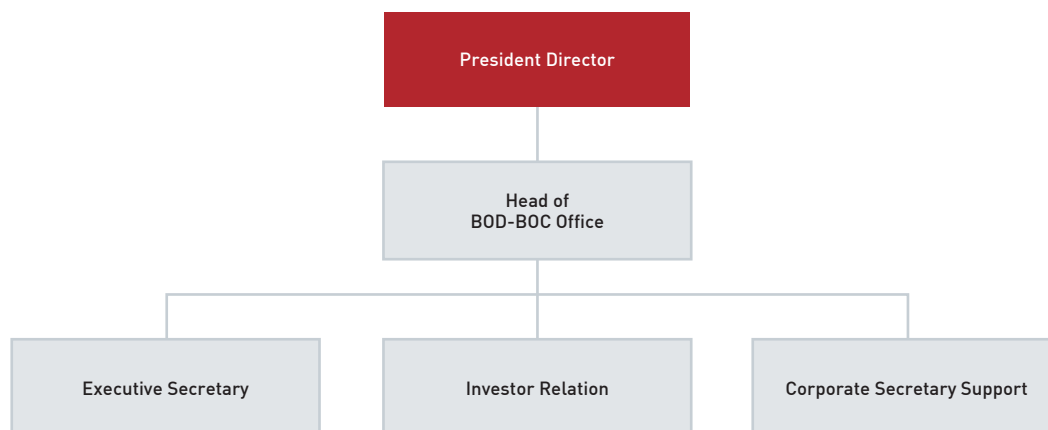


# SEKRETARIS PERUSAHAAN CORPORATE SECRETARY

## Struktur Fungsi Sekretaris Perusahaan

## Structure of Corporate Secretary Function



### Pejabat Fungsi Sekretaris Perusahaan per Desember 2016 Person in Charge of Corporate Secretary as of December 2016

Nama   Name	Jabatan   Position
Yensen Aliamin	Pejabat Pelaksana Fungsi Sekretaris Perusahaan Executing Officer of Corporate Secretary Function
Vinciryana Wikoputri Oei Cindy Kusuma	Sekretaris Eksekutif Executive Secretary
Fahleny Pingkan Lontah Jessica	
Dewi Tjendra	Investor Relation
Fiona Cindy Sandra Dewinta Nugroho	Corporate Secretary Support

## PROFIL PEJABAT PELAKSANA FUNGSI SEKRETARIS PERUSAHAAN

### Yensen Aliamin

Warga Negara Indonesia. Lahir di Medan pada 21 November 1967. Usia 49 tahun. Beliau diangkat menjadi Group Head berdasarkan Surat Keputusan Direksi Bank ICBC Indonesia No. 104A/KPTS.DIR/ICBC.IND/2016 pada 1 November 2016.

Lulus dari University of Maryland di College Park dengan gelar BA (Economics) dan BSc. (Finance). Beliau melanjutkan studi pasca sarjana di AGSM dari UNSW dan USyd., dan meraih gelar MBA di tahun 2000.

Beliau telah mengikuti pelatihan termasuk *Behavioral Economics* yang diadakan oleh Harvard Business School, Boston (2014), *Training for Senior Executives* oleh ICBC Institute of Financial Studies di Hangzhou, dan *Senior Executive Development Program* yang diadakan oleh INSEAD (2008). Beliau telah mengikuti beragam topik seperti *Change Management* (2014), *Bank Corporate Governance Practices* (2013), *Analytics: The Difference* (2007).

## PIC OF CORPORATE SECRETARY'S PROFILE

### Yensen Aliamin

An Indonesian citizen, born in Medan on 21 November 1967. 49 years old. He was appointed as a Group Head based on Decision Letter of Board of Director of Bank ICBC Indonesia No. 104A/KPTS.DIR/ICBC.IND/2016 dated 1 November 2016.

Graduated from the University of Maryland at College Park, with BA (Economics) and BSc. (Finance). He continued his post-graduate studies at the AGSM of both UNSW and USyd., and earned his MBA in 2000.

He has taken trainings including "Behavioral Economics" by Harvard Business School in Boston (2014), "Training for Senior Executives" by ICBC Institute of Financial Studies in Hangzhou, and "Senior Executive Development Program" by INSEAD (2008). He has also been trained in such diverse topics as "Change Management" (2014), "Bank Corporate Governance Practices" (2013), "Analytics: The Difference" (2007).

Beliau juga telah mendapatkan sertifikasi untuk Kompetensi di Manajemen Risiko Bank Level 5 (LSPP, 2016) dan untuk *Brand Management* (Mark Plus Institute of Marketing, 2010).

