

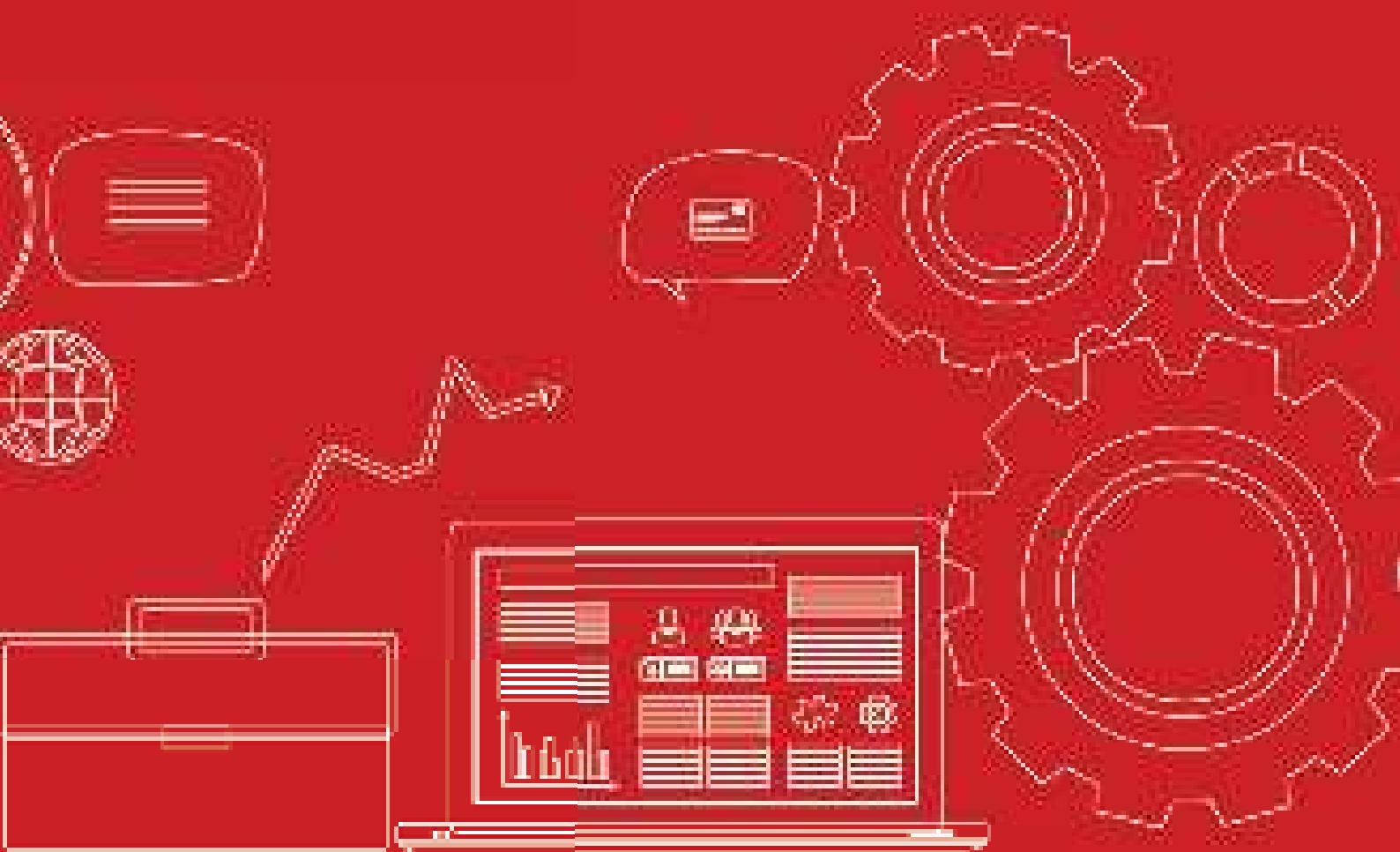
Tata Kelola Perusahaan

Corporate Governance

| | |
|------------|--|
| 176 | TATA KELOLA PERUSAHAAN |
| | <i>Corporate Governance</i> |
| 189 | RAPAT UMUM PEMEGANG SAHAM |
| | <i>General Meeting of Shareholders</i> |
| 194 | DEWAN KOMISARIS |
| | <i>Board of Commissioners</i> |
| 204 | DIREKSI |
| | <i>Board of Directors</i> |
| 213 | PENILAIAN PENERAPAN GCG 2019 TERHADAP DEWAN KOMISARIS DAN DIREKSI |
| | <i>2019 GCG Assessment for the Board of Commissioners and Board of Directors</i> |
| 217 | KEBIJAKAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI |
| | <i>Remuneration Policy of the Board of Commissioners and Board of Directors</i> |
| 219 | RAPAT DEWAN KOMISARIS DAN DIREKSI |
| | <i>Board of Commissioners and Board of Directors Meetings</i> |
| 224 | INFORMASI MENGENAI PEMEGANG SAHAM UTAMA DAN PENGENDALI |
| | <i>Information on Majority and Controlling Shareholders</i> |
| 226 | HUBUNGAN AFILIASI ANTARA ANGGOTA DIREKSI, DEWAN KOMISARIS, DAN PEMEGANG SAHAM UTAMA DAN/ATAU PENGENDALI |
| | <i>Affiliates Relationship Between Members of the Board of Directors, Board of Commissioners, and Majority and/or Controlling Shareholders</i> |
| 227 | PENGUNGKAPAN RANGKAP JABATAN DEWAN KOMISARIS DAN DIREKSI |
| | <i>Disclosure of Concurrent Positions of the Board of Commissioners and Board of Directors</i> |
| 227 | KEBERAGAMAN KOMPOSISI DEWAN KOMISARIS DAN DIREKSI |
| | <i>Diversity of the Board of Commissioners and Board of Directors</i> |
| 228 | ORGAN PENDUKUNG DEWAN KOMISARIS |
| | <i>Supporting Organs of the Board of Commissioners</i> |
| 231 | KOMITE AUDIT |
| | <i>Audit Committee</i> |
| 237 | KOMITE REMUNERASI DAN NOMINASI |
| | <i>Remuneration and Nomination Committee</i> |
| 241 | KOMITE PEMANTAU RISIKO |
| | <i>Risk Monitoring Committee</i> |
| 246 | ORGAN PENDUKUNG DIREKSI |
| | <i>Supporting Organs of the Board of Directors</i> |
| 248 | SEKRETARIS PERUSAHAAN |
| | <i>Corporate Secretary</i> |
| 252 | AUDIT INTERNAL |
| | <i>Internal Audit</i> |
| 259 | AKUNTAN PUBLIK |
| | <i>Public Accountant</i> |
| 262 | MANAJEMEN RISIKO |
| | <i>Risk Management</i> |
| 294 | SISTEM PENGENDALIAN INTERNAL |
| | <i>Internal Control System</i> |
| 297 | PERKARA PENTING |
| | <i>Litigation</i> |
| 297 | SANKSI ADMINISTRATIF |
| | <i>Administrative Sanction</i> |
| 298 | AKSES INFORMASI DAN DATA PERUSAHAAN |
| | <i>Information Access and Corporate Data</i> |
| 300 | HUBUNGAN DENGAN PEMANGKU KEPENTINGAN |
| | <i>Relations with Stakeholders</i> |
| 302 | BUDAYA PERUSAHAAN |
| | <i>Corporate Culture</i> |
| 302 | KODE ETIK |
| | <i>Code of Conduct</i> |
| 311 | KEBIJAKAN TRANSPARANSI DAN BENTURAN KEPENTINGAN |
| | <i>Policy on Transparency and Conflict of Interest</i> |
| 312 | KEBIJAKAN PENGADAAN BARANG DAN JASA |
| | <i>Procurement Policy</i> |
| 313 | WHISTLEBLOWING SYSTEM |
| | <i>Whistleblowing System</i> |
| 317 | TRANSPARANSI PRAKTIK BAD GOVERNANCE |
| | <i>Transparency of Bad Governance Practices</i> |



05



TATA KELOLA PERUSAHAAN

Corporate Governance



Pendahuluan

Bagi Bank ICBC Indonesia, penerapan tata kelola perusahaan yang baik (*Good Corporate Governance* – GCG) dalam era persaingan global saat ini, sudah menjadi kebutuhan yang mutlak dalam menjalankan segala kegiatan usaha Bank. Dengan adanya penerapan GCG maka Bank telah memiliki fondasi yang kokoh dan bekal yang cukup untuk mencapai visi dan misi Bank, serta mampu menjadi perusahaan yang tangguh dan terus berkembang.

Untuk itu, Bank senantiasa berupaya menyempurnakan penerapan praktik-praktik terbaik GCG pada seluruh tingkatan organisasi secara berkesinambungan. Bank menyadari bahwa GCG merupakan salah satu komponen utama 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.

Foreword

For Bank ICBC Indonesia, the implementation of Good Corporate Governance (GCG) in today's global competitive era is a much-needed element in undertaking The Bank's business activities. The GCG implementation will enable The Bank to create solid foundation and adequate endeavor to achieve The Bank's vision and mission, as well as to become a sustainable strong corporation.

Therefore, The Bank strives to refine the sustainable implementation of its GCG best practices in all level of organizations. The Bank realizes that GCG becomes one of the main components in the improvement of The Bank's performance, to protect the stakeholders' interests, and enhance compliance with prevailing regulations and ethics values in the banking industry.



Dasar Penerapan Tata Kelola Perusahaan

Penerapan GCG Bank berdasarkan pada peraturan perundangan-undangan berikut:

1. Undang-Undang Republik Indonesia No. 10 Tahun 1998 tentang perubahan atas Undang-Undang No. 7 Tahun 1992 tentang Perbankan;
2. Undang-Undang Republik Indonesia No. 40 Tahun 2007 tentang Perseroan Terbatas;
3. Undang-Undang No. 25 Tahun 2007 tentang Penanaman Modal;
4. Undang-Undang Republik Indonesia No. 7 Tahun 1992 tentang Perbankan sebagaimana telah diubah dengan Undang-Undang Republik Indonesia No. 10 Tahun 1998;
5. Peraturan Otoritas Jasa Keuangan (POJK) No. 55/POJK.03/2016 tanggal 7 Desember 2016 tentang Penerapan Tata Kelola bagi Bank Umum;
6. Surat Edaran Otoritas Jasa Keuangan (SEOJK) No.13/SEOJK.03/2017 tanggal 17 Maret 2017 tentang Penerapan Tata Kelola bagi Bank Umum;
7. POJK No. 29/POJK.04/2016 tanggal 29 Juli 2016 tentang Laporan Tahunan Emiten atau Perusahaan Publik;
8. *Roadmap Tata Kelola Perusahaan Indonesia Menuju Tata Kelola Emiten dan Perusahaan Publik yang Lebih Baik* yang diterbitkan oleh OJK tanggal 4 Februari 2014;
9. POJK No. 21/POJK.04/2015 tanggal 16 November 2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka;
10. SEOJK No. 32/SEOJK.04/2015 tanggal 17 November 2015 tentang Pedoman Tata Kelola Perusahaan Terbuka; dan
11. SEOJK No. 30/SEOJK.04/2016 tanggal 3 Agustus 2016 tentang Bentuk dan Isi Laporan Tahunan Emiten atau Perusahaan Publik.

Pendekatan Tata Kelola Perusahaan

Bank memahami bahwa industri perbankan memiliki peran penting dalam perekonomian nasional. Oleh karena itu, kualitas tata kelola yang tidak baik akan berdampak negatif bagi perekonomian nasional. Penyelenggaraan kegiatan perbankan yang baik disertai dasar penerapan GCG yang kuat akan berdampak positif terhadap kinerja Bank secara keseluruhan, yang pada akhirnya akan memperkuat posisi Bank, baik dalam persaingan industri perbankan lokal maupun global.

Corporate Governance Legal References

The Bank's GCG implementation refers to the following regulatory standards:

1. *Law of the Republic of Indonesia No. 10 of 1998 concerning the amendments to Law No. 7 of 1992 concerning the Banking;*
2. *Law of the Republic of Indonesia No. 40 of 2007 concerning the Limited Liability Companies;*
3. *Law No. 25 of 2007 concerning the Capital Investment;*
4. *Law of the Republic of Indonesia No. 7 of 1992 concerning the Banking as amended by the Law of the Republic of Indonesia No. 10 of 1998;*
5. *Regulation of the Financial Services Authority (POJK) No. 55/POJK.03/2016 dated December 7, 2016 concerning the Implementation of Governance for Commercial Banks;*
6. *Circular Letter of the Financial Services Authority (SEOJK) No. 13/SEOJK.03/2017 dated March 17, 2017 concerning the Implementation of Governance for Commercial Banks;*
7. *POJK No. 29/POJK.04/2016 dated July 29, 2016 concerning the Annual Report of Issuers or Public Companies;*
8. *Roadmap of Indonesian Corporate Governance Towards Better Governance of Issuers and Public Companies issued by OJK on February 4, 2014;*
9. *POJK No. 21/POJK.04/2015 dated November 16, 2015 concerning the Implementation of Corporate Governance Guidelines for Public Companies;*
10. *SEOJK No. 32/SEOJK.04/2015 dated November 17, 2015 concerning the Governance Guidelines for Public Companies; and*
11. *SEOJK No. 30/SEOJK.04/2016 dated August 3, 2016 concerning the Formulation and Content of the Annual Report of Issuers or Public Companies.*

Corporate Governance Approach

The Bank understands that banking industry holds a pivotal role in the national economy. Therefore, bad governance will render negative impact to our economy. Good banking implementation and strong GCG application will deliver positive performances for The Bank, which eventually will strengthen The Bank's position in the competition of local and global banking industry.

Penegasan yang kuat terhadap pentingnya hubungan yang harmonis antara entitas usaha dan pemangku kepentingan telah berlangsung secara berkesinambungan di Indonesia, yang didukung komitmen dari regulator dan para pemangku kepentingan lainnya. Hubungan harmonis ini diharapkan akan membentuk dunia usaha yang berkelanjutan, serta mampu berkontribusi dalam jangka panjang guna pengembangan sosial dan lingkungan di sekitarnya.

In Indonesia, the regulators together with other stakeholders render a strong affirmation of the importance of harmonious relationship between business entities and stakeholders. This harmonious relationship is expected to create a sustainable business culture, and able to contribute in the long term for the surrounding social and environmental development.



Prinsip-prinsip Tata Kelola Perusahaan

Penerapan prinsip-prinsip GCG di Bank dilandasi komitmen untuk menciptakan perusahaan yang transparan dan terpercaya melalui manajemen bisnis yang dapat dipertanggungjawabkan.

Dalam melaksanakan kinerjanya dan pada setiap pengambilan keputusan strategis, Bank terus memperhatikan dan menerapkan 5 (lima) prinsip GCG, yaitu Transparansi, Akuntabilitas, Pertanggungjawaban, Independensi, dan Kewajaran.

Penerapan prinsip-prinsip utama tersebut diyakini oleh Bank sebagai instrumen yang dapat diandalkan dalam mengatur segala aspek bisnis yang dijalankan oleh Bank melalui sistem internal yang melibatkan Dewan Komisaris, Direksi dan segenap karyawan Bank sehingga diharapkan dapat menciptakan keseimbangan dalam operasional usaha Bank secara menyeluruh.

Corporate Governance Principles

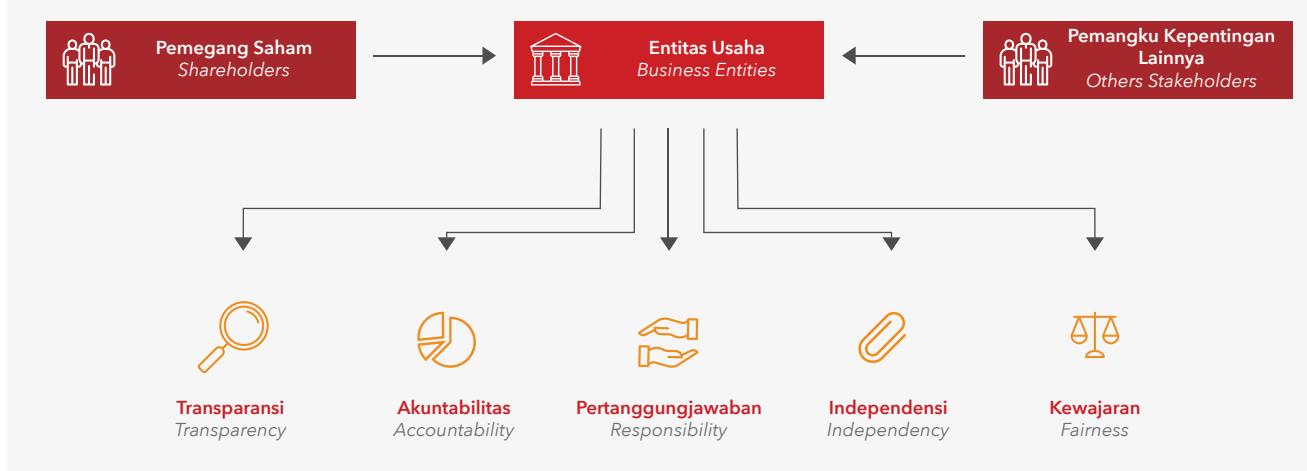
GCG principles implementation in The Bank is constituted upon the commitment to create a transparent and reliable company through accountable business management.

In its business performance and every strategic decision-making, The Bank continually takes into account on the 5 (five) GCG principles namely Transparency, Accountability, Responsibility, Independency, and Fairness.

The implementation of those principles is believed as a reliable instrument in regulating The Bank's business aspects through internal system that involves the Board of Commissioners, Board of Directors and all employees; hence is expected to deliver comprehensive balance of The Bank's business operations.

Harmonisasi Entitas Usaha dengan Pemegang Saham dan Pemangku Kepentingan

Harmonious Relations of Business Entities with Shareholders and other Stakeholders



| Transparansi <i>Transparency</i> | Akuntabilitas <i>Accountability</i> | Pertanggungjawaban <i>Responsibility</i> | Independensi <i>Independency</i> | Kewajaran <i>Fairness</i> |
|--|--|--|---|---|
| <p>Keterbukaan dalam melaksanakan proses pengambilan keputusan dan dalam mengemukakan informasi material yang relevan mengenai Bank. Bank menerapkan prinsip transparansi dengan cara memberikan tanggapan secara efektif dan responsif dalam berkomunikasi sehingga seluruh pemangku kepentingan mampu memahami kinerja dan tindakan Bank.</p> <p><i>Transparency in carrying out the decision-making process and in disclosing material and relevant information regarding The Bank. The Bank applies the principle of transparency by providing effective and responsive means of communication for acquiring information regarding The Bank. Hence, all stakeholders understand The Bank's performances and actions.</i></p> | <p>Kejelasan fungsi, pelaksanaan, dan pertanggungjawaban organ sehingga pengelolaan Bank terlaksana secara efektif. Bank menerapkan prinsip akuntabilitas dengan mengoptimalkan kinerja dan peran setiap individu sehingga seluruh aksi dan kegiatan Bank berjalan dengan efektif dan efisien.</p> <p><i>Clarity of functions and accountability within The Bank's organs, to carry out the management effectively. The Bank applies the principle of accountability by optimizing the performance and role of everyone. Thus, all actions and activities of The Bank perform effectively and efficiently.</i></p> | <p>Tanggung jawab kepatuhan dalam pengelolaan Bank terhadap peraturan perundang-undangan yang berlaku dan prinsip korporasi yang sehat. Bank menerapkan prinsip pertanggungjawaban terhadap masyarakat dan lingkungan, mematuhi peraturan yang berlaku, serta menghindari segala transaksi yang dapat merugikan pihak lain.</p> <p><i>Compliance in The Bank's management of applicable laws and regulations, as well as sound corporate principles. The Bank applies the principle of responsibility by behaving in a responsible manner towards the community and the environment, by complying with applicable regulations, and by avoiding all forms of harmful transactions from third parties or different parties beyond the agreed upon terms.</i></p> | <p>Pengelolaan secara profesional dan mandiri tanpa benturan kepentingan dan pengaruh/ tekanan dari pihak mana pun yang tidak sesuai dengan peraturan perundang-undangan yang berlaku, prinsip korporasi, serta prinsip tata nilai perusahaan.</p> <p><i>The Bank is managed in a professional and independent manner without conflict of interest and influence/ pressure from any party that is not in accordance with applicable laws and regulations, corporate principles, and principles of corporate values.</i></p> | <p>Keadilan dan kesetaraan dalam memenuhi hak pemangku kepentingan yang timbul berdasarkan perjanjian dan peraturan perundang-undangan yang berlaku secara adil, namun tetap memperhatikan kaidah dan peraturan Bank.</p> <p><i>Impartial treatment and equality in fulfilling the right of stakeholders arising pursuant to the prevailing agreements and regulations fairly, while still taking into account to The Bank rules and regulations.</i></p> |

Roadmap Tata Kelola Perusahaan

Dalam rangka meningkatkan kualitas penerapan GCG secara konsisten dan berkesinambungan, Bank telah memiliki *roadmap* GCG yang mencakup tahapan-tahapan yang telah dicapai dalam membangun nilai-nilai tata kelola berdasarkan ketentuan Penerapan Tata Kelola bagi Bank Umum. Dalam 3 (tiga) tahun terakhir Bank telah melaksanakan beberapa inisiatif dalam penyempurnaan pelaksanaan GCG sebagai berikut:

| 2017 | 2018 | 2019 |
|--|---|--|
| <ol style="list-style-type: none"> 1. Meningkatkan fungsi kepatuhan dan manajemen risiko. 2. Pemenuhan struktur dan komposisi Dewan Komisaris, Direksi, dan Pejabat Eksekutif. 3. Pemenuhan dan penyesuaian kebijakan, sistem dan prosedur. 4. Mengoptimalkan peran dan fungsi komite dan satuan kerja dalam mendukung peningkatan kinerja Bank. 5. Menetapkan dan melaksanakan pelatihan GCG kepada seluruh karyawan. | <ol style="list-style-type: none"> 1. Penerapan prinsip-prinsip GCG secara konsisten. 2. Perubahan susunan keanggotaan komite-komite di bawah Dewan Komisaris, yang disesuaikan dengan susunan Dewan Komisaris terbaru. 3. Pengkinian Pedoman dan Tata Tertib Kerja Dewan Komisaris. 4. Pengkinian Piagam dan Pedoman Kerja Komite. 5. Pengkinian Pedoman dan Tata Tertib Kerja Direksi. 6. Pembuatan dan pengkinian kebijakan, sistem dan prosedur operasional Bank yang disusun sesuai ketentuan undang-undang yang berlaku. 7. Melakukan evaluasi dan pemenuhan kewajiban sertifikasi manajemen risiko kepada pejabat Bank. | <ol style="list-style-type: none"> 1. Meneruskan penerapan prinsip-prinsip GCG. 2. Memperbaiki Governance Process dengan peningkatan <i>four-eyes principles</i> melalui penerapan mekanisme <i>reward and punishment</i>. 3. Melakukan inisiasi penyetaraan komite-komite di bawah Direksi. 4. Melakukan penyetaraan kebijakan dan prosedur internal dengan praktik perbankan internasional. |
| <ol style="list-style-type: none"> 1. <i>Improving the compliance and risk management functions.</i> 2. <i>Fulfillment of the structure and composition of the Board of Commissioners, Board of Directors, and Executive Officers.</i> 3. <i>Compliance and adjustment of policies, systems and procedures.</i> 4. <i>Optimize the role and functions of the committees and its business units in supporting The Bank's performance.</i> 5. <i>Establish and implement GCG training to all employees.</i> | <ol style="list-style-type: none"> 1. <i>Consistent application of GCG principles.</i> 2. <i>Changes in the composition of committees under the Board of Commissioners, which are adjusted with the new Board of Commissioners structure.</i> 3. <i>Update of the Board of Commissioners Charter.</i> 4. <i>Update of the Committee Charter.</i> 5. <i>Update of the Board of Directors Charter.</i> 6. <i>Formation and update of policies, operational systems and procedures of The Bank as prepared in accordance with applicable laws.</i> 7. <i>Conduct evaluation and fulfillment of risk management certification obligations to The Bank's officials.</i> | <ol style="list-style-type: none"> 1. <i>Continue the application of GCG principles.</i> 2. <i>Enhance the Governance Process by improving four-eyes principles through the application of reward and punishment mechanism.</i> 3. <i>Initiate the alignment of committees under the Board of Directors.</i> 4. <i>Aligning internal policies and procedures with international banking practices.</i> |

Implementasi Tata Kelola Perusahaan Tahun 2019

Bank terus meningkatkan pelaksanaan GCG dengan praktik terbaik berlandaskan pada prinsip-prinsip GCG dan kriteria pencapaian, serta standar implementasi GCG, yang dirumuskan berdasarkan peraturan terkait, masukan dari para pemangku kepentingan, hasil *assessment* dan *benchmarking*.

Pelaksanaan GCG menjadi salah satu perhatian utama Bank sebagai proses berkesinambungan yang terutama bertujuan untuk:

Corporate Governance Roadmap

To improve the quality of consistent and continuous GCG implementation, The Bank has established GCG roadmap, which includes the stages that have been achieved in building the values of governance based on the provisions of Governance Implementation for the Commercial Banks. In the last 3 (three) years The Bank has implemented several initiatives to improve the implementation of GCG, as follows:

- 1. *Continue the application of GCG principles.*
- 2. *Enhance the Governance Process by improving four-eyes principles through the application of reward and punishment mechanism.*
- 3. *Initiate the alignment of committees under the Board of Directors.*
- 4. *Aligning internal policies and procedures with international banking practices.*

Corporate Governance Implementation in 2019

The Bank continues to improve its GCG implementation with the best practice based on GCG principles and achievements criteria, as well as GCG implementation standards, which are formulated based on relevant laws, stakeholders' feedback, assessment, and benchmarking results

The Bank places its main concern on GCG implementation, as a continuous process that aims to:

- Meningkatkan kinerja Bank;
- Melindungi kepentingan para pemangku kepentingan; dan
- Meningkatkan kepatuhan terhadap peraturan perundang-undangan serta nilai etika yang berlaku umum di industri perbankan.

Pada tahun 2019, Bank telah melaksanakan pelaporan penerapan GCG yang meliputi:

- Departemen Kepatuhan Bank telah menyampaikan laporan GCG semester I dan II tahun 2019 secara tepat waktu.
- Penyampaian kertas kerja *self-assessment* GCG untuk periode I dan II tahun 2019, dengan pencapaian peringkat 2 yang mengindikasikan "Baik" atas kategori penerapan GCG Bank.

Pelaksanaan Self-Assessment Tata Kelola Perusahaan

Sesuai Surat Edaran Otoritas Jasa Keuangan No. 13/SEOJK.03/2017 tentang Pelaksanaan Tata Kelola Perusahaan bagi Bank Umum, Bank melaksanakan *self-assessment* terhadap pelaksanaan GCG sesuai dengan periode penilaian *Risk-Based Bank Rating* (RBBR) yang dilakukan per semester.

Bank melaksanakan *self-assessment* GCG juga dengan tujuan mengukur kedalaman implementasi praktik GCG sekaligus mendapatkan umpan baik bagi perbaikannya di masa mendatang.

Untuk itu, Bank melaksanakan *self-assessment* terhadap 11 (sebelas) faktor penilaian pelaksanaan GCG secara berkala, yang meliputi:

1. Pelaksanaan tugas dan tanggung jawab Dewan Komisaris.
2. Pelaksanaan tugas dan tanggung jawab Direksi.
3. Kelengkapan dan pelaksanaan tugas komite.
4. Penanganan benturan kepentingan.
5. Penerapan fungsi kepatuhan.
6. Penerapan fungsi audit internal.
7. Penerapan fungsi audit eksternal.
8. Penerapan manajemen risiko termasuk sistem pengendalian internal.
9. Penyediaan dana kepada pihak terkait dan penyediaan dana besar.
10. Transparansi kondisi keuangan dan non-keuangan Bank, laporan pelaksanaan GCG dan pelaporan internal.
11. Rencana strategis Bank.

Penilaian faktor-faktor GCG tersebut di atas menjadi dasar penilaian kualitas manajemen Bank atas pelaksanaan prinsip-prinsip GCG, dengan memperhatikan materialitas permasalahan terhadap penerapan GCG secara *bank-wide*, sesuai skala, karakteristik dan kompleksitas usaha Bank.

Selanjutnya, penilaian dikelompokkan dalam sistem governance yang terdiri dari 3 (tiga) aspek governance, yaitu:

- Governance Structure,
- Governance Process, dan
- Governance Outcome.

Hasil & Tindak Lanjut Self-Assessment Tata Kelola Perusahaan

Bank telah melaksanakan *self-assessment* GCG untuk periode semester II tahun 2019 dengan hasil akhir peringkat 2 yang terkategori "Baik". Penilaian berdasarkan 11 (sebelas) indikator dapat dilihat sebagai berikut:

- Improve The Bank's performance;
- Protect the interests of stakeholders; and
- Improve the compliance with the prevailing laws and banking ethics values.

In 2019, The Bank has implemented GCG implementation reporting which includes:

- The Bank's Compliance Department has submitted the first and second semesters of 2019 GCG reports in a timely manner.
- Submission of GCG self-assessment working papers for the first and second periods of 2019, with an achievement of rating 2 indicating "Good" for The Bank's GCG implementation category.

Corporate Governance Self-Assessment Implementation

Pursuant to the Circular Letter of Financial Services Authority No. 13/SEOJK.03/2017 concerning the Implementation of Corporate Governance for Commercial Banks, The Bank carried out a self-assessment on GCG implementation in accordance with the Risk-Based Bank Rating (RBBR) evaluation period at every semester.

The Bank also conducted GCG self-assessment that aims to measure the depth of GCG practices at the same time to attain feedbacks for future improvements.

Therefore, The Bank's self-assessment is carried out periodically towards 11 (eleven) factors of GCG implementation, as follows:

1. The Board of Commissioners' duties and responsibilities implementation.
2. The Board of Directors' duties and responsibilities implementation.
3. Comprehensiveness and duties implementation of the committee.
4. Conflict of interest handling.
5. Compliance function implementation.
6. Internal audit function implementation.
7. External audit function implementation.
8. Risk management implementation including internal control system.
9. Funding to related parties and large exposures.
10. The Bank's financial and non-financial condition transparency, GCG implementation report and internal reporting.
11. The Bank's strategic plan.

The above GCG factors represent the assessment of The Bank's management quality on GCG principles implementation, with due observance to the materiality of issues on GCG application bank-wide, according to The Bank's business scales, characteristics and complexities.

Furthermore, the assessment is grouped under 3 (three) governance systems of the following aspects:

- Governance Structure,
- Governance Process, and
- Governance Outcome.

Corporate Governance Self-Assessment Results & Follow-up

The Bank has undertaken GCG self-assessment for the second semester of 2019 with the assessment result of rating 2 which categorized as "Good". The assessment was based on the following 11 (eleven) indicators:

| Faktor Penilaian Pelaksanaan GCG <i>GCG Assessment Factors</i> | | Skor <i>Score</i> |
|---|---|----------------------|
| 1 | Pelaksanaan tugas dan tanggung jawab Dewan Komisaris <i>The Board of Commissioners' duties and responsibilities implementation</i> | 1 |
| 2 | Pelaksanaan tugas dan tanggung jawab Direksi <i>The Board of Directors' duties and responsibilities implementation</i> | 2 |
| 3 | Kelengkapan dan pelaksanaan tugas komite <i>Comprehensiveness and duties implementation of the committee</i> | 1 |
| 4 | Penanganan benturan kepentingan <i>Conflict of interest handling</i> | 1 |
| 5 | Penerapan fungsi kepatuhan <i>Compliance function implementation</i> | 2 |
| 6 | Penerapan fungsi audit internal <i>Internal audit function implementation</i> | 2 |
| 7 | Penerapan fungsi audit eksternal <i>External audit function implementation</i> | 1 |
| 8 | Penerapan manajemen risiko termasuk sistem pengendalian internal <i>Risk management implementation including internal control system</i> | 2 |
| 9 | Penyediaan dana kepada pihak terkait dan penyediaan dana besar <i>Funding to related parties and large exposures</i> | 2 |
| 10 | Transparansi kondisi keuangan dan non-keuangan Bank, laporan pelaksanaan GCG dan pelaporan internal <i>The Bank's financial and non-financial condition transparency, GCG implementation report and internal reporting</i> | 2 |
| 11 | Rencana strategis Bank <i>The Bank's strategic plan</i> | 2 |
| Peringkat GCG GCG Rating | | 2 |

Rekomendasi dan Tindak Lanjut Bank

Berikut adalah rekomendasi dan tindak lanjut yang dilakukan oleh Bank.

The Bank's Recommendations and Follow-up Actions

The following are The Bank's recommendations and follow-up actions:

| Aspek yang Perlu Mendapat Perhatian/ Rekomendasi <i>Aspects Required Attentions/Recommendations</i> | Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Bentuk Tindak Lanjut <i>Follow-up Actions</i> |
|--|---|--|
| Sanksi penalti atau denda yang diterapkan pada Maret 2019 tidak diatur secara ketat dalam Peraturan Perusahaan sehingga tidak sesuai dengan Peraturan Pemerintah No. 8 Tahun 1981 tentang Perlindungan Upah. <i>The penalty or fine policy that was implemented in March 2019 is not strictly regulated in Company Regulations, so it is not in accordance with Government Regulation No. 8 of 1981 concerning Wage Protection.</i> | O | Bank akan memperbarui Peraturan Perusahaan untuk mengakomodasi kebijakan penalti yang akan diselesaikan pada Maret 2020. <i>The Bank will update Company Regulations to accommodate the penalty policy which will be settled in March 2020.</i> |

| Aspek yang Perlu Mendapat Perhatian/ Rekomendasi <i>Aspects Required Attentions/Recommendations</i> | Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Bentuk Tindak Lanjut <i>Follow-up Actions</i> |
|---|--|---|
| Sistem informasi APU PPT (<i>Global Anti Money Laundering/GAML</i>) tidak informatif karena tidak memiliki field yang mencantumkan tanggal pembaruan terakhir dilakukan (<i>last update</i>). <i>AML CFT (Global Anti Money Laundering/GAML) information system is not informative because it does not have a field that includes the date of last update.</i> | <input checked="" type="radio"/> Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Bank akan menambahkan <i>field</i> tanggal pengkinian selanjutnya pada sistem GAML dan akan diselesaikan Bank pada bulan Maret 2020. <i>The Bank will add the date of last update field to the GAML system and will be completed by The Bank in March 2020.</i> |
| Metodologi pengukuran risiko pasar Bank menggunakan pendekatan VaR tidak mencerminkan tingkat risiko pasar yang sebenarnya, sebagaimana tercermin dalam: a. Perhitungan VaR Bank saat ini tidak mencakup semua portofolionya, tetapi hanya untuk portofolio mata uang asing. b. Penentuan batas VaR pada portofolio mata uang asing tidak didasarkan pada studi yang memadai. <i>The Bank's market risk measurement methodology using the VaR approach does not reflect the actual level of market risk, as reflected in:</i> a. <i>The Bank's VaR calculation currently does not cover all of its portfolios, but only for foreign currency portfolios.</i> b. <i>Determination of VaR limit on foreign currency portfolios is not based on adequate studies.</i> | <input checked="" type="radio"/> Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Bank telah melakukan kaji ulang atas penetapan limit atas transaksi <i>Global Market</i> . <i>The Bank has reviewed the limit setting on Global Market transactions.</i> |
| Kebijakan dan prosedur layanan Perbankan Prima belum diperbarui sesuai dengan ketentuan. <i>Prime Banking service policy and procedure has not been updated in accordance with the provisions.</i> | <input checked="" type="radio"/> Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Bank telah memperbarui kebijakan dan prosedur terkait dengan layanan nasabah Prima. <i>The Bank has updated the policies and procedures related to Prime customer service.</i> |
| Proses restrukturisasi kredit bermasalah tidak dilakukan oleh unit kerja <i>Special Asset Management (SAM)</i> yang merupakan unit kerja khusus yang menangani kredit macet. <i>The process of restructuring non-performing loans is not carried out by the Special Asset Management (SAM) work unit which is a special work unit that handles non-performing loans.</i> | <input checked="" type="radio"/> Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Bank telah melakukan <i>handover</i> dokumen kredit bermasalah dari unit bisnis ke SAM. <i>The Bank has handed over the non-performing loans documents from the business unit to SAM.</i> |
| Evaluasi tinjauan upah tidak dilakukan secara berkala dengan mempertimbangkan kemampuan dan produktivitas Bank serta mempertimbangkan penyesuaian harga kebutuhan hidup, kinerja dan pengembangan Bank. <i>Evaluation of wage reviews is not conducted periodically by considering the ability and productivity of The Bank, as well as considering the adjustments to the price of living necessities, work performance and development of The Bank.</i> | <input checked="" type="radio"/> Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Bank telah melakukan evaluasi/tinjauan terhadap upah. Bank juga telah mengeluarkan internal memo terkait dengan penyesuaian upah karyawan di tahun 2019. <i>The Bank has conducted an evaluation/review of wages. The Bank has also issued an internal memo related to employee wages adjustments in 2019.</i> |

- telah ditindaklanjuti | *has been followed-up*
- belum ditindaklanjuti | *yet to be followed-up*

Penilaian Periode Tahun 2019

Pada tahun 2019, Bank melaksanakan *self-assessment GCG* untuk periode semester II tahun 2019 dengan hasil akhir penilaian 2 (dua) dengan kategori "Baik".

Dibandingkan hasil penilaian pada periode semester I sebelumnya, terdapat perbedaan hasil untuk semester II, yaitu pada pilar Komite Bank dan Rencana Strategis Bank.

Perbedaan hasil pada Komite Bank terjadi pada perbaikan peringkat yang sebelumnya berada pada peringkat 2 (dua) menjadi peringkat 1 (satu) pada periode semester II tahun 2019. Hal ini disebabkan oleh:

1. Semua komite telah menjalankan fungsinya sesuai dengan peraturan yang berlaku.
2. Risalah Rapat (MoM) sudah dibuat dalam format percakapan individu dan secara jelas mengungkapkan orang yang berbicara dalam rapat termasuk yang berbeda pendapat. Ini didukung oleh rekaman untuk seluruh percakapan dalam rapat.

Sementara itu, pada pilar Pihak Terkait dan Penyediaan Dana Besar terjadi perbaikan peringkat yang sebelumnya tercatat pada peringkat 2 (dua) menjadi peringkat 1 (satu) pada periode semester II tahun 2019. Hal ini terjadi karena:

1. Bank telah menyelesaikan kebijakan untuk mengatur pihak terkait dan penyediaan dana besar termasuk batas sesuai dengan prinsip kehati-hatian.
2. Prosedur untuk Batas Maksimum Pemberian Kredit (BMPK) telah dikeluarkan.

Berdasarkan hasil *self-assessment* terhadap 11 (sebelas) indikator penilaian rating GCG tahun 2019, dapat disimpulkan sebagai berikut:

Struktur Tata Kelola

Faktor-faktor positif aspek struktur tata kelola:

- Seluruh anggota Direksi memiliki integritas, kompetensi dan reputasi keuangan yang memadai.
- Seluruh Komisaris Independen tidak ada yang memiliki hubungan keuangan, kepengurusan, kepemilikan saham, dan hubungan keluarga dengan anggota Dewan Komisaris lainnya, Direksi, dan/atau pemegang saham pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen.
- Dewan Komisaris dan Direksi memiliki sarana mekanisme komunikasi melalui BOC - BOD *communication meeting* yang dilaksanakan secara berkala. Pada pertemuan tersebut, dibahas hal-hal terkini yang berkaitan dengan perkembangan perusahaan maupun permasalahan yang dihadapi.
- Frekuensi komunikasi dan pemantauan oleh Dewan Komisaris mengenai kondisi Bank (tingkat koreksi terhadap audit OJK, manajemen risiko dan APU) telah meningkat.
- Bank telah melakukan perbaikan terhadap struktur tata kelola, terutama pada komposisi Direksi dan struktur organisasi.
- Bank telah memperbarui kebijakan dan prosedur terkait *risk appetite* dan mitigasi untuk penerimaan kredit.
- Bank telah melakukan transparansi kondisi keuangan kepada stakeholders, termasuk mengumumkan laporan keuangan secara triwulan dan telah melaporkannya kepada OJK, Bank Indonesia, atau stakeholders sesuai dengan peraturan yang berlaku.
- Bank telah menerbitkan kebijakan dan prosedur terkait rencana strategis Bank.
- Integritas, kompetensi, komposisi, dan reputasi Dewan Komisaris telah sesuai dengan ketentuan OJK.

Assessment for the Period of 2019

In 2019, The Bank conducted GCG self-assessment for the period of second semester 2019 with final assessment result of 2 (two) categorized as "Good".

In comparison to the previous semester result, there were differences in the second semester results, specifically on The Bank's Committee and The Bank's Strategic Plan pillars.

The Bank's Committee recorded rating improvement which previously was on the rating 2 (two) to rating 1 (one) in the second semester 2019. This was caused by:

1. All committees have carried out their functions in accordance with applicable regulations.
2. Minutes of Meeting (MoM) have been made in an individual conversation format and clearly express the people who spoke at the meeting, including dissenting opinions. This was supported by recording of the whole conversations in the meeting.

Meanwhile, in the Related Parties and Large Exposures pillar, there was an improvement in the rating that was previously recorded at rating 2 (two) to rating 1 (one) in the second semester of 2019. This happened because:

1. The Bank has finalized policies governing related parties and large exposures, including their limits in accordance with the prudential principles.
2. Procedure for Legal Lending Limit (LLL) has been issued.

Based on the self-assessment results of 11 (eleven) indicators for GCG rating in 2019, it can be concluded as follows:

Governance Structure

Positive factors in the governance structure aspect:

- All members of the Board of Directors have integrity, competency, and adequate financial reputation.
- All Independent Commissioners do not have financial relations, management, share ownership, and family relations with other members of the Board of Commissioners, Board of Directors, and/or controlling shareholders or any relations with The Bank, which may affect their ability to act independently.
- The Board of Commissioners and Board of Directors have communication mechanism through the BOC - BOD communication meeting which is conducted regularly. At the meeting, current matters related to the company development as well as issues were discussed.
- The frequency of communication and monitoring by the Board of Commissioners regarding The Bank conditions (OJK audit rectification rate, risk management, and AML concerns) has been improved.
- The Bank has made improvement to the governance structure, especially in the composition of the Board of Directors and organizational structure.
- The Bank has updated the policies and procedures related to risk appetite and mitigation for loan acceptance.
- The Bank has made financial conditions transparency to the stakeholders, including announcing the financial statements on a quarterly basis and has reported them to OJK, Bank Indonesia, or stakeholders in accordance with applicable regulations.
- The Bank has issued policies and procedures related to The Bank's strategic plan.
- The integrity, competency, composition, and reputation of the Board of Commissioners were in accordance with OJK regulations.

- Seluruh komite telah menjalankan fungsinya sesuai dengan ketentuan yang berlaku.
- Departemen *Risk Management* telah memperbarui kebijakan dan prosedur *liquidity risk and contingency funding plan*.
- Bank telah memfinalisasi kebijakan yang mengatur tentang pihak terkait dan penyediaan dana besar termasuk limit sesuai dengan prinsip kehati-hatian.
- Prosedur Batas Maksimum Pemberian Kredit (BMPK) telah diterbitkan.
- Laporan Pengawasan Rencana Bisnis oleh Dewan Komisaris telah sesuai dengan ketentuan.
- Bank telah memiliki Komite Manajemen Risiko dan melakukan rapat secara berkala yang dihadiri Direksi terkait dan senior management.

Faktor yang perlu mendapat perhatian pada aspek governance structure:

- Strategi untuk mengembangkan layanan Perbankan Prioritas belum dikaji ulang. Hal ini mengakibatkan kurangnya diversifikasi pada jenis dan layanan yang ditawarkan.
- Bank telah memiliki ketentuan BMPK, namun prosedur BMPK masih difinalisasi.
- Kebijakan transparansi perlu disempurnakan agar sejalan dengan ketentuan OJK.
- Pada semester II tahun 2019, salah satu Direktur telah mengundurkan diri. Tanggung jawab Direktur yang telah mengundurkan diri tersebut sementara dipegang oleh Direktur lain dan Presiden Direktur.
- Terdapat beberapa komite di bawah Direksi yang telah melakukan tanggung jawabnya. Namun demikian, Bank sedang dalam proses untuk mengkaji ulang seluruh komite.
- Bank wajib menetapkan Komite Kredit dan Komite Kebijakan Kredit.
- Terdapat kelemahan pada Rencana Strategis TI (RSTI) tahun 2018-2021.
- Bank dalam proses penyusunan prosedur terkait dengan pinjaman likuiditas jangka pendek.
- Bank agar meningkatkan fungsi audit internal untuk mengidentifikasi masalah terkait aspek tata kelola dan kualitas penerapan manajemen risiko khususnya pada kredit, pasar, likuiditas dan operasional.

Proses Tata Kelola

Faktor-faktor positif aspek proses tata kelola:

- Seluruh komite telah menjalankan tugasnya dengan baik dan sangat membantu Dewan Komisaris dalam memantau risiko yang mungkin terjadi.
- Dewan Komisaris telah melaksanakan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi secara berkala maupun sewaktu-waktu, serta memberikan nasihat kepada Direksi.
- Dewan Komisaris tidak terlibat dalam pengambilan keputusan kegiatan operasional Bank, kecuali dalam hal penyediaan dana kepada pihak terkait dan hal-hal lain yang ditetapkan dalam Anggaran Dasar Bank dan/ atau peraturan perundungan yang berlaku dalam rangka melaksanakan fungsi pengawasan.
- Direksi telah memberikan perhatian yang sangat serius terhadap tindak lanjut temuan hasil pemeriksaan OJK dan memastikan tindak lanjut tersebut dipenuhi sesuai komitmen.
- Frekuensi komunikasi dan pengawasan Dewan Komisaris terhadap kondisi Bank (tindak lanjut penyelesaian audit

- All committees have carried out their functions in accordance with applicable regulations.
- The Risk Management Department has updated its liquidity risk and contingency funding plan policies and procedures.
- The Bank has finalized policies governing related parties and large exposures, including their limits in accordance with the prudential principles.
- Legal Lending Limit (LLL) procedures have been issued.
- The Business Plan Oversight Report by the Board of Commissioners complies with the provisions.
- The Bank has formed Risk Management Committee and has held regular meetings attended by the relevant Directors and senior management.

Factors that needed attention of the governance structure aspect:

- Strategies for developing Priority Banking services have not been reviewed. This has resulted in a lack of diversification in the types and services offered.
- The Bank already has LLL provisions, yet LLL procedures are still to be finalized.
- The transparency policy needs to be refined so as to be in line with OJK regulations.
- In the second semester of 2019, one of the Directors was officially resigned. The responsibility of the Director who has resigned is temporarily held by another Director and the President Director.
- There are several committees under the Board of Directors that have carried out their responsibilities. However, The Bank is still reviewing all of its committees.
- The Bank is required to establish a Credit Committee and Credit Policy Committee.
- There are weaknesses in the 2018-2021 IT Strategic Plan (ITSP).
- The Bank is in the process of preparing procedures related to short-term liquidity borrowing.
- The Bank should improve the internal audit function to identify problems related to governance aspects and the quality of the risk management implementation, especially in loans, markets, liquidity, and operations.

Governance Process

Positive factors in the governance process aspect:

- All committees have performed their duties well and are able to assist the Board of Commissioners in monitoring probable risk event.
- The Board of Commissioners has performed its duties to conduct supervision on the implementation of the Board of Directors' duties and responsibilities on a regular basis or anytime, including providing advice to the Board of Directors.
- The Board of Commissioners does not involve in the decision of operational aspect of The Bank, except on the aspect of funding to related parties and other issues named in The Bank's Articles of Association and/or the prevailing laws in performing its supervisory function.
- The Board of Directors has rendered a serious attention to follow-up the OJK findings and ensures the said follow-up has been met according to the commitment.
- The communication and supervision frequency of the Board of Commissioners regarding The Bank conditions (follow-

OJK dan BI, manajemen risiko, dan APU-PPT) telah meningkat pada semester II tahun 2019.

- Dewan Komisaris telah secara aktif berkomunikasi dengan regulator (OJK dan BI).
- Secara aktif menyelesaikan tindak lanjut temuan regulator dan denda regulator.
- Departemen *Internal Audit* telah melaksanakan pemeriksaan sesuai dengan rencana, namun terdapat 1 (satu) rencana audit 2019 yang diundur menjadi tahun 2020, dikarenakan kekurangan sumber daya dan terdapat beberapa pemeriksaan *ad hoc*.
- Departemen *Internal Audit* telah melakukan *monitoring* hasil audit dan rekomendasi audit telah ditindaklanjuti dengan sesuai.
- Bank telah memperbaiki sistem pengendalian internal yang dapat diandalkan dan komprehensif untuk aktivitas kredit dan operasional dengan memperluas jangkauan audit.

Faktor-faktor yang perlu mendapat perhatian pada aspek governance process:

- Direksi perlu memonitor komitmen terhadap regulator: kemajuan *on-shoring* dan pengawasan untuk menghindari NPL baru serta menyelesaikan akun NPL yang ada.
- Terkait tenaga kerja asing (TKA) masih menjadi perhatian OJK dalam kaitannya dengan kepatuhan terhadap ketentuan.
- Terkait penggunaan anggaran pelatihan SDM, rasio pelatihan tersebut telah memenuhi ketentuan (tidak termasuk *carry over* dari 2018, namun jika anggaran pelatihan 2018 dimasukkan, rasio pelatihan masih di bawah peraturan yang disyaratkan).
- Terdapat peningkatan terhadap denda regulator dibandingkan dengan periode sebelumnya.
- Bank belum melakukan evaluasi terhadap akurasi model dan validitas data yang digunakan untuk mengukur risiko, bagi bank yang menggunakan model untuk keperluan internal (*internal model*).

Hasil Tata Kelola

Faktor-faktor positif aspek hasil tata kelola:

- Proses *on-shoring* telah sesuai dengan rencana dan laporan perkembangan telah dilaporkan kepada OJK secara tepat waktu.
- Risalah rapat (MoM) telah dibuat berdasarkan format percakapan individual dan telah secara jelas menjelaskan orang yang menyampaikan hal tersebut dalam rapat termasuk perbedaan pendapat. Hal ini didukung dengan rekaman untuk seluruh percakapan pada rapat.
- Tidak terdapat hasil audit atau hal terkait proses pengendalian internal yang berkaitan dengan benturan kepentingan.
- Terkait temuan audit OJK tahun 2019, Bank telah menindaklanjuti sebanyak 41 (empat puluh satu) komitmen (89,1%) dari total 46 (empat puluh enam) komitmen sesuai dengan target penyelesaian yang telah disepakati.
- Per Desember 2019, Bank telah menindaklanjuti seluruh komitmen (100%) atas temuan audit OJK tahun 2019 untuk Cabang Batam dan Makassar.
- Sedangkan untuk pemenuhan komitmen audit BI tahun 2019, Bank telah menindaklanjuti 6 (enam) komitmen (66,7%) dari 9 (sembilan) komitmen sesuai dengan target penyelesaian yang telah disepakati.
- Tidak terdapat permasalahan terkait penunjukan, komunikasi, independensi, dan cakupan pekerjaan auditor eksternal.

up on OJK and BI audit findings, risk management, and AML-CFT concerns) has increased in the second semester of 2019.

- *The Board of Commissioners has actively communicated with regulators (OJK and BI).*
- *Actively completing follow-up on regulator findings and regulator fines.*
- *The Internal Audit Department has conducted audits according to plan, but there was 1 (one) audit plan in 2019 that is postponed to 2020, due to the lack of resources and there were some ad hoc audits.*
- *The Internal Audit Department has monitored the audit results and followed-up the audit recommendations accordingly.*
- *The Bank has improved a reliable and comprehensive internal control system for lending and operational activities by expanding audit coverage.*

Factors that needed attention of the governance process aspect:

- *Board of Directors needs to closely monitor The Bank's commitment to regulators: the on-shoring progress, supervision to prevent new NPL and settlement of existing NPL accounts.*
- *Regarding foreign workers, this has been OJK's concern in relation to its compliance with regulations.*
- *Regarding the use of HR training budget, the training ratio has met the requirement (excluding carry over from 2018, but if the 2018 training budget was included in the training ratio, it was still below the requirement).*
- *There was an increase in regulator fines compared to the previous period.*
- *The Bank has not evaluated the accuracy of the model and the validity of the data used to measure risk, for banks that use the model for internal purposes (internal model).*

Governance Outcome

Positive factors of governance outcome aspect:

- *The on-shoring process was in accordance with the plan and progress reports have been reported to OJK in a timely manner.*
- *Minutes of meeting (MoM) have been made in individual conversations format and clearly express the people who spoke at the meeting, including dissenting opinions. This was supported by recording of the whole conversations in the meeting.*
- *There were no audit results or matters related to the internal control process regarding the conflicts of interest.*
- *Regarding OJK audit findings in 2019, The Bank has followed-up on 41 (forty-one) commitments (89.1%) from a total of 46 (forty-six) commitments in accordance with the agreed settlement date.*
- *As of December 2019, The Bank has followed-up on all commitments (100%) towards OJK audit findings in 2019 for Batam and Makassar Branches.*
- *As for fulfilling the 2019 BI audit commitments, The Bank has followed-up on 6 (six) commitments (66.7%) out of 9 (nine) commitments in accordance with the agreed settlement date.*
- *There were no issues related to the appointment, communication, independence, and scope of work of the external auditor.*

Faktor-faktor yang perlu mendapat perhatian pada aspek *governance outcome*:

- Masih terdapat kesalahan administratif dalam pelaporan kepada regulator. Perbaikan proses maupun akurasi laporan perlu dilaksanakan guna menghindari terjadinya kesalahan serupa.
- Terdapat beberapa temuan terkait pemeriksaan kredit dan operasional oleh OJK pada tahun 2019 sehingga Bank perlu memperkuat fungsi pengendalian internal.
- Bank belum sepenuhnya menerapkan transparansi informasi mengenai produk dan penggunaan data pribadi nasabah.
- Indikator rasio NPL, kredit, dan dana pihak ketiga yang belum memenuhi target rencana bisnis Bank wajib mendapat perhatian Bank.
- Bank wajib menjaga rasio *turnover* karyawan dan menjaga penggunaan TKA.
- Bank belum mempublikasikan eksposur risiko.

Perkembangan Penilaian dan Hasilnya

Bank secara berkala melakukan penilaian dengan tujuan melakukan pemantauan, evaluasi, serta perbaikan terhadap penerapan praktik GCG di lingkup Bank. Bank telah mencapai *rating* 2 (dua) selama 5 (lima) tahun terakhir. Pencapaian *rating* tersebut dapat disimpulkan bahwa penerapan praktik GCG di lingkup Bank telah berjalan dengan baik didukung dengan kesinambungan yang konsisten.

Struktur Tata Kelola Perusahaan

Struktur GCG Bank dibentuk berdasarkan fungsi, kewenangan dan tanggung jawab masing-masing organ sesuai dengan Undang-Undang No. 40 Tahun 2007, Peraturan Otoritas Jasa Keuangan terkait, dan Anggaran Dasar Bank.

Struktur GCG Bank secara garis besar terbagi atas Organ Utama dan Organ Pendukung.

Organ Utama Bank adalah sebagai berikut:

1. Rapat Umum Pemegang Saham (RUPS)
Rapat Umum Pemegang Saham merupakan forum bagi pemegang saham untuk melakukan pembahasan dan pengambilan keputusan strategis usaha Bank dan didasarkan pada Anggaran Dasar Bank serta peraturan perundang-undangan.
2. Dewan Komisaris
Dewan Komisaris adalah organ yang secara kolektif memiliki tugas dan tanggung jawab untuk melaksanakan fungsi pengawasan dan pemberian arahan terhadap pengelolaan usaha Bank serta memastikan terpenuhinya kepentingan para pemangku kepentingan berdasarkan prinsip-prinsip GCG.
3. Direksi
Direksi adalah organ yang secara kolektif memiliki tugas dan tanggung jawab untuk melaksanakan pengelolaan Bank sesuai dengan arah dan tujuan yang telah ditetapkan, serta bertindak atas nama Bank dalam urusan di dalam maupun di luar pengadilan.

Selanjutnya Organ Pendukung terdiri dari komite di bawah Dewan Komisaris serta komite dan fungsi di bawah Direksi.

Bank juga telah memiliki *soft structure* atau perangkat kebijakan yang akan memberikan definisi batasan-batasan tugas, peran dan tanggung jawab dari masing-masing organ Bank, sebagai berikut:

- Kode Etik
- Speak Up
- Kebijakan GCG

Factors that needed attention of the governance outcome aspect:

- There are still administrative errors in reporting to the regulator. Process improvement and reporting accuracy need to be implemented to avoid similar mistakes.
- There were several findings related to lending and operational examinations by OJK in 2019 so that The Bank needs to strengthen its internal control function.
- The Bank has not fully implemented transparency of information regarding products and the use of customers' personal data.
- Indicators of NPL ratio, loan, and third party funds which have not met the targets of The Bank's business plan may require The Bank attention.
- The Bank is required to maintain the employee turnover ratio and to maintain the use of foreign workers.
- The Bank has not published risk exposures.

Assessment Progress and Results

The Bank regularly carries out the assessment aim at monitoring, evaluating, and improving the implementation of GCG practices within The Bank. The Bank has achieved an assessment rating of 2 (two) for the past 5 (five) years. This achievement indicates well implementation of GCG practices within The Bank supported with consistent sustainability.

Corporate Governance Structure

The Bank governance structure is established based on the functions, authorities, and responsibilities of each organ in accordance with Law No. 40 of 2007, relevant Financial Services Authority Regulations, and The Bank's Articles of Association.

The Bank governance structure is broadly divided into Primary Organs and Supporting Organs.

The Primary Organs are as follows:

1. General Meeting of Shareholders (GMS)
The General Meeting of Shareholders is a strategic discussion and decision-making forum for the shareholders, in relation with The Bank interests and is based on Articles of Association as well as laws and regulations.
2. Board of Commissioners
The Board of Commissioners is an organ collectively assigned with supervisory and advisory functions on the management of The Bank as well as ensuring that all stakeholders' interests are met based on the governance principles.
3. Board of Directors
The Board of Directors is an organ collectively responsible for managing The Bank in accordance with the set direction and objectives, as well as acting on behalf of The Bank in both legal and non-legal settings.

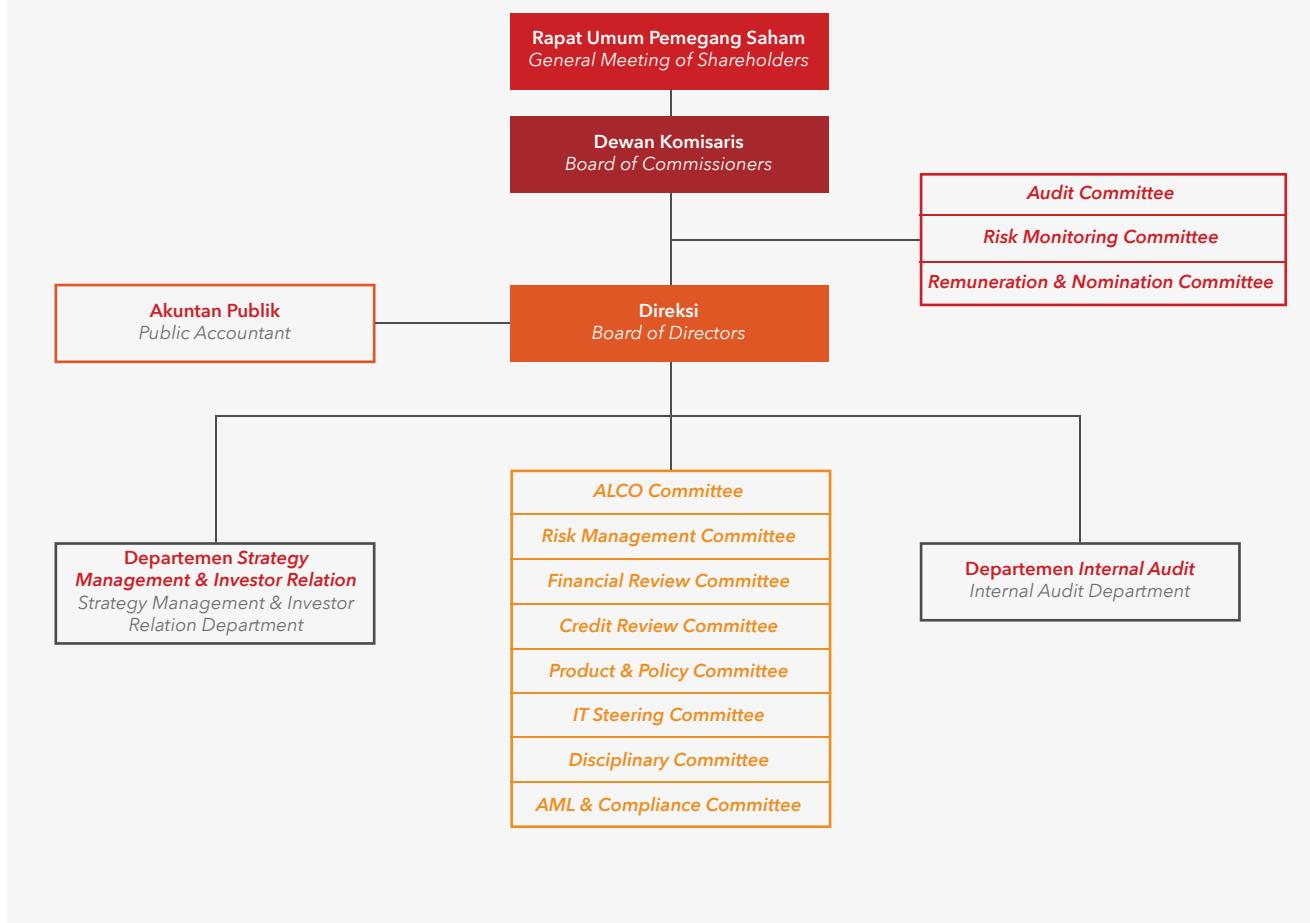
The Supporting Organs consist of committees under the Board of Commissioners as well as committees and functions under the Board of Directors.

The Bank also has in place the soft structures or policies that define the boundaries of duties, roles, and responsibilities of each of The Bank's organs, as follows:

- Code of Conduct
- Speak Up
- GCG Policy

- Pedoman dan Tata Tertib Kerja Direksi
- Pedoman dan Tata Tertib Kerja Dewan Komisaris
- Piagam Kepatuhan
- Piagam Internal Audit
- Piagam Komite Audit
- *BOD Charter*
- *BOC Charter*
- *Compliance Charter*
- *Internal Audit Charter*
- *Audit Committee Charter*

Struktur Tata Kelola Perusahaan | Corporate Governance Structure



Rencana Peningkatan Penerapan Tata Kelola Perusahaan

Sebagai tindak lanjut dan komitmen yang tinggi atas kesinambungan peningkatan praktik GCG pada seluruh level organisasi, Bank merencanakan beberapa kegiatan penting terkait praktik GCG. Kegiatan dimaksud mencakup di antaranya:

1. Melengkapi seluruh *soft structure* yang disesuaikan dengan peraturan yang berlaku dan praktik terbaik penerapan GCG serta melakukan kajian bagi penyempurnaan yang sudah ada guna meningkatkan kualitas penerapan GCG.
2. Melakukan *monitoring*, pelaporan secara reguler, dan mengkaji penerapan GCG serta memfasilitasi *assessment* oleh pihak independen terhadap implementasi GCG di Bank untuk mendapatkan *feedback* penerapan GCG.

Corporate Governance Implementation Improvement Plans

As a follow-up and high commitment on sustainability of GCG practices at all operational level, The Bank has planned key activities related to GCG practices. The activities include as follows:

1. Complete all soft structures in accordance with prevailing regulations and best practices for GCG implementation as well as review the existing improvements in order to improve the quality of GCG implementation.
2. Conduct monitoring, regular reporting, and reviewing the GCG implementation as well as facilitating the independent assessment of GCG implementation in The Bank to obtain GCG implementation feedbacks.

RAPAT UMUM PEMEGANG SAHAM

General Meeting of Shareholders

Rapat Umum Pemegang Saham (RUPS) adalah organ perusahaan dengan kewenangan yang tidak diberikan kepada Dewan Komisaris atau Direksi dalam batas yang ditentukan dalam Anggaran Dasar dan peraturan perundang-undangan yang berlaku.

RUPS merupakan forum bagi pemegang saham untuk menggunakan haknya, menjalankan wewenang, mengemukakan pendapat, memberikan suara serta meminta informasi berkaitan dengan pengambilan keputusan strategis ataupun pengelolaan Bank.

Anggaran Dasar Bank menyatakan bahwa pelaksanaan RUPS sekurang-kurangnya 1 (satu) kali dalam setahun dan harus diselenggarakan paling lambat 6 (enam) bulan setelah berakhirnya tahun buku.

Pemegang Saham dan Informasi tentang Pemegang Saham Mayoritas

Pemegang saham mayoritas Bank adalah ICBC Limited dengan kepemilikan sebesar 98,61%, sedangkan pemegang saham minoritas adalah PT Intidana Wijaya dengan kepemilikan sebesar 1,39%. Sebagai pemegang saham mayoritas, ICBC Limited telah memenuhi persyaratan kemampuan, keputusan, dan kepuatan terhadap regulasi yang ditetapkan oleh OJK, Bank Indonesia, serta perundang-undangan terkait perbankan yang berlaku di Indonesia.

Hak Pemegang Saham

- Menghadiri dan memberikan suara dalam suatu RUPS, berdasarkan ketentuan 1 (satu) saham memberi hak kepada pemegangnya untuk mengeluarkan 1 (satu) suara;
- Memperoleh informasi material secara tepat waktu dan teratur sehingga memungkinkan bagi pemegang saham untuk membuat keputusan;
- Menerima bagian keuntungan dari Bank dalam bentuk dividen dan bentuk pembagian keuntungan lainnya;
- Menerima bagian atas saham baru yang hendak dikeluarkan dengan mengambil bagian yang seimbang dengan jumlah saham yang mereka miliki (proporsional);
- Meminta Direksi untuk mengeluarkan surat saham pengganti atas surat saham yang rusak;
- Melihat daftar pemegang saham dan daftar khusus pada waktu jam kerja kantor Bank;
- Menjual atau mengalihkan saham-saham yang dimiliki dengan menawarkan secara tertulis kepada pemegang saham lainnya dan sebaliknya, membeli saham yang ditawarkan oleh pemegang saham lainnya;
- Menyelenggarakan RUPS dalam hal Dewan Komisaris dan/ atau Direksi lalai menyelenggarakan RUPS Tahunan dan/ atau RUPS Luar Biasa, setelah mendapat izin dari Ketua Pengadilan Negeri setempat;
- Atas nama Bank, pemegang saham yang mewakili paling sedikit 1/10 (satu per sepuluh) bagian dari jumlah seluruh saham dengan hak suara dapat mengajukan gugatan melalui pengadilan negeri terhadap anggota Dewan Komisaris dan/atau Direksi yang karena kesalahan atau kelalaianya menimbulkan kerugian pada Bank;

The General Meeting of Shareholders (GMS) is a company's organ with authorities not granted to the Board of Commissioners and Board of Directors within threshold as set forth under the Articles of Association and prevailing regulations.

The GMS serves as a forum for shareholders to exercise rights, initiate authorities, and submission of opinions, voting, and request of information relating to the strategic decision-making or The Bank management.

The Bank's Articles of Association states that the GMS is to be held at least once a year and shall be held no later than 6 (six) months after the end of the fiscal year.

Shareholders and Information on the Majority Shareholders

The majority shareholder of The Bank is ICBC Limited with shares ownership of 98.61%. Meanwhile, the minority shareholder is PT Intidana Wijaya with shares ownership of 1.39%. As the controlling shareholder of The Bank, ICBC Limited has fulfilled the requirements of ability, propriety and compliance with regulations stipulated by the Financial Services Authority (OJK), Bank Indonesia, and applicable banking related legislation in Indonesia.

Shareholders Rights

- Attending and voting in a General Meeting of Shareholders (GMS), under the condition that one share entitles the holder to issue 1 (one) vote;
- Receiving material information in a timely and orderly manner so as to enable shareholders to make informed decisions;
- Receiving a share of The Bank's profits in the form of dividends and other forms of profit sharing;
- Receiving a portion of new shares that will be issued with the proportion value equals to number of shares owned by each individual shareholder;
- Requesting the Board of Directors to issue a share certificate replacement for any defaced share certificate;
- Viewing the shareholder register and special register during the office hour of The Bank;
- Selling or transferring shares owned through offering in writing to other shareholders, and conversely buying shares offered by the other shareholders;
- Organizing a GMS in the event that the Board of Commissioners and/or the Board of Directors fails to hold an Annual GMS and/or an Extraordinary GMS, after obtaining a permission from the local District Court Chairman;
- On behalf of The Bank, a shareholder representing at least 1/10 (one-tenth) of the total number of shares with voting rights may file a lawsuit through the district court against a member of the Board of Commissioners and/or the Board of Directors whose fault or negligence incurs a loss to The Bank;

- Setiap pemegang saham berhak mengajukan gugatan terhadap Bank ke pengadilan negeri apabila dirugikan karena tindakan Bank yang dianggap tidak adil dan tanpa alasan wajar sebagai akibat keputusan RUPS, Dewan Komisaris, dan/atau Direksi;
- Meminta secara tertulis untuk penyelenggaraan Rapat Dewan Komisaris, Rapat Direksi, dan RUPS Luar Biasa bila dipandang perlu.

Wewenang Rapat Umum Pemegang Saham

RUPS memiliki wewenang antara lain untuk:

- Menetapkan perubahan Anggaran Dasar Bank;
- Menetapkan perubahan modal Bank dan/atau pengeluaran saham-saham baru untuk keperluan modal Bank;
- Memberikan persetujuan atas atau menolak pemindahan hak atas saham Bank;
- Memutuskan penggabungan, peleburan, pemisahan, pengambilalihan, serta pembubaran dan likuidasi Bank;
- Memberikan persetujuan atas atau menolak untuk mengalihkan, menjadikan jaminan utang, melepaskan hak atas seluruh atau sebagian dari jumlah kekayaan Bank dalam satu tahun buku, baik dalam satu transaksi atau beberapa transaksi yang berdiri sendiri ataupun yang berkaitan satu sama lain;
- Menyetujui atau menolak Rencana Tahun Buku Bank;
- Mengangkat dan memberhentikan Dewan Komisaris dan Direksi;
- Menilai kinerja Dewan Komisaris dan Direksi;
- Menetapkan pembagian tugas dan wewenang setiap anggota Direksi;
- Mengesahkan laporan tahunan dan perhitungan tahunan yang diajukan Direksi;
- Menetapkan penggunaan laba bersih Bank termasuk menentukan jumlah penyisihan untuk dana cadangan;
- Menetapkan auditor eksternal berdasarkan usulan yang diterima dari Dewan Komisaris;
- Menetapkan remunerasi (gaji dan/atau tunjangan) Dewan Komisaris dan Direksi;
- Menyetujui apabila Direksi menawarkan sisa saham baru yang hendak dikeluarkan kepada pihak lain;
- Menetapkan surat saham yang rusak dan tidak dapat dipakai lagi untuk dimusnakan;
- Menyetujui setiap gadai atau pembebahan terhadap saham dalam Bank atau penerbitan pemberian opsi, waran, hak, atau jaminan lainnya yang dapat ditukar dengan saham di dalam Bank;
- Memutuskan agar jumlah dari dana cadangan yang melebihi jumlah yang ditentukan oleh Anggaran Dasar Bank untuk digunakan bagi keperluan Bank;
- Wewenang lainnya sebagaimana diatur dalam peraturan perundang-undangan.

- *Each shareholder is entitled to file a lawsuit against The Bank to the district court if they are impaired by The Bank's actions deemed unfair and unreasonable as a result of the resolutions of the GMS, the Board of Commissioners, and/or the Board of Directors;*
- *Requesting in writing for the holding of a Board of Commissioners Meeting, a Board of Directors Meeting, and an Extraordinary GMS if deemed necessary.*

General Meeting of Shareholders Authorities

The GMS has the authorities to do the following:

- *Deciding on amendments to The Bank's Articles of Association;*
- *Deciding on changes in The Bank's capital and/or issuance of new shares for The Bank's capital requirements;*
- *Approving or rejecting the transfer of rights to The Bank's shares;*
- *Making decisions involving merger, consolidation, segregation, acquisition, dissolution, and liquidation of The Bank;*
- *Approving or refusing to transfer, make debt guarantees, waive rights to all or some of The Bank's total assets within a fiscal year, either in one transaction or in several transactions that are independent or related to one another;*
- *Approving or rejecting The Bank's Fiscal Year Plan;*
- *Appointing and dismissing the Board of Commissioners and Board of Directors;*
- *Assessing the performance of the Boards of Commissioners and Board of Directors;*
- *Establishing the distribution of duties and authorities of each member of the Board of Directors;*
- *Approving the annual report and annual calculations submitted by the Board of Directors;*
- *Deciding on the use of The Bank's net income, including determining the amount of allowance for reserves;*
- *Establishing an external auditor based on proposals received from the Board of Commissioners;*
- *Establishing remuneration (salary and/or allowances) for the Boards of Commissioners and Board of Directors;*
- *Approving the Board of Directors plan to offer the remaining new shares to be issued to other parties;*
- *Deciding on defaced share certificate which can no longer be used for destruction;*
- *Approving any liens or imposition of shares in The Bank or the issuance of options, warrants, rights, or other collaterals that can be exchanged for shares in The Bank;*
- *Deciding on the amount of allowance for reserves which is greater than the amount stipulated in The Bank's Articles of Association to be used for the needs of The Bank;*
- *Other powers as regulated in legislation.*

Tata Cara Pelaksanaan Rapat Umum Pemegang Saham

Tata cara penyelenggaraan RUPS telah diatur dalam Anggaran Dasar Bank sebagai berikut:

- RUPS diadakan di tempat kedudukan Bank atau di tempat lain yang disetujui oleh pemegang saham dalam wilayah Republik Indonesia.
- Diselenggarakan dengan pemanggilan terlebih dahulu kepada para pemegang saham dengan surat tercatat.
- Pemanggilan dilakukan paling lambat 14 (empat belas) hari sebelum RUPS diadakan.
- Pemanggilan RUPS harus mencantumkan hari, tanggal, waktu, tempat, dan acara rapat dengan disertai pemberitahuan bahwa bahan yang akan dibicarakan dalam rapat tersedia di tempat kedudukan Bank mulai dari hari dilakukan pemanggilan sampai dengan tanggal RUPS.
- Pemanggilan RUPS tidak diperlukan jika semua pemegang saham menyetujui agenda rapat dan keputusan disetujui dengan suara bulat.
- RUPS dipimpin oleh Presiden Direktur.
- Dalam hal Presiden Direktur tidak hadir atau berhalangan, RUPS dipimpin oleh salah seorang anggota Direksi yang hadir, apabila seluruh anggota Direksi tidak hadir, RUPS dipimpin oleh Presiden Komisaris. Dalam hal Presiden Komisaris tidak hadir, RUPS dipimpin oleh salah satu anggota Komisaris yang hadir. Dalam hal seluruh anggota Dewan Komisaris tidak hadir, RUPS dipimpin oleh salah seorang yang dipilih di antara mereka yang hadir dalam rapat.
- Dalam hal keputusan pemberhentian sementara anggota Direksi yang diajukan oleh Dewan Komisaris, maka RUPS dipimpin oleh Presiden Komisaris.
- Dalam hal Presiden Komisaris tidak hadir atau berhalangan, RUPS dipimpin oleh salah satu anggota Komisaris yang hadir. Dalam hal seluruh anggota Dewan Komisaris tidak hadir, RUPS dipimpin oleh salah seorang yang dipilih di antara mereka yang hadir dalam rapat.
- Segala hal yang dibicarakan dan diputuskan dalam RUPS harus dibuat berita acara rapat dan ditandatangani oleh Ketua Rapat dan seluruh pemegang saham atau kuasa pemegang saham yang hadir dalam rapat.
- RUPS dapat dilangsungkan apabila kuorum kehadiran sesuai undang-undang Perusahaan Terbatas dan Anggaran Dasar Bank telah dipenuhi.
- Pemegang saham dapat diwakili oleh pemegang saham lain atau orang lain dengan surat kuasa.
- Anggota Direksi dan Dewan Komisaris, serta karyawan Bank boleh bertindak selaku kuasa dalam rapat, namun mereka tidak memiliki hak suara dalam pemungutan suara.
- Suara blanko (*abstain*) tidak dihitung.
- Keputusan rapat diambil berdasarkan musyawarah untuk mufakat. Dalam hal keputusan secara musyawarah untuk mufakat tidak tercapai, maka keputusan diambil berdasarkan suara setuju lebih dari $\frac{1}{2}$ (setengah) jumlah suara yang sah dalam rapat. Dalam hal suara yang setuju dan tidak setuju berimbang maka usul harus dianggap ditolak.
- Pemegang saham dapat pula mengambil keputusan yang sah tanpa mengadakan RUPS dengan ketentuan semua pemegang saham telah diberitahu secara tertulis dan semua pemegang saham memberikan persetujuan dengan menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam RUPS.

General Meeting of Shareholders Convention Procedures

The procedure for implementing the GMS has been arranged in the Articles of Association of The Bank, as follows:

- The GMS is to be held in the domicile of The Bank or at other places agreed by the shareholders within the territory of Republic of Indonesia.
- It is to be organized by informing the shareholders through registered mail.
- The call shall be made no later than 14 (fourteen) days before the GMS is held.
- The call shall include the day, date, time, place, and agenda of the meeting accompanied by a notification that the meeting material is available in the domicile of The Bank from the day of the call up to the date of the GMS.
- A GMS call is not required if all shareholders agree on the agenda of the meeting and the decision is approved unanimously.
- The GMS is chaired by the President Director.
- In the event that the President Director is absent or not present, the GMS is to be chaired by one of the members of the Board of Directors present. If all members of the Board of Directors are absent, the GMS is to be chaired by the President Commissioner. In the event that the President Commissioner is absent, the GMS is to be chaired by one of the members of the Board of Commissioners present. In the event that all members of the Board of Commissioners are absent, the GMS is to be presided over by one elected member among those present at the meeting.
- In the event of temporary dismissal of members of the Board of Directors submitted by the Board of Commissioners, the GMS is chaired by the President Commissioner.
- In the event that the President Commissioner is absent or not present, the GMS is to be chaired by one of the members of the Board of Commissioners present. In the event that all members of the Board of Commissioners are absent, the GMS is to be presided over by one elected member among those present at the meeting.
- All matters discussed and decided at the GMS shall be translated into the minutes of meeting and signed by the Chairperson of the meeting and all shareholders or the attorney of the shareholders present at the meeting.
- A GMS may be held if the quorum required by the law on Limited Liability Company and The Bank's Articles of Association have been fulfilled.
- Shareholders can be represented by other shareholders or other people with the power of attorney.
- Members of the Board of Directors and Board of Commissioners and The Bank's employees may act as an attorney in the meeting, but they do not have voting rights.
- Abstained votes are not counted.
- The decision of the meeting is based on deliberations to reach consensus. In the event that a consensus decision is not reached, a decision is made on the basis of agreed votes of more than $\frac{1}{2}$ (half) from the legitimate votes in the meeting. In the case of agreeing and disagreeing votes are equal then the proposal shall be deemed to be rejected.
- The shareholders may also make informed decisions without holding a GMS provided that all shareholders have been notified in writing and all shareholders agree on the proposal and sign the agreement. The decisions taken in this way have the same power as the decisions taken legitimately in the GMS.

Pelaksanaan dan Hasil Keputusan Rapat Umum Pemegang Saham Tahun 2019

Selama tahun 2019, Bank menyelenggarakan 3 (tiga) kali RUPS Tahunan, bertempat di kantor pusat. Hasil keputusan RUPS serta realisasi dan/atau rencana realisasi oleh manajemen Bank disampaikan pada tabel di bawah ini.

RUPS Tanggal 7 Oktober 2019

GMS Dated October 7, 2019

| Hasil Keputusan <i>Resolutions</i> | Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Realisasi oleh Manajemen <i>Follow-up by Management</i> |
|---|--|--|
| Menyetujui perubahan terhadap beberapa ketentuan dalam Anggaran Dasar Bank. | • | |
| <i>Approved changes on several provisions in The Bank's Articles of Association.</i> | | Akta No. 81 tanggal 8 Oktober 2019. |
| Menyatakan bahwa seluruh ketentuan Anggaran Dasar Bank yang tidak dirubah dengan keputusan ini akan tetap berlaku dan seluruh ketentuan Anggaran Dasar Bank akan dinyatakan kembali ke dalam suatu akta. | • | <i>The Deed No. 81 dated October 8, 2019.</i> |
| <i>Declared that all provisions in The Bank's Articles of Association that are not amended by this decision will remain in force and all provisions in The Bank's Articles of Association will be restated in a deed.</i> | | |

RUPS Tanggal 7 Oktober 2019

GMS Dated October 7, 2019

| Hasil Keputusan <i>Resolutions</i> | Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Realisasi oleh Manajemen <i>Follow-up by Management</i> |
|--|--|--|
| Memberikan batasan otorisasi kepada Direksi Bank untuk menjalankan bisnis Bank. | • | |
| <i>Gave authorization limits to the Board of Directors of The Bank to run The Bank's business.</i> | | Akta No. 80 tanggal 8 Oktober 2019. |
| Menunjuk dan memberi kuasa kepada Dewan Komisaris Bank untuk menyampaikan kepada Direksi Bank mengenai batasan otorisasi dan juga seluruh perubahan dan penambahannya yang akan disampaikan oleh pemegang saham dari waktu ke waktu. | • | <i>The Deed No. 80 dated October 8, 2019.</i> |
| <i>Appointed and authorized The Bank's Board of Commissioners to inform the Board of Directors regarding the authorization limits and all changes and additions which will be informed by the shareholders from time to time.</i> | | |

General Meeting of Shareholders Convention and Resolutions in 2019

During 2019, The Bank convened 3 (three) Annual GMS, held in the head office. Following tables are the GMS resolutions and realizations and/or realization plans by The Bank management.

RUPS Tanggal 28 Oktober 2019
GMS Dated October 28, 2019

| Hasil Keputusan <i>Resolutions</i> | Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Realisasi oleh Manajemen <i>Follow-up by Management</i> |
|---------------------------------------|--|--|
|---------------------------------------|--|--|

Menerima pengunduran diri anggota Direksi:
Xin Haiyan selaku Direktur, terhitung sejak
tanggal 24 Agustus 2019.

*Accepted the resignation of a member of the Board of Directors:
Xin Haiyan as Director, effective as of August 24, 2019.*

Mengangkat kembali anggota Dewan
Komisaris dan Direksi Bank.

Reappointed members of the Board of Commissioners and Board of Directors of The Bank.

- telah ditindaklanjuti | has been followed-up
- belum ditindaklanjuti | yet to be followed-up

Pelaksanaan dan Hasil Keputusan Rapat Umum Pemegang Saham Tahun 2018

Selama tahun 2018, Bank menyelenggarakan 1 (satu) kali RUPS Tahunan, bertempat di kantor pusat. Hasil keputusan RUPS serta realisasi dan/atau rencana realisasi oleh manajemen Bank disampaikan pada tabel di bawah ini.

RUPS Tanggal 29 Agustus 2018
GMS Dated August 29, 2018

| Hasil Keputusan <i>Resolutions</i> | Telah atau Belum Ditindaklanjuti <i>Has Been or Yet to be Followed-up</i> | Realisasi oleh Manajemen <i>Follow-up by Management</i> |
|---------------------------------------|--|--|
|---------------------------------------|--|--|

Menerima pengunduran diri anggota Dewan
Komisaris:
Christina Harapan selaku Komisaris Independen,
terhitung sejak tanggal 31 Mei 2018.

*Accepted the resignation of a member of the Board of Commissioners:
Christina Harapan as Independent Commissioner, effective as of May 31, 2018.*

Menerima pengunduran diri anggota Direksi:
Liang Qinjun selaku Direktur, terhitung sejak
tanggal 31 Mei 2018.

*Accepted the resignation of a member of the Board of Directors:
Liang Qinjun as Director, effective as of May 31, 2018.*

Mengangkat anggota Dewan Komisaris yang baru:
H. Yunno Kusumo, SE.AKT.MA selaku Komisaris
Independen, yang berlaku efektif sejak
diperolehnya persetujuan/perizinan sesuai
ketentuan yang berlaku.

*Appointed new member of the Board of Commissioners:
H. Yunno Kusumo, SE.AKT.MA as Independent Commissioner, effective as of the obtaining of approval/permit in accordance with applicable regulations.*

- telah ditindaklanjuti | has been followed-up
- belum ditindaklanjuti | yet to be followed-up

General Meeting of Shareholders Convention and Resolutions in 2018

During 2018, The Bank convened 1 (one) Annual GMS, held in the head office. Following tables are the GMS resolutions and realizations and/or realization plans by The Bank management.

Seluruh pergantian manajemen kunci
Bank telah dilakukan dan disahkan
melalui Akta No. 137 tanggal 29
Agustus 2018.

All changes of The Bank's key management have been carried out and legalized through the Deed No. 137 dated August 29, 2018.

DEWAN KOMISARIS

Board of Commissioners

Dewan Komisaris merupakan organ Bank yang bertugas melakukan fungsi pengawasan secara umum dan/atau secara khusus, serta memberikan nasihat terhadap kegiatan pengelolaan Bank oleh Direksi sesuai dengan Anggaran Dasar Bank.

Dewan Komisaris tidak turut serta dalam pengambilan keputusan operasional. Kedudukan setiap anggota Dewan Komisaris termasuk Presiden Komisaris adalah setara. Dewan Komisaris memiliki lebih dari satu orang anggota yang setiap anggota bertindak atas keputusan bersama dan mewakili Dewan Komisaris.

Dasar Hukum

Dasar hukum penunjukan, kriteria, kewenangan serta tugas dan tanggung jawab Dewan Komisaris didasarkan pada:

- Undang-Undang No. 40 Tahun 2007
- POJK No. 55/POJK.03/2016
- Anggaran Dasar

Kriteria & Persyaratan Anggota Dewan Komisaris

Kriteria dan persyaratan minimum untuk Dewan Komisaris adalah:

- Dewan Komisaris terdiri dari paling sedikit 3 (tiga) orang dan paling banyak sama dengan jumlah anggota Direksi.
- Dewan Komisaris wajib dipimpin oleh Presiden Komisaris yang ditunjuk dari anggota Dewan Komisaris.
- Dari seluruh anggota Dewan Komisaris, paling sedikit 1 (satu) orang wajib berdomisili di Indonesia dan paling sedikit 1 (satu) orang Warga Negara Indonesia dipilih sebagai anggota Dewan Komisaris.
- Dewan Komisaris wajib terdiri dari Komisaris Independen dan Komisaris Non-Independen.
- Komisaris Independen wajib paling sedikit berjumlah 50% (lima puluh persen) dari jumlah anggota Dewan Komisaris.
- Mantan anggota Direksi atau Pejabat Eksekutif Bank atau pihak-pihak yang mempunyai hubungan dengan Bank, yang dapat mempengaruhi kemampuan yang bersangkutan untuk bertindak independen wajib menjalani masa tunggu (*cooling off*) paling singkat 1 (satu) tahun sebelum menjadi Komisaris Independen pada Bank. Ketentuan tersebut tidak berlaku bagi mantan anggota Direksi yang membawahi fungsi pengawasan atau Pejabat Eksekutif yang melakukan fungsi pengawasan pada Bank tersebut.
- Komisaris Non-Independen dapat beralih menjadi Komisaris Independen setelah memenuhi persyaratan sebagai Komisaris Independen.
- Komisaris Non-Independen yang akan beralih menjadi Komisaris Independen wajib menjalani masa tunggu (*cooling off*) paling singkat 6 (enam) bulan.
- Peralihan dari Komisaris Non-Independen menjadi Komisaris Independen wajib memperoleh persetujuan Otoritas Jasa Keuangan (OJK).
- Komisaris Independen yang telah menjabat selama 2 (dua) periode masa jabatan berturut-turut dapat diangkat kembali pada periode selanjutnya sebagai Komisaris Independen dalam hal Rapat Anggota Dewan

The Board of Commissioners is The Bank's organ that undertakes supervisory function generally and/or specifically, and provides advisory function to the Board of Directors management activities in accordance with The Bank's Articles of Association.

The Board of Commissioners does not take part in making operational decisions. The status of each member of the board, including the President Commissioner is equal. Each individual member acts on a joint decision and represents the board.

Legal Basis

The appointment, criteria, authorities as well as the duties and responsibilities of the Board of Commissioners refer to:

- Law No. 40 of 2007
- POJK No. 55/POJK.03/2016
- Articles of Association

Board of Commissioners Criteria & Member Requirements

The minimum criteria and requirements for the Board of Commissioners are:

- At the very least the Board of Commissioners should consist of three (3) members and at the most equivalent to the members of the Board of Directors.
- Board of Commissioners must be chaired by the President Commissioner who is appointed from the members of Board of Commissioners.
- At least 1 (one) member of the Board of Commissioners must be domiciled in Indonesia and at least 1 (one) Indonesian Citizen is appointed as a member of the Board of Commissioners.
- The Board of Commissioners must consist of Independent Commissioners and Non-Independent Commissioners.
- Independent Commissioners must at the very least occupy 50% (fifty percent) of the total members of the Board of Commissioners.
- Former member of the Board of Directors or Executive Officer of The Bank, or other parties in relation to The Bank, which may affect the ability of concerned individual to act independently are required to undergo a cooling off period at the very least 1 (one) year prior to the appointment as an Independent Commissioner of The Bank. Such provision is not applicable for former member of the Board of Directors in charge of monitoring function or Executive Officer whose duty is to perform monitoring function.
- Non-Independent Commissioners can be appointed as Independent Commissioners after fulfilling the requirements to be Independent Commissioners.
- Non-Independent Commissioners who will be positioned as Independent Commissioners are required to undergo a cooling off period at the very least 6 (six) months.
- The transition from Non-Independent Commissioners to Independent Commissioners must be subjected to approval from the Financial Services Authority (OJK).
- Independent Commissioners who have held the position for 2 (two) office terms consecutively can be reappointed in the next period as an Independent Commissioner under the conditions of the Board of Commissioners' meeting

Komisaris menilai bahwa Komisaris Independen tetap dapat bertindak independen; dan Komisaris Independen menyatakan dalam RUPS mengenai independensi yang bersangkutan.

- Pernyataan independensi Komisaris Independen wajib diungkapkan dalam laporan pelaksanaan tata kelola.
- Setiap usulan pengangkatan dan/atau penggantian anggota Dewan Komisaris kepada RUPS harus memperhatikan rekomendasi Komite Remunerasi dan Nominasi.
- Anggota Komite Remunerasi dan Nominasi yang memiliki benturan kepentingan (*conflict of interest*) dengan usulan yang direkomendasikan wajib mengungkapkan dalam usulan yang direkomendasikan.
- Anggota Dewan Komisaris harus memenuhi persyaratan Penilaian Kemampuan dan Kepatutan sesuai POJK mengenai Penilaian Kemampuan dan Kepatutan bagi Pihak Utama Lembaga Jasa Keuangan.
- Mayoritas anggota Dewan Komisaris dilarang saling memiliki hubungan keluarga sampai dengan derajat kedua dengan sesama anggota Dewan Komisaris dan/atau anggota Direksi.
- Dalam waktu 5 (lima) tahun sebelum pengangkatannya tidak pernah dinyatakan pailit atau menjadi anggota Dewan Komisaris atau anggota Direksi yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit, dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan.
- Anggota Dewan Komisaris harus ditunjuk berdasarkan keputusan yang diambil berdasarkan suara yang setuju lebih dari 2/3 (dua pertiga) dari jumlah suara yang dikeluarkan secara sah di RUPS untuk periode 3 (tiga) tahun dimulai sejak tanggal anggota Dewan Komisaris tersebut lulus Uji Kemampuan dan Kepatutan yang dilakukan oleh Otoritas Jasa Keuangan (OJK). Anggota Dewan Komisaris yang masa jabatannya telah berakhir dapat dipilih kembali untuk periode 3 (tiga) tahun selanjutnya.
- Gaji dan/atau remunerasi lainnya diberikan kepada anggota Dewan Komisaris, yang jumlahnya ditetapkan oleh RUPS.
- Apabila oleh sebab apa pun jabatan anggota Dewan Komisaris lowong, RUPS harus diselenggarakan dalam jangka waktu 30 (tiga puluh) hari kalender sejak terjadi lowongan untuk mengisi posisi tersebut dengan memperhatikan ketentuan yang berlaku. Masa jabatan dari pihak yang ditunjuk untuk mengisi kekosongan oleh sebab apa pun adalah masa jabatan dari anggota Dewan Komisaris yang digantikan.
- Seorang anggota Dewan Komisaris berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksud tersebut kepada Bank se kurang-kurangnya 30 (tiga puluh) hari kalender sebelum tanggal pengunduran dirinya.
- Jabatan anggota Dewan Komisaris berakhir apabila:
 - a. Mengundurkan diri sesuai dengan ketentuan Anggaran Dasar Bank;
 - b. Masa jabatannya berakhir;
 - c. Tidak lagi memenuhi persyaratan sesuai dengan perundang-undangan yang berlaku;
 - d. Meninggal dunia;
 - e. Diberhentikan berdasarkan keputusan RUPS; dan
 - f. Dinyatakan pailit oleh Institusi Pengadilan yang telah berkekuatan hukum tetap atau ditaruh di bawah pengampunan berdasarkan suatu keputusan pengadilan.

concludes that Independent Commissioners could still act independently; and the Independent Commissioners state his/her independency in the GMS.

- *The independency statement of Independent Commissioners must be disclosed in the GCG report.*
- *Every proposal on the appointment and/or changes in the members of the Board of Commissioners to the GMS must consider the recommendations of the Remuneration and Nomination Committee.*
- *Members of the Remuneration and Nomination Committee who have conflict of interest with the recommended proposal should disclose in the recommended proposal.*
- *Members of the Board of Commissioners must fulfill the requirements for the Fit and Proper Test in accordance with POJK on the Fit and Proper Test as the Main Party of Financial Institutions.*
- *Majority of the Board of Commissioners are prohibited to have family relations up to the second degree with other members of the Board of Commissioners and/or members of the Board of Directors.*
- *Within 5 (five) years prior to the appointment have never been declared bankrupt or became member of the Board of Commissioners or member of the Board of Directors who was declared guilty for causing a company to be bankrupt, convicted of a criminal offense that is detrimental to the country's finances and/or related to financial sector.*
- *Members of the Board of Commissioners must be appointed based on the decision taken by agreed votes of more than 2/3 (two-thirds) from legitimate votes at the GMS for a period of 3 (three) years, commencing from the date of concerned members of the Board of Commissioners passed the Fit and Proper Test by the Financial Services Authority (OJK). Members of the Board of Commissioners whose term of office has ended can be reappointed for the next 3 (three) years.*
- *Salary and/or other remuneration are provided to members of the Board of Commissioners, which sums are determined by the GMS.*
- *If for any reasons, the position of a member of the Board of Commissioners is vacant, the GMS must be convened within 30 (thirty) calendar days since the occurrence of such vacancy for further replacement by considering the applicable rules. The office term of the appointment for replacement due to any reasons is following the tenure of the replaced member of the Board of Commissioners.*
- *A member of the Board of Commissioners has the rights to tender his/her resignation from a position by written notice of his/her intentions to The Bank at least 30 (thirty) calendar days prior to his/her date of resignation.*
- *The tenure of members of the Board of Commissioners ends if:*
 - a. *Resigned in accordance with the provisions of The Bank's Articles of Association;*
 - b. *Term of office is over;*
 - c. *No longer meet the requirements to perform according to prevailing laws and regulations;*
 - d. *Passed away;*
 - e. *Dismissed pursuant to the GMS resolution; and*
 - f. *Declared bankrupt by Court Institution which has permanent legal force or is put under pardon based on a court decision.*

Rangkap Jabatan

- Anggota Dewan Komisaris dilarang melakukan rangkap jabatan sebagai anggota Dewan Komisaris, anggota Direksi, dan/atau Pejabat Eksekutif:
 - Pada lembaga keuangan atau perusahaan keuangan, baik bank maupun bukan bank;
 - Pada lebih dari 1 (satu) lembaga bukan keuangan atau perusahaan bukan keuangan, baik yang berkedudukan di dalam maupun di luar negeri.
- Tidak termasuk rangkap jabatan dalam hal:
 - Anggota Dewan Komisaris menjabat sebagai anggota Dewan Komisaris, anggota Direksi, dan/atau Pejabat Eksekutif yang melaksanakan fungsi pengawasan pada 1 (satu) perusahaan anak bukan bank yang dikendalikan oleh bank;
 - Komisaris Non-Independen menjalankan tugas fungsional dari pemegang saham bank yang berbentuk badan hukum pada kelompok usaha bank; dan/atau
 - Anggota Dewan Komisaris menduduki jabatan pada organisasi atau lembaga nirlaba.

Pengangkatan dan Pemberhentian Dewan Komisaris

Berikut ini adalah mekanisme serta prosedur pengangkatan Dewan Komisaris Bank:

1. Setiap usulan atas kandidat anggota Dewan Komisaris harus memperhatikan rekomendasi dari Komite Remunerasi dan Nominasi.
2. Kandidat anggota Dewan Komisaris yang telah dinominasikan melalui hasil rekomendasi dari Komite Remunerasi dan Nominasi akan diajukan kepada pemegang saham guna mendapatkan persetujuan awal.
3. Setelah menerima persetujuan awal dari pemegang saham, kandidat akan diatur untuk menjalani tes Uji Kemampuan dan Kepatutan oleh regulator, tes kesehatan, dan bentuk pemeriksaan lainnya yang akan dilakukan oleh pemegang saham maupun Bank.
4. Setelah kandidat memenuhi persyaratan Penilaian Kemampuan dan Kepatutan sesuai Peraturan Otoritas Jasa Keuangan (POJK) dan juga bentuk pemeriksaan lainnya yang akan dilakukan oleh pemegang saham dan Bank, maka pemegang saham akan melakukan RUPS untuk memutuskan secara formal anggota baru dan komposisi baru dari anggota Dewan Komisaris termasuk di dalamnya persetujuan atas paket remunerasi untuk anggota Dewan Komisaris yang baru. Persetujuan RUPS akan berupa keputusan pemegang saham dalam bentuk risalah rapat RUPS atau cara lain yang diatur dalam Anggaran Dasar Bank.
5. Berdasarkan keputusan tersebut di atas, Departemen Sumber Daya Manusia akan mempersiapkan surat pemberitahuan kepada supervisor/regulator mengenai perubahan komposisi dari Dewan Komisaris.
6. Untuk kandidat yang berasal dari pemegang saham atau dari internal (Pejabat Eksekutif Bank), proses seleksi secara umum akan berlaku sama, kecuali untuk beberapa poin yang mungkin tidak berlaku untuk kandidat yang berasal dari ICBC Limited seperti disebutkan di atas.

Multiple Board Memberships

- Members of the Board of Commissioners are prohibited to have a concurrent position as member of the Board of Commissioners, member of the Board of Directors, and/or Executive Officer:
 - At financial institutions or financial companies, bank or non-bank;
 - At more than 1 (one) non-financial institution or non-financial company, both located domestically and overseas.
- Conditions which do not fall as concurrent positions:
 - The Board of Commissioners member who has a concurrent position as member of the Board of Commissioners, member of the Board of Directors, and/or Executive Officer and who performs the monitoring function in 1 (one) non-bank subsidiary company that is controlled by the bank;
 - Non-Independent Commissioner who performs functional responsibility from the bank's shareholders in the form of legal entity in the bank business group; and/or
 - The Board of Commissioners member who assumes position in a non-profit organization or institutions.

Appointment and Dismissal of the Board of Commissioners

The following are mechanisms and procedures for the appointment of members of The Bank's Board of Commissioners:

1. Every proposal of candidates for the Board of Commissioners member must consider the recommendations of the Remuneration and Nomination Committee.
2. The candidate for the Board of Commissioners member who has been nominated through the recommendation from the Remuneration and Nomination Committee will be proposed to the shareholders for initial approval.
3. After receiving the initial approval from the shareholders, the candidate will be arranged to undergo the Fit and Proper Test by regulators, medical check-up, and other forms of inspection that will be carried out by the shareholders and The Bank.
4. After the candidate meets the requirements for the Fit and Proper Test according to the Financial Services Authority Regulations (POJK) and other inspections carried out by the shareholders and The Bank, the shareholders will hold a GMS to formally decide a new member and new composition of the Board of Commissioners members, including the approval of the remuneration package for new Board of Commissioners member. The agreement will be in the form of shareholders' resolution and the GMS Minutes of Meeting (MoM) or other methods stipulated in The Bank's Articles of Association.
5. Based on the aforementioned decision, the Human Resources Department will prepare a notification letter to the supervisors/regulators regarding changes in the composition of the Board of Commissioners.
6. For candidates who are the shareholders or internal parties (Executive Officers of The Bank), the same general selection process applies, except for some points, which may not apply to candidates from ICBC Limited, as mentioned above.

Susunan dan Komposisi Dewan Komisaris pada 2019

Susunan Dewan Komisaris Bank pada 31 Desember 2019 terdiri dari 1 (satu) orang Presiden Komisaris dan 2 (dua) orang Komisaris Independen. Kedua Komisaris Independen berdomisili di Indonesia. Dengan demikian, komposisi Dewan Komisaris Bank telah memenuhi Peraturan OJK tentang Pelaksanaan Tata Kelola bagi Bank Umum.

Board of Commissioners Structure and Composition in 2019

The composition of The Bank's Board of Commissioners as of December 31, 2019 consists of 1 (one) President Commissioner and 2 (two) Independent Commissioners. The two Independent Commissioners are domiciled in Indonesia. As such, the Board of Commissioners' composition has complied with OJK Regulations on the Implementation of Governance for Commercial Banks.

| Nama Name | Jabatan Position | Periode Period | Dasar Penunjukan Appointment Legal Basis |
|-----------------|---|---|---|
| Wang Kun | Presiden Komisaris <i>President Commissioner</i> | 13 Desember 2017 – sekarang <i>December 13, 2017 – current</i> | Akta pengangkatan No. 108 tanggal 13 Desember 2017 <i>Deed of appointment No. 108 dated December 13, 2017</i> |
| Hendra Widjojo | Komisaris Independen <i>Independent Commissioner</i> | 19 September 2007 – sekarang <i>September 19, 2007 – current</i> | Akta pengangkatan No. 024 tanggal 19 September 2007 <i>Deed of appointment No. 024 dated September 19, 2007</i> |
| H. Yunno Kusumo | Komisaris Independen <i>Independent Commissioner</i> | 29 Agustus 2018 – sekarang <i>August 29, 2018 – current</i> | Akta pengangkatan No. 137 tanggal 29 Agustus 2018 <i>Deed of appointment No. 137 dated August 29, 2018</i> |

Uji Kemampuan dan Kepatutan

Uji Kemampuan dan Kepatutan bagi Dewan Komisaris dilakukan setelah menerima persetujuan awal dari pemegang saham. Kandidat akan diatur untuk menjalani tes Uji Kemampuan dan Kepatutan oleh regulator, tes kesehatan, dan bentuk pemeriksaan lainnya yang akan dilakukan baik oleh pemegang saham maupun Bank.

Per 31 Desember 2019, seluruh anggota Dewan Komisaris Bank telah lulus Uji Kemampuan dan Kepatutan oleh regulator melalui keputusan di bawah ini:

Fit and Proper Test

The Fit and Proper Test of the Board of Commissioners should be conducted upon receiving the initial approval from the shareholders. The candidate will be required to undergo the Fit and Proper Test by regulators, medical check-up, and other forms of inspection that will be carried out by the shareholders and The Bank.

As of December 31, 2019, all members of The Bank's Board of Commissioners have passed the Fit and Proper Test by regulators through the following decrees:

| Nama Name | Jabatan Position | Surat Uji Kemampuan dan Kepatutan <i>Letter of Fit and Proper Test</i> |
|-----------------|---|---|
| Wang Kun | Presiden Komisaris <i>President Commissioner</i> | Surat No. KEP-203/D.03/2017 tanggal 3 November 2017 <i>Letter No. KEP-203/D.03/2017 dated November 3, 2017</i> |
| Hendra Widjojo | Komisaris Independen <i>Independent Commissioner</i> | Surat No. 9/9/DPIP/Prz/Sb/Rahasia tanggal 7 November 2007 <i>Letter No. 9/9/DPIP/Prz/Sb/Rahasia dated November 7, 2007</i> |
| H. Yunno Kusumo | Komisaris Independen <i>Independent Commissioner</i> | Surat No. SR-165/PB.12/2018 tanggal 9 Agustus 2018 <i>Letter No. SR-165/PB.12/2018 dated August 9, 2018</i> |

Program Orientasi dan Pengenalan Dewan Komisaris Baru

Bank memiliki program orientasi dan pengenalan bagi anggota Dewan Komisaris dan komite di bawah Dewan Komisaris yang baru bergabung dengan tujuan untuk memberikan pengetahuan dan pemahaman tentang Bank dan lingkup pekerjaannya. Program orientasi dan pengenalan ini dipresentasikan oleh Presiden Direktur dan anggota Direksi lainnya yang meliputi: visi dan misi Bank; Kode Etik Bank; struktur organisasi Bank; pedoman dan tata tertib kerja Dewan Komisaris dan komite-komite; informasi tentang segmen/bidang yang ada di Bank yang disampaikan oleh masing-masing Direktur bidang; serta peraturan-peraturan terkait lainnya.

Pelatihan dan Pengembangan Kompetensi

Bank memiliki kebijakan terkait pengembangan dan peningkatan kompetensi Dewan Komisaris, yang dilakukan melalui berbagai pelatihan dan pendidikan. Daftar pelatihan dan pengembangan kompetensi Dewan Komisaris dapat dilihat dalam Bab "Profil Perusahaan" pada Laporan Tahunan ini.

Pedoman Kerja

Dewan Komisaris Bank melaksanakan fungsi pengawasan berdasarkan pedoman dan tata tertib kerja Dewan Komisaris, yang telah diperbarui pada tanggal 10 Oktober 2017, yang antara lain mengatur tugas dan tanggung jawab Dewan Komisaris; etika atau pedoman berperilaku; waktu kerja Dewan Komisaris; kategori rapat; serta tata tertib rapat.

Pedoman Perilaku

Dewan Komisaris telah bertindak profesional dan menghindari segala bentuk potensi benturan kepentingan secara langsung maupun tidak langsung, menjamin keamanan dan kerahasiaan informasi penting perusahaan.

Interaksi antara Dewan Komisaris dengan pemegang saham terjadi, antara lain ketika:

- Memberikan pendapat dan saran saat RUPS mengenai rencana jangka panjang perusahaan, anggaran dan rencana kerja perusahaan yang diusulkan Direksi.
- Mengawasi pengelolaan Bank, serta memberikan pendapat dan saran kepada RUPS mengenai setiap masalah yang dianggap penting.
- Melaporkan dengan segera kepada RUPS apabila terjadi gejala penurunan kinerja perusahaan.
- Hal-hal lain sesuai dengan ketentuan Anggaran Dasar Bank dan pedoman Bank yang berlaku.

Sementara itu, interaksi Dewan Komisaris dan Direksi antara lain terjadi ketika:

- Meneliti dan menelaah laporan berkala dan laporan tahunan yang disiapkan Direksi, serta menandatangani laporan tahunan.
- Melakukan pengawasan dan memberikan pendapat atas pengelolaan Bank.
- Melakukan penilaian atas kinerja Direksi.
- Hal-hal lain sesuai dengan ketentuan Anggaran Dasar Bank dan pedoman Bank yang berlaku.

Board of Commissioners' Orientation and Induction Program

The Bank has an orientation and induction program for newly appointed Board of Commissioners members as well as for committees under the Board of Commissioners. The purpose is to provide knowledge and understanding of The Bank and the scope of its work. This orientation and induction program is to be presented by the President Director and members of the Board of Directors that covers: The Bank's vision and mission; The Bank's Code of Conduct; The Bank's organizational structure; the Board Charter and Committee Charter; information on segments/fields in The Bank delivered by each field Director; and other related regulations.

Training and Development of Competency

The Bank has its own policy related to the development and enhancement of the Board of Commissioners competency, which are conducted through various trainings and workshops. The trainings and development of the Board of Commissioners competency can be referred to the "Company Profile" section in this Annual Report.

Board Charter

The Bank's Board of Commissioners conducts the oversight function based on the Board Charter, which has been updated on October 10, 2017. The Board Charter among others regulates the duties and responsibilities of the Board of Commissioners; ethics or code of conduct; working time of the Board of Commissioners; meeting category; and meeting procedures.

Code of Conduct

The Board of Commissioners has acted professionally and avoided any form of potential conflict of interest directly or indirectly, ensured the security and confidentiality of corporate key information.

Interaction between the Board of Commissioners and shareholders occurred when they are:

- Providing opinions and suggestions during the GMS regarding the corporate long-term plan, budget and business plan proposed by the Board of Directors.
- Supervising the management of The Bank and providing opinions and suggestions to the GMS regarding any issues that are considered important.
- Reporting immediately to the GMS in the event of declining inclination of the company performance.
- Other matters stipulated in The Bank's Articles of Association and The Bank's prevailing guidelines.

Meanwhile, the interaction of the Board of Commissioners and the Board of Directors occurred when they are:

- Examining and reviewing the periodical reports and annual reports prepared by the Board of Directors, and signing these annual reports.
- Conducting supervision and providing opinions on the management of The Bank.
- Assessing the performance of the Board of Directors.
- Other matters stipulated in The Bank's Articles of Association and The Bank's prevailing guidelines.

Tugas dan Tanggung Jawab

Tugas dan tanggung jawab Dewan Komisaris antara lain:

- Melaksanakan pengawasan terhadap Direksi Bank dalam pelaksanaan kebijakan Bank, tugas-tugas dan tanggung jawabnya sesuai dengan Keputusan RUPS maupun semua ketentuan yang berlaku.
- Memberikan nasihat kepada Direksi mengenai hal-hal strategis yang berhubungan dengan kegiatan usaha Bank.
- Mengarahkan, memantau, dan mengevaluasi pelaksanaan kebijakan strategis Bank.
- Melaporkan kepada Otoritas Jasa Keuangan (OJK) paling lambat 7 (tujuh) hari sejak ditemukan pelanggaran perundang-undangan di bidang keuangan dan perbankan, keadaan atau perkiraan keadaan yang dapat membahayakan kelangsungan usaha Bank.
- Melaksanakan pengawasan terhadap rencana bisnis Bank yang dilakukan Direksi.
- Mengevaluasi pertanggungjawaban Direksi atas pelaksanaan kebijakan manajemen risiko Bank.
- Memberikan persetujuan pengangkatan dan pemberhentian Kepala Satuan Kerja Audit Internal (SKAI).
- Melakukan kajian atas perencanaan audit dan pelaksanaannya serta pemantauan atas tindak lanjut hasil audit dalam rangka menilai kecukupan pengendalian internal, termasuk kecukupan proses pelaporan keuangan.
- Memberikan laporan tentang tugas pengawasan yang telah dilakukan selama tahun buku sebelumnya kepada RUPS.
- Mengevaluasi laporan tahunan yang telah diaudit untuk diajukan dalam RUPST.
- Melakukan pengawasan terhadap pelaksanaan fungsi kepatuhan Bank.
- Memastikan terselenggaranya pelaksanaan tata kelola perusahaan yang baik dalam setiap kegiatan usaha Bank pada seluruh tingkatan atau jenjang organisasi.
- Memastikan bahwa Direksi Bank telah menindaklanjuti temuan audit dan rekomendasi dari SKAI, auditor eksternal, hasil pengawasan regulator.
- Membentuk Komite Audit, Komite Pemantau Risiko, dan Komite Remunerasi dan Nominasi , serta memastikan ketiga komite tersebut telah menjalankan tugasnya secara efektif.
- Menjamin SKAI dapat melaksanakan tugasnya secara independen.
- Memberikan persetujuan atas kebijakan dan prosedur penerapan program Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme (APU dan PPT), serta melakukan pengawasan atas pelaksanaan tanggung jawab Direksi terhadap program APU dan PPT.
- Menyetujui dan mengevaluasi kebijakan alih daya termasuk penyempurnaannya, termasuk mengevaluasi pertanggungjawaban Direksi atas penerapan manajemen risiko pada alih daya.
- Mengarahkan, memantau dan mengevaluasi rencana strategis Teknologi Informasi (TI) dan kebijakan Bank terkait dengan penyelenggaraan teknologi informasi.
- Memelihara dan memantau tingkat kesehatan Bank serta mengambil langkah-langkah yang diperlukan untuk memelihara dan/atau meningkatkan tingkat kesehatan Bank.

Duties and Responsibilities

The duties and responsibilities of the Board of Commissioners are as follows:

- *Conduct supervision on The Bank's Board of Directors in the implementation of The Bank's policies, duties and responsibilities of the Board of Directors as stipulated in the GMS Resolutions and all applicable regulations.*
- *Advise the Board of Directors on strategic matters relating to The Bank's business activities.*
- *Direct, monitor, and evaluate the implementation of The Bank's strategic policies.*
- *Report to the Financial Services Authority (OJK) no later than 7 (seven) days since the date of violation of laws in the financial and banking fields, and for circumstances or estimates of circumstances that may compromise The Bank's business continuity.*
- *Implement oversight of The Bank's business plan conducted by the Board of Directors.*
- *Evaluate the Board of Directors' accountability for the implementation of The Bank's risk management policy.*
- *Provide approval on the appointment and dismissal of the Head of Internal Audit Department (IAD).*
- *Review the audit plan and its implementation process as well as monitor the follow-up of audit results in order to assess the adequacy of internal controls, including the adequacy of the financial reporting process.*
- *Provide reports on oversight duties that have been conducted during the previous financial year to the GMS.*
- *Evaluate audited annual reports for submission in the AGMS.*
- *Monitor the implementation of The Bank's compliance function.*
- *Ensure the implementation of good corporate governance in every business activity of The Bank at all levels of the organization.*
- *Ensure the Board of Directors of The Bank has followed-up on audit findings and recommendations of The Bank's IAD, external auditor, the oversight results by regulators.*
- *Establish the Audit Committee, Risk Monitoring Committee, and Remuneration and Nomination Committee, and ensure the three committees have performed their duties effectively.*
- *Ensure the IAD can carry out its duties independently.*
- *Provide approval on the Anti Money Laundering and Countering the Financing of Terrorism (AML and CFT) policies and procedures, as well as conduct supervision on the implementation of the Board of Directors' responsibilities towards AML and CFT programs.*
- *Approve and evaluate the outsourcing policy and its improvements, including evaluate the responsibility of the Board of Directors on the implementation of risk management on outsourcing.*
- *Direct, monitor and evaluate the strategic plan of Information Technology (IT) and The Bank's policy related to the implementation of information technology.*
- *Maintain and monitor The Bank's soundness rating and take necessary measures to maintain and/or to increase the soundness rating of The Bank.*

- Sendiri dan/atau bersama-sama dengan Direksi dan/ atau pemegang saham pengendali wajib menyampaikan rencana tindakan (*action plan*) kepada OJK yang memuat langkah-langkah perbaikan yang wajib dilaksanakan oleh Bank dalam rangka mengatasi permasalahan yang signifikan yang dihadapi oleh Bank beserta target waktu penyelesaiannya.
- Melakukan pengawasan aktif terhadap penerapan manajemen risiko dalam kegiatan keagenan produk keuangan luar negeri.
- Memantau dan memberikan persetujuan kepada Direksi untuk menetapkan kebijakan dan prosedur tentang transparansi penggunaan data pribadi nasabah serta kebijakan dan prosedur tentang transparansi informasi produk Bank.

Laporan Pelaksanaan Tugas Dewan Komisaris Tahun 2019

Dewan Komisaris telah melakukan pengawasan terhadap pelaksanaan rencana bisnis yang dijalankan oleh Direksi tahun 2019. Pengawasan dilakukan terhadap aspek-aspek penting antara lain:

- Penilaian Dewan Komisaris tentang aspek kualitatif maupun kuantitatif dari realisasi rencana bisnis, termasuk penilaian faktor-faktor eksternal yang mempengaruhi operasional Bank.
- Hasil penilaian Dewan Komisaris tentang faktor-faktor yang mempengaruhi kinerja Bank.
- Pendapat Dewan Komisaris mengenai upaya untuk meningkatkan kinerja Bank.

Dewan Komisaris telah aktif berperan dalam hal pengawasan operasional Bank. Di tahun 2019, Dewan Komisaris telah mengadakan rapat Dewan Komisaris, di mana terdapat 24 (dua puluh empat) proposal utama yang telah dibahas. Rapat Komite Pemantau Risiko dan Komite Audit yang berada di bawah Dewan Komisaris telah dilaksanakan dengan masing-masing 33 (tiga puluh tiga) topik dan 19 (sembilan belas) topik yang menjadi perhatian utama telah dibahas dan ditinjau. Rapat Komite Remunerasi dan Nominasi yang berada di bawah Dewan Komisaris juga telah dilaksanakan.

Selain itu, untuk memantau masalah-masalah penting di Bank secara tepat, Dewan Komisaris telah mengadakan beberapa pertemuan lainnya seperti penyelesaian NPL, kemajuan migrasi DC/DRC, dan beberapa pembahasan lainnya. Untuk lebih memperkuat komunikasi dan koordinasi antara Dewan Komisaris dan Direksi, diselenggarakan rapat komunikasi Dewan Komisaris dan Direksi.

- Individually and/or collectively with the Board of Directors and/or controlling shareholders, to submit the action plans to OJK, in which contain the remedial measures that must be performed by The Bank in order to address the significant problems faced by The Bank, including their target completion time.*
- Conduct active supervision on the implementation of risk management in the activities of foreign financial product agency.*
- Monitor and provide approval to the Board of Directors to establish policies and procedures on the transparency use of customers personal data, as well as policies and procedures on the transparency of The Bank's product information.*

Report on the Duties Implementation of the Board of Commissioners in 2019

The Board of Commissioners has supervised the implementation of the business plan performed by the Board of Directors in 2019. The supervision is carried out on important aspects such as:

- Assessment of the Board of Commissioners on the qualitative and quantitative aspects of the realization of The Bank's business plan, including the assessment of external factors affecting The Bank's operations.*
- The results of the Board of Commissioners' assessment of the factors affecting The Bank's performance.*
- The opinion of the Board of Commissioners on efforts to improve The Bank's performance.*

The Board of Commissioners has been actively involved in the supervision of The Bank's operations. In 2019, the Board of Commissioners has held the Board of Commissioners meeting, during which 24 (twenty-four) main proposals were discussed. The meetings of the Risk Monitoring Committee and the Audit Committee under the Board of Commissioners have been implemented, with 33 (thirty-three) topics and 19 (nineteen) topics respectively of major concerns being discussed and reviewed. The Remuneration and Nomination Committee meeting under the Board of Commissioners has also been implemented.

In addition, to monitor important issues at The Bank appropriately, the Board of Commissioners has held several other meetings such as NPL settlement, DC/DRC migration progress, and several other discussions. To further strengthen the communication and coordination between the Board of Commissioners and Board of Directors, a communication meeting of the Board of Commissioners and Board of Directors has also been held.

Penilaian Kinerja Komite di Bawah Dewan Komisaris

Berdasarkan Peraturan OJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum, komite telah melaporkan hasil kinerja setiap kuartal kepada Dewan Komisaris dan sudah diterima dengan baik oleh Dewan Komisaris.

Selama tahun 2019, Dewan Komisaris dan anggota komite di bawah Dewan Komisaris melakukan beberapa kegiatan sebagai berikut:

| Tanggal Date | Aktivitas Activity | Dewan Komisaris dan Komite Audit <i>Board of Commissioners and Audit Committee</i> | Tempat Venue |
|------------------------------------|---|--|---|
| 28 Maret 2019 March 28, 2019 | Kunjungan ke Kantor Cabang Bandung, dalam rangka menghadiri <i>internal audit exit meeting</i> . <i>Visit to Bandung Branch Office, to attend the internal audit exit meeting.</i> | Waldy Gutama Anggota Komite Audit <i>Audit Committee Member</i> | Kantor Cabang Bandung <i>Bandung Branch Office</i> |
| 11 April 2019 April 11, 2019 | Kunjungan ke Kantor Cabang Makassar, dalam rangka menghadiri OJK exit meeting. <i>Visit to Makassar Branch Office, to attend the OJK exit meeting.</i> | H. Yunno Kusumo Komisaris Independen <i>Independent Commissioner</i> | Kantor Cabang Makassar <i>Makassar Branch Office</i> |
| 15 April 2019 April 15, 2019 | Kunjungan ke Kantor Cabang Medan, dalam rangka menghadiri <i>internal audit exit meeting</i> . <i>Visit to Medan Branch Office, to attend the internal audit exit meeting.</i> | H. Yunno Kusumo Komisaris Independen <i>Independent Commissioner</i> Ricky Dompas Anggota Komite Audit <i>Audit Committee Member</i> | Kantor Cabang Medan <i>Medan Branch Office</i> |
| 18 Juli 2019 July 18, 2019 | Kunjungan ke Kantor OJK, dalam rangka menghadiri OJK exit meeting. <i>Visit to OJK Office, to attend the OJK exit meeting.</i> | Wang Kun Presiden Komisaris <i>President Commissioner</i> Hendra Widjojo Komisaris Independen <i>Independent Commissioner</i> H. Yunno Kusumo Komisaris Independen <i>Independent Commissioner</i> | Kantor OJK, Jakarta <i>OJK Office, Jakarta</i> |
| 30 Juli 2019 July 30, 2019 | Kunjungan ke Kantor Cabang Surabaya, dalam rangka menghadiri <i>internal audit exit meeting</i> . <i>Visit to Surabaya Branch Office, to attend the internal audit exit meeting.</i> | H. Yunno Kusumo Komisaris Independen <i>Independent Commissioner</i> Waldy Gutama Anggota Komite Audit <i>Audit Committee Member</i> | Kantor Cabang Surabaya <i>Surabaya Branch Office</i> |
| 19 Agustus 2019 August 19, 2019 | Kunjungan ke Kantor Cabang Makassar, dalam rangka menghadiri <i>internal audit exit meeting</i> . <i>Visit to Makassar Branch Office, to attend the internal audit exit meeting.</i> | Ricky Dompas Anggota Komite Audit <i>Audit Committee Member</i> | Kantor Cabang Makassar <i>Makassar Branch Office</i> |

Performance Assessment of the Committees under the Board of Commissioners

In accordance with OJK Regulation No. 55/POJK.03/2016 on the Implementation of Governance for Commercial Banks, the committees have reported their quarterly performance results to the Board of Commissioners and those reports have been well received by the Board of Commissioners.

During 2019, the Board of Commissioners and committee members under the Board of Commissioners conducted several activities as follows:

Dewan Komisaris dan Komite Audit
Board of Commissioners and Audit Committee

Board of Commissioners and Audit Committee

Venue

Komisaris Independen

Komisaris Independen Bank memiliki peranan penting dalam menjaga pelaksanaan pengawasan Dewan Komisaris yang objektif dan memastikan kewajaran terhadap berbagai kepentingan, termasuk kepentingan pemegang saham minoritas.

Kriteria Penentuan Komisaris Independen

Berdasarkan Peraturan OJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum, Komisaris Independen adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/ atau hubungan keluarga dengan anggota Dewan Komisaris lain, anggota Direksi dan/atau pemegang saham pengendali, atau hubungan dengan Bank yang dapat mempengaruhi kemampuan yang bersangkutan untuk bertindak independen.

Peraturan juga mensyaratkan bahwa setidaknya 50% (lima puluh persen) dari anggota Dewan Komisaris adalah Komisaris Independen, dengan ketentuan masa jabatan 2 (dua) periode masa jabatan berturut-turut dan dapat diangkat kembali pada periode selanjutnya sebagai Komisaris Independen dengan ketentuan sebagai berikut:

- Rapat Dewan Komisaris menilai bahwa Komisaris Independen tetap dapat bertindak independen.
- Komisaris Independen menyatakan dalam RUPS mengenai independensi yang bersangkutan.

Bank telah memenuhi peraturan di atas, dengan komposisi keanggotaan Komisaris Independen berjumlah 2 (dua) orang, atau 66,67% (enam puluh enam koma enam puluh tujuh persen) dari jumlah keseluruhan Dewan Komisaris yang sebanyak 3 (tiga) orang, yaitu Hendra Widjojo dan H. Yunno Kusumo.

Pernyataan Independensi Dewan Komisaris

Dewan Komisaris wajib bersifat independen dalam melaksanakan tugasnya termasuk dalam memberikan keputusan strategis terkait Bank yang bebas dari tekanan atau kepentingan pihak tertentu.

Masing-masing anggota Dewan Komisaris Bank wajib menghindari adanya benturan kepentingan dalam bentuk hubungan keuangan maupun hubungan keluarga dengan sesama anggota Dewan Komisaris, Direksi, pemegang saham pengendali, maupun pihak eksternal yang memiliki hubungan bisnis dengan Bank.

Seluruh anggota Dewan Komisaris Bank telah menandatangani surat pernyataan yang menyatakan pemenuhan seluruh kriteria dan independensi jabatannya sesuai kriteria yang disyaratkan oleh peraturan perundang-undangan yang berlaku.

Independent Commissioner

The Independent Commissioners of The Bank have significant roles in promoting objective and fairness supervision in order to maintain the interests of shareholders, including the minorities.

Independent Commissioner Stipulation Criteria

Pursuant to OJK Regulation No. 55/POJK.03/2016 on the Implementation of Governance for Commercial Banks, Independent Commissioners are members of the Board of Commissioners who have no financial relations, management, share ownership and/or family relations with other members of the Board of Commissioners, members of the Board of Directors, and/or controlling shareholders, or any relations with The Bank that may affect the ability of concerned members to act independently.

The regulation also requires that at least 50% (fifty percent) of the Board of Commissioners members are Independent Commissioners, subject to the term of office of 2 (two) periods of consecutive terms and may be reappointed in the following period as an Independent Commissioner with the following provisions:

- *The Board of Commissioners meeting concludes that the Independent Commissioners could still act independently.*
- *The Independent Commissioners state his/her independency in the GMS.*

The Bank has complied with the above regulations, in which the composition of its Independent Commissioners consists of 2 (two) members, or 66.67% (sixty-six-point sixty-seven percent) of the overall total 3 (three) members of the Board of Commissioners, namely Hendra Widjojo and H. Yunno Kusumo.

Independency Statement of the Board of Commissioners

The Board of Commissioners must be independent in carrying out its duties including in providing strategic decisions pertaining with The Bank that are free from pressure or interest of certain parties.

Each member of The Bank's Board of Commissioners must avoid any conflict of interest in the form of financial or family relations with other members of the Board of Commissioners, the Board of Directors, controlling shareholders, or any external party having business relations with The Bank.

All members of The Bank's Board of Commissioners have signed a statement certifying fulfillment of criteria as well as his/her independency of position in accordance with the criteria as set under prevailing regulations.

Dewan Komisaris
Board of Commissioners



DIREKSI

Board of Directors

Direksi adalah organ Bank yang berwenang dan bertanggung jawab penuh atas pengurusan Bank untuk kepentingan Bank, sesuai dengan maksud dan tujuan Bank serta mewakili Bank baik di dalam maupun di luar pengadilan sesuai dengan ketentuan Anggaran Dasar Bank.

Dasar Hukum

Dasar hukum penunjukan, kriteria, kewenangan serta tugas dan tanggung jawab Direksi didasarkan pada:

- Undang-Undang No. 40 Tahun 2007
- POJK No. 55/POJK.03/2016
- Anggaran Dasar

Kriteria & Persyaratan Anggota Direksi

Kriteria dan persyaratan minimum untuk Direksi adalah sebagai berikut:

- Bank diurus dan dipimpin oleh suatu Direksi yang terdiri dari sekurangnya 3 (tiga) Direktur, satu di antaranya akan ditunjuk sebagai Presiden Direktur.
- Presiden Direktur diangkat dari calon yang dinominasikan oleh pemegang saham mayoritas di dalam RUPS.
- Presiden Direktur haruslah seseorang yang independen dari pemegang saham pengendali.
- Mereka yang diangkat sebagai anggota Direksi adalah sebagai berikut:
 - a. Mayoritas anggota Direksi harus Warga Negara Indonesia;
 - b. Mayoritas anggota Direksi harus memiliki setidaknya 5 (lima) tahun pengalaman dalam operasional perbankan sebagai Pejabat Eksekutif Bank;
 - c. Bertempat tinggal di Indonesia dan bersedia tinggal di Indonesia (apabila kandidat adalah warga negara asing);
 - d. Tidak merangkap jabatan sebagai anggota Dewan Komisaris, anggota Direksi atau Pejabat Eksekutif di bank, perusahaan atau institusi lain, kecuali yang telah diatur oleh Anggaran Dasar Bank;
 - e. Tidak secara sendiri-sendiri atau bersama-sama memiliki saham untuk jumlah lebih dari 25% (dua puluh lima persen) dari modal disetor di Bank dan/ atau perseroan terbatas lainnya;
 - f. Anggota Direksi tidak boleh memiliki hubungan keluarga sampai derajat kedua dengan sesama anggota Direksi dan/atau Dewan Komisaris;
 - g. Dalam waktu 5 (lima) tahun sebelum pengangkatannya tidak pernah dinyatakan pailit atau menjadi anggota Direksi atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit, dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan;
 - h. Lulus Uji Kemampuan dan Kepatutan sesuai dengan Peraturan Otoritas Jasa Keuangan (POJK);
- Anggota Direksi harus ditunjuk berdasarkan keputusan yang diambil berdasarkan suara yang setuju lebih dari 2/3 (dua pertiga) dari jumlah suara yang dikeluarkan secara sah di RUPS untuk periode 3 (tiga) tahun dimulai sejak tanggal penunjukan anggota Direksi tersebut dan setelah lulus Uji Kemampuan dan Kepatutan yang dilakukan oleh

The Board of Directors is The Bank's organ that has the authority and is fully responsible for managing The Bank for the interests of The Bank, in accordance with the aims and objectives of The Bank, as well as representing The Bank in both legal and non-legal settings in accordance with the provisions of The Bank's Articles of Association.

Legal Basis

The appointment, criteria, authorities as well as the duties and responsibilities of the Board of Directors refer to:

- Law No. 40 of 2007
- POJK No. 55/POJK.03/2016
- Articles of Association

Board of Directors Criteria & Member Requirements

The minimum requirements for the Board of Directors are:

- *The Bank is managed and chaired by the Board of Directors, which consists of at the very least 3 (three) Directors, with one of which will be appointed as President Director.*
- *President Director is appointed from the nominated candidates by majority shareholders in the GMS.*
- *President Director must be independent from the controlling shareholders.*
- *Those appointed as members of the Board of Directors are as follows:*
 - a. *Majority of the Board of Directors must be Indonesian Citizen;*
 - b. *Majority of the Board of Directors should have minimum 5 (five) years experience in banking operations as The Bank's Executive Officer;*
 - c. *Reside in Indonesia and willing to stay in Indonesia (if the candidate is non-Indonesian citizen);*
 - d. *Do not hold a concurrent position as member of the Board of Commissioners, member of the Board of Directors or Executive Officer in other banks, companies or institutions, except for those stipulated in The Bank's Articles of Association;*
 - e. *Not individually or jointly own more than 25% (twenty-five percent) shares of capital paid to The Bank and/or in other limited liability companies;*
 - f. *Board of Directors members are prohibited to have family relations up to the second degree, with other members of the Board of Directors and/or members of the Board of Commissioners;*
 - g. *Within 5 (five) years prior to the appointment have never been declared bankrupt or became member of the Board of Directors or member of the Board of Commissioners who was declared guilty for causing a company to be bankrupt, convicted of a criminal offense that is detrimental to the country's finances and/or related to financial sector;*
 - h. *Have passed Fit and Proper Test in accordance with the Financial Services Authority Regulations (POJK).*
- *Members of the Board of Directors must be appointed based on the decision taken by agreed votes of more than 2/3 (two-thirds) from legitimate votes at the GMS for a period of 3 (three) years commencing from the date of appointment of concerned members of the Board of Directors and he/she has passed the Fit and Proper Test*

Otoritas Jasa Keuangan (OJK). Anggota Direksi yang masa jabatannya telah berakhir dapat dipilih kembali untuk periode 3 (tiga) tahun selanjutnya.

- Setiap usulan pengangkatan dan/atau penggantian anggota Direksi oleh Dewan Komisaris kepada RUPS, harus memperhatikan rekomendasi Komite Remunerasi dan Nominasi.
- Gaji dan/atau remunerasi lainnya diberikan kepada anggota Direksi, yang jumlahnya ditetapkan oleh RUPS dan wewenang tersebut oleh RUPS dapat dilimpahkan kepada Dewan Komisaris.
- Apabila oleh sebab apa pun jabatan anggota Direksi lowong, RUPS harus diselenggarakan dalam jangka waktu 30 (tiga puluh) hari kalender sejak terjadi lowongan untuk mengisi kekosongan tersebut dengan memperhatikan ketentuan yang berlaku. Masa jabatan dari pihak yang ditunjuk untuk mengisi kekosongan oleh sebab apa pun adalah masa jabatan dari anggota Direksi yang digantikan.
- Seorang anggota Direksi berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksudnya tersebut kepada Bank sekurangnya 30 (tiga puluh) hari kalender sebelum tanggal pengunduran dirinya.
- Jabatan anggota Direksi berakhir apabila:
 - a. Mengundurkan diri sesuai dengan ketentuan pada Anggaran Dasar Bank;
 - b. Masa jabatannya berakhir;
 - c. Tidak lagi memenuhi persyaratan untuk menjabat sesuai perundang-undangan yang berlaku;
 - d. Meninggal dunia;
 - e. Diberhentikan berdasarkan keputusan RUPS; dan
 - f. Dinyatakan pailit oleh Institusi Pengadilan yang telah berkekuatan hukum tetap atau ditaruh di bawah pengampunan berdasarkan suatu keputusan pengadilan.

Rangkap Jabatan

- Anggota Direksi dilarang melakukan rangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris, dan/atau Pejabat Eksekutif pada bank, perusahaan dan/atau lembaga lain baik di Indonesia maupun di luar negeri.
- Tidak termasuk rangkap jabatan dalam hal:
 - Anggota Direksi bertanggung jawab terhadap pengawasan atas penyertaan bank pada perusahaan anak;
 - Menjalankan tugas fungsional menjadi anggota Dewan Komisaris pada perusahaan anak bukan bank yang dikendalikan oleh bank.

Pengangkatan dan Pemberhentian Direksi

Berikut ini adalah mekanisme serta prosedur pengangkatan Direksi Bank:

- Direksi, Dewan Komisaris atau pemegang saham akan memberikan proposal kandidat anggota Direksi kepada Komite Remunerasi dan Nominasi yang akan memproses kandidat lebih lanjut.
- Sebelum diajukan kepada pemegang saham melalui Dewan Komisaris, kandidat akan menjalani proses seleksi. Kandidat yang telah memenuhi kriteria selanjutnya akan diwawancara. Kandidat yang lulus wawancara akan dicek latar belakangnya oleh pihak eksternal dan secara internal.

by the Financial Services Authority (OJK). Members of the Board of Directors whose term of office has ended can be reappointed for the next 3 (three) years

- Every proposal on the appointment and/or changes in the members of the Board of Directors by Board of Commissioners to the GMS must consider the recommendations of the Remuneration and Nomination Committee.
- Salary and/or other remuneration are provided to members of the Board of Directors, which sums are determined by the GMS and such authority may be delegated by the GMS to the Board of Commissioners.
- If for any reasons the position of members of the Board of Directors is vacant, the GMS must be convened within 30 (thirty) calendar days since the occurrence of such vacancy for further replacement by considering the applicable rules. The office term of the appointment for replacement due to any reasons is following the tenure of the replaced member of the Board of Directors.
- A member of the Board of Directors has the rights to tender his/her resignation from a position by written notice of his/her intentions to The Bank at least 30 (thirty) calendar days prior to his/her date of resignation.
- The tenure of members of the Board of Directors ends if:
 - a. Resigned in accordance with the provisions of The Bank's Articles of Association;
 - b. Term of office is over;
 - c. No longer meet the requirements to perform according to prevailing laws and regulations;
 - d. Passed away;
 - e. Dismissed pursuant to the GMS resolution; and
 - f. Declared bankrupt by Court Institution which has permanent legal force or is put under pardon based on a court decision.

Multiple Board Memberships

- Members of the Board of Directors are prohibited to have a concurrent position as member of the Board of Directors, member of the Board of Commissioners, and/or Executive Officer at other banks, companies and/or institutions both in Indonesia or in foreign countries.
- Conditions which do not fall as concurrent positions:
 - The Board of Directors member performs the monitoring function in subsidiary company of the bank.
 - Performs functional responsibility as member of the Board of Commissioners in non-bank subsidiary company that is controlled by the bank.

Appointment and Dismissal of the Board of Directors

The following are mechanisms and procedures for the appointment of members of The Bank's Board of Directors:

- The Board of Directors, Board of Commissioners or shareholders will give proposal of candidates for the Board of Directors member to the Remuneration and Nomination Committee who will then process the candidate.
- Prior to be proposed to shareholders through the Board of Commissioners, the candidates will go through the selection process. Those who meet the criteria will be arranged for interview. Candidates who pass the interview will get his/her background check by external party and internally.

- Setelah melakukan beberapa proses seleksi di atas, kandidat yang terpilih akan dinominasikan oleh Komite Remunerasi dan Nominasi kepada Dewan Komisaris yang kemudian akan diajukan kepada RUPS.
- Setelah menerima persetujuan awal dari pemegang saham, kandidat akan diatur untuk menjalani Uji Kemampuan dan Kepatuhan oleh regulator, tes kesehatan, dan bentuk pemeriksaan lainnya yang akan dilakukan oleh pemegang saham maupun Bank.
- Kandidat yang telah lolos akan diusulkan oleh Dewan Komisaris dan Direksi untuk ditunjuk oleh pemegang saham. Proposal akan termasuk di dalamnya paket remunerasi untuk kandidat anggota Direksi.
- Berdasarkan persetujuan dari pemegang saham, Departemen Sumber Daya Manusia akan memberikan penawaran kepada kandidat anggota Direksi.
- Setelah meninjau proposal dari Dewan Komisaris, dan persetujuan penawaran dari kandidat anggota Direksi, maka pemegang saham akan melakukan RUPS untuk memutuskan secara formal anggota baru dan komposisi baru dari anggota Direksi termasuk di dalamnya persetujuan atas paket remunerasi untuk anggota Direksi yang baru.
- Persetujuan RUPS akan berupa keputusan pemegang saham atau risalah rapat dari RUPS atau cara lain yang diatur dalam Anggaran Dasar Bank.
- Berdasarkan keputusan tersebut, Departemen Sumber Daya Manusia akan mempersiapkan surat pemberitahuan kepada regulator mengenai perubahan komposisi Direksi.
- Untuk kandidat yang datang dari pemegang saham atau dari internal (Pejabat Eksekutif Bank), proses seleksi secara umum akan berlaku sama. Kecuali untuk beberapa poin yang mungkin tidak berlaku untuk kandidat yang berasal dari ICBC Limited seperti disebutkan di atas.

- After going through the above selection process, the chosen candidate will be nominated by the Remuneration and Nomination Committee to the Board of Commissioners, who will then propose to the GMS.
- After receiving the initial approval from the shareholders, the candidate will be arranged to undergo the Fit and Proper Test by regulators, medical check-up, and other forms of inspection that will be carried out by the shareholders and The Bank.
- Candidate who has passed the aforementioned process will be proposed by the Board of Commissioners and the Board of Directors to be appointed by the shareholders. The proposal will include the remuneration package for the candidate of the Board of Directors member.
- Based on the approval from the shareholders, the Human Resources Department will give the offer to candidate of the Board of Directors member.
- After reviewing the proposal from the Board of Commissioners and approving the offer from the candidate of the Board of Directors member, the shareholders will hold a GMS to formally decide a new member and new composition of the Board of Directors members, including the approval of the remuneration package for new Board of Directors member.
- The agreement will be in the form of shareholders' resolution or The GMS Minutes of Meeting (MoM) or other methods stipulated in The Bank's Articles of Association.
- Based on the above-mentioned decision, the Human Resources Department will prepare a notification letter to the regulators regarding changes in the composition of the Board of Directors.
- For candidates who are the shareholders or internal parties (Executive Officers of The Bank), the same general selection process applies, except for some points, which may not apply to candidates from ICBC Limited as mentioned above.

Proses Pengangkatan dan Pemberhentian Anggota Direksi Appointment and Dismissal of Members of the Board of Directors



Susunan dan Komposisi Direksi Tahun 2019

Komposisi Direksi Bank telah memperhitungkan dan disesuaikan dengan kondisi Bank dimana masing-masing anggota Direksi memiliki kemampuan sesuai kebutuhan Bank dalam menjalankan tugasnya baik secara individu maupun kolektif.

Jumlah anggota Direksi Bank per 31 Desember 2019 sebanyak 6 (enam) orang dan masing-masing memiliki pengalaman yang baik di bidang perbankan. Seluruh anggota Direksi Bank berdomisili di Indonesia dan memiliki integritas serta kompetensi yang memadai sesuai dengan persyaratan Uji Kemampuan dan Kepatutan regulator.

Board of Directors Structure and Composition in 2019

The composition of the Board of Directors has taken into account and in accordance with The Bank's condition whereby each member of the Board of Directors has the ability based on The Bank's needs to perform the duty both individually and collectively.

As of December 31, 2019, The Bank's Board of Directors consists of 6 (six) members and respectively has good experience in banking. All members of The Bank's Board of Directors are domiciled in Indonesia and have adequate integrity and competence in accordance with regulatory requirements on the Fit and Proper Test.

| Nama <i>Name</i> | Jabatan <i>Position</i> | Periode <i>Period</i> | Dasar Penunjukan <i>Appointment Legal Basis</i> |
|----------------------|--|--|--|
| Zhang Jinxing | Presiden Direktur <i>President Director</i> | 20 April 2018 - sekarang <i>April 20, 2018 - current</i> | Akta pengangkatan No. 108 tanggal 13 Desember 2017 <i>Deed of appointment No. 108 dated December 13, 2017</i> |
| Yu Guangzhu | Direktur <i>Director</i> | 13 Mei 2014 - sekarang <i>May 13, 2014 - current</i> | Akta pengangkatan No. 118 tanggal 13 Mei 2014 <i>Deed of appointment No. 118 dated May 13, 2014</i> |
| Jeff S.V. Eman | Direktur <i>Director</i> | 30 Juni 2015 - sekarang <i>June 30, 2015 - current</i> | Akta pengangkatan No. 417 tanggal 30 Juni 2015 <i>Deed of appointment No. 417 dated June 30, 2015</i> |
| Xin Haiyan | Direktur <i>Director</i> | 13 April 2017 - 24 Agustus 2019 <i>April 13, 2017 - August 24, 2019</i> | Xin Haiyan mengundurkan diri sebagai Direktur efektif sejak tanggal 24 Agustus 2019 Akta No. 8 tanggal 1 November 2019 <i>Xin Haiyan officially resigned as Director as of August 24, 2019 The Deed No. 8 dated November 1, 2019</i> |
| Thomas Arifin | Direktur <i>Director</i> | 22 Februari 2016 - sekarang <i>February 22, 2016 - current</i> | Akta pengangkatan No. 135 tanggal 22 Februari 2016 <i>Deed of appointment No. 135 dated February 22, 2016</i> |
| Sandy T. Muliana | Direktur <i>Director</i> | 24 November 2009 - sekarang <i>November 24, 2009 - current</i> | Akta pengangkatan No. 35 tanggal 24 November 2009 <i>Deed of appointment No. 35 dated November 24, 2009</i> |
| Fransisca Nelwan Mok | Direktur <i>Director</i> | 13 April 2017 - sekarang <i>April 13, 2017 - current</i> | Akta pengangkatan No. 71 tanggal 13 April 2017 <i>Deed of appointment No. 71 dated April 13, 2017</i> |

Uji Kemampuan dan Kepatutan

Sebagai bentuk kepatuhan dan komitmen terhadap GCG, proses penetapan Direksi Bank dilakukan melalui Uji Kemampuan dan Kepatutan yang dilaksanakan oleh Otoritas Jasa Keuangan (OJK). Bank mengajukan dan melengkapi *administrative compliance checklist* kepada OJK yang ditandatangani oleh Direktur yang membawahi fungsi kepatuhan.

Seluruh anggota Direksi Bank telah lulus Uji Kemampuan dan Kepatutan oleh regulator melalui keputusan di bawah ini:

| Nama Name | Jabatan Position | Surat Uji Kemampuan dan Kepatutan Letter of Fit and Proper Test |
|----------------------|--|---|
| Zhang Jinxing | Presiden Direktur President Director | Surat No. SR-58/PB.12/2018 tanggal 6 April 2018 Letter No. SR-58/PB.12/2018 dated April 6, 2018 |
| Yu Guangzhu | Direktur - Kredit Director - Credit | Surat No. SR-48/D.03/2014 tanggal 8 April 2014 Letter No. SR-48/D.03/2014 dated April 8, 2014 |
| Jeff S.V. Eman | Direktur - Operasional Director - Operations | Surat No. SR-4/D.03/2015 tanggal 5 Januari 2015 Letter No. SR-4/D.03/2015 dated January 5, 2015 |
| Thomas Arifin | Direktur - Marketing Director - Marketing | Surat No. SR-190/D.03/2015 tanggal 15 Oktober 2015 Letter No. SR-190/D.03/2015 dated October 15, 2015 |
| Sandy T. Muliana | Direktur - Kepatuhan Director - Compliance | Surat No. 11/109/GBI/DPIP/Rahasia tanggal 21 Agustus 2009 Letter No. 11/109/GBI/DPIP/Rahasia dated August 21, 2009 |
| Fransisca Nelwan Mok | Direktur - Sumber Daya Manusia Director - Human Resources | Surat No. SR-22/PB.12/2017 tanggal 8 Februari 2017 Letter No. SR-22/PB.12/2017 dated February 8, 2017 |

Program Orientasi Direksi Baru

Anggota Direksi yang baru ditunjuk wajib diberikan program pengenalan mengenai Bank dan dilakukan sesegera mungkin setelah pengangkatannya. Tanggung jawab untuk mengadakan program pengenalan bagi Direksi yang baru berada pada Presiden Direktur, atau jika Presiden Direktur berhalangan, maka tanggung jawab pelaksanaan program pengenalan tersebut berada pada Direksi yang ada. Program pengenalan ini dapat dilaksanakan dalam bentuk presentasi/seminar/workshop, pertemuan, kunjungan ke lokasi, pengkajian dokumen atau bentuk lainnya yang dianggap sesuai.

Program pengenalan kepada anggota Direksi baru mencakup hal-hal sebagai berikut:

- Gambaran mengenai Bank berkaitan dengan visi dan misi, nilai dan budaya Bank, tujuan dan strategi Bank, kinerja keuangan dan operasi, rencana usaha jangka pendek dan jangka panjang, aplikasi teknologi informasi, manajemen risiko, kondisi persaingan usaha, dan masalah strategis lainnya.

Fit and Proper Test

As a form of compliance and commitment to GCG, the process of determining The Bank's Board of Directors is carried out through the Fit and Proper Test conducted by the Financial Services Authority (OJK). This is done through The Bank's proposal that has filled out an administrative compliance checklist to OJK, signed by the Director in charge of the compliance function.

All members of The Bank's Board of Directors have passed the Fit and Proper Test by regulators through the following decrees:

Board of Directors' Orientation Program

A newly appointed member of the Board of Directors must be provided an induction program regarding The Bank and the program must be conducted immediately following the appointment. The responsibility to hold an induction program for a new member of the Board of Directors lies on the President Director, or in the event that the President Director is absent, then the responsibility for the implementation of induction program rests with the existing Directors. This induction program can be carried out in the form of presentations/seminars/workshops, meetings, site visits, document review, or any other forms deemed appropriate.

The induction program for the new member of the Board of Directors includes the following:

- Description on The Bank's vision and mission, values and culture, The Bank's goals and strategies, financial and operating performance, short-term and long-term business plans, information technology applications, risk management, business competition conditions, and other strategic issues.

- Penjelasan mengenai tugas dan tanggung jawab Dewan Komisaris, Direksi, serta komite di bawah Dewan Komisaris dan komite di bawah Direksi.
- Penjelasan mengenai pemangku kepentingan utama Bank dan tanggung jawab sosial Bank.
- Sistem pengendalian internal, sistem audit dan temuan audit yang belum ditindak lanjuti secara tuntas serta kasus hukum yang melibatkan Bank.
- Pelaksanaan GCG di lingkungan Bank.

Pelatihan dan Pengembangan Kompetensi

Bank memiliki kebijakan terkait pengembangan dan peningkatan kompetensi Direksi, yang dilakukan melalui berbagai pelatihan dan pendidikan. Daftar pelatihan dan pengembangan kompetensi Direksi dapat dilihat dalam Bab "Profil Perusahaan" pada Laporan Tahunan ini.

Pedoman dan Tata Tertib Kerja Direksi

Bank memiliki pedoman dan tata tertib kerja bagi Direksi (*Board Charter*) yang telah disahkan pada 30 Juni 2015, yang bersifat mengikat bagi setiap anggota Direksi.

Board Charter berfungsi sebagai pedoman bagi masing-masing anggota Direksi untuk menjaga hubungan kerja yang profesional dan produktif secara efisien dalam menjalankan tugasnya serta untuk memahami peran serta wewenang masing-masing.

Tugas dan Tanggung Jawab

Berkaitan dengan pelaksanaan tugas, Direksi Bank mengacu pada pedoman dan tata tertib Direksi berdasarkan Undang-Undang No. 40 Tahun 2007 tanggal 16 Agustus 2007 tentang Perseroan Terbatas; POJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum; serta Anggaran Dasar Bank.

Tanggung Jawab

Direksi Bank bertanggung jawab dalam hal-hal sebagai berikut:

- Bertanggung jawab penuh atas pelaksanaan kepengurusan Bank untuk kepentingan dan tujuan Bank.
- Bertanggung jawab penuh atas pelaksanaan tugas kepada pemegang saham melalui RUPS.
- Wajib mengelola Bank sesuai dengan kewenangan dan tanggung jawab Direksi sebagaimana diatur dalam Anggaran Dasar dan peraturan perundang-undangan.
- Wajib menerapkan prinsip-prinsip tata kelola yang baik dalam setiap kegiatan usaha Bank pada seluruh tingkatan atau jenjang organisasi.
- Direksi paling sedikit wajib membentuk Satuan Kerja Audit Internal (SKAI); Satuan Kerja Manajemen Risiko (SKMR) dan Komite Manajemen Risiko; dan Satuan Kerja Kepatuhan.
- Wajib menciptakan struktur pengendalian internal, menjamin terselenggaranya fungsi audit internal dalam setiap tingkatan manajemen dan menindaklanjuti temuan audit dan rekomendasi dari SKAI Bank, auditor eksternal, hasil pengawasan OJK dan/atau otoritas lain, serta melaporkan kegiatan tersebut kepada RUPS.
- Wajib mengungkapkan kepada pegawai mengenai kebijakan Bank yang bersifat strategis di bidang kepegawaian.
- Wajib menyediakan data dan informasi yang akurat, relevan dan tepat waktu kepada Dewan Komisaris.
- Mendorong terciptanya budaya kepatuhan melalui perumusan strategi, kebijakan kepatuhan, menetapkan

- *Description on the duties and responsibilities of the Board of Commissioners, the Board of Directors, as well as the committees under the Board of Commissioners and committees under the Board of Directors.*
- *Description on The Bank's key stakeholders and The Bank's social responsibility.*
- *Internal control system, audit system and audit findings that have not been followed-up completely, as well as legal cases involving The Bank.*
- *Implementation of GCG within The Bank.*

Training and Development of Competency

The Bank has its own policy related to the development and enhancement of the Board of Directors competency, which are conducted through various trainings and workshops. The trainings and development of the Board of Directors competency can be referred to the "Company Profile" section in this Annual Report.

Board of Directors Board Charter

The Bank has in place the guidelines and working procedures for the Board of Directors (*Board Charter*), which was ratified on June 30, 2015 and binding on each member of the Board of Directors.

The Board Charter serves as a guideline for each member of the Board of Directors to maintain professional and productive working relations in an efficient manner in performing their duties as well as understanding each roles and authorities.

Duties and Responsibilities

In implementing its duties, the Board of Directors of The Bank refers to the *Board Charter*, which are based on Law No. 40 of 2007 dated August 16, 2007 concerning Limited Liability Company; POJK No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks; and The Bank's Articles of Association.

Responsibilities

The Bank's Board of Directors is responsible for the following matters:

- Fully responsible for the execution of The Bank's management in the interests and objectives of The Bank.
- Fully responsible for the performance of duties to shareholders through the GMS.
- Responsible to manage The Bank in accordance with the authorities and responsibilities of the Board of Directors as stipulated in the Articles of Association, laws and regulations.
- Responsible to apply the good governance principles in each of The Bank's business activities at all levels of the organization.
- The Board of Directors must at least form the Internal Audit Department (IAD); Risk Management Unit (SKMR) and Risk Management Committee; and Compliance Unit.
- Responsible to establish internal control structures, ensure the implementation of The Bank's internal audit function at all levels of management and follow-up on audit findings and recommendations of The Bank's IAD, external auditor, the oversight results by OJK and/or other authorities, and report those activities to the GMS.
- Responsible to inform the employees on The Bank's strategic policies in the area of employment.
- Responsible to provide data and information in an accurate, relevant, and timely manner to the Board of Commissioners.
- Encourage the creation of compliance culture through strategy formulation, compliance policy, compliance

- sistem dan prosedur kepatuhan, dan memastikan bahwa seluruh kebijakan, ketentuan, sistem, dan prosedur, serta kegiatan usaha yang dilakukan Bank telah sesuai dengan ketentuan OJK dan peraturan perundang-undangan.
- Meminimalkan risiko kepatuhan Bank.
 - Sesuai dengan POJK No. 46/POJK.03/2017, Direktur yang membawahi fungsi kepatuhan wajib melaporkan pelaksanaan tugas dan tanggung jawabnya kepada Presiden Direktur dengan tembusan kepada Dewan Komisaris, serta menyampaikan laporan kepada OJK tentang pelaksanaan tugasnya.
 - Memastikan bahwa Bank memiliki kebijakan dan prosedur penerapan program APU dan PPT, serta melakukan pengawasan atas kepatuhan unit kerja yang dibentuk dalam menerapkan program APU dan PPT.
 - Menyusun dan menyempurnakan kebijakan dan prosedur alih daya, termasuk memantau, mengevaluasi, dan bertanggung jawab atas penerapan manajemen risiko atas alih daya.
 - Menetapkan rencana strategis Teknologi Informasi (TI) dan kebijakan Bank terkait penggunaan teknologi informasi, dan memastikan penerapan proses manajemen risiko dalam penggunaan teknologi informasi dilaksanakan secara memadai dan efektif.
 - Memelihara dan memantau tingkat kesehatan Bank serta mengambil langkah-langkah yang diperlukan untuk memelihara dan/atau meningkatkan tingkat kesehatan Bank.
 - Sesuai dengan POJK No. 4/POJK.03/2016, Direksi bersama-sama dengan Dewan Komisaris, dan/atau pemegang saham pengendali wajib menyampaikan rencana tindakan (*action plan*) kepada OJK.
 - Menetapkan rencana, kebijakan dan prosedur Bank untuk aktivitas keagenan produk keuangan luar negeri, termasuk memantau dan mengevaluasinya.
 - Menetapkan kebijakan dan prosedur tertulis terkait transparansi informasi produk Bank dan penggunaan data pribadi nasabah.
 - Menyusun dan melaksanakan rencana bisnis secara efektif, dan mengkomunikasikan rencana bisnis kepada pemegang saham Bank dan seluruh jenjang organisasi yang ada pada Bank.
 - Menyusun kebijakan dan strategi manajemen risiko secara tertulis dan komprehensif, serta bertanggung jawab atas pelaksanaan kebijakan manajemen risiko dan eksposur risiko yang diambil oleh Bank secara keseluruhan.
 - Direksi bersama-sama dengan Dewan Komisaris Bank wajib menumbuhkan budaya dan kepedulian *anti-fraud* pada seluruh jajaran organisasi Bank.
 - Wajib menilai dan memantau kualitas aset, serta mengambil langkah-langkah yang diperlukan agar kualitas aset senantiasa baik.
 - Menyusun kebijakan remunerasi yang paling sedikit memuat struktur remunerasi, skala remunerasi berdasarkan tingkat dan jabatan, serta komponen remunerasi, termasuk metode dan mekanisme penetapan remunerasi.

Pembagian Lingkup Tugas Anggota Direksi

Dalam menjalankan tugasnya, setiap anggota Direksi memiliki lingkup tugas dan tanggung jawab masing-masing yaitu:

systems and procedures, and ensure that all policies, regulations, systems, procedures and business activities conducted by The Bank are in compliance with the provisions of OJK, laws and regulations.

- *Minimize The Bank compliance risk.*
- *In reference to POJK No. 46/POJK.03/2017, the Director in charge of compliance function must report the execution of its duties and responsibilities to the President Director with copies to the Board of Commissioners, and submit a report to OJK concerning the performance of its duties.*
- *Ensure that The Bank has policies and procedures for implementing AML and CFT programs, and supervise the compliance of established work units in implementing the AML and CFT programs.*
- *Develop and refine the outsourcing policies and procedures, including monitoring, evaluating, and being responsible for the implementation of risk management on outsourcing.*
- *Establish the strategic plan of Information Technology (IT) and The Bank's policy regarding the use of information technology and ensure that the implementation of risk management process in the use of information technology is carried out adequately and effectively.*
- *Maintain and monitor The Bank's soundness rating and take necessary measures to maintain and/or to increase the soundness rating of The Bank.*
- *Pursuant to POJK No. 4/POJK.03/2016, the Board of Directors together with the Board of Commissioners and/or controlling shareholders must submit the action plans to OJK.*
- *Establish The Bank's plans, policies and procedures for the activities of foreign financial product agency, including its monitoring and evaluation.*
- *Establish the policies and procedures on the transparency of The Bank's product information, as well as the use of customers personal data.*
- *Prepare and implement the business plan effectively, and to communicate the business plan to The Bank's shareholders and all levels of the organization in The Bank.*
- *Develop the risk management policy and strategy comprehensively in writing and be responsible for the implementation of risk management policy and risk exposure taken by The Bank as a whole.*
- *The Board of Directors together with the Board of Commissioners of The Bank must foster the culture of and concern for anti-fraud in all levels of The Bank's organization.*
- *Responsible to assess and monitor the assets quality, including taking the necessary measures to ensure well-maintained assets quality.*
- *Develop remuneration policy containing at least the remuneration structure, remuneration scale based on level and position, and remuneration component, as well as method and mechanism for determining remuneration.*

Board of Directors Delegation of Duties

In performing their duties, the members of the Board of Directors have their respective duties and responsibilities as follows:

| Nama Name | Jabatan Position | Lingkup Tugas dan Tanggung Jawab <i>Scope of Duties and Responsibilities</i> |
|----------------------|--|--|
| Zhang Jinxing | Presiden Direktur <i>President Director</i> | <i>Financial Management</i> <i>Internal Audit</i> <i>Strategy Management and Investor Relation</i> Corporate Banking I (temporary) <i>Credit Management</i> <i>Credit Review</i> Trade Finance (temporary) <i>Information Technology</i> <i>Management Information and Accounting</i> <i>Loan Operation</i> <i>Operation Management</i> <i>Bills Center</i> <i>Global Market</i> <i>SME Banking</i> <i>Consumer Banking</i> <i>Branches</i> Corporate Banking II (temporary) Corporate Banking Surabaya (temporary) <i>Compliance</i> <i>Anti Money Laundering</i> <i>Risk Management</i> <i>Human Resources</i> <i>General Affairs</i> <i>Special Asset Management</i> <i>Legal</i> |
| Yu Guangzhu | Direktur <i>Director</i> | |
| Jeff S.V. Eman | Direktur <i>Director</i> | |
| Thomas Arifin | Direktur <i>Director</i> | |
| Sandy T. Muliana | Direktur <i>Director</i> | |
| Fransisca Nelwan Mok | Direktur <i>Director</i> | |

Pernyataan Independensi Direksi

Direksi Bank wajib bersifat independen dalam memutuskan hal-hal terkait kepentingan Bank.

Masing-masing anggota Direksi wajib menghindari adanya benturan kepentingan dari pihak manapun termasuk hubungan keuangan dan hubungan keluarga dengan sesama anggota Direksi, Dewan Komisaris, pemegang saham pengendali maupun pihak eksternal yang memiliki hubungan bisnis dengan Bank.

Seluruh anggota Direksi Bank telah menandatangani surat pernyataan yang menyatakan pemenuhan seluruh kriteria dan independensi jabatannya sesuai kriteria yang disyaratkan oleh peraturan perundang-undang yang berlaku.

Independency Statement of the Board of Directors

The Bank's Board of Directors must be independent in deciding matters concerning the interests of The Bank.

Each member of The Bank's Board of Directors must avoid any conflict of interest from any party including financial and family relations with other members of the Board of Directors, the Board of Commissioners, controlling shareholders or any external party having business relations with The Bank.

All members of The Bank's Board of Directors have signed a statement certifying fulfillment of criteria as well as his/her independency of position in accordance with the criteria as set under prevailing regulations.

Direksi

Board of Directors



PENILAIAN PENERAPAN GCG 2019 TERHADAP DEWAN KOMISARIS DAN DIREKSI

2019 GCG Assessment for the Board of Commissioners and Board of Directors

Bank melakukan *self-assessment* terhadap penerapan GCG tahun 2019 sejalan dengan periode penilaian *Risk-Based Bank Rating* (RBBR) yang dilakukan setiap semester sebagaimana dimaksud dalam Surat Edaran OJK No. 13/SEOJK.03/2017 tentang Pelaksanaan Tata Kelola Bagi Bank Umum.

Berdasarkan acuan tersebut, Bank melakukan *self-assessment* secara berkala terhadap 11 (sebelas) faktor penilaian penerapan GCG, di mana 2 (dua) faktor di dalamnya merupakan Dewan Komisaris dan Direksi, yaitu:

1. Pelaksanaan tugas dan tanggung jawab Dewan Komisaris.
2. Pelaksanaan tugas dan tanggung jawab Direksi.

Hasil *self-assessment* tahun 2019 terhadap kedua aspek di atas menunjukkan berfungsinya perangkat organ Dewan Komisaris dan Direksi, dengan hasil sebagai berikut:

| Faktor Penilaian Penerapan GCG GCG Assessment Factors | Skor Score |
|---|---------------|
| Pelaksanaan tugas dan tanggung jawab Dewan Komisaris <i>The Board of Commissioners' duties and responsibilities implementation</i> | 1 |
| Pelaksanaan tugas dan tanggung jawab Direksi <i>The Board of Directors' duties and responsibilities implementation</i> | 2 |

Realisasi/Tindak Lanjut atas Hasil Rekomendasi | Realization/Follow-up on Recommendations

| Rekomendasi Atas Assessment Penerapan GCG Tahun 2018 & 2019 <i>Recommendations on the GCG Implementation Assessment in 2018 & 2019</i> | Tindak Lanjut pada 2019 <i>Follow-up in 2019</i> | | |
|--|---|--|---|
| | Status | Periode Tindak Lanjut <i>Follow-up Period</i> | Bentuk Realisasi/Tindak Lanjut <i>Realization/Follow-up Actions</i> |
| Aspek Dewan Komisaris <i>Board of Commissioners Aspect</i> Pengelolaan pemanfaatan TKA yang melakukan fungsi sebagaimana konsultan/tenaga ahli tidak memenuhi prinsip <i>transparency</i> dan <i>responsibility</i> karena tidak diadministrasikan dengan baik sehingga tidak diketahui tujuan, jangka waktu dan manfaat dari kunjungan/kedatangan TKA dimaksud. <i>The management of utilization of foreign workers who perform as consultants/experts does not meet the principles of transparency and responsibility, due to the lack of administration process so that the purpose, time period, and benefit of the visit/arrival of those foreign workers are unknown.</i> | • | 2019 | Bank telah menerbitkan SOP terkait dengan Kebijakan Tenaga Kerja Asing dan Tamu Asing. <i>The Bank has issued SOPs related to Foreign Workers and Foreign Guests Policy.</i> |

| Rekomendasi Atas Assessment Penerapan GCG Tahun 2018 & 2019 <i>Recommendations on the GCG Implementation Assessment in 2018 & 2019</i> | Tindak Lanjut pada 2019 <i>Follow-up in 2019</i> | | |
|---|---|--|---|
| | Status | Periode Tindak Lanjut <i>Follow-up Period</i> | Bentuk Realisasi/Tindak Lanjut <i>Realization/Follow-up Actions</i> |
| Aspek Direksi <i>Board of Directors Aspect</i> | | | |
| Kerja sama <i>bancassurance</i> pada model bisnis referensi dalam rangka produk Bank belum dilaporkan sesuai ketentuan. <i>Bancassurance cooperation on the reference business model in the framework of The Bank products has not been reported in accordance with the provisions.</i> | • | 2019 | Bank telah melaporkan kerja sama <i>bancassurance</i> pada model bisnis referensi kepada OJK. <i>The Bank has reported bancassurance cooperation on the reference business model to OJK.</i> |
| Rencana Strategis TI (RSTI) Bank periode 2018 sampai dengan 2021 belum sesuai dengan POJK MRTI karena beberapa aplikasi masih menggunakan DC dan DRC offshore. <i>The Bank's IT Strategic Plan (RSTI) for the period of 2018 to 2021 is not in line with POJK MRTI due to some applications still using offshore DC and DRC.</i> | • | 2019 | Bank telah mengirimkan laporan RSTI sesuai dengan POJK MRTI kepada OJK. <i>The Bank has sent RSTI report to OJK in accordance with POJK MRTI.</i> |
| Kelemahan pengelolaan <i>user access</i> dan perubahan parameter pada sistem FMBM (treasury). <i>Weakness in managing user access and parameters updates on FMBM (treasury) system.</i> | • | 2019 | Bank telah mengatur untuk pengelolaan <i>user access</i> FMBM dilakukan oleh Departemen Tekhnologi Informasi. <i>The Bank has arranged FMBM user access management to be conducted by the Information Technology Department.</i> |

● telah ditindaklanjuti | has been followed-up
 ○ belum ditindaklanjuti | yet to be followed-up

Penilaian Kinerja Dewan Komisaris dan Direksi

Metode/Mekanisme Penilaian

Penilaian faktor GCG merupakan penilaian terhadap kualitas manajemen Bank atas pelaksanaan prinsip GCG, dengan memperhatikan signifikansi atau materialitas suatu permasalahan terhadap penerapan GCG secara *bank-wide*, sesuai skala, karakteristik dan kompleksitas usaha Bank. Penilaian tersebut dikelompokkan dalam suatu *governance system* yang terdiri dari 3 (tiga) aspek *governance*, yaitu: *governance structure*, *governance process*, dan *governance outcome*.

Hasil Penilaian

Struktur Tata Kelola

- Seluruh anggota Direksi memiliki integritas, kompetensi dan reputasi keuangan yang memadai.
- Seluruh Komisaris Independen tidak ada yang memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan hubungan keluarga dengan anggota Dewan Komisaris lainnya, Direksi, dan/atau pemegang saham pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen.
- Dewan Komisaris dan Direksi memiliki sarana mekanisme komunikasi melalui BOC - BOD *communication meeting* yang dilaksanakan secara berkala. Pada pertemuan tersebut, dibahas hal-hal terkini yang berkaitan dengan perkembangan perusahaan maupun permasalahan yang dihadapi.
- Frekuensi komunikasi dan pemantauan oleh Dewan Komisaris mengenai kondisi Bank (tingkat koreksi terhadap audit OJK, manajemen risiko dan APU) telah meningkat.

Board of Commissioners and Board of Directors Performance Assessment

Assessment Methods/Mechanisms

The GCG factors assessment is the assessment of The Bank management quality in implementing GCG principles, by taking into account the significance or materiality of an issue to the implementation of GCG bank-wide, based on the scale, characteristics and complexity of The Bank's business. The assessment is grouped into a governance system comprising 3 (three) aspects of governance: *governance structure*, *governance process*, and *governance outcome*.

Assessment Results

Governance Structure

- All members of the Board of Directors have integrity, competency, and adequate financial reputation.
- All Independent Commissioners do not have financial relations, management, share ownership, and family relations with the other members of the Board of Commissioners, Board of Directors, and/or controlling shareholders or any relations with The Bank, which may affect their ability to act independently.
- The Board of Commissioners and Board of Directors have communication mechanism through the BOC - BOD *communication meeting* which is conducted regularly. At the meeting, current matters related to the company development as well as issues were discussed.
- The frequency of communication and monitoring by the Board of Commissioners regarding The Bank conditions (OJK audit rectification rate, risk management, and AML concerns) has been improved.

- Bank telah melakukan perbaikan terhadap struktur tata kelola, terutama pada komposisi Direksi dan struktur organisasi.
- Bank telah memperbarui kebijakan dan prosedur terkait *risk appetite* dan mitigasi untuk penerimaan kredit.
- Bank telah mentransparansikan kondisi keuangan kepada *stakeholders* termasuk mengumumkan laporan keuangan secara triwulan dan telah melaporkannya kepada OJK, Bank Indonesia atau *stakeholders* sesuai dengan peraturan yang berlaku.
- Bank telah menerbitkan kebijakan dan prosedur terkait rencana strategis Bank.
- Integritas, kompetensi, komposisi, dan reputasi Dewan Komisaris telah sesuai dengan ketentuan OJK.
- Seluruh komite telah menjalankan fungsinya sesuai dengan ketentuan yang berlaku.
- Departemen *Risk Management* telah memperbarui kebijakan dan prosedur *liquidity risk and contingency funding plan*.
- Bank telah memfinalisasi kebijakan yang mengatur tentang pihak terkait dan penyediaan dana besar termasuk limit sesuai dengan prinsip kehati-hatian.
- Prosedur Batas Maksimum Pemberian Kredit (BMPK) telah diterbitkan.
- Laporan Pengawasan Rencana Bisnis oleh Dewan Komisaris telah sesuai dengan ketentuan.
- Bank telah memiliki Komite Manajemen Risiko dan melakukan rapat secara berkala yang dihadiri Direksi terkait dan *senior management*.

Proses Tata Kelola

- Seluruh komite telah menjalankan tugasnya dengan baik dan sangat membantu Dewan Komisaris dalam memantau risiko yang mungkin terjadi.
- Dewan Komisaris telah melaksanakan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi secara berkala maupun sewaktu-waktu, serta memberikan nasihat kepada Direksi.
- Dewan Komisaris tidak terlibat dalam pengambilan keputusan kegiatan operasional Bank, kecuali dalam hal penyediaan dana kepada pihak terkait dan hal-hal lain yang ditetapkan dalam Anggaran Dasar Bank dan/atau peraturan perundungan yang berlaku dalam rangka melaksanakan fungsi pengawasan.
- Direksi telah memberikan perhatian yang sangat serius terhadap tindak lanjut temuan hasil pemeriksaan OJK dan memastikan tindak lanjut tersebut dipenuhi sesuai komitmen.
- Frekuensi komunikasi dan pengawasan Dewan Komisaris terhadap kondisi Bank (tindak lanjut penyelesaian audit OJK dan BI, manajemen risiko, dan APU-PPT) telah meningkat pada semester II tahun 2019.
- Dewan Komisaris telah secara aktif berkomunikasi dengan regulator (OJK dan BI).
- Secara aktif menyelesaikan tindak lanjut temuan regulator dan denda regulator.
- Departemen *Internal Audit* telah melaksanakan pemeriksaan sesuai dengan rencana, namun terdapat 1 (satu) rencana audit 2019 yang diundur menjadi tahun 2020, dikarenakan kekurangan sumber daya dan terdapat beberapa pemeriksaan *ad hoc*.
- Departemen *Internal Audit* telah melakukan *monitoring* hasil audit dan rekomendasi audit telah ditindaklanjuti dengan sesuai.
- Bank telah memperbaiki sistem pengendalian internal yang dapat diandalkan dan komprehensif untuk aktivitas kredit dan operasional dengan memperluas jangkauan audit.

- *The Bank has made improvement to the governance structure, especially in the composition of the Board of Directors and organizational structure.*
- *The Bank has updated the policies and procedures related to risk appetite and mitigation for loan acceptance.*
- *The Bank has made financial conditions transparency to the stakeholders, including announcing the financial statements on a quarterly basis and has reported them to OJK, Bank Indonesia or stakeholders in accordance with applicable regulations.*
- *The Bank has issued policies and procedures related to The Bank's strategic plan.*
- *The integrity, competency, composition, and reputation of the Board of Commissioners were in accordance with OJK regulations.*
- *All committees have carried out their functions in accordance with applicable regulations.*
- *The Risk Management Department has updated its liquidity risk and contingency funding plan policies and procedures.*
- *The Bank has finalized policies governing related parties and large exposures, including their limits in accordance with the prudential principles.*
- *Legal Lending Limit (LLL) procedures have been issued.*
- *The Business Plan Oversight Report by the Board of Commissioners complies with the provisions.*
- *The Bank has formed Risk Management Committee and has held regular meetings attended by the relevant Directors and senior management.*

Governance Process

- *All committees have performed their duties well and are able to assist the Board of Commissioners in monitoring probable risk event.*
- *The Board of Commissioners has performed its duties to conduct supervision on the implementation of the Board of Directors duties and responsibilities on a regular basis or anytime, including providing advice to the Board of Directors.*
- *The Board of Commissioners does not involve in the decision of operational aspect of The Bank, except on the aspect of funding to related parties and other issues named in The Bank's Articles of Association and/or the prevailing laws in performing its supervisory function.*
- *The Board of Directors has rendered a serious attention to follow-up the OJK findings and ensures the said follow-up has been met according to the commitment.*
- *The communication and supervision frequency of the Board of Commissioners regarding The Bank conditions (follow-up on OJK and BI audit findings, risk management, and AML-CFT concerns) has increased in the second semester of 2019.*
- *The Board of Commissioners has actively communicated with regulators (OJK and BI).*
- *Actively completing follow-up on regulator findings and regulator fines.*
- *The Internal Audit Department has conducted audits according to plan, but there was 1 (one) audit plan in 2019 that is postponed to 2020, due to the lack of resources and there were some ad hoc audits.*
- *The Internal Audit Department has monitored the audit results and followed-up the audit recommendations accordingly.*
- *The Bank has improved a reliable and comprehensive internal control system for lending and operational activities by expanding audit coverage.*

Hasil Tata Kelola

- Proses *on-shoring* telah sesuai dengan rencana dan laporan perkembangan telah dilaporkan kepada OJK secara tepat waktu.
- Risalah rapat (MoM) telah dibuat berdasarkan format percakapan individual dan telah secara jelas menjelaskan orang yang menyampaikan hal tersebut dalam rapat termasuk perbedaan pendapat. Hal ini didukung dengan rekaman untuk seluruh percakapan pada rapat.
- Tidak terdapat hasil audit atau hal terkait proses pengendalian internal yang berkaitan dengan benturan kepentingan.
- Terkait temuan audit OJK tahun 2019, Bank telah menindaklanjuti sebanyak 41 (empat puluh satu) komitmen (89,1%) dari total 46 (empat puluh enam) komitmen sesuai dengan target penyelesaian yang telah disepakati.
- Per Desember 2019, Bank telah menindaklanjuti seluruh komitmen (100%) atas temuan audit OJK tahun 2019 untuk Cabang Batam dan Makassar.
- Sedangkan untuk pemenuhan komitmen audit BI tahun 2019, Bank telah menindaklanjuti 6 (enam) komitmen (66,7%) dari 9 (sembilan) komitmen sesuai dengan target penyelesaian yang telah disepakati.
- Tidak terdapat permasalahan terkait penunjukan, komunikasi, independensi, dan cakupan pekerjaan auditor eksternal.

Governance Outcome

- *The on-shoring process was in accordance with the plan and progress reports have been reported to OJK in a timely manner.*
- *Minutes of meeting (MoM) have been made in individual conversations format and clearly express the people who spoke at the meeting, including dissenting opinions. This was supported by recording of the whole conversations in the meeting.*
- *There were no audit results or matters related to the internal control process regarding the conflicts of interest.*
- *Regarding OJK audit findings in 2019, The Bank has followed-up on 41 (forty-one) commitments (89.1%) from a total of 46 (forty-six) commitments in accordance with the agreed settlement date.*
- *As of December 2019, The Bank has followed-up on all commitments (100%) towards OJK audit findings in 2019 for Batam and Makassar Branches.*
- *As for fulfilling the 2019 BI audit commitments, The Bank has followed-up on 6 (six) commitments (66.7%) out of 9 (nine) commitments in accordance with the agreed settlement date.*
- *There were no issues related to the appointment, communication, independence, and scope of work of the external auditor.*

KEBIJAKAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Remuneration Policy of the Board of Commissioners and Board of Directors

Berdasarkan Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas dan Anggaran Dasar Perseroan; penetapan gaji, honorarium, atau tunjangan anggota Dewan Komisaris dan Direksi harus dilakukan melalui pengambilan keputusan Rapat Umum Pemegang Saham (RUPS).

Dalam hal ini, Bank memiliki Komite Remunerasi dan Nominasi yang berfungsi merekomendasikan remunerasi Dewan Komisaris dan Direksi Bank, sebelum diserahkan kepada Dewan Komisaris untuk disampaikan kepada RUPS untuk mendapatkan persetujuan.

Pursuant to Law No. 40 of 2007 concerning the Limited Liability Companies and Articles of Association; the arrangement of salary, fees, or benefits for the Board of Commissioners and Board of Directors members must be made through the decision making of the General Meeting of Shareholders (GMS).

In this case, The Bank has a Remuneration and Nomination Committee whose function is to recommend the remuneration of The Bank's Board of Commissioners and Board of Directors, before it is submitted to the Board of Commissioners for further submission to the GMS for approval.

Prosedur Remunerasi Dewan Komisaris dan Direksi | Remuneration Procedures of the Board of Commissioners and Board of Directors



Indikator Penetapan Remunerasi

Komite Remunerasi dan Nominasi menyusun rekomendasi remunerasi berdasarkan formulasi remunerasi yang mengacu kepada kebijakan internal Bank, peraturan eksternal yang berlaku, dan komparasi industri, dengan tetap mempertimbangkan kinerja Bank.

Komite Remunerasi dan Nominasi mengacu kepada prinsip-prinsip remunerasi Bank dan hasil penilaian atas pencapaian target (*goal setting*), peraturan yang berlaku, komparasi industri dan kinerja Bank untuk menetapkan remunerasi Dewan Komisaris dan Direksi.

Remuneration Determination Indicators

The Remuneration and Nomination Committee prepares remuneration recommendations based on remuneration formulations that refer to The Bank's internal policies, applicable external regulations, and industrial comparisons, while considering The Bank's performance.

The Remuneration and Nomination Committee refers to The Bank's remuneration principles and the assessment results of goal setting, applicable regulations, industrial comparisons, and The Bank's performances to determine the remuneration of the Board of Commissioners and Board of Directors.

Jumlah Remunerasi Diterima dalam 1 Tahun | Total Remuneration Accepted in 1 Year

| Total Remunerasi per Orang dalam 1 Tahun Total Remuneration per Person in 1 Year | Jumlah Komisaris Number of Commissioners | Jumlah Direktur Number of Directors |
|---|---|--|
| Di atas Rp2 miliar Above Rp2 billion | 0 | 7 |
| Di atas Rp1 miliar s.d. Rp2 miliar Above Rp1 billion up to Rp2 billion | 1 | 0 |
| Di atas Rp500 juta s.d. Rp1 miliar Above Rp500 million up to Rp1 billion | 1 | 0 |
| Di bawah Rp500 juta Rp500 million or less | 0 | 1 |
| Total | 2 | 8 |

Rasio Gaji

Berikut adalah rasio gaji tertinggi dan terendah dalam lingkup organisasi Bank:

Salary Ratio

The ratio of the highest and lowest salaries within the scope of The Bank's organization is as follows:

| Rasio Gaji Salary Ratio | 2019 | 2018 |
|---|-----------|-----------|
| Gaji Direktur tertinggi terhadap gaji Direktur terendah <i>The highest salary of Directors compared to the lowest salary of Directors</i> | 1,66 : 1 | 2,04 : 1 |
| Gaji Direktur tertinggi terhadap gaji Komisaris tertinggi <i>The highest salary of Directors compared to the highest salary of Commissioners</i> | 4,49 : 1 | 7,29 : 1 |
| Gaji Komisaris tertinggi terhadap gaji Komisaris terendah <i>The highest salary of Commissioners compared to the lowest salary of Commissioners</i> | 1 : 1 | 1,14 : 1 |
| Gaji Direktur tertinggi terhadap gaji karyawan tertinggi <i>The highest salary of Directors compared to the highest salary of employees</i> | 1,96 : 1 | 2,48 : 1 |
| Gaji karyawan tertinggi terhadap gaji karyawan terendah <i>The highest salary of employees compared to the lowest salary of employees</i> | 26,92 : 1 | 34,55 : 1 |
| Gaji karyawan terendah terhadap Upah Minimum Provinsi (UMP) <i>The lowest salary of employees compared to the Provincial Minimum Wage (UMP)</i> | 1,09 : 1 | 0,81 : 1 |

Opsi Saham dan Buy Back

Hingga akhir tahun 2019, Bank tidak memiliki kebijakan mengenai Opsi Saham bagi Dewan Komisaris dan Direksi.

Stock Options and Buy Back

By the end of 2019, The Bank does not have a policy on Stock Options for the Board of Commissioners and Board of Directors.

RAPAT DEWAN KOMISARIS DAN DIREKSI

Board of Commissioners and Board of Directors Meetings

Rapat Dewan Komisaris

Rapat Dewan Komisaris dilaksanakan berdasarkan Peraturan OJK No. 33/POJK.04/2014 mengenai penetapan rapat Dewan Komisaris yang diwajibkan untuk mengadakan rapat minimum 1 (satu) kali dalam 2 (dua) bulan.

Kebijakan Rapat Dewan Komisaris

Kebijakan rapat Dewan Komisaris diatur dalam *Board Charter* dengan pokok-pokok sebagai berikut:

- Keputusan rapat Dewan Komisaris diambil berdasarkan musyawarah untuk mufakat. Dalam hal keputusan secara musyawarah untuk mufakat tidak tercapai, maka keputusan diambil berdasarkan suara setuju lebih dari ½ (setengah) jumlah suara yang sah dalam rapat. Dalam hal suara yang setuju dan tidak setuju berimbang maka usul harus dianggap ditolak.
- Dewan Komisaris dapat pula mengambil keputusan yang sah tanpa mengadakan rapat Dewan Komisaris dengan ketentuan semua anggota Komisaris telah diberitahu secara tertulis dan semua anggota Komisaris memberikan persetujuan mengenai usul yang diajukan secara tertulis serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam rapat Dewan Komisaris. Keputusan Dewan Komisaris mengikat seluruh anggota Dewan Komisaris.

Agenda dan Frekuensi Rapat

Sepanjang tahun 2019, Dewan Komisaris menyelenggarakan rapat sebanyak 5 (lima) kali. Berikut disampaikan agenda dan tingkat kehadiran Dewan Komisaris dalam rapat-rapat tersebut.

Agenda Rapat Dewan Komisaris | Board of Commissioners Meetings Agenda

| Tanggal Date | Agenda | Nomor Risalah Rapat MoM Number |
|---------------------------------|---|-----------------------------------|
| 14 Maret 2019 March 14, 2019 | 1. 2018 Financial Performance 2. Amendment of AOA 3. 2018 Comprehensive Risk Management Report 4. Compliance and AML Report 5. Marketing Incentive Program 6. YTD Financial Performance 7. 2019 Business Plan Revision 8. AOA Updates 9. Exchange Program Updates 10. Impairment Calculation of IFRS 9 System and Risk Management Report in First Quarter of 2019 11. Compliance Management and Internal Control Compliance Strengthen Management Report in First Quarter of 2019 | 001/MM/BOC/III/2019 |
| 28 Juni 2019 June 28, 2019 | | 002/MM/BOC/VI/2019 |

Board of Commissioners Meetings

The Board of Commissioners meetings is implemented pursuant to the OJK Regulation No. 33/POJK.04/2014 on the meeting convention by the Board of Commissioners at least once every 2 (two) months.

Board of Commissioners Meeting Policy

The Board of Commissioners meeting policy is accommodated under the *Board Charter* with the following key points:

- The decision of the Board of Commissioners meetings is based on deliberations to reach consensus. In the event that a consensus decision is not reached, a decision is made on the basis of agreed votes of more than ½ (half) from the legitimate votes in the meeting. In the case of agreeing and disagreeing votes are equal then the proposal shall be deemed to be rejected.
- The Board of Commissioners may also make informed decisions without holding a Board of Commissioners meeting provided that all members of the Board of Commissioners have been notified in writing and all members of the Board of Commissioners agree on the proposal submitted in writing and sign the agreement. The decisions taken in this way have the same power as the decisions taken legitimately in the Board of Commissioners meetings. The decisions of the Board of Commissioners are binding to all members of the Board of Commissioners.

Meetings Agenda and Frequency

Throughout 2019, the Board of Commissioners held 5 (five) meetings. The following are the Board of Commissioners meetings agenda and attendance.

| Tanggal <i>Date</i> | Agenda | Nomor Risalah Rapat <i>MoM Number</i> |
|--|---|--|
| 26 September 2019 <i>September 26, 2019</i> | 1. YTD Financial Performance 2. Risk Management Implementation and RBBR in the Second Half of 2019 AOA Updates 3. AML 4. Compliance Implementation Report 5. Internal Audit Activity Report in the Second Half of 2019 6. DC-DRC On-shoring Progress | 003/MM/BOC/IX/2019 |
| 22 November 2019 <i>November 22, 2019</i> | 1. On-shoring Progress 2. Shareholder Opinions | 004/MM/BOC/XI/2019 |
| 10 Desember 2019 <i>December 10, 2019</i> | 1. AC Working Summary in 2019 and Working Plan in 2020 2. RMC Working Summary in 2019 and Working Plan in 2020 3. RNC Working Summary in 2019 and Working Plan in 2020 4. Compliance Updates 5. AML Updates 6. Risk Management 7. YTD Financial Performance 8. Internal Audit Report | 005/MM/BOC/XII/2019 |

Kehadiran Rapat Dewan Komisaris | Board of Commissioners Meetings Attendance

| Dewan Komisaris <i>Board of Commissioners</i> | 14-Mar-19 | 28-Jun-19 | 26-Sep-19 | 22-Nov-19 | 10-Dec-19 | Total Rapat <i>Total Meeting(s)</i> | Total Kehadiran <i>Total Attendance(s)</i> | Persentase Kehadiran <i>Percentage of Attendance</i> |
|---|-----------|-----------|-----------|-----------|-----------|--|---|---|
| Wang Kun | 1 | 1 | 1 | 1 | 1 | 5 | 5 | 100% |
| Hendra Widjojo | 1 | 1 | 1 | 1 | 1 | 5 | 5 | 100% |
| H. Yunno Kusumo | 1 | 1 | 1 | 1 | 1 | 5 | 5 | 100% |

Rapat Direksi

Rapat Direksi dilaksanakan berdasarkan Peraturan OJK No. 33/POJK.04/2014 tentang penetapan kewajiban rapat Direksi minimum 1 (satu) kali sebulan. Selain dari kewajiban tersebut, rapat Direksi juga dapat dilaksanakan setiap waktu apabila dan ketika diperlukan.

Kebijakan Rapat Direksi

Rapat Direksi dilaksanakan di kantor pusat Bank, lokasi usaha atau lokasi lain yang disetujui oleh Direksi. Namun, rapat juga dapat dilaksanakan melalui media komunikasi lainnya, yang mana para Direktur dapat berkomunikasi satu sama lainnya dan berpartisipasi seperti kehadiran dalam rapat.

Agenda dan Frekuensi Rapat

Sepanjang tahun 2019, Direksi menyelenggarakan rapat sebanyak 18 (delapan belas) kali. Berikut disampaikan agenda dan tingkat kehadiran Direksi dalam rapat-rapat tersebut.

Board of Directors Meetings

The Board of Directors meetings is implemented pursuant to OJK Regulation No. 33/POJK.04/2014 on the meeting convention by the Board of Directors at least once a month. Furthermore, the Board of Directors may convene a meeting when is deemed necessary.

Board of Directors Meeting Policy

The Board of Directors meeting is held at The Bank head office, other business locations or places agreed by the Board of Directors. However, the meeting can also be done via other means of communication, through which the Directors can communicate with one another and participate as if they are present in that meeting.

Meetings Agenda and Frequency

Throughout 2019, the Board of Directors held 18 (eighteen) meetings. The following are the Board of Directors meetings agenda and attendance.

Agenda Rapat Direksi | Board of Directors Meetings Agenda

| Tanggal <i>Date</i> | Agenda | Nomor Risalah Rapat <i>MoM Number</i> |
|---|---|--|
| 14 Januari 2019 & 15 Januari 2019 <i>January 14, 2019 & January 15, 2019</i> | 1. Work Summary in 2018 and Work Plan in 2019 | 001/MM/BOD/I/2019 |
| 30 Januari 2019 <i>January 30, 2019</i> | 1. Performance Awards 2. Review Bank-wide KPI of Departments and Branches 3. Performance Rewards | 002/MM/BOD/I/2019 |
| 19 Februari 2019 <i>February 19, 2019</i> | 1. General Updates | 003/MM/BOD/II/2019 |
| 11 Maret 2019 <i>March 11, 2019</i> | 1. Corporate Banking Negative Spread Analysis 2. Liquidity and NIM | 004/MM/BOD/III/2019 |
| 12 Maret 2019 <i>March 12, 2019</i> | 1. Bank-wide 2018 Performance Appraisal and Bonus 2. Opening of Bali Branch | 005/MM/BOD/III/2019 |
| 25 Maret 2019 <i>March 25, 2019</i> | 1. 2019 Financial Forecast 2. 2019 KPI of All Departments and Branches 3. Rules of Deduction Points in Bank-wide Assessment 4. Other Related Work Requirements | 006/MM/BOD/III/2019 |
| 7 Mei 2019 <i>May 7, 2019</i> | 1. General Updates | 007/MM/BOD/V/2019 |
| 28 Mei 2019 <i>May 28, 2019</i> | 1. Restructure of Golden Harvest Cocoa Indonesia | 008/MM/BOD/V/2019 |
| 18 Juni 2019 <i>June 18, 2019</i> | 1. 2019 Business Plan Revision 2. OJK Audit Updates 3. Write-off Updates 4. HR Matters | 009/MM/BOD/VI/2019 |
| 27 Juni 2019 <i>June 27, 2019</i> | 1. Olaga and Mikka Law Restructure Updates 2. 2019 Marketing Incentive Program 3. Salary Increment Proposal 4. HR Policies 5. Disciplinary Committee Meeting Result | 010/MM/BOD/VI/2019 |
| 5 Juli 2019 <i>July 5, 2019</i> | 1. Settlement of the First National Glassware (FNG) 2. Proposal of Cost Sharing with Potential Buyer of FNG Overdue Fee to JIEP 3. Potential Demonstration from FNG Labor Union | 011/MM/BOD/VII/2019 |
| 16 Juli 2019 <i>July 16, 2019</i> | 1. 2019 OJK Audit Finding Results 2. General Updates 3. Salary Increment Discussion | 012/MM/BOD/VII/2019 |
| 13 Agustus 2019 <i>August 13, 2019</i> | 1. NPL Account Updates 2. HR Updates 3. Other Updates | 013/MM/BOD/VIII/2019 |
| 17 September 2019 <i>September 17, 2019</i> | 1. BOD Updates 2. HR Matters (Planning for Dept Head of CB Surabaya, Dept Heads Who will be Retired Soon, Branch Coordinator in Surabaya) | 014/MM/BOD/IX/2019 |
| 18 Oktober 2019 <i>October 18, 2019</i> | 1. 2020 Business Plan 2. Internal Audit Report 3. Compliance Report 4. AML Report 5. Other Updates | 015/MM/BOD/X/2019 |
| 6 November 2019 <i>November 6, 2019</i> | 1. 2020 Business Plan 2. Other Updates | 016/MM/BOD/XI/2019 |
| 28 November 2019 <i>November 28, 2019</i> | 1. 2020 Business Plan 2. HR Matters | 017/MM/BOD/XI/2019 |
| 10 Desember 2019 <i>December 10, 2019</i> | 1. General Updates 2. Loan Cessie Proposal of Mandiri Finance Indonesia 3. Branch Transformation | 018/MM/BOD/XII/2019 |

Kehadiran Rapat Direksi | Board of Directors Meeting Attendance

| Tanggal Rapat Meeting Date | Direksi Board of Directors | | | | | | |
|--|------------------------------|-------------|-------------------|----------------|------------------|---------------------|-------------------------|
| | Zhang Jinxing | Yu Guangzhu | Jeff S.V. Eman | Xin Haiyan* | Thomas Arifin | Sandy T. Muliana | Francisca Nelwan Mok |
| 14-Jan-19 & 15-Jan-19 | 1 | 1 | 1 | 1 | 1 | 1 | 1 |
| 30-Jan-19 | 1 | 1 | | 1 | 1 | 1 | 1 |
| 19-Feb-19 | 1 | | 1 | 1 | 1 | 1 | 1 |
| 11-Mar-19 | 1 | 1 | 1 | 1 | 1 | 1 | 1 |
| 12-Mar-19 | 1 | 1 | 1 | 1 | 1 | 1 | 1 |
| 25-Mar-19 | 1 | 1 | 1 | 1 | 1 | 1 | 1 |
| 7-May-19 | 1 | 1 | 1 | 1 | 1 | 1 | 1 |
| 28-May-19 | 1 | 1 | | 1 | 1 | 1 | 1 |
| 18-Jun-19 | 1 | 1 | 1 | 1 | 1 | 1 | 1 |
| 27-Jun-19 | 1 | 1 | 1 | 1 | 1 | 1 | 1 |
| 5-Jul-19 | 1 | | 1 | | 1 | 1 | 1 |
| 16-Jul-19 | 1 | 1 | 1 | | 1 | 1 | 1 |
| 13-Aug-19 | 1 | 1 | 1 | | 1 | 1 | 1 |
| 17-Sep-19 | 1 | 1 | 1 | | 1 | 1 | 1 |
| 18-Oct-19 | 1 | 1 | 1 | | 1 | 1 | 1 |
| 6-Nov-19 | 1 | | 1 | | 1 | 1 | 1 |
| 28-Nov-19 | 1 | 1 | 1 | | 1 | 1 | 1 |
| 10-Dec-19 | 1 | 1 | 1 | | 1 | 1 | 1 |
| Total Kehadiran Total Attendance(s) | 18 | 15 | 16 | 10 | 18 | 18 | 18 |
| Total Rapat Total Meeting(s) | 18 | 18 | 18 | 13 | 18 | 18 | 18 |
| Persentase Kehadiran Percentage of Attendance | 100% | 83% | 89% | 77% | 100% | 100% | 100% |

* efektif mengundurkan diri sebagai Direktur per tanggal 24 Agustus 2019 | officially resigned as Director as of August 24, 2019

- Belum bergabung/efektif mengundurkan diri | Not yet on board/officially resigned
- Pelatihan | Training
- Cuti | On leave

Rapat Gabungan Dewan Komisaris dan Direksi

Rapat gabungan Dewan Komisaris dan Direksi dilaksanakan guna memelihara koordinasi, sinergi dan penyelaras antara Dewan Komisaris dan Direksi dalam menjalankan tugas mencapai tujuan perusahaan. Materi pembahasan rapat meliputi isu strategis termasuk tentang kelangsungan usaha perusahaan serta pelaporan kinerja Direksi.

Agenda dan Frekuensi Rapat

Pada tahun 2019, rapat gabungan dilaksanakan 1 (satu) kali. Berikut agenda dan tingkat kehadiran Dewan Komisaris dan Direksi dalam rapat gabungan.

Agenda Rapat Gabungan | Joint Meeting Agenda

| Tanggal Date | Agenda | Nomor Risalah Rapat MoM Number |
|---------------------------------------|--|-----------------------------------|
| 22 November 2019 November 22, 2019 | <ol style="list-style-type: none"> 1. 2020 Business Plan 2. Business Strategic Plan to Achieve 2020 Business Plan by: <ul style="list-style-type: none"> - CB I - GMD and FI - CB II and CB Surabaya - SME Banking - Consumer Banking include Branch Offices | 001/MM/BOD-BOC/XI/2019 |

Kehadiran Rapat Gabungan | Joint Meeting Attendance

| Dewan Komisaris Board of Commissioners | 22-Nov-19 | Total Rapat Total Meeting | Total Kehadiran Total Attendance | Percentase Kehadiran Percentage of Attendance |
|---|-----------|------------------------------|-------------------------------------|--|
| Wang Kun | 1 | 1 | 1 | 100% |
| Hendra Widjojo | 1 | 1 | 1 | 100% |
| H. Yunno Kusumo | 1 | 1 | 1 | 100% |

| Direksi Board of Directors | 22-Nov-19 | Total Rapat Total Meeting | Total Kehadiran Total Attendance | Percentase Kehadiran Percentage of Attendance |
|-------------------------------|-----------|------------------------------|-------------------------------------|--|
| Zhang Jinxing | | 1 | 0 | 0% |
| Yu Guangzhu | 1 | 1 | 1 | 100% |
| Jeff S.V. Eman | | 1 | 0 | 0% |
| Xin Haiyan* | | 0 | 0 | 100% |
| Thomas Arifin | 1 | 1 | 1 | 100% |
| Sandy T. Muliana | | 1 | 0 | 0% |
| Fransiska Nelwan Mok | 1 | 1 | 1 | 100% |

* efektif mengundurkan diri sebagai Direktur per tanggal 24 Agustus 2019 | officially resigned as Director as of August 24, 2019

| | |
|--|--|
| | Belum bergabung/efektif mengundurkan diri Not yet on board/officially resigned |
| | Berhalangan hadir Unable to attend |

INFORMASI MENGENAI PEMEGANG SAHAM UTAMA DAN PENGENDALI

Information on Majority and Controlling Shareholders

Pemegang saham mayoritas Bank adalah ICBC Limited dengan kepemilikan sebesar 98,61%, sedangkan pemegang saham minoritas adalah PT Intidana Wijaya dengan kepemilikan sebesar 1,39%. Sebagai pemegang saham mayoritas, ICBC Limited telah memenuhi persyaratan kemampuan, kepatutan dan kepatuhan terhadap regulasi yang ditetapkan oleh OJK, Bank Indonesia, serta perundang-undangan terkait perbankan yang berlaku di Indonesia.

The majority shareholder of The Bank is ICBC Limited with shares ownership of 98.61%. Meanwhile, minority shareholder is PT Intidana Wijaya with shares ownership of 1.39%. As the controlling shareholder of The Bank, ICBC Limited has fulfilled the requirements of ability, propriety and compliance established by the Financial Services Authority (OJK), Bank Indonesia, and applicable banking related legislation in Indonesia.

HUBUNGAN AFILIASI ANTARA ANGGOTA DIREKSI, DEWAN KOMISARIS, DAN PEMEGANG SAHAM UTAMA DAN/ATAU PENGENDALI

Affiliates Relationship Between Members of the Board of Directors, Board of Commissioners, and Majority and/or Controlling Shareholders

Pemegang saham mayoritas, Dewan Komisaris, dan Direksi saling menghormati pelaksanaan tugas, tanggung jawab, dan wewenang masing-masing sesuai peraturan perundang-undangan dan Anggaran Dasar. Pengungkapan hubungan afiliasi mencakup hubungan keluarga dan hubungan keuangan. Bentuk hubungan keluarga mencakup hubungan istimewa terutama yang disebabkan hubungan pertalian darah seperti suami/istri/anak/orang tua/saudara kandung/ipar, dan sebagainya; sementara bentuk hubungan keuangan termasuk di antaranya utang-piutang, kerja sama bisnis, dan sebagainya.

The majority shareholders, Board of Commissioners, and Board of Directors honor their respective duties, responsibilities, and authorities in accordance with the laws and the Articles of Association. The disclosure of affiliation includes family relations and financial relations. The form of family relations includes special relations primarily due to blood-related relationships such as spouses/children/parents/siblings/in-laws, and so forth; while the form of financial relations includes debts, business cooperation, and so forth.

| | Hubungan Keluarga dengan <i>Family Relations with</i> | | | Hubungan Keuangan dengan <i>Financial Relations with</i> | | |
|--|--|--|--|---|--|--|
| | Dewan Komisaris <i>Board of Commissioners</i> | Direksi <i>Board of Directors</i> | ICBC Limited (Pemegang Saham Utama/Pengendali) <i>ICBC Limited (Majority/Controlling Shareholder)</i> | Dewan Komisaris <i>Board of Commissioners</i> | Direksi <i>Board of Directors</i> | ICBC Limited (Pemegang Saham Utama/Pengendali) <i>ICBC Limited (Majority/Controlling Shareholder)</i> |
| Dewan Komisaris Board of Commissioners | | | | | | |
| Wang Kun Presiden Komisaris <i>President Commissioner</i> | o | o | o | o | o | o |
| Hendra Widjojo Komisaris Independen <i>Independent Commissioner</i> | o | o | o | o | o | o |
| H. Yunno Kusumo Komisaris Independen <i>Independent Commissioner</i> | o | o | o | o | o | o |
| Direksi Board of Directors | | | | | | |
| Zhang Jinxing Presiden Direktur <i>President Director</i> | o | o | o | o | o | o |
| Yu Guangzhu Direktur <i>Director</i> | o | o | o | o | o | o |
| Jeff S.V. Eman Direktur <i>Director</i> | o | o | o | o | o | o |
| Thomas Arifin Direktur <i>Director</i> | o | o | o | o | o | o |
| Sandy T. Muliana Direktur <i>Director</i> | o | o | o | o | o | o |
| Fransisca Nelwan Mok Direktur <i>Director</i> | o | o | o | o | o | o |

- Terdapat hubungan | *A relation with*
- Tidak terdapat hubungan | *No relation*

PENGUNGKAPAN RANGKAP JABATAN DEWAN KOMISARIS DAN DIREKSI

Disclosure of Concurrent Positions of the Board of Commissioners and Board of Directors

Rangkap jabatan oleh Dewan Komisaris maupun Direksi dapat dilakukan sepanjang memenuhi kriteria dan persyaratan sesuai perundang-undangan yang berlaku.

Berikut ini tabel yang menunjukkan rangkap jabatan Dewan Komisaris dan Direksi pada perusahaan/institusi lain dalam periode tahun 2019.

Concurrent positions by members of the Board of Commissioners and Board of Directors can be done upon criteria and requirements in accordance with prevailing laws and regulations.

The following table illustrates the concurrent positions of the Board of Commissioners and Board of Directors in other companies/institutions in 2019.

| | Kepengurusan pada Perusahaan/Institusi Lain Management of Other Companies/Institutions | | |
|---|---|--|---|
| | Sebagai Anggota Dewan Komisaris <i>As Board of Commissioners Member</i> | Sebagai Anggota Direksi <i>As Board of Directors Member</i> | Jabatan Lainnya <i>Other Position</i> |
| Dewan Komisaris Board of Commissioners | | | |
| Wang Kun Presiden Komisaris <i>President Commissioner</i> | <input type="radio"/> | <input type="radio"/> | <input checked="" type="radio"/> |
| Hendra Widjojo Komisaris Independen <i>Independent Commissioner</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| H. Yunno Kusumo Komisaris Independen <i>Independent Commissioner</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Direksi Board of Directors | | | |
| Zhang Jinxing Presiden Direktur <i>President Director</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Yu Guangzhu Direktur <i>Director</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Jeff S.V. Eman Direktur <i>Director</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Thomas Arifin Direktur <i>Director</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Sandy T. Muliana Direktur <i>Director</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Fransisca Nelwan Mok Direktur <i>Director</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

- Wang Kun memegang jabatan sebagai *Deputy Head of International Department* di ICBC Limited dan *Non-Executive Director* di ICBC Argentina
Wang Kun serves as Deputy Head of International Department at ICBC Limited and Non-Executive Director at ICBC Argentina
- Tidak terdapat hubungan kepengurusan | *No management relation*

KEBERAGAMAN KOMPOSISI DEWAN KOMISARIS DAN DIREKSI

Diversity of the Board of Commissioners and Board of Directors

Keberagaman komposisi Dewan Komisaris dan Direksi merupakan bagian dari upaya Bank untuk mendorong proses pengambilan keputusan yang lebih objektif, komprehensif, dan optimal, serta memiliki dampak positif terhadap pengawasan dan pengelolaan Bank. Keberagaman ini diharapkan dapat memperkaya sudut pandang dan kepentingan dalam proses pengambilan keputusan baik di tubuh Dewan Komisaris maupun Direksi, sehingga mampu memberikan nilai tambah bagi kegiatan Bank, serta penerapan tata kelola perusahaan di lingkup Bank.

The diversity of the Board of Commissioners and Board of Directors is part of The Bank's efforts to encourage a more objective, comprehensive, and optimal decision-making process that has a positive impact on The Bank supervision and management. This diversity is expected to enrich the point of view and interest in the decision making process in both of the Board of Commissioners and Board of Directors, thereby providing added value for The Bank's activities, as well as the implementation of corporate governance within the scope of The Bank.

Keberagaman Komposisi Dewan Komisaris | Board of Commissioners Diversity

| Nama dan Jabatan <i>Name and Position</i> | Latar Belakang Pendidikan <i>Educational Background</i> | Pengalaman Kerja <i>Work Experience</i> | Usia <i>Age</i> | Jenis Kelamin <i>Gender</i> |
|--|--|--|--------------------|--------------------------------|
| Wang Kun Presiden Komisaris <i>President Commissioner</i> | English Education & Literature | Bekerja di ICBC Limited sejak tahun 2002 <i>Careers at ICBC Limited since 2002</i> | 42 | Laki-laki <i>Male</i> |
| Hendra Widjojo Komisaris Independen <i>Independent Commissioner</i> | Ekonomi <i>Economic</i> | Menjabat sebagai manajemen kunci PT Bank Halim Indonesia, pendahulu PT Bank ICBC Indonesia, sejak tahun 1989 <i>Served as the key management of PT Bank Halim Indonesia, the predecessor of PT Bank ICBC Indonesia since 1989</i> | 56 | Laki-laki <i>Male</i> |
| H. Yunno Kusumo Komisaris Independen <i>Independent Commissioner</i> | Ekonomi <i>Economic</i> | Pengawasan Perbankan <i>Banking Supervision</i> | 63 | Laki-laki <i>Male</i> |

Keberagaman Komposisi Direksi | Board of Directors Diversity

| Nama dan Jabatan <i>Name and Position</i> | Latar Belakang Pendidikan <i>Educational Background</i> | Pengalaman Kerja <i>Work Experience</i> | Usia <i>Age</i> | Jenis Kelamin <i>Gender</i> |
|---|--|---|--------------------|--------------------------------|
| Zhang Jinxing Presiden Direktur <i>President Director</i> | Science and Economic | Bekerja di ICBC Limited sejak tahun 1988 <i>Careers at ICBC Limited since 1988</i> | 53 | Laki-laki <i>Male</i> |
| Yu Guangzhu Direktur <i>Director</i> | Geochemistry and Business Administration | Bekerja di ICBC Limited sejak tahun 1988 <i>Careers at ICBC Limited since 1988</i> | 53 | Laki-laki <i>Male</i> |
| Jeff S.V. Eman Direktur <i>Director</i> | Accounting | Bekerja di PT Bank Halim Indonesia, pendahulu PT Bank ICBC Indonesia, sejak tahun 1990 <i>Careers at PT Bank Halim Indonesia, the predecessor of PT Bank ICBC Indonesia since 1990</i> | 62 | Laki-laki <i>Male</i> |
| Thomas Arifin Direktur <i>Director</i> | Business Administration and Management | Perbankan <i>Banking</i> | 58 | Laki-laki <i>Male</i> |
| Sandy T. Muliana Direktur <i>Director</i> | Economic Management | Perbankan <i>Banking</i> | 55 | Laki-laki <i>Male</i> |
| Fransisca Nelwan Mok Direktur <i>Director</i> | Husbandry and Finance | Perbankan <i>Banking</i> | 63 | Perempuan <i>Female</i> |

ORGAN PENDUKUNG DEWAN KOMISARIS

Supporting Organs of the Board of Commissioners

Sekretaris Dewan Komisaris

Dalam rangka mendukung pelaksanaan fungsi dan efektivitas tugasnya, Dewan Komisaris menunjuk Departemen *Strategy Management and Investor Relation* (SMIR) yang salah satu fungsi utamanya sebagai Sekretaris Dewan Komisaris untuk membantu Dewan Komisaris dalam melaksanakan tugas dan tanggung jawabnya terhadap Bank.

Departemen SMIR mengemban fungsi Sekretaris Perusahaan berdasarkan Surat Keputusan Direksi No. 020A/KPTS.DIR/ICBC.IND/2017 tanggal 30 November 2017, dimana Kepala Departemen SMIR ditunjuk sebagai Pejabat Pelaksana Fungsi Sekretaris Perusahaan. Tugas dan tanggung jawab Sekretaris Perusahaan dapat dilihat pada bagian Sekretaris Perusahaan dalam Bab "Tata Kelola Perusahaan" pada Laporan Tahunan ini.

Tugas dan Tanggung Jawab Sekretaris Dewan Komisaris

Tugas Sekretaris Dewan Komisaris adalah sebagai berikut:

- Berperan membantu Dewan Komisaris dan komite dalam pengadaan rapat Dewan Komisaris dan komite baik sebelum, selama, dan setelah rapat tersebut dilaksanakan, termasuk segala sesuatu yang berkaitan dengan agenda rapat antara lain penjadwalan, pengaturan agenda, koordinasi, persiapan, kehadiran, rekaman, risalah rapat, dan distribusi material.
- Mengatur jadwal rapat dan membuat draf agenda untuk rapat Dewan Komisaris dan komite selama setahun sekaligus memastikan kepatuhan dengan persyaratan eksternal dan internal, dan bekerja sama dengan Dewan Komisaris dan komite 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 penuhan dokumen dari departemen terkait untuk rapat dan anggota komite dan Dewan Komisaris.
- Menghadiri rapat anggota Dewan Komisaris dan rapat komite, mencatat dan mengedarkan risalah rapat yang mencakup antara lain, keputusan, informasi, tindakan, dan arahan.
- Laporan mengenai agenda yang tertunda dan mengambil tindakan untuk memastikan informasi diberikan kepada anggota Dewan Komisaris dan komite pada waktu yang

Board of Commissioners' Secretary

To support the implementation of functions and effectiveness of its duties, the Board of Commissioners appoints Department of Strategy Management and Investor Relation (SMIR) as one of its main functions as Secretary of the Board of Commissioners, to assist the Board of Commissioners in carrying out its duties and responsibilities to The Bank.

SMIR Department carries a Corporate Secretary function based on the Board of Directors Decree No. 020A/KPTS.DIR/ICBC.IND/2017 dated November 30, 2017, where the Head of SMIR Department is appointed as Executive in Charge of Corporate Secretary Function. The duties and responsibilities of Corporate Secretary can be seen in the Corporate Secretary section in the "Good Corporate Governance" of this Annual Report.

Duties and Responsibilities of the Board of Commissioners' Secretary

The duties of the Board of Commissioners' Secretary are as follows:

- *Assist the Board of Commissioners and committees in the meeting arrangement both before, during and after the meeting, as well as everything related to the meeting agenda including scheduling, agenda setting, coordination, preparation, attendance, recording, minutes of meeting (MoM), and material distribution.*
- *Arrange the meeting schedule as well as draft the annual agenda for the Board of Commissioners and committees meetings while ensuring the compliance with external and internal requirements, and coordinate with the Board of Commissioners and committees in any changes or revision to the agenda as necessary.*
- *Coordinate the preparation and distribution of meeting materials both in hard copy and soft copy form, while ensuring adequate, consistency (between previous and subsequent documents), ease of use, and quality of materials.*
- *Support the fulfilment of documents from relevant departments for the meeting and members of the committees and Board of Commissioners.*
- *Attend the Board of Commissioners and committees meetings, record and circulate MoM that includes among others, decision, information, action, and direction.*
- *Provide report on any pending agenda and take action to ensure the information is provided to the Board of*

tepat.

- Melakukan aktivitas sekretariat, sistem pengarsipan, dan surat resmi masuk/keluar (aliran dokumen) yang sejalan dengan panduan yang ada untuk keperluan dalam memastikan keamanan dan kepatuhan dengan prosedur dan sistem yang telah ada.
- Bertanggung jawab atas terselenggaranya dengan baik kegiatan korespondensi surat menyurat antara Dewan Komisaris dan komite dengan pihak internal maupun eksternal.
- Melakukan fungsi peninjauan dan pengecekan untuk surat keluar resmi yang dikeluarkan oleh Dewan Komisaris dan komite dalam rangka untuk memastikan keakuratan informasi yang diberikan.
- Menyusun agenda kegiatan Dewan Komisaris dan komite sesuai dengan instruksi yang diterima.
- Menyusun konsep laporan dan dokumen untuk keperluan tugas Dewan Komisaris dan komite sesuai dengan diskusi dan instruksi.
- Mengatur perjalanan dinas untuk Dewan Komisaris dan komite, serta penyelesaian seluruh pengeluaran yang terjadi selama perjalanan dinas termasuk pemesanan tiket, hotel, aplikasi visa, dll.
- Turut mengambil bagian untuk melaksanakan kegiatan dan acara *bank-wide* dengan departemen terkait.
- Turut mengambil bagian dalam aktivitas pelaksanaan tanggung jawab sosial *bank-wide*.

Pelaksanaan Tugas Sekretaris Dewan Komisaris Tahun 2019

Pada tahun 2019, Sekretaris Dewan Komisaris telah melaksanakan tugas yang secara garis besar terbagi atas pengadaan rapat Dewan Komisaris dan komite, penyusunan laporan sebagai pemenuhan peraturan OJK, pelaksanaan kegiatan terkait tata kelola perusahaan, dan administrasi atas surat keputusan Dewan Komisaris dan Direksi.

Commissioners and committees at appropriate times.

- *Conduct secretarial activities, filing systems, and official incoming/outgoing letters (document flows) in line with existing guidelines to ensure security and compliance with existing procedures and systems.*
- *Responsible for the proper implementation of correspondence activities between the Board of Commissioners and committees with internal or external parties.*
- *Conduct review and check function for an official outgoing letter issued by Board of Commissioners and committees in order to ensure the accuracy of the information provided.*
- *Arrange the agenda of activities of the Board of Commissioners and committees in accordance with the instructions received.*
- *Prepare the concept of reports and documents for the purposes of the Board of Commissioners and committees in accordance with the discussions and instructions received.*
- *Arrange business travel for the Board of Commissioners and committees, as well as the completion of all expenses incurred during official travel, including ticket bookings, hotels, visa applications, etc.*
- *Participate in carrying out bank-wide activities and events with relevant departments.*
- *Participate in the implementation of bank-wide social responsibility activities.*

The Implementation of Duties of the Board of Commissioners' Secretary in 2019

In 2019, the Board of Commissioners' Secretary has carried out duties that in general are divided into the implementation of the Board of Commissioners and committees meetings, preparation of reports in compliance with OJK regulations, implementation of activities related to the corporate governance, and administration on the decrees of the Board of Commissioners and Board of Directors.

| Lingkup Tugas <i>Scope of Duty</i> | Pelaksanaan pada Tahun 2019 <i>Implementation in 2019</i> |
|---|--|
| Pengadaan rapat Dewan Komisaris dan komite | <ul style="list-style-type: none"> Menyelenggarakan rapat Dewan Komisaris sebanyak 5 (lima) kali. Menyelenggarakan rapat gabungan Dewan Komisaris dan Direksi sebanyak 1 (satu) kali. Menyelenggarakan rapat Komite Audit sebanyak 12 (dua belas) kali. Menyelenggarakan rapat Komite Pemantau Risiko sebanyak 10 (sepuluh) kali. Menyelenggarakan rapat Komite Remunerasi dan Nominasi sebanyak 4 (empat) kali. Membuat, mendistribusikan, mengarsip risalah rapat Dewan Komisaris, rapat gabungan Dewan Komisaris dan Direksi, serta rapat komite. |
| <i>Implementation of the Board of Commissioners and committees meetings</i> | <ul style="list-style-type: none"> <i>Convened 5 (five) times of the Board of Commissioners meetings.</i> <i>Convened 1 (one) joint meeting of the Board of Commissioners and Board of Directors.</i> <i>Convened 12 (twelve) times of the Audit Committee meetings.</i> <i>Convened 10 (ten) times of the Risk Monitoring Committee meetings.</i> <i>Convened 4 (four) times of the Remuneration and Nomination Committee meetings.</i> <i>Develop, distribute, filing minutes of meetings of the Board of Commissioners, joint meeting of the Boards, as well as meetings of the committees.</i> |
| Penyusunan laporan sebagai pemenuhan peraturan OJK | <ul style="list-style-type: none"> Membantu dalam menyusun laporan rutin pengawasan Dewan Komisaris, laporan evaluasi Komite Audit terhadap kinerja Akuntan Publik dan/atau Kantor Akuntan Publik kepada OJK. Menyusun laporan perubahan susunan anggota komite kepada OJK serta perubahan susunan Dewan Komisaris dan Direksi kepada LPS. |
| <i>Preparation of reports in compliance with OJK regulations</i> | <ul style="list-style-type: none"> <i>Assist in the preparation of regular supervision report of the Board of Commissioners, Audit Committee evaluation report on Public Accountant and/or Public Accounting Firm performance to OJK.</i> <i>Prepare report on the changes of committees' members to OJK and the changes of the Board of Commissioners and Board of Directors to Indonesia Deposit Insurance Corporation (LPS).</i> |
| Kegiatan terkait tata kelola perusahaan | <ul style="list-style-type: none"> Melengkapi GCG self-assessment dan risk assessment pada aspek yang terkait dengan tugas dan tanggung jawab Dewan Komisaris, Direksi dan komite. |
| <i>Activities related to corporate governance</i> | <ul style="list-style-type: none"> <i>Complete the GCG self-assessment and risk assessment on aspects related to duties and responsibilities of the Board of Commissioners, Board of Directors, and committees.</i> |
| Administrasi atas surat keputusan Dewan Komisaris dan Direksi | <ul style="list-style-type: none"> Mempersiapkan surat keputusan yang memerlukan persetujuan Dewan Komisaris dan Direksi. |
| <i>Administration on the decrees of the Board of Commissioners and Board of Directors</i> | <ul style="list-style-type: none"> <i>Prepare the decree requiring the approval from the Board of Commissioners and Board of Directors.</i> |

KOMITE AUDIT

Audit Committee

Sebagai bentuk pemenuhan atas Peraturan Otoritas Jasa Keuangan No. 55/POJK.04/2015 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Audit, Dewan Komisaris Bank membentuk Komite Audit.

Komite Audit membantu Dewan Komisaris dalam menjalankan fungsi pengawasan terhadap Bank.

Kriteria Anggota Komite Audit

Kriteria anggota Komite Audit Bank telah sesuai dengan POJK No. 55/POJK.04/2015 yaitu sebagai berikut:

- Berkewarganegaraan Indonesia.
- Sehat jasmani dan rohani.
- Memiliki integritas, komitmen, kemampuan, pengetahuan, dan pengalaman yang memadai sesuai dengan latar belakang pendidikannya serta mampu berkomunikasi dengan baik.
- Salah seorang dari anggota Komite Audit memiliki latar belakang pendidikan akuntansi atau keuangan.
- Memiliki pengetahuan yang cukup untuk membaca dan memahami laporan keuangan.
- Bukan merupakan orang dalam Kantor Akuntan Publik, Kantor Konsultan Hukum, atau pihak lain yang memberi jasa audit, jasa non-audit, dan/atau jasa konsultasi lain kepada Bank dalam waktu 1 (satu) tahun terakhir sebelum diangkat oleh Komisaris.
- Bukan orang yang mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin atau mengendalikan kegiatan Bank dalam waktu 1 (satu) tahun terakhir.
- Tidak mempunyai saham baik langsung maupun tidak langsung pada Bank.
- Tidak memangku jabatan sebagai pengurus partai politik dan/atau calon/anggota legislatif dan/atau calon kepala daerah/wakil kepada daerah, dan jabatan lain sesuai dengan peraturan perundang-undangan yang dapat menimbulkan benturan kepentingan.
- Tidak pernah ditetapkan menjadi terdakwa atas dugaan telah melakukan kesalahan/kelalaian/kejahatan yang dapat diancam dengan hukuman penjara.
- Tidak mempunyai hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan anggota Komisaris, Direksi, atau pemegang saham utama Bank.
- Tidak memiliki hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Bank.

Ketentuan Masa Jabatan

Berdasarkan Piagam Komite Audit, masa kerja ketua Komite Audit maksimal sama dengan masa jabatannya sebagai anggota Dewan Komisaris Bank. Sementara itu, masa tugas bagi anggota Komite Audit adalah 1 (satu) tahun dan dapat dipilih kembali hanya untuk 1 (satu) periode berikutnya dengan tidak mengurangi hak Komisaris untuk memberhentikannya sewaktu-waktu.

In compliance with the Financial Services Authority Regulation No. 55/POJK.04/2015 on the Establishment and Working Guidelines of the Audit Committee, The Bank's Board of Commissioners established the Audit Committee.

The Audit Committee assists the Board of Commissioners in performing its supervisory function towards The Bank.

Criteria of the Audit Committee Members

Criteria of the Audit Committee members of The Bank are in accordance with POJK No. 55/POJK.04/2015, as follows:

- *Indonesian citizenship.*
- *Physically and mentally healthy.*
- *Having the integrity, commitment, ability, knowledge and adequate experience in accordance with his/her educational background and able to communicate well.*
- *A member of the Audit Committee has an accounting or financial education background.*
- *Having sufficient knowledge to read and understand the financial statements.*
- *Not an insider in a Public Accounting Firm, Legal Consultant Office, or any other party providing audit services, non-audit services, and/or other consulting services to The Bank within 1 (one) year prior to the appointment by the Commissioner.*
- *Not a person having the authority and responsibility to plan, lead or control The Bank's activities within the last 1 (one) year.*
- *Not having any shares directly or indirectly to The Bank.*
- *Not taking office as a political party and/or candidate/member of legislative and/or candidate for regional head/representative to the region, and other positions in accordance with statutory regulations that may create a conflict of interest.*
- *Has never been named as a defendant for alleged wrongdoing/negligence/crime that could be punishable with imprisonment.*
- *Has no family relation due to marriage and descendant up to the second degree, either horizontally or vertically with the members of the Board of Commissioners, Board of Directors, or the majority shareholders of The Bank.*
- *Has no direct or indirect business relation relating to The Bank's business activities.*

Terms of Office

Based on the Audit Committee Charter, the tenure of the chairman of the Audit Committee is following his/her term of office as a member of The Bank's Board of Commissioners. Meanwhile, the tenure for members of the Audit Committee is 1 (one) year and may be re-elected only for 1 (one) next period without prejudice to the right of the Commissioner to dismiss them at any time.

Susunan dan Profil Komite Audit

Komite Audit terdiri dari seorang ketua yang merupakan Komisaris Independen dan 2 (dua) orang pihak independen sebagai anggota. Ketua dan anggota-anggota Komite Audit memiliki latar belakang, kompetensi, dan pengalaman yang memadai.

Kronologi susunan Komite Audit Bank sepanjang tahun 2019 adalah sebagai berikut:

1 Januari - 31 Desember 2019
January 1 - December 31, 2019

H. Yunno Kusumo

Ketua Komite Audit & Komisaris Independen
Chairman of Audit Committee & Independent Commissioner

Waldy Gutama

Anggota Komite Audit/Pihak Independen
Audit Committee Member/Independent Party

Ricky Dompas

Anggota Komite Audit/Pihak Independen
Audit Committee Member/Independent Party

Profil Komite Audit per 31 Desember 2019 adalah sebagai berikut:

Structure and Profile of the Audit Committee

The Audit Committee consists of a chairman who is an Independent Commissioner and 2 (two) members from independent parties. The chairman and members of the Audit Committee have adequate background, competence and experience.

The chronology of The Bank's Audit Committee composition in 2019 is as follows:

| | |
|--|--|
| <p>H. Yunno Kusumo Ketua Komite Audit & Komisaris Independen <i>Chairman of Audit Committee & Independent Commissioner</i></p> <p>Ricky Dompas Anggota Komite Audit/Pihak Independen <i>Audit Committee Member/Independent Party</i></p> | <p>1 Januari - 31 Desember 2019 January 1 - December 31, 2019</p> <p>Profil H. Yunno Kusumo sebagai Ketua Komite Audit tersedia pada bagian Profil Dewan Komisaris dalam Bab "Profil Perusahaan" di Laporan Tahunan ini. <i>H. Yunno Kusumo's profile as the Chairman of Audit Committee is available in the Board of Commissioners' Profile section in the "Company Profile" of this Annual Report.</i></p> <p>Pengalaman Kerja/Jabatan Ricky Dompas pernah menjabat sebagai Sekjen dan Direktur Lembaga Sertifikasi Profesi Perbankan (LSPP) (2011-sekarang), Senior Vice President, Head Internal Audit/Kepala Satuan Kerja Audit Internal, Head Compliance Monitoring, dan Head Compliance PT Bank Permata Tbk (2006-2011), Vice President, Division Head Audit Support & Centralised Operations PT Bank Danamon Indonesia Tbk (2001-2006), Senior Vice President Asset Management Credit/AMC, Badan Penyehatan Perbankan Nasional (IBRA) (1999-2001), Assistant Vice President, Accounting & Reporting Manager, The Chase Manhattan Bank, Jakarta (1990-1999), dan Supervisor Internal Audit PT Huffco Indonesia, a subsidiary of Roy M. Huffington, Inc. (1984-1990).</p> <p>Latar Belakang Pendidikan BSc. (Strata-1) Business Administration dari American University, Washington DC, Amerika Serikat (1983).</p> <p>Work Experience Ricky Dompas once served as Secretary General and Director of the Banking Profession Certification Organization (LSPP) (2011-present), Senior Vice President, Head Internal Audit, Head Compliance Monitoring, and Head Compliance of PT Bank Permata Tbk (2006-2011), Vice President, Division Head Audit Support & Centralized Operations of PT Bank Danamon Indonesia Tbk (2001-2006), Senior Vice President Asset Management Credit/AMC, Indonesian Bank Restructuring Agency (IBRA) (1999-2001), Assistant Vice President, Accounting & Reporting Manager, The Chase Manhattan Bank, Jakarta (1990-1999), and Supervisor Internal Audit of PT Huffco Indonesia, a subsidiary of Roy M. Huffington, Inc. (1984-1990).</p> <p>Education BSc. (Strata-1) Business Administration from American University, Washington DC, United States (1983).</p> |
|--|--|

| | |
|--|---|
| <p>Waldy Gutama Anggota Komite Audit/Pihak Independen <i>Audit Committee Member/Independent Party</i></p> | <p>Pengalaman Kerja/Jabatan Waldy Gutama pernah menjabat sebagai Komite Pemantau Risiko Bank Woori Saudara (BWS) (2015-sekarang), Komite Audit PT Bank Tabungan Negara (Persero) (2013-2017), Komite Audit Bank Woori (2012-2014), dan berkarier di Bank Indonesia sejak 1981 hingga 2011, dengan 23 (dua puluh tiga) tahun terakhir sebagai pengawas bank.</p> <p>Latar Belakang Pendidikan Sarjana (S1) Administrasi Negara dari Sekolah Tinggi Administrasi Negara Republik Indonesia (STIA-LAN RI), Jakarta (1988), dan Magister (S2) Manajemen bidang studi Konsentrasi Keuangan dan Manajemen dari Sekolah Tinggi Ilmu Ekonomi-Institut Pengembangan Wirausaha Indonesia, Jakarta (2000).</p> <p>Work Experience <i>Waldy Gutama once served as Risk Monitoring Committee of Bank Woori Brothers (BWS) (2015-present), Audit Committee of PT Bank Tabungan Negara (Persero) (2013-2017), Audit Committee of Bank Woori (2012-2014), and has career at Bank Indonesia from 1981 to 2011, with the last 23 (twenty three) years as bank supervisor.</i></p> <p>Education <i>Bachelor of State Administration from College of State Administration of the Republic of Indonesia (STIA-LAN RI), Jakarta (1988), and Master's degree in Management of Finance and Management Concentration from College of Economics-Institute for Indonesia Entrepreneurship Development, Jakarta (2000).</i></p> |
|--|---|

Independensi

Sesuai dengan kriteria yang telah ditetapkan Bank dan regulasi yang berlaku, Komite Audit wajib memiliki independensi atas beberapa aspek yang berhubungan dengan kepengurusan Bank. Berikut disampaikan transparansi independensi Komite Audit.

Independency

In accordance with the criteria established by The Bank and prevailing regulations, the Audit Committee should have independence over several aspects relating to the management of The Bank. Below is an outline of the independence of the Audit Committee.

| Aspek Independensi <i>Independency Aspects</i> | Komite Audit Audit Committee | H. Yunno Kusumo | Ricky Dompas | Waldy Gutama |
|--|--------------------------------|-----------------------|-----------------------|--------------|
| Merupakan orang dalam Kantor Akuntan Publik, Kantor Konsultan Hukum, atau pihak lain yang memberi jasa audit, jasa non-audit, dan/atau jasa konsultasi lain kepada Bank dalam waktu 1 (satu) tahun terakhir sebelum diangkat oleh Komisaris. <i>Is an insider in a Public Accounting Firm, Legal Consultant Office, or any other party providing audit services, non-audit services, and/or other consulting services to The Bank within 1 (one) year prior to appointment by the Commissioner.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | |
| Mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin atau mengendalikan kegiatan Bank dalam waktu 1 (satu) tahun terakhir. <i>Is a person having the authority and responsibility to plan, lead or control The Bank's activities within the last 1 (one) year.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | |
| Mempunyai saham baik langsung maupun tidak langsung pada Bank. <i>Own shares directly or indirectly to The Bank.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | |
| Memangku jabatan sebagai pengurus partai politik dan/atau calon/anggota legislatif dan/atau calon kepala daerah/wakil kepada daerah, dan jabatan lain sesuai dengan peraturan perundang-undangan yang dapat menimbulkan benturan kepentingan. <i>Has taken position as a political party and/or candidate/member of legislative and/or candidate for regional head/representative to the region, and other positions in accordance with statutory regulations that may create a conflict of interest.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | |
| Mempunyai hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan anggota Komisaris, Direksi, atau pemegang saham utama Bank. <i>Has a family relation due to marriage and descendant up to the second degree, either horizontally or vertically, with the members of the Board of Commissioners, Board of Directors, or the majority shareholders of The Bank.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | |
| Memiliki hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Bank. <i>Has a direct or indirect business relation relating to The Bank's business activities.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | |

- Ada | Yes
- Tidak ada | No

Piagam Komite Audit

Dalam melaksanakan tugasnya, Komite Audit Bank mengacu kepada Piagam Komite Audit yang telah disahkan oleh Dewan Komisaris pada tanggal 23 Februari 2017 dan diperbarui sesuai dengan ketentuan Otoritas Jasa Keuangan pada 6 September 2017.

Tugas dan Tanggung Jawab Komite Audit

Dalam melaksanakan fungsiannya, Komite Audit memiliki tugas dan tanggung jawab sebagai berikut:

- Melakukan pemantauan dan evaluasi atas perencanaan dan pelaksanaan audit serta pemantauan atas tindak lanjut hasil audit dalam rangka menilai kecukupan pengendalian internal termasuk kecukupan proses pelaporan keuangan.
- Dalam rangka melaksanakan tugas pada butir tersebut di atas dan guna memberi rekomendasi kepada Dewan Komisaris, Komite Audit melakukan pemantauan dan evaluasi terhadap:
 - Pelaksanaan tugas Satuan Kerja Audit Internal (SKAI).
 - Kesesuaian pelaksanaan audit oleh Kantor Akuntan Publik dengan standar audit yang berlaku.
 - Memberikan pendapat independen dalam hal terjadi perbedaan pendapat antara manajemen dan Kantor Akuntan Publik atas jasa yang diberikannya.
 - Pelaksanaan tindak lanjut oleh Direksi atas hasil temuan SKAI, Akuntan Publik, Bank Indonesia dan hasil pengawasan Otoritas Jasa Keuangan (OJK).
- Melakukan penelaahan atas informasi keuangan lainnya yang akan dikeluarkan Bank kepada publik dan/atau pihak otoritas seperti proyeksi, dan laporan lainnya terkait dengan informasi keuangan Bank.
- Melakukan penelaahan atas kepatuhan Bank terhadap peraturan perundang-undangan di bidang perbankan dan peraturan perundang-undangan lainnya.
- Memberikan rekomendasi kepada Dewan Komisaris mengenai penunjukan Kantor Akuntan Publik, yang didasarkan pada independensi, ruang lingkup penugasan dan fee untuk disampaikan kepada pemegang saham melalui Dewan Komisaris.
- Menelaah dan melaporkan kepada Dewan Komisaris atas pengaduan yang berkaitan dengan proses akuntansi dan pelaporan keuangan Bank.
- Melakukan penelaahan dan pemantauan atas implementasi GCG yang efektif dan berkelanjutan.
- Menjalankan tugas-tugas lain yang relevan dengan fungsi Komite Audit atas permintaan Dewan Komisaris serta peraturan Otoritas Jasa Keuangan dan Bank Indonesia.

Kewenangan Komite Audit

Dalam melaksanakan tugasnya, Komite Audit mempunyai wewenang sebagai berikut:

- Mengakses dokumen, data, dan informasi Bank terkait karyawan, dana, aset, dan sumber daya Bank yang diperlukan.
- Melakukan komunikasi langsung dengan karyawan, termasuk Direksi dan pihak yang menjalankan fungsi audit internal, manajemen risiko, akuntansi dan sistem informasi, unit kerja terkait, dan akuntan publik terkait tugas dan tanggung jawab Komite Audit.
- Jika diperlukan, melibatkan pihak independen di luar anggota Komite Audit yang diperlukan untuk membantu pelaksanaan tugasnya.
- Melakukan kewenangan lain yang diberikan oleh Dewan Komisaris.

Audit Committee Charter

In carrying out its duties, The Bank's Audit Committee refers to the Audit Committee Charter which was enacted by the Board of Commissioners on February 23, 2017 and updated in accordance with the provision of Financial Services Authority on September 6, 2017.

Duties and Responsibilities of the Audit Committee

In performing its functions, the Audit Committee has the following duties and responsibilities:

- Monitor and evaluate the planning and execution of audits, and monitor the follow-up of audit results in order to assess the adequacy of internal control, including financial reporting process.
- In order to carry out the duties mentioned above and to provide recommendations to the Board of Commissioners, the Audit Committee should monitor and evaluate:
 - The implementation of duties of the Internal Audit Department (IAD).
 - Compliance of audit conducted by Public Accounting Firm with applicable audit standards.
 - Provide an independent opinion in the event of dissenting opinions between the management and a Public Accounting Firm for its services.
 - Follow-up actions by the Board of Directors on findings made by the IAD, Public Accountant, Bank Indonesia, as well as the supervision results from the Financial Services Authority (OJK).
- Review other financial information to be issued to the public and/or authorities such as projections, and other reports related to The Bank's financial information.
- Review The Bank's compliance with laws and regulations in the banking sector and other laws and regulations.
- Provide recommendations to the Board of Commissioners regarding the appointment of a Public Accounting Firm. This recommendation is based on the independence, scope of assignment and fee of Public Accounting Firm to be submitted to the shareholders through the Board of Commissioners.
- Review and report to the Board of Commissioners for any complaints relating to The Bank's accounting and reporting process.
- Review and monitor the effectiveness and sustainability of GCG implementation.
- Carry out other tasks relevant to the functions of the Audit Committee at the request of the Board of Commissioners and the regulations of the Financial Services Authority and Bank Indonesia.

Authorities of the Audit Committee

In performing its duties, the Audit Committee has the following authorities:

- Access to the documents, data, and information of The Bank on its employees, funds, assets, and resources required.
- The ability to communicate directly with employees, including the Board of Directors and parties performing internal audit functions, risk management, accounting and information system, related work units, and public accountants related to the duties and responsibilities of Audit Committee.
- Where necessary, the committee may involve independent parties from outside of the Audit Committee members to assist the committee in performing its duties.
- To exercise other powers granted by the Board of Commissioners.

Pembagian Tugas dan Tanggung Jawab dalam Keanggotaan Komite Audit

Komite Audit diketuai oleh seorang Komisaris Independen dan beranggotakan 2 (dua) pihak independen. Per 31 Desember 2019 keanggotaan Komite Audit adalah sebagai berikut:

1. H. Yunno Kusumo, sebagai ketua sekaligus mewakili peran Komisaris Independen dalam Komite Audit.
2. Ricky Dompas, sebagai pihak independen yang memiliki keahlian dalam bidang keuangan.
3. Waldy Gutama, sebagai pihak independen yang memiliki keahlian dalam bidang keuangan.

Pelatihan dan Pengembangan Kompetensi

Bank memiliki kebijakan terkait pengembangan dan peningkatan kompetensi Komite Audit, yang dilakukan melalui berbagai pelatihan dan pendidikan dengan pendanaan sepenuhnya menjadi tanggung jawab Bank. Informasi terkait pelatihan dan pengembangan kompetensi Komite Audit tersedia dalam Bab "Profil Perusahaan" pada Laporan Tahunan ini.

Rapat Komite Audit

Rapat Komite Audit diselenggarakan sesuai dengan kebutuhan Bank, sekurang-kurangnya 4 (empat) kali dalam 1 (satu) tahun.

Selama tahun 2019, Komite Audit menyelenggarakan rapat sebanyak 12 (dua belas) kali. Berikut disampaikan agenda dan risalah rapat, kehadiran, serta rekapitulasi tingkat kehadiran anggota Komite Audit dalam rapat-rapat tersebut.

| No. | Tanggal Date | Pembahasan Topic |
|-----|---|--|
| 1. | 29 Januari 2019 January 29, 2019 | 1. Follow-up on OJK and BI Audit Findings 2. Internal Audit Activity Report |
| 2. | 18 Maret 2019 March 18, 2019 | 1. Internal Audit Activity Report |
| 3. | 26 Maret 2019 March 26, 2019 | 1. KPMG Audit Updates |
| 4. | 12 April 2019 April 12, 2019 | 1. KPMG Management Letter Points |
| 5. | 25 April 2019 April 25, 2019 | 1. Internal Audit Activity Report |
| 6. | 13 Juni 2019 June 13, 2019 | 1. Internal Audit Activity Report 2. Updates on Audit Findings Related to Insurance in Batam and Makassar Branch 3. Internal Audit Activity Report 4. Status Implementation of ZTI 5. Follow-up Monitoring on BI and OJK for June 2019 6. Discuss on Letters from OJK in Connection with Compliance/Governance 7. Risk Profile for 2 nd Quarter of 2019 |
| 7. | 23 Juli 2019 July 23, 2019 | 1. Internal Audit Activity Report 2. Status and Updates of Significant Credit Findings as Discussed on July 23, 2019 |
| 8. | 27 Agustus 2019 August 27, 2019 | 1. Internal Audit Activity Report 2. Status and Updates of Significant Credit Findings as Discussed on July 23, 2019 |
| 9. | 25 September 2019 September 25, 2019 | 1. Internal Audit Activity Report |
| 10. | 31 Oktober 2019 October 31, 2019 | 1. Internal Audit Activity Report 2. Deviation and Exception |
| 11. | 25 November 2019 November 25, 2019 | 1. Audit of 2019 Financial Statements by KPMG |
| 12. | 9 Desember 2019 December 9, 2019 | 1. Internal Audit Activity Report 2. Status of Audit Founding in Pasar Atom 3. Audit Plan in 2020 |

Separation of Duties and Responsibilities Between Members of the Audit Committee

The Audit Committee is chaired by an Independent Commissioner and comprised of 2 (two) independent parties. As of December 31, 2019, the membership of the Audit Committee is as follows:

1. H. Yunno Kusumo, as a chairman who also represents the role of Independent Commissioner in the Audit Committee.
2. Ricky Dompas, as an independent party with an expertise in finance.
3. Waldy Gutama, as an independent party with an expertise in finance.

Training and Development of Competency

The Bank has its own policy related to the development and improvement of the competency of the Audit Committee. This is done through various trainings and education programs with full funding being the responsibility of The Bank. The list of training and development of competency of the Audit Committee is available in the "Company Profile" section in this Annual Report.

Audit Committee's Meetings

The Audit Committee's meetings are held in accordance with the needs of The Bank, at least 4 (four) times in a year.

Throughout 2019, the Audit Committee held 12 (twelve) meetings. The following are the details of the agenda and minutes of meeting, attendance, and recapitulation of the attendance of Audit Committee members in those meetings.

| Komite Audit Committee | 29-Jan-19 | 18-Mar-19 | 26-Mar-19 | 12-Apr-19 | 25-Apr-19 | 13-Jun-19 | 23-Jul-19 | 27-Aug-19 | 25-Sep-19 | 31-Oct-19 | 25-Nov-19 | 9-Dec-19 | Jumlah Rapat Total Meeting(s) | Jumlah Kehadiran Total Attendance(s) | Percentase Kehadiran Percentage of Attendance |
|------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|----------|-------------------------------|--------------------------------------|---|
| H. Yunno Kusumo | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 12 | 12 | 100% |
| Ricky Dompas | 1 | 1 | | 1 | | 1 | | 1 | 1 | 1 | | 1 | 12 | 8 | 67% |
| Waldy Gutama | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 12 | 12 | 100% |

Pelatihan | Training

Laporan Singkat Pelaksanaan Kegiatan Komite Audit Tahun 2019

Komite Audit telah menjalankan program kerja pada 2019, antara lain sebagai berikut:

- Menyampaikan kepada Dewan Komisaris mengenai progres dan tindak lanjut atas hasil temuan SKAI.
- Mengawasi dan mengevaluasi kebijakan, prosedur, program dan penerapan SKAI.
- Mengawasi dan mengevaluasi tindakan manajemen atas hasil temuan SKAI, auditor eksternal, dan OJK.
- Memberikan rekomendasi kepada Dewan Komisaris mengenai penunjukan Kantor Akuntan Publik.
- Mengawasi dan memberikan rekomendasi terhadap isu-isu di Bank yang menjadi perhatian regulator.
- Mengevaluasi dan memberikan rekomendasi terhadap rencana kerja audit.
- Mengevaluasi hasil temuan audit yang berkaitan dengan kredit macet, serta meninjau proses persetujuan kredit untuk memberikan rekomendasi kepada manajemen perbaikan-perbaikan yang perlu dilakukan dalam memitigasi kredit macet.

Brief Summary of the Activities of the Audit Committee in 2019

The Audit Committee has carried out work programs in 2019 as follows:

- Submit the progress and follow-up on IAD findings to the Board of Commissioners.
- Oversee and evaluate the policies, procedures, programs and implementation of IAD.
- Oversee and evaluate management actions on findings of IAD, external auditor, and OJK.
- Provide recommendations to the Board of Commissioners regarding the appointment of a Public Accounting Firm.
- Oversee and provide recommendations on issues at The Bank that are of concern to regulators.
- Evaluate and provide recommendations on the audit work plan.
- Evaluate audit findings related to bad loans and review the credit approval process to provide recommendations to management for improvements in mitigating bad loans.

KOMITE REMUNERASI DAN NOMINASI

Remuneration and Nomination Committee

Komite Remunerasi dan Nominasi Bank dibentuk dalam rangka membantu pelaksanaan tugas Dewan Komisaris terkait evaluasi dan rekomendasi atas kebijakan remunerasi yang berlaku bagi Dewan Komisaris, Direksi dan karyawan Bank serta memberikan rekomendasi kepada Dewan Komisaris atas tindak lanjut temuan audit internal dan/atau audit eksternal serta hasil pengawasan OJK tentang kebijakan di bidang manajemen SDM.

Pembentukan tugas dan tanggung jawab Komite Remunerasi dan Nominasi telah sesuai dengan Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tentang Komite Remunerasi dan Nominasi Emiten atau Perusahaan Publik.

Susunan dan Profil Komite Remunerasi dan Nominasi

Komite Remunerasi dan Nominasi Bank dikepalai oleh seorang Komisaris Independen dan terdiri atas Komisaris Independen serta pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.

Kronologis susunan Komite Remunerasi dan Nominasi Bank sepanjang tahun 2019 adalah sebagai berikut:

1 Januari – 31 Desember 2019
January 1 - December 31, 2019

Hendra Widjojo

Ketua Komite Remunerasi dan Nominasi & Komisaris Independen
Chairman of Remuneration and Nomination Committee & Independent Commissioner

H. Yunno Kusumo

Anggota Komite Remunerasi dan Nominasi & Komisaris Independen
Remuneration and Nomination Committee Member & Independent Commissioner

Josephine Sambajon

Anggota Komite Remunerasi dan Nominasi
Remuneration and Nomination Committee Member

The Bank's Remuneration and Nomination Committee was established to support the implementation of duties of the Board of Commissioners concerning the evaluation and recommendation on prevailing remuneration policy for the Board of Commissioners, Board of Directors and employees of The Bank, as well as to provide recommendation to the Board of Commissioners on the follow-up actions pursuant to findings from internal auditors and/or external auditors and OJK supervision on Human Resource Management policy.

The establishment of duties and responsibilities of the Remuneration and Nomination Committee are in conformity with the Financial Services Authority Regulation No. 34/POJK.04/2014 on the Remuneration and Nomination Committee of Issuers or Public Companies.

Structure and Profile of the Remuneration and Nomination Committee

The Bank's Remuneration and Nomination Committee is chaired by an Independent Commissioner and comprised of Independent Commissioner and personnel within managerial level below the Board of Directors in charge of human resources.

The chronology of The Bank's Remuneration and Nomination Committee composition in 2019 is as follows:

Per 31 Desember 2019 profil Komite Remunerasi dan Nominasi Bank adalah sebagai berikut:

As of December 31, 2019, the profile of The Bank's Remuneration and Nomination Committee is as follows:

| | |
|---|--|
| Hendra Widjojo Ketua Komite Remunerasi dan Nominasi & Komisaris Independen <i>Chairman of Remuneration and Nomination Committee & Independent Commissioner</i> | Profil Hendra Widjojo sebagai Ketua Komite Remunerasi dan Nominasi tersedia pada bagian Profil Dewan Komisaris dalam Bab "Profil Perusahaan" di Laporan Tahunan ini. <i>Hendra Widjojo's profile as the Chairman of Remuneration and Nomination Committee is available in the Board of Commissioners' Profile section in the "Company Profile" of this Annual Report.</i> |
| H. Yunno Kusumo Anggota Komite Remunerasi dan Nominasi & Komisaris Independen <i>Remuneration and Nomination Committee Member & Independent Commissioner</i> | Profil H. Yunno Kusumo sebagai anggota Komite Remunerasi dan Nominasi tersedia pada bagian Profil Dewan Komisaris dalam Bab "Profil Perusahaan" di Laporan Tahunan ini. <i>H. Yunno Kusumo's profile as member of Remuneration and Nomination Committee is available in the Board of Commissioners' Profile section in the "Company Profile" of this Annual Report.</i> |
| Josephine Sambajon Anggota Komite Remunerasi dan Nominasi <i>Remuneration and Nomination Committee Member</i> | Profil Josephine Sambajon sebagai anggota Komite Remunerasi dan Nominasi tersedia pada bagian Profil Pejabat Eksekutif dalam Bab "Profil Perusahaan" di Laporan Tahunan ini. <i>Josephine Sambajon's profile as member of Remuneration and Nomination Committee is available in the Executive Officer Profile section in the "Company Profile" of this Annual Report.</i> |

Independensi

Sesuai dengan kriteria yang telah ditetapkan Bank dan regulasi yang berlaku, Komite Remunerasi dan Nominasi wajib memiliki independensi atas beberapa aspek yang berhubungan dengan kepengurusan Bank. Berikut disampaikan transparansi independensi Komite Remunerasi dan Nominasi.

Independency

In accordance with the criteria established by The Bank and prevailing regulations, the Remuneration and Nomination Committee should have independence over several aspects relating to the management of The Bank. Below is an outline of the independence of the Remuneration and Nomination Committee.

| Aspek Independensi <i>Independency Aspects</i> | Komite Remunerasi dan Nominasi <i>Remuneration and Nomination Committee</i> | | |
|--|--|-----------------------|-----------------------|
| Merupakan orang dalam Kantor Akuntan Publik, Kantor Konsultan Hukum, atau pihak lain yang memberi jasa audit, jasa non-audit, dan/atau jasa konsultasi lain kepada Bank dalam waktu 1 (satu) tahun terakhir sebelum diangkat oleh Komisaris. <i>Is an insider in a Public Accounting Firm, Legal Consultant Office, or any other party providing audit services, non-audit services, and/or other consulting services to The Bank within 1 (one) year prior to appointment by the Commissioner.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin atau mengendalikan kegiatan Bank dalam waktu 1 (satu) tahun terakhir. <i>Is a person having the authority and responsibility to plan, lead or control The Bank's activities within the last 1 (one) year.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Mempunyai saham baik langsung maupun tidak langsung pada Bank. <i>Own shares directly or indirectly to The Bank.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Memangku jabatan sebagai pengurus partai politik dan/atau calon/anggota legislatif dan/atau calon kepala daerah/wakil kepada daerah, dan jabatan lain sesuai dengan peraturan perundang-undangan yang dapat menimbulkan benturan kepentingan. <i>Has taken position as a political party and/or candidate/member of legislative and/or candidate for regional head/representative to the region, and other positions in accordance with statutory regulations that may create a conflict of interest.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Mempunyai hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan anggota Komisaris, Direksi, atau pemegang saham utama Bank. <i>Has a family relation due to marriage and descendant up to the second degree, either horizontally or vertically, with the members of the Board of Commissioners, Board of Directors, or the majority shareholders of The Bank.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Memiliki hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Bank. <i>Has a direct or indirect business relation relating to The Bank's business activities.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

- Ada | Yes
- Tidak ada | No

Pedoman Komite Remunerasi dan Nominasi

Komite Remunerasi dan Nominasi Bank telah memiliki Pedoman Komite Remunerasi dan Nominasi berdasarkan Keputusan Dewan Komisaris pada tanggal 24 Juli 2013 yang telah diperbarui pada tanggal 6 September 2017.

Tugas dan Tanggung Jawab Komite Remunerasi dan Nominasi

Tugas dan tanggung jawab Komite Remunerasi dan Nominasi sebagaimana diatur dalam POJK No. 34/POJK.04/2014 paling sedikit meliputi:

- Terkait dengan kebijakan remunerasi wajib:
 - Melakukan evaluasi terhadap kebijakan remunerasi yang didasarkan atas kinerja, risiko, kewajaran dengan *peer group*, sasaran, dan strategi jangka panjang Bank, pemenuhan cadangan sebagaimana diatur dalam peraturan perundang-undangan, dan potensi pendapatan Bank pada masa yang akan datang;
 - Menyampaikan hasil evaluasi dan rekomendasi kepada Dewan Komisaris mengenai:
 - o Kebijakan remunerasi bagi Dewan Komisaris dan Direksi untuk disampaikan kepada RUPS; dan
 - o Kebijakan remunerasi bagi pegawai secara keseluruhan untuk disampaikan kepada Direksi.
 - Memastikan bahwa kebijakan remunerasi telah sesuai dengan ketentuan; dan
 - Melakukan evaluasi secara berkala terhadap penerapan kebijakan remunerasi.
- Terkait dengan kebijakan nominasi:
 - Menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris dan anggota Direksi kepada Dewan Komisaris untuk disampaikan kepada RUPS;
 - Memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/atau calon anggota Direksi kepada Dewan Komisaris untuk disampaikan kepada RUPS; dan
 - Memberikan rekomendasi mengenai pihak independen yang akan menjadi anggota komite kepada Dewan Komisaris.

Pembagian Tugas dan Tanggung Jawab dalam Keanggotaan Komite Remunerasi dan Nominasi

Berikut komposisi Komite Remunerasi dan Nominasi:

1. Hendra Widjojo, sebagai ketua yang juga mewakili peranan Komisaris Independen dalam komite.
2. H. Yunno Kusumo, sebagai anggota komite yang juga merupakan Komisaris Independen.
3. Josephine Sambajon, sebagai anggota komite yang merupakan Pejabat Eksekutif yang membawahi bagian sumber daya manusia Bank.

Pelatihan dan Pengembangan Kompetensi

Bank memiliki kebijakan terkait pengembangan dan peningkatan kompetensi Komite Remunerasi dan Nominasi, yang dilakukan melalui berbagai pelatihan dan pendidikan dengan pendanaan sepenuhnya menjadi tanggung jawab Bank. Informasi terkait pelatihan dan pengembangan kompetensi Komite Remunerasi dan Nominasi tersedia dalam Bab "Profil Perusahaan" pada Laporan Tahunan ini.

Rapat Komite Remunerasi dan Nominasi

Rapat Komite Remunerasi dan Nominasi diselenggarakan sesuai dengan kebutuhan Bank, sekurang-kurangnya 4 (empat) kali dalam 1 (satu) tahun.

Remuneration and Nomination Committee Charter

The Bank's Remuneration and Nomination Committee has in place the Remuneration and Nomination Committee Charter based on the Board of Commissioners Decree dated July 24, 2013, that has been updated on September 6, 2017.

Duties and Responsibilities of the Remuneration and Nomination Committee

The duties and responsibilities of the Remuneration and Nomination Committee as stipulated in POJK No. 34/POJK.04/2014, should at least include:

- In relation to remuneration policy:
 - Perform evaluation of the remuneration policy based on the performance, risks, fairness with peer group, targets, and long-term strategies of The Bank, the fulfilment of reserves as regulated in legislation, and potential future revenue of The Bank;
 - Submit evaluation results and recommendations to the Board of Commissioners regarding:
 - o The remuneration policy for the Board of Commissioners and Board of Directors to be submitted to the GMS; and
 - o The remuneration policy for employees as a whole to be submitted to the Board of Directors.
 - Ensure remuneration policy is in accordance with the provision; and
 - Conduct periodic evaluation of the implementation of remuneration policy.
- In relation to nomination policy:
 - Prepare and provide recommendations on the system and procedure in selecting and/or replacing members of the Board of Commissioners and members of the Board of Directors to the Board of Commissioners to be submitted to the GMS;
 - Submit recommendations on candidate for members of the Board of Commissioners and/or members of the Board of Directors to the Board of Commissioners to be submitted to the GMS; and
 - Submit recommendations on independent parties who will be the committees' members to the Board of Commissioners.

Separation of Duties and Responsibilities Between Members of the Remuneration and Nomination Committee

The composition of the Remuneration and Nomination Committee is as follows:

1. Hendra Widjojo, as a chairman, who also represents the role of Independent Commissioner in the committee.
2. H. Yunno Kusumo, as a committee member who is also an Independent Commissioner.
3. Josephine Sambajon, as a committee member who is an Executive Officer in charge of The Bank's human resources.

Training and Development of Competency

The Bank has its own policy related to the development and improvement of the competency of the Remuneration and Nomination Committee. This is done through various trainings and education programs with full funding being the responsibility of The Bank. The list of training and development of competency of the Remuneration and Nomination Committee is available in the "Company Profile" section in this Annual Report.

Remuneration and Nomination Committee's Meetings

The Remuneration and Nomination Committee's meetings are held in accordance with the needs of The Bank, at least 4 (four) times in a year.

Selama tahun 2019, Komite Remunerasi dan Nominasi menyelenggarakan rapat sebanyak 4 (empat) kali. Berikut disampaikan agenda dan risalah rapat, kehadiran, serta rekapitulasi tingkat kehadiran anggota Komite Remunerasi dan Nominasi dalam rapat-rapat tersebut.

| Tanggal Date | Pembahasan Topic |
|-------------------------------------|---|
| 29 Januari 2019 January 29, 2019 | 1. <i>Salary and Grading</i> |
| 26 Maret 2019 March 26, 2019 | 1. <i>2018 Employee Bonus</i> |
| 18 Juli 2019 July 18, 2019 | 1. <i>2019 Salary Review</i> 2. <i>New Policy: Performance Management Evaluation Mechanism for Board of Directors Policy</i> 3. <i>Extension Contract of One Risk Monitoring Committee Member</i> |
| 8 Oktober 2019 October 8, 2019 | 1. <i>Performance Bonus 2018 for BOD & BOC</i> 2. <i>Salary Review 2019 for BOD & BOC</i> 3. <i>Extension Contract of One Risk Monitoring Committee Member and One Audit Committee Member</i> |

| Komite Remunerasi & Nominasi Remuneration & Nomination Committee | 29-Jan-19 | 26-Mar-19 | 18-Jul-19 | 8-Oct-19 | Jumlah Rapat Total Meeting(s) | Jumlah Kehadiran Total Attendance(s) | Persentase Kehadiran Percentage of Attendance |
|---|-----------|-----------|-----------|----------|-------------------------------|--------------------------------------|---|
| Hendra Widjojo | 1 | | 1 | 1 | 4 | 3 | 75% |
| H. Yunno Kusumo | 1 | 1 | 1 | 1 | 4 | 4 | 100% |
| Josephine Sambajon | 1 | 1 | 1 | 1 | 4 | 4 | 100% |

Cuti | On leave

Laporan Singkat Pelaksanaan Kegiatan Komite Remunerasi dan Nominasi Tahun 2019

Di sepanjang tahun 2019, Komite Remunerasi dan Nominasi melaksanakan tugas sebagai berikut:

- Mengevaluasi gaji karyawan untuk tahun 2019.
- Mengevaluasi bonus kinerja karyawan untuk tahun 2018.
- Mengevaluasi salary and job grading structure karyawan, serta meninjau mekanisme KPI tahun 2019.
- Proses perpanjangan kontrak anggota-anggota Komite Audit dan Komite Pemantau Risiko untuk disampaikan kepada Dewan Komisaris.
- Mengevaluasi gaji untuk Dewan Komisaris dan Direksi tahun 2019.
- Mengevaluasi bonus kinerja untuk Dewan Komisaris dan Direksi tahun 2018.
- Mengevaluasi mekanisme kinerja manajemen.

Kebijakan Mengenai Suksesi Direksi

Suksesi Direksi Bank diatur berdasarkan *Board of Directors and Commissioners Nomination Policy* No. HR/POL/020 tanggal 24 Maret 2014 tentang Penggantian dan Pengangkatan Direksi. Tidak hanya terbatas untuk Direksi, kebijakan ini termasuk mengatur suksesi bagi Dewan Komisaris, termasuk persyaratan jika nominasi berasal dari Pejabat Eksekutif internal Bank dan/ atau pejabat dari ICBC Limited sebagai pemegang saham mayoritas. Kebijakan ini juga mengatur secara rinci terkait prosedur pengusulan untuk Dewan Komisaris dan Direksi jika berasal dari kalangan internal.

Throughout 2019, the Remuneration and Nomination Committee held 4 (four) meeting. The following are the details of the agenda and minutes of meeting, attendance, and recapitulation of the attendance of Remuneration and Nomination Committee members in those meetings.

| Komite Remunerasi & Nominasi Remuneration & Nomination Committee | 29-Jan-19 | 26-Mar-19 | 18-Jul-19 | 8-Oct-19 | Jumlah Rapat Total Meeting(s) | Jumlah Kehadiran Total Attendance(s) | Persentase Kehadiran Percentage of Attendance |
|---|-----------|-----------|-----------|----------|-------------------------------|--------------------------------------|---|
| Hendra Widjojo | 1 | | 1 | 1 | 4 | 3 | 75% |
| H. Yunno Kusumo | 1 | 1 | 1 | 1 | 4 | 4 | 100% |
| Josephine Sambajon | 1 | 1 | 1 | 1 | 4 | 4 | 100% |

Brief Summary of the Activities of the Remuneration and Nomination Committee in 2019

Throughout 2019, the Remuneration and Nomination Committee performed the following duties:

- Evaluate employee salaries in 2019.
- Evaluate employee performance bonuses in 2018.
- Evaluate employee salary and job grading structure and review the 2019 KPI mechanism.
- The contract extension process for members of the Audit Committee and Risk Monitoring Committee to be submitted to the Board of Commissioners.
- Evaluate salaries for the Board of Commissioners and Board of Directors in 2019.
- Evaluate performance bonuses for the Board of Commissioners and Board of Directors in 2018.
- Evaluate management performance mechanisms.

Policy Concerning the Succession of the Board of Directors

The succession of The Bank's Board of Directors is governed by the *Board of Directors and Commissioners Nomination Policy* No. HR/POL/020 dated March 24, 2014 regarding the Replacement and Appointment of the Board of Directors. This policy not only limited to the Board of Directors, it also regulates the succession of the Board of Commissioners, including the requirements if the candidates are from The Bank's internal Executive Officers and/or officials of ICBC Limited as the majority shareholders. This policy also regulates in detail the procedure for proposals for the Board of Commissioners and the Board of Directors if the members are from internal.

KOMITE PEMANTAU RISIKO

Risk Monitoring Committee

Komite Pemantau Risiko bertugas untuk membantu Dewan Komisaris dalam mengawasi pelaksanaan manajemen risiko di lingkungan Bank. Komite ini diketuai oleh Komisaris Independen dengan 2 (dua) orang anggota yang berasal dari pihak independen yang memiliki keahlian pada bidang keuangan dan manajemen risiko.

Susunan dan Profil Komite Pemantau Risiko

Kronologis susunan Komite Pemantau Risiko Bank di tahun 2019 adalah sebagai berikut:

1 Januari - 31 Desember 2019
January 1 - December 31, 2019

Hendra Widjojo

Ketua Komite Pemantau Risiko & Komisaris Independen
Chairman of Risk Monitoring Committee & Independent Commissioner

Ignace Widiatmoko

Anggota Komite Pemantau Risiko
Risk Monitoring Committee Member

Aki H. Parwoto

Anggota Komite Pemantau Risiko
Risk Monitoring Committee Member

Per 31 Desember 2019 profil Komite Pemantau Risiko Bank adalah sebagai berikut:

The Risk Monitoring Committee has the duty to assist the Board of Commissioners in overseeing the implementation of risk management within The Bank. The Committee is chaired by an Independent Commissioner, with 2 (two) members from independent parties with expertise in the area of finance and risk management.

Structure and Profile of the Risk Monitoring Committee

The chronology of The Bank's Risk Monitoring Committee composition in 2019 is as follows:

As of December 31, 2019, the profile of The Bank's Risk Monitoring Committee is as follows:

Hendra Widjojo

Ketua Komite Pemantau Risiko & Komisaris Independen
Chairman of Risk Monitoring Committee & Independent Commissioner

Profil Hendra Widjojo sebagai Ketua Komite Pemantau Risiko tersedia pada bagian Profil Dewan Komisaris dalam Bab "Profil Perusahaan" di Laporan Tahunan ini.
Hendra Widjojo's profile as the Chairman of Risk Monitoring Committee is available in the Board of Commissioners' Profile section in the "Company Profile" of this Annual Report.

Ignace Widiatmoko

Anggota Komite Pemantau Risiko
Risk Monitoring Committee Member

Pengalaman Kerja/Jabatan

Ignace Widiatmoko sebelumnya menjabat sebagai *Managing Director*, PT Gedung Bank Exim dan Komisaris PT Resik Guna Maju (2015-2018). Beliau juga menjalankan karier profesionalnya antara lain pada Bank Mandiri sebagai *VP of Risk Management Directorate* (2007-2015), *VP of Consumer Banking* (2006-2007), *Department Head Bancassurance* (2004-2006), *Department Head Fee Base Business/E-banking* (2001-2003), *Department Head Liabilities Products* (1999-2001), serta pada Bank Ekspor Impor Indonesia (1985-1998).

Latar Belakang Pendidikan

- *Chartered Financial Consultant & Diploma in Financial Planning*, Singapore College of Insurance, Jakarta-Singapore, 2006.
- *MBA in Marketing*, Rutgers University, Graduate School of Management Newark, New Jersey USA, 1995.
- *USA Pre MBA Program*, The Economic Institute, Colorado University, Boulder USA, 1993.
- Sarjana Ekonomi, Universitas Diponegoro, Indonesia, 1984.

| | |
|--|---|
| | <p>Work Experience <i>Ignace Widiatmoko previously served as Managing Director, PT Gedung Bank Exim and Commissioner of PT Resik Guna Maju (2015-2018). His other professional careers include at Bank Mandiri as the VP of Risk Management Directorate (2007-2015), VP of Consumer Banking (2006-2007), Department Head Bancassurance (2004-2006), Department Head Fee Base Business/E-banking (2001-2003), Department Head Liabilities Products (1999-2001), and at Bank Ekspor Impor Indonesia (1985-1998).</i></p> <p>Education</p> <ul style="list-style-type: none"> • Chartered Financial Consultant & Diploma in Financial Planning, Singapore College of Insurance, Jakarta-Singapore, 2006. • MBA in Marketing, Rutgers University, Graduate School of Management Newark, New Jersey USA, 1995. • USA Pre MBA Program, The Economic Institute, Colorado University, Boulder USA, 1993. • Bachelor in Economics, University of Diponegoro, Indonesia, 1984. |
| Aki H. Parwoto Anggota Komite Pemantau Risiko <i>Risk Monitoring Committee Member</i> | <p>Pengalaman Kerja/Jabatan <i>Aki H. Parwoto saat ini menjabat sebagai anggota Komite Pemantau Risiko dan Komite Audit pada PT Bank Resona Perdania. Sebelumnya beliau bergabung dengan PT Bank CIMB Niaga sejak tahun 2009 dan menjabat antara lain sebagai Senior Vice President Credit and Operations Policy (2015-2017), First Vice President Credit Risk Management Group Head (2010-2014), dan Vice President Credit Risk Management Group Head (2009-2010). Beliau juga pernah menjabat berbagai posisi strategis pada PT Bank Niaga untuk periode 1987-2008 dengan menjabat antara lain sebagai Vice President pada Credit Risk Division Head (2004-2008), Risk Asset Audit Division Head (2001-2004), Assistant Vice President Compliance Management Group (2000), Assistant Vice President Credit Policy and Administration Group (1998-1999), Senior Manager - Branch Bali (1994-1997), Manager - Credit Audit (1988-1993) dan Officer Development Program (1987). Beliau memulai karier profesionalnya pada Kantor Akuntan Publik Amir Abadi Jusuf pada tahun 1986.</i></p> <p>Latar Belakang Pendidikan</p> <ul style="list-style-type: none"> • Magister Manajemen, Universitas Gajah Mada, 2004. • Sarjana Akuntansi, Fakultas Ekonomi, Universitas Indonesia, 1985. <p>Work Experience <i>Aki H. Parwoto currently serving as a member of Risk Monitoring Committee and Audit Committee at PT Bank Resona Perdania. He previously joined at PT Bank CIMB Niaga in 2009 and served as Senior Vice President of Credit and Operations Policy (2015-2017), First Vice President of Credit Risk Management Group Head (2010-2014), and Vice President of Credit Risk Management Group Head (2009-2010). He also had various strategic positions at PT Bank Niaga for the period 1987-2008 with the positions including Vice President at Credit Risk Division Head (2004-2008), Risk Asset Audit Division Head (2001-2004), Assistant Vice President of Compliance Management Group (2000), Assistant Vice President of the Credit Policy and Administration Group (1998-1999), Senior Manager - Branch Bali (1994-1997), Manager - Credit Audit (1988-1993) and Officer Development Program (1987). He began his professional career at Amir Abadi Jusuf Public Accounting Firm in 1986.</i></p> <p>Education</p> <ul style="list-style-type: none"> • Master of Management, University of Gajah Mada, 2004. • Bachelor of Accounting, Faculty of Economy, University of Indonesia, 1985. |

Independensi

Sesuai dengan kriteria yang telah ditetapkan Bank, Komite Pemantau Risiko wajib memiliki independensi atas beberapa aspek yang berhubungan dengan kepengurusan Bank. Berikut disampaikan transparansi independensi Komite Pemantau Risiko.

Independency

In accordance with the criteria established by The Bank, the Risk Monitoring Committee should have independence over several aspects relating to the management of The Bank. Below is an outline of the independence of the Risk Monitoring Committee.

| Aspek Independensi <i>Independency Aspects</i> | Komite Pemantau Risiko <i>Risk Monitoring Committee</i> | | |
|---|--|-----------------------|-----------------------|
| | Hendra Widjojo | Ignace Widiatmoko | Aki H. Parwoto |
| Merupakan orang dalam Kantor Akuntan Publik, Kantor Konsultan Hukum, atau pihak lain yang memberi jasa audit, jasa non-audit, dan/atau jasa konsultasi lain kepada Bank dalam waktu 1 (satu) tahun terakhir sebelum diangkat oleh Komisaris. <i>Is an insider in a Public Accounting Firm, Legal Consultant Office, or any other party providing audit services, non-audit services, and/or other consulting services to The Bank within 1 (one) year prior to the appointment by the Commissioner.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin atau mengendalikan kegiatan Bank dalam waktu 1 (satu) tahun terakhir. <i>Is a person having the authority and responsibility to plan, lead or control The Bank's activities within the last 1 (one) year.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Mempunyai saham baik langsung maupun tidak langsung pada Bank. <i>Own shares directly or indirectly to The Bank.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Memangku jabatan sebagai pengurus partai politik dan/atau calon/anggota legislatif dan/atau calon kepala daerah/wakil kepala daerah, dan jabatan lain sesuai dengan peraturan perundang-undangan yang dapat menimbulkan benturan kepentingan. <i>Has taken position as a political party and/or candidate/ member of legislative and/or candidate for regional head/representative to the region, and other positions in accordance with statutory regulations that may create a conflict of interest.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Mempunyai hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan anggota Komisaris, Direksi, atau pemegang saham utama Bank. <i>Has a family relation due to marriage and descendant up to the second degree, either horizontally or vertically, with the members of the Board of Commissioners, Board of Directors, or the majority shareholders of The Bank.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Memiliki hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Bank. <i>Has a direct or indirect business relation relating to The Bank's business activities.</i> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

- Ada | Yes
- Tidak ada | No

Pedoman Komite Pemantau Risiko

Dalam menjalankan tugasnya, Komite Pemantau Risiko memiliki pedoman dan tata tertib kerja (*Committee Charter*) yang telah disahkan dan diperbarui pada tanggal 25 Agustus 2017.

Tugas dan Tanggung Jawab Komite Pemantau Risiko

Sebagaimana diatur dalam Pasal 48 POJK No. 55/POJK.03/2016, Komite Pemantau Risiko wajib melakukan paling sedikit:

- Evaluasi tentang kesesuaian antara kebijakan dengan pelaksanaan manajemen risiko dari Bank;
- Pemantauan dan evaluasi pelaksanaan tugas Komite Manajemen Risiko dan Satuan Kerja Manajemen Risiko (SKMR).

Hasil dari evaluasi yang telah disebutkan di atas wajib disampaikan dan memberikan rekomendasi kepada Dewan Komisaris. Laporan hasil evaluasi tersebut wajib disampaikan secara triwulan setiap tahun. Prioritas tugas Komite Pemantau Risiko adalah sebagai berikut:

- Mengevaluasi proposal kebijakan manajemen risiko termasuk strategi dan kerangka manajemen risiko, serta memberikan rekomendasi dan masukan kepada Dewan Komisaris terhadap proposal kebijakan tersebut.
- Meninjau notulen rapat Komite Manajemen Risiko secara berkala, mengusulkan saran independen, dan memberikan rekomendasi untuk memperkuat panduan manajemen risiko Bank.

Risk Monitoring Committee Charter

In performing its duties, the Risk Monitoring Committee has in place the guidelines and working procedures (*Committee Charter*), which was ratified and updated on August 25, 2017.

Duties and Responsibilities of the Risk Monitoring Committee

As stipulated in Article 48 POJK No. 55/POJK.03/2016, the Risk Monitoring Committee should perform at least:

- Evaluate the conformity between The Bank's risk management policy and implementation;
- Monitor and evaluate the implementation of duties of Risk Management Committee and Risk Management Unit (RMU).

The result of evaluation mentioned above is to be submitted to the Board of Commissioners along with its recommendation. The report on evaluation result should be submitted quarterly every year. Risk Monitoring Committee priority duties are as follows:

- Evaluate the risk management policy proposals including risk management strategies and framework, and provide recommendations and input to the Board of Commissioners on those policy proposals.
- Review minutes of Risk Management Committee meetings regularly, propose independent advices, and provide recommendations to strengthen The Bank's risk management guidelines.

- Mengadakan rapat dengan SKMR dan departemen terkait paling sedikit sebulan sekali mengenai pengendalian risiko, *risk appetite*, dan *risk tolerance*. Memberikan panduan mengenai risiko potensial bisnis dan isu-isu manajemen risiko.
- Memberikan perhatian kepada peringkat kesehatan Bank serta memberikan rekomendasi praktisnya.
- Dalam setiap triwulan progres kerja, apabila ada temuan yang muncul maka perlu memberikan rekomendasi dan tindak lanjut dari rekomendasi tersebut serta memberikan laporan kepada Dewan Komisaris.

Pembagian Tugas dan Tanggung Jawab dalam Keanggotaan Komite Pemantau Risiko

Berikut komposisi Komite Pemantau Risiko:

- Hendra Widjojo, sebagai ketua yang juga mewakili peranan Komisaris Independen dalam komite.
- Ignace Widiatmoko, berperan sebagai pihak independen yang memiliki keahlian dalam bidang manajemen risiko.
- Aki H. Parwoto, berperan sebagai pihak independen yang memiliki keahlian dalam bidang keuangan.

Pelatihan dan Pengembangan Kompetensi

Bank memiliki kebijakan terkait pengembangan dan peningkatan kompetensi Komite Pemantau Risiko, yang dilakukan melalui berbagai pelatihan dan pendidikan dengan pendanaan sepenuhnya menjadi tanggung jawab Bank. Informasi terkait pelatihan dan pengembangan kompetensi Komite Pemantau Risiko dapat dilihat pada Bab "Profil Perusahaan" dalam Laporan Tahunan ini.

Rapat Komite Pemantau Risiko

Komite Pemantau Risiko mengadakan rapat sesuai dengan ketentuan OJK yang mensyaratkan penyelenggaraan rapat paling kurang 4 (empat) kali dalam setahun.

Selama tahun 2019, Komite Pemantau Risiko menyelenggarakan rapat sebanyak 10 (sepuluh) kali. Berikut disampaikan agenda dan risalah rapat, kehadiran, serta rekapitulasi tingkat kehadiran anggota Komite Pemantau Risiko dalam rapat-rapat tersebut.

| Tanggal <i>Date</i> | Pembahasan <i>Topic</i> |
|--|--|
| 29 Januari 2019 <i>January 29, 2019</i> | 1. RBBR Assessment Semester II - 2018 |
| 21 Februari 2019 <i>February 21, 2019</i> | 1. NPL Progress (Corporate and SME Department) 2. On-shoring Progress (DC-DRC Updates) 3. NPL Progress (Consumer Banking Department) |
| 26 Maret 2019 <i>March 26, 2019</i> | 1. NPL Progress (Corporate and SME Department) 2. Vintage NPL 3. NPL Progress (Consumer Banking Department) |
| 25 April 2019 <i>April 25, 2019</i> | 1. Q1 2019 Risk Profile Report 2. Q1 2019 Compliance Report 3. Q1 2019 AML-CFT Report |
| 13 Juni 2019 <i>June 13, 2019</i> | 1. DC-DRC On-shoring Progress 2. Post-disbursement Monitoring |
| 23 Juli 2019 <i>July 23, 2019</i> | 1. Risk Profile for 2nd Quarter 2019 2. NPL Updates (Corporate) 3. NPL Updates (Retail) 4. Updates on On-shoring Project 5. AML Project for 2nd Quarter 2019 |
| 27 Agustus 2019 <i>August 27, 2019</i> | 1. Work Program Presentation and Discuss on Pending Matters 2. RBB Realization Report for 2nd Quarter 3. Action Plan for RBB 2019 4. Policy on Giving Credit Facilities for Apartment vs Current Practice (Split Certification) |

- Conduct meeting at least once a month with RMU and other related departments regarding risk control, risk appetite, and risk tolerance. Provide guidance on potential business risks and risk management issues.
- Pay attention to The Bank's soundness rating and provide practical recommendations.
- In each quarter of work progress, if there are any findings, it is necessary to provide recommendations and follow-up on the recommendations and report to the Board of Commissioners.

Separation of Duties and Responsibilities Between Members of the Risk Monitoring Committee

The composition of the Risk Monitoring Committee is as follows:

- Hendra Widjojo, as a chairman who also represents the role of Independent Commissioner in the committee.
- Ignace Widiatmoko, as an independent party with an expertise in risk management.
- Aki H. Parwoto, as an independent party with an expertise in finance.

Training and Development of Competency

The Bank has its own policy related to the development and improvement of the competency of Risk Monitoring Committee. This is done through various trainings and education programs with full funding being the responsibility of The Bank. The list of training and development of competency of the Risk Monitoring Committee can be seen in the "Company Profile" section in this Annual Report.

Risk Monitoring Committee's Meetings

The Risk Monitoring Committee's meetings are held in accordance with OJK regulation, which requires the meeting to be held at least 4 (four) times in a year.

Throughout 2019, the Risk Monitoring Committee held 10 (ten) meetings. The following are the details of the agenda and minutes of meeting, attendance, and recapitulation of the attendance of Risk Monitoring Committee members in those meetings.

| Tanggal Date | Pembahasan Topic | | | | | | | | | | | | |
|---|---|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|------------------|--|---|---|
| 25 September 2019 September 25, 2019 | 1. <i>NPL Updates (SAM Department)</i> 2. <i>NPL Updates (Consumer Banking Department)</i> 3. <i>On-shoring Project Updates</i> | | | | | | | | | | | | |
| 31 Oktober 2019 October 31, 2019 | 1. <i>Procurement Policy</i> 2. <i>Financial Target Realization as of September 2019 and Financial Projection as of December 2019</i> 3. <i>Risk Profile Q3 2019</i> 4. <i>Watchlist with Downgrade or Upgrade Potential</i> 5. <i>Latest Updates of Krakatau Steel</i> | | | | | | | | | | | | |
| 9 Desember 2019 December 9, 2019 | 1. <i>Emerging Risk</i> 2. <i>Product Development and New Activities in 2020 after On-shoring (Contactless Credit Card)</i> 3. <i>Product Development and New Activities in 2020 after On-shoring (Global Cash Management)</i> 4. <i>Product Development and New Activities in 2020 after On-shoring (NCD)</i> | | | | | | | | | | | | |
| Komite Pemantau Risiko Risk Monitoring Committee | 29- Jan- 19 | 21- Feb- 19 | 26- Mar- 19 | 25- Apr- 19 | 13- Jun- 19 | 23- Jul- 19 | 27- Aug- 19 | 25- Sep- 19 | 31- Oct- 19 | 9- Dec- 19 | Jumlah Rapat Total Meeting(s) | Jumlah Kehadiran Total Attendance(s) | Percentase Kehadiran Percentage of Attendance |
| Hendra Widjojo | 1 | 1 | | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 10 | 9 | 90% |
| Ignace Widiatmoko | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 10 | 10 | 100% |
| Aki H. Parwoto | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 1 | 10 | 10 | 100% |

Cuti | On leave

Laporan Singkat Pelaksanaan Kegiatan Komite Pemantau Risiko Tahun 2019

Sepanjang tahun 2019, Komite Pemantau Risiko telah bekerja guna membantu Dewan Komisaris yang mencakup hasil evaluasi mengenai tugas dan tanggung jawab beserta dengan rekomendasinya.

Adapun kegiatan yang telah dilaksanakan komite ini sampai Desember 2019 adalah sebagai berikut:

- Melakukan pemantauan dan evaluasi pelaksanaan tugas Komite Pemantau Risiko dan Satuan Kerja Manajemen Risiko (SKMR).
- Melakukan evaluasi terhadap rencana kerja SKMR.
- Melakukan evaluasi Kualitas Penerapan Manajemen Risiko (KPMR) pada *Risk-Based Bank Rating* (RBBR).
- Melakukan evaluasi terhadap laporan profil risiko Bank per 3 (tiga) bulan, serta kecukupan kebijakan dan prosedur Bank.
- Melakukan evaluasi terhadap laporan pelaksanaan kepatuhan dan AML.
- Melakukan pemantauan dan evaluasi pelaksanaan tugas departemen terkait dalam mengatasi masalah kredit macet.
- Melakukan pemantauan terhadap kredit yang berada dalam kategori *watch list* dan *potential risk*, serta memberikan masukan untuk memastikan kredit tersebut tidak menjadi kredit macet.
- Memantau progres proyek *on-shoring* untuk memastikan proyek *on-shoring* dapat terealisasi sesuai dengan target yang telah ditetapkan.
- Mengevaluasi Rencana Bisnis Bank beserta realisasinya.
- Memberikan masukan kepada Dewan Komisaris dan memantau departemen terkait mengenai hasil pelaksanaan tugas departemen yang belum memenuhi kriteria.

Brief Summary of the Activities of the Risk Monitoring Committee in 2019

Throughout 2019, the Risk Monitoring Committee has assisted the Board of Commissioners, through the results of evaluation on its duties and responsibilities, as well as its recommendations.

The following are the activities carried out by the committee until December 2019:

- Monitor and evaluate the implementation of duties of the Risk Monitoring Committee and Risk Management Unit (RMU).
- Evaluate the work plan of RMU.
- Evaluate the quality of risk management implementation in Risk-Based Bank Rating (RBBR).
- Evaluate The Bank's risk profile report in a quarterly base, as well as the adequacy of The Bank policies and procedures.
- Evaluate the compliance and AML implementation report.
- Monitor and evaluate the implementation of duties of the relevant departments in overcoming the bad loans issue.
- Monitor loans that are in the watch list and potential risk categories, as well as providing input to ensure these loans do not turn into bad loans.
- Monitor the progress of on-shoring project to ensure the project can be realized in accordance with the targets set.
- Evaluate The Bank's Business Plan and its realization.
- Provide input to the Board of Commissioners and monitor the relevant departments regarding the results of their tasks implementation that have not met the criteria.

ORGAN PENDUKUNG DIREKSI

Supporting Organs of the Board of Directors

Komite-Komite Eksekutif

Dalam menjalankan tugas pengelolaan Bank, Direksi memiliki komite-komite eksekutif yang masing-masing beranggotakan Direktur dan para Pejabat Eksekutif Bank. Seluruh komite bertanggung jawab dan melapor kepada Direksi.

Assets and Liabilities Committee (ALCO)

Assets and Liabilities Committee (ALCO) bertugas untuk membantu Direksi dalam upaya memperkuat dan meningkatkan manajemen aset dan liabilitas, menyesuaikan jangka waktu atas aset dan liabilitas, mengatur likuiditas dan risiko valuta asing, serta mengatur *interest sensitive gap* dan Posisi Devisa Neto (PDN) agar tercapai profit yang berkesinambungan. Selama tahun 2019, ALCO mengadakan rapat sebanyak 12 (dua belas) kali.

Risk Management Committee (RMC)

Tugas utama Risk Management Committee (RMC) adalah membantu Direksi dalam merumuskan kebijakan dan mengawasi pelaksanaan kebijakan yang berkaitan dengan manajemen risiko, memantau perkembangan dan kondisi profil risiko, serta memberikan saran dan perbaikan terkait dengan manajemen risiko. Selain itu, komite ini berwenang dan bertanggung jawab untuk menyusun kebijakan, strategi, dan pedoman pelaksanaan manajemen risiko termasuk penetapan limit, *risk appetite*, *risk tolerance*, dan *contingency plan*. Selama tahun 2019, RMC mengadakan rapat sebanyak 12 (dua belas) kali.

Financial Review Committee (FRC)

Tugas Financial Review Committee (FRC) adalah mengawasi, memeriksa, dan mengevaluasi kebutuhan pengeluaran dana dalam jumlah besar yang persetujuannya berada di luar wewenang Direksi. Biaya-biaya yang menggunakan dana dalam jumlah besar harus diperiksa sesuai dengan standar dan prosedur FRC yang berlaku melalui mekanisme rapat FRC. Selama tahun 2019, FRC mengadakan 31 (tiga puluh satu) kali rapat untuk pemeriksaan 59 (lima puluh sembilan) aplikasi.

Credit Review Committee (CRC)

Credit Review Committee (CRC) bertugas untuk memberikan rekomendasi atas usulan pinjaman yang memerlukan persetujuan Direksi. Selama 2019, CRC mengadakan rapat sebanyak 49 (empat puluh sembilan) kali untuk Kredit Korporasi & SME dan 50 (lima puluh) kali untuk Kredit Konsumen.

Product and Policy Committee (PPC)

Product and Policy Committee (PPC) adalah komite yang bertugas membantu manajemen melaksanakan penerapan prinsip-prinsip Good Corporate Governance yang berkaitan dengan penerbitan kebijakan dan prosedur antara lain melalui:

- Memutuskan kebijakan dan prosedur yang akan diterbitkan maupun yang di amandemen.
- Memantau kebijakan dan prosedur Bank agar sesuai dengan peraturan internal dan eksternal, serta sesuai dengan kebutuhan Bank.
- Mengendalikan dan mengevaluasi kebijakan dan prosedur yang berlaku agar tidak terjadi konflik antara kebijakan dan prosedur.

Komite Kepatuhan dan Anti Pencucian Uang

Untuk mengimplementasikan prinsip GCG, serta menerapkan budaya kepatuhan dan anti pencucian uang yang kuat. Pembentukan komite ini adalah untuk mengawasi risiko-risiko

Executive Committees

In carrying out The Bank's management duties, the Board of Directors has executive committees, each of which consists of Directors and Executive Officers of The Bank. All committees are responsible and report to the Board of Directors.

Assets and Liabilities Committee (ALCO)

The Assets and Liabilities Committee (ALCO) is responsible for assisting the Board of Directors in strengthening and improving the management of assets and liabilities, adjusting the time period for assets and liabilities, managing foreign exchange liquidity and risk, and regulating interest sensitive gap and Net Open Position (NOP) in order to achieve sustainable profit. Throughout 2019, ALCO held 12 (twelve) meetings.

Risk Management Committee (RMC)

The main duties of the Risk Management Committee (RMC) are to assist the Board of Directors in formulating policy and observing the implementation of the policy related to risk management, to monitor the progress and condition of risk profile, and to provide suggestions and improvement associated with risk management. In addition, the committee is authorized and responsible to develop policies, strategies, and guidelines of risk management implementation, including limit setting, risk appetite, risk tolerance, and contingency plan. Throughout 2019, RMC conducted 12 (twelve) meetings.

Financial Review Committee (FRC)

The duties of Financial Review Committee (FRC) are to oversee, examine, and evaluate the need for large exposures which approval is beyond the authority of the Board of Directors. Applications that require large exposures must be verified in accordance with the prevailing FRC standards and procedures, and through the FRC meeting mechanism. Throughout 2019, FRC conducted 31 (thirty-one) meetings to review 59 (fifty-nine) applications.

Credit Review Committee (CRC)

Credit Review Committee (CRC) is assigned to provide recommendations on loan proposals that require the approval of the Board of Directors. Throughout 2019, CRC conducted 49 (forty-nine) meetings for Corporate & SME Loans and 50 (fifty) meetings for Consumer Loans.

Product and Policy Committee (PPC)

Product and Policy Committee (PPC) is a committee responsible for assisting the management in implementing the principles of Good Corporate Governance related to the issuance of policies and procedures, among others through:

- Decision on the policies and procedures for publication as well as their amendments.
- Monitor the policies and procedures of The Bank in order to comply with internal and external regulations, and in accordance with the needs of The Bank.
- Control and evaluate the prevailing policies and procedures to prevent the conflicts between the policies and procedures.

Compliance and AML Committee

To implement the GCG principles, compliance culture, and robust anti money laundering. The objective of this committee is to observe the risk of compliance and AML in The Bank, to ensure

kepatuhan dan anti pencucian uang Bank, untuk memastikan bahwa manajemen Bank memahami risiko-risiko kepatuhan dan anti pencucian uang yang mungkin dihadapi, dan memiliki kebijakan dan prosedur yang tepat serta tindakan untuk mengelola risiko tersebut.

Komite meninjau tindakan yang diambil untuk memastikan sistem kepatuhan dan anti pencucian yang kuat dan konsisten diterapkan, menciptakan budaya kepatuhan yang tinggi, dan membantu Direksi untuk mengurangi potensi permasalahan di area kepatuhan dan anti pencucian uang.

Tujuan Komite Kepatuhan dan Anti Pencucian Uang adalah untuk membantu Direksi dalam memenuhi tanggung jawab pengawasannya terkait dengan:

- a. Kepatuhan dan anti pencucian uang Bank sesuai peraturan yang berlaku;
- b. Memberikan saran untuk pengembangan dan pelaksanaan kontrol untuk mengelola dan memantau kualitas kegiatan kepatuhan dan anti pencucian uang Bank;
- c. Mengawasi risiko kepatuhan dan anti pencucian uang di Bank;
- d. Mendorong budaya kepatuhan yang tinggi dan prinsip anti pencucian uang; dan
- e. Memberikan saran kepada Direksi mengenai kesesuaian dan efisiensi sistem pengendalian internal Bank terkait dengan kepatuhan dan anti pencucian uang.

Selama 2019, Komite Kepatuhan dan Anti Pencucian Uang mengadakan rapat sebanyak 6 (enam) kali.

Komite Pengarah Teknologi Informasi

Komite Pengarah Teknologi Informasi bertanggung jawab memberikan rekomendasi kepada Direksi paling sedikit terkait dengan:

- a. Rencana strategis Teknologi Informasi (TI) yang sejalan dengan rencana strategis kegiatan usaha Bank;
- b. Perumusan kebijakan, standar dan prosedur TI yang utama;
- c. Kesesuaian antara proyek TI yang disetujui dengan rencana strategis TI;
- d. Kesesuaian antara pelaksanaan proyek TI dengan rencana proyek yang disepakati;
- e. Kesesuaian antara TI dengan kebutuhan sistem informasi manajemen serta kebutuhan kegiatan usaha Bank;
- f. Efektivitas langkah-langkah dalam meminimalkan risiko atas investasi Bank pada sektor TI agar investasi Bank pada sektor TI memberikan kontribusi terhadap pencapaian tujuan bisnis Bank;
- g. Pemantauan atas kinerja TI dan upaya peningkatan kinerja TI;
- h. Upaya penyelesaian berbagai masalah terkait TI yang tidak dapat diselesaikan oleh satuan kerja pengguna dan penyelenggara TI secara efektif, efisien, dan tepat waktu; dan
- i. Kecukupan dan alokasi sumber daya yang dimiliki Bank.

Disciplinary Committee

Untuk menjamin kepercayaan masyarakat terhadap integritas Bank, maka Bank membentuk Disciplinary Committee. Komite ini memiliki satuan kerja khusus dan tim kerja disiplin, yang bertugas untuk melakukan investigasi dan mengajukan sanksi kepada pelanggar peraturan dan Kode Etik Bank. Selama 2019, Disciplinary Committee mengadakan rapat sebanyak 17 (tujuh belas) kali.

that The Bank's management understands the risk of compliance and AML to which The Bank may be exposed, and to have in place appropriate policies and procedures as well as actions to manage such risks.

The committee reviews the actions taken to ensure a robust and consistent compliance and AML system is in place, promote a high compliance culture, and assist the Board of Directors to mitigate the risk of compliance and AML.

The purpose of the Compliance and AML Committee is to assist the Board of Directors in fulfilling their oversight responsibilities related to:

- a. The Bank's compliance and AML with regulatory requirements;*
- b. Providing advice for the development and implementation of controls to manage and monitor The Bank's compliance and AML activities;*
- c. Overseeing the risk of compliance and AML in The Bank;*
- d. Promoting a high compliance culture and AML principle; and*
- e. Providing advice to the Board of Directors on the suitability and efficiency of The Bank's internal control system related to compliance and AML.*

Throughout 2019, the Compliance and AML Committee held 6 (six) meetings.

Information Technology Steering Committee

Information Technology Steering Committee is responsible for providing recommendations to the Board of Directors at the very least related to:

- a. Information Technology (IT) strategic plan that is consistent with the strategic plan of The Bank's business activities;*
- b. Formulation of policies, standards, and procedures for the main IT;*
- c. Alignment between the approved IT projects with IT strategic plan;*
- d. Alignment between the implementation of IT projects with the agreed project plans;*
- e. Alignment between IT with the needs of management information system and the needs of The Bank's business activities;*
- f. Effectiveness of the measures taken in order to minimize the risk of The Bank investment in IT sector so that it can contribute to the business objectives of The Bank;*
- g. Monitor the performance of IT and efforts to improve IT performance;*
- h. Efforts to resolve various IT problems, which cannot be resolved by the working unit of IT's users and providers in an effective, efficient and timely manner; and*
- i. Adequacy and allocation of resources owned by The Bank.*

Disciplinary Committee

The Bank formed a Disciplinary Committee to ensure public trust in the integrity of The Bank. The committee has a special working unit and a disciplinary working team, which conduct investigations and submit sanctions to violators of The Bank's rules and Code of Conduct. Throughout 2019, the Disciplinary Committee conducted 17 (seventeen) meetings.

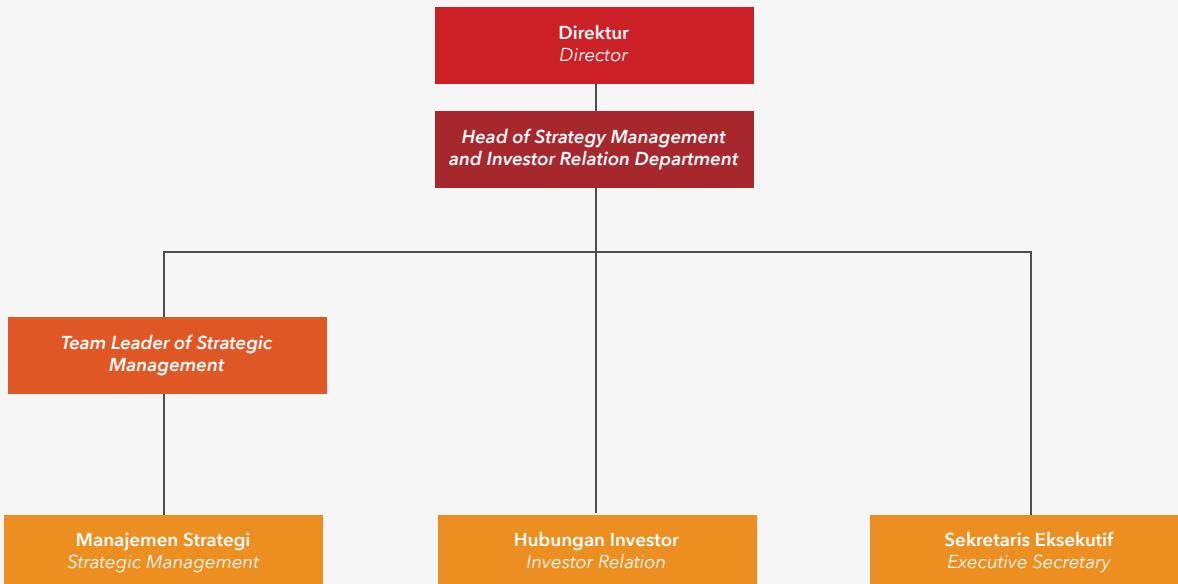
SEKRETARIS PERUSAHAAN

Corporate Secretary

Sekretaris Perusahaan merupakan salah satu organ pendukung yang berperan penting dalam memfasilitasi komunikasi antar organ Bank, hubungan antara Bank dengan pemegang saham, regulator, dan pemangku kepentingan lainnya. Fungsi Sekretaris Perusahaan Bank diembankan oleh Departemen *Strategy Management and Investor Relation*.

Corporate Secretary is one of the supporting organs taking an important role in facilitating The Bank's inter-organ communications, the relationship between The Bank and its shareholders, regulators, and other stakeholders. The Bank's Corporate Secretary function is carried out by the Strategy Management and Investor Relation Department.

Struktur Organisasi Sekretaris Perusahaan | Corporate Secretary Organizational Structure



Pejabat Pelaksana Fungsi Sekretaris Perusahaan

Berdasarkan Surat Keputusan Direksi No. 020A/KPTS.DIR/ICBC. IND/2017 tanggal 30 November 2017, Bank telah menunjuk Kepala Departemen *Strategy Management and Investor Relation* sebagai Pejabat Pelaksana Fungsi Sekretaris Perusahaan.

Executive in Charge of Corporate Secretary Function

Based on the Board of Directors Decree No. 020A/KPTS.DIR/ICBC. IND/2017 dated November 30, 2017, The Bank has appointed the Head of Strategy Management and Investor Relation Department as Executive in Charge of Corporate Secretary Function.

Renault Yufarsim