPS oleh Dewan Komisaris diajukan kepada Direksi dengan surat tercatat disertai alasan penyelenggaraan RUPS, dengan memperhatikan ketentuan yang berlaku sebagaimana diatur dalam Anggaran Dasar Perseroan.
3. Tata cara dan mekanisme penyelenggaraan RUPS Tahunan maupun RUPS Luar Biasa, mengacu pada prosedur dan ketentuan sebagaimana diatur dalam Anggaran Dasar Perseroan.

BAB VII

MEKANISME PERUBAHAN

1. Surat Kesepakatan Bersama Dewan Komisaris dan Direksi ini digunakan sebagai acuan utama bagi Dewan Komisaris dan Direksi dalam melaksanakan tugas dan kewajiban serta kewenangannya dalam implementasi tata kelola perusahaan yang baik.
2. Surat Kesepakatan Bersama Dewan Komisaris dan Direksi ini ditelaah dan dimutakhirkan secara berkala untuk disesuaikan dengan kebutuhan Perseroan dan perubahan lingkungan usaha.
3. Permintaan perubahan Surat Kesepakatan Bersama Dewan Komisaris dan Direksi ini dapat dilakukan oleh Dewan Komisaris dan/atau Direksi dengan mempertimbangkan kebutuhan dan kesesuaian bagi Perseroan.

of the laws and regulations and/or any agreements entered into by the Company and Employees, service users, suppliers, and any other stakeholders.

- 3 Ensuring that the Company performs its social responsibility pursuant to the program already stipulated.

CHAPTER VI

MANAGEMENT OF WORKING RELATIONSHIP OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS WITH GMS BODY

1. General Meetings of Shareholders (GMS) means Annual GMS and another GMS, hereinafter referred to as Extraordinary GMS, which is GMS held at any time based on need as provided for the Company's Articles of Association.
2. The Board of Directors may hold an Annual General Meeting of Shareholders and an Extraordinary General Meeting of Shareholders. The GMS may be held upon request of the Board of Commissioners and/or the Shareholders. Any requests for GMS made by the Board of Commissioners shall be proposed to the Board of Directors under a registered letter equipped with reasons for holding such any of the Meetings, by noting applicable rules as provided for in the Company's Articles of Association.
3. The procedures and mechanism for the implementation of the Annual GMS or the Extraordinary GMS shall refer to the procedures and rules as provided for in the Company's Articles of Association.

CHAPTER VII

AMENDMENT MECHANISM

1. This Joint Agreement of the Board of Commissioners and the Board of Directors shall be used as main reference for the Board of Commissioners and the Board of Directors in performing their duties and responsibilities as well as authority in implementing the good corporate governance.
2. This Joint Agreement of the Board of Commissioners and the Board of Directors has been reviewed and updated periodically for adjustment to the Company's need and changes in business climate.
3. Any request for amendment to this Joint Agreement of the Board of Commissioners and the Board of Directors may be made by the Board of Commissioners and/or the Board of Directors by considering the need and conformity to the Company.