Beliau memulai karirnya di BCA di tahun 1993 sebagai *Officer* dan kemudian sebagai *Head of Relationship and Business Support* (1999) didalam divisi *International Banking*. Dari 2002 ke 2006, beliau menjabat sebagai *Head of Client Management* di American Express Bank Ltd. dan juga berperan sebagai Pejabat Pelaksana untuk *Head for Establishment Services International*. Beliau bergabung dengan PT Bank Danamon Indonesia Tbk. sebagai *Head of American Express Merchant Services*, dan kemudian sebagai *Head of Acquiring Business*. Selama 5 tahun hingga 2011, beliau juga menjabat sebagai *Head of PMO* dan juga *Head of Business and Process Development*. Beliau bergabung dengan Bank ICBC Indonesia di 2011 sebagai *Head of Card Center*.

## KUALIFIKASI SEKRETARIS PERUSAHAAN

Dalam melaksanakan tugasnya, Sekretaris Perusahaan wajib memiliki pengetahuan mengenai peraturan yang berkaitan dengan Bank, hubungan masyarakat, ketrampilan administratif, dan pengalaman yang mendukung pelaksanaan tugasnya.

## FUNGSI SEKRETARIS PERUSAHAAN

Sekretaris Perusahaan memiliki fungsi sebagai berikut:

1. Sebagai penghubung antara Direksi dengan Dewan Komisaris, Pemegang Saham, masyarakat, dan media massa termasuk mewakili Bank dalam berkomunikasi dengan masyarakat, regulator, lembaga atau asosiasi lain yang berkaitan dengan perusahaan;
2. Sebagai administrator yang mengelola dokumen Bank;
3. Menyiapkan RUPS;
4. Mengkoordinasikan dan menghadiri rapat Direksi dan rapat komunikasi antara Komisaris dengan Direksi;
5. Mempersiapkan undangan, jadwal, agenda, materi dan menyusun risalah rapat;
6. Mengelola dan menyiapkan dokumen yang terkait dengan kegiatan Bank meliputi dokumen RUPS, risalah rapat Direksi, risalah rapat gabungan antara Direksi dengan Komisaris, Daftar Pemegang Saham, Daftar Khusus perusahaan dan dokumen dokumen penting Bank lainnya;
7. Mencatat daftar khusus berkaitan dengan Direksi dan keluarganya serta Komisaris dan keluarganya baik dalam perusahaan maupun afiliasinya yang mencakup kepemilikan saham, hubungan bisnis, dan peranan lain yang menimbulkan benturan kepentingan dengan kepentingan Bank;
8. Menentukan kriteria mengenai jenis dan materi informasi yang dapat disampaikan kepada pemangku kepentingan, termasuk informasi yang dapat disampaikan sebagai dokumen publik;
9. Memberikan informasi relevan yang dibutuhkan oleh pemangku kepentingan;
10. Merencanakan dan melaksanakan kegiatan Bank yang melibatkan pihak eksternal yang bertujuan untuk membentuk citra Bank;
11. Memelihara dan memperbarui informasi tentang Bank yang disampaikan kepada pemangku kepentingan baik melalui situs, dan media informasi lainnya.

He is certified for Competence in Bank Risk Management Level 5 (LSPP, 2016) and for *Brand Management* (MarkPlus Institute of Marketing, 2010).

He started his career at BCA in 1993, as officer and later as Head of Relationship and Business Support (1999) within International Banking Division. From 2002 to 2006, he was with American Express Bank Ltd. as Head of Client Management and also on occasions as Acting Head for Establishment Services International. He then joined PT Bank Danamon Indonesia Tbk. as Head of American Express Merchant Services, and later as Head of Acquiring Business. During his 5-year tenure until 2011 at the Bank, He was also entrusted to be Head of PMO and Head of Business and Process Development. He joined Bank ICBC Indonesia in 2011 as Head of Card Center.

## CORPORATE SECRETARY'S QUALIFICATIONS

In performing its duties, the Corporate Secretary is required to have knowledge of Bank-related regulations, public relations, administrative skills, and experiences that support the implementation of their duties.

## FUNCTIONS OF CORPORATE SECRETARY

The Corporate Secretary has the following functions:

1. As a liaison between the Board of Directors with the Board of Commissioners, with the Shareholders, public, and mass media, including representing the Bank in communicating with the community, regulators, institutions or other associations related to the company;
2. As an administrator who's managing the Bank's documents;
3. Preparing the GMS;
4. Coordinating and attending meetings of the Board of Directors and communication meetings between the Board of Commissioners and the Board of Directors;
5. Preparing invitations, schedules, agendas, materials and composing the minutes of meetings;
6. Managing and preparing documents related to the Bank's activities, including documents for the GMS, the minutes of Board of Directors meetings, minutes of joint meetings between the Board of Directors and Commissioners, a Shareholder List, a Company Registry and other important documents of other Bank;
7. Documenting a special register on the Board of Directors and Board of Commissioners and their families and affiliates. This document shall include information on share ownership, business relationships and other relations that may create a conflict of interest with the interests of the Bank;
8. Determining the criteria on the types and material information that can be submitted to Stakeholders, including information that may be submitted as public documents;
9. Providing relevant information needed by Stakeholders;
10. Planning and executing Bank activities involving external parties aimed at establishing the Bank's image;
11. Maintaining and updating the information about the Bank that gets submitted to Stakeholders either through the site or from other mediums of information.

## TUGAS DAN TANGGUNG JAWAB FUNGSI SEKRETARIS PERUSAHAAN

Tugas dan Tanggung Jawab Sekretaris Perusahaan adalah sebagai berikut:

1. Mengkoordinasikan kegiatan internal;
2. Melakukan pembinaan hubungan dengan media;
3. Mengkoordinasikan Rapat Dewan Komisaris dan Direksi bulanan;
4. Mengkoordinasikan RUPS Tahunan dan RUPS Luar Biasa (LB);
5. Mengkoordinasikan rapat kerja/ rapat koordinasi Bank;
6. Merencanakan kegiatan CSR Bank;
7. Mengkoordinasikan penanganan legal Bank baik internal maupun eksternal;
8. Menyiapkan Laporan Tahunan Bank 2016.

## PENGANGKATAN DAN PEMBERHENTIAN SEKRETARIS PERUSAHAAN

Sekretaris Perusahaan diangkat dan diberhentikan oleh Direksi untuk bertindak sebagai penghubung antara Direksi dan Dewan Komisaris, Pemegang Saham, sebagai koordinator atas kepatuhan di bidang hukum, dan mengadministrasikan dokumen penting Perusahaan.

## PELAKSANAAN FUNGSI TUGAS SEKRETARIS PERUSAHAAN

Selama 2016, Sekretaris Perusahaan telah melaksanakan tugas dan tanggung jawabnya, antara lain:

- Menjembatani komunikasi yang terbuka dan efektif antara Dewan Komisaris, Direksi, Komite, manajemen senior, karyawan dan para pemangku kepentingan lainnya;
- Mengomunikasikan arahan-arahan anggota Dewan Komisaris mengenai kepentingan dan kegiatan korporasi yang penting kepada seluruh jajaran di dalam organisasi Bank;
- Ikut serta dalam perencanaan komposisi, proses seleksi, evaluasi, pemenuhan persyaratan, orientasi *on-boarding*, pembangunan berkelanjutan, dan proses pasca-kerja Komisaris dan Direksi;
- Melaksanakan peranan dan tugas sebagai pusat informasi untuk Pemegang Saham;
- Memfasilitasi komunikasi dan keselarasan dengan Pemegang Saham, termasuk persiapan, permohonan dan pendistribusian pernyataan *proxy* dan resolusi Pemegang Saham;
- Memfasilitasi pengiriman dokumen/ informasi penting melalui *Overseas Administration Systems*;
- Menerjemahkan dokumen dari bahasa asing ke bahasa Indonesia dan sebaliknya;
- Membantu mengatur dan memenuhi kebutuhan ekspatriat, pengunjung, delegasi, dan pemangku kepentingan dari luar negeri saat mengunjungi Indonesia, dan sebaliknya;
- Menjadi mitra yang aktif dengan Direksi dan Dewan Komisaris dalam memperoleh dan mempertahankan keyakinan memadai bahwa Direksi dan pejabat eksekutif mematuhi kewajiban tata kelola perusahaan (misalnya: kewajiban menghadiri jumlah tertentu dari rapat);

## CORPORATE SECRETARY FUNCTION: DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Corporate Secretary function are as follows:

1. Coordinating internal activities;
2. Maintaining relationships with the media;
3. Coordinating monthly Board of Commissioners and Board of Directors meetings;
4. Coordinating the Annual GMS and Extraordinary GMS;
5. Coordinating the Bank's working meetings and coordination meetings;
6. Planning the Bank's CSR activities;
7. Coordinating the Bank's internal and external legal handling;
8. Preparing the Bank's Annual Report for 2016.

## CORPORATE SECRETARY APPOINTMENT AND DISMISSAL

The Corporate Secretary is appointed and dismissed by the Board of Directors to serve as a liaison between the Board of Directors and the Board of Commissioners and Shareholders, as a coordinator of legal compliance, and as an administrator of the Company's important documents.

## CORPORATE SECRETARY FUNCTION: IMPLEMENTATION OF DUTIES

The Corporate Secretary function has performed its duties and responsibilities throughout 2016, including:

- Serving as an open bridge and effective communication between the Board of Commissioners, the Board of Directors, the Committees, senior management, employees and other Stakeholders;
- Communicating the Board members' directions on important corporate interests and activities to all levels within the Bank's organization;
- Participating in composition planning, selection process, evaluations, eligibility, on-boarding orientation, sustainable development, and the post-employment process of the Board of Commissioners and Board of Directors;
- Carrying out its role and duty as an information center for Shareholders;
- Facilitating communication and alignment with the Shareholders, including preparation, solicitation and distribution of proxy statements and the resolutions of Shareholders;
- Facilitating the delivery of important documents/ information through *Overseas Administration Systems*;
- Translating documents from foreign languages into Indonesian and vice versa;
- Helping to organize and meet the needs of expatriates, visitors, delegates and Stakeholders from abroad while they are visiting Indonesia, and vice versa;
- Becoming an active partner with the Board of Directors and Board of Commissioners in obtaining and maintaining reasonable assurance that the Board of Directors and executive officers comply with corporate governance obligations (for example: the obligation to attend a certain number of meetings);

- Menyediakan dan menyampaikan informasi kepada Direksi dan Dewan Komisaris yang berkaitan dengan isu-isu GCG.
- Mengambil bagian dengan unit-unit terkait dalam mengembangkan dan mengelola kebijakan, parameter dan arahan *bank-wide* yang bertujuan untuk menjaga arus perusahaan yang memiliki tata kelola praktik dan peraturan terbaik;
- Mengambil bagian dengan unit-unit terkait dalam memantau dan mengevaluasi pelaksanaan kebijakan, parameter dan arahan pemerintahan *bank-wide*;
- Memainkan peran utama dalam pra, selama, dan pasca-rapat yang berkaitan dengan Direksi, Dewan Komisaris, Komite, dan pejabat eksekutif. Rapat terkait kegiatan tersebut termasuk penjadwalan, pengaturan agenda, koordinasi, persiapan, kehadiran, rekaman, risalah rapat dan distribusi material;
- Mengarahkan kegiatan yang berkaitan dengan pertemuan tahunan Pemegang Saham;
- Mengatur jadwal rapat dan membuat *draft* agenda selama setahun sekaligus memastikan kepatuhan dengan persyaratan eksternal dan internal, dan bekerja sama dengan Presiden Direktur, Direksi dan Dewan Komisaris, dan lain lain dalam menciptakan, memelihara, dan merevisi agenda jika diperlukan;
- Mengkoordinasikan penyusunan dan penyebaran bahan rapat dalam bentuk *hard copy* atau *soft copy*, sekaligus memastikan kecukupan, konsistensi (dengan dokumen sebelumnya dan berikutnya), kemudahan penggunaan, dan kualitas bahan. Mendukung pemenuhan dokumen dari departemen terkait untuk rapat dan anggota Direksi dan Dewan Komisaris;
- Menghadiri rapat anggota Dewan Komisaris, Direksi dan jika diperlukan, rapat Komite, mencatat dan mengedarkan risalah rapat yang mencakup, antara lain, keputusan, item informasi, tindakan, dan arahan;
- Laporan mengenai agenda yang tertunda – mengambil tindakan untuk memastikan informasi diberikan kepada anggota Dewan dan Komite pada waktu yang tepat;
- Menyediakan layanan kesekretariatan kepada anggota Dewan Komisaris, Direksi dan Komite dan mengkoordinasikan pelaksanaan kegiatan kesekretariatan kepada Direksi;
- Memimpin inisiatif tanggung jawab sosial *bank-wide*;
- Turut mengambil bagian untuk melaksanakan kegiatan dan acara *bank-wide* dengan departemen terkait;
- Membangun dan memelihara hubungan dengan pihak-pihak eksternal dan lembaga yang bertujuan untuk kepentingan Bank.
- Providing and conveying information to the Board of Directors and Board of Commissioners on issues related to GCG.
- Taking part with related units in developing and managing bank-wide policies, parameters and directives aimed at maintaining the direction of the company so that it is inline with best practices and regulations;
- Taking part with relevant units in monitoring and evaluating the implementation of bank-wide policy, parameters and directives;
- Playing the lead role in the pre, during, and post-meetings related to the Board of Directors, the Board of Commissioners, Committees, and executive officers. Meetings related to such activities include scheduling, agenda setting, coordination, preparation, attendance, recording, minutes of meetings and material distribution;
- Directing activities related to the annual meeting of Shareholders;
- Organizing the schedule of meetings and drafting the agenda for a year while ensuring compliance with external and internal requirements, and working with the President Director, Board of Directors and Board of Commissioners, etc. in creating, maintaining and revising the agenda as necessary;
- Coordinating the preparation and dissemination of meeting materials in hard copy or soft copy, while ensuring sufficiency, consistency (with previous and subsequent documents), ease of use, and quality of materials. Supporting the fulfillment of documents from relevant departments for meetings and members of the Board of Directors and Board of Commissioners;
- Attending meetings of members of the Board of Commissioners, Board of Directors and, where necessary, Committee meetings, and recording and circulating minutes of meetings, which include decisions, information items, actions and directives;
- Reporting on pending agendas – taking action to ensure information is given to members of the Board and the Committee at an appropriate time;
- Providing secretarial services to members of the Board of Commissioners, Directors and Committees and coordinating the implementation of secretarial activities to the Board of Directors;
- Leading bank-wide social responsibility initiatives;
- Taking part to carry out bank-wide activities and events with relevant departments;
- Establishing and maintaining relationships with external parties and institutions with a view to the interests of the Bank.

## PROGRAM KERJA FUNGSI SEKRETARIS PERUSAHAAN

Pada 2017 fungsi Sekretaris Perusahaan telah menyusun program kerja yang akan dilaksanakan sebagai berikut:

- Melanjutkan pekerjaan yang telah dikerjakan pada 2016;
- Mengefektifkan tugas-tugas pelaksanaan dalam rangka kepatuhan terhadap regulator;
- Meningkatkan pengaturan terkait pemenuhan kebutuhan ekspatriat, delegasi, dan pemangku kepentingan dari luar negeri saat mengunjungi Indonesia, dan sebaliknya;
- Menyusun dan mengkomunikasikan pedoman peraturan-peraturan yang berkaitan dengan operasional Bank seperti surat keputusan Direksi, surat edaran Direksi dan instruksi Direksi.
- Memastikan kelancaran komunikasi antara Bank dengan pemangku kepentingan dan menjamin tersedianya informasi yang dapat diakses oleh pemangku kepentingan.

## PELATIHAN FUNGSI SEKRETARIS PERUSAHAAN

Dalam rangka meningkatkan pengetahuan dan pemahaman dalam membantu pelaksanaan tugasnya, Sekretaris Perusahaan telah mengikuti beberapa pelatihan dan pendidikan, di antaranya:

### Pelatihan Fungsi Sekretaris Perusahaan Tahun 2016

#### Training of Corporate Secretary in 2016

Nama Name	Jabatan Position	Materi Pelatihan Training Topics	Penyelenggara Pelatihan Trainer	Tempat & Waktu Pelaksanaan Traning Place and Time
Yensen Aliamin	Kepala Departemen BOD-BOC Head of BOD-BOC Office Department	<ul style="list-style-type: none"> <li>• <i>ALM- Liquidity Risk Management: The Theoretical Basis for Identifying and Measuring Liquidity Risk in Financial Institution</i></li> <li>• <i>Overseas Compliance Officer Seminar 2016</i></li> </ul>	<ul style="list-style-type: none"> <li>• <i>Indonesia Risk Professional Association (IRPA) and BSMR</i></li> <li>• ICBC Changchun Institute of Financial Studies</li> </ul>	<ul style="list-style-type: none"> <li>• Jakarta, 31 Maret 2016 Jakarta, 31 March 2016</li> <li>• Changchun, Tiongkok 27 Juni 2016 – 1 Juli 2016 Changchun, Tiongkok 27 June 2016 – 1 July 2016</li> </ul>

## CORPORATE SECRETARY FUNCTION WORK PROGRAM

In 2017 the Corporate Secretary has compiled a work program to be implemented as follows:

- Continuing work done in 2016;
- Streamlining implementation of tasks in compliance with regulators;
- Improving arrangements relating to the needs of expatriates, delegations and Stakeholders from abroad while visiting Indonesia, and vice versa;
- Preparing and communicating guidelines for regulations relating to bank operations such as Board of Directors decisions, Board of Directors circular letters and Board of Directors instructions.
- Ensuring smooth communication between the Bank and Stakeholders and ensuring the availability of information that can be accessed by Stakeholders.

## CORPORATE SECRETARY FUNCTION TRAINING

In order to improve on knowledge and understanding in assisting the execution of its duties, the Corporate Secretary has attended several training workshops and education sessions, including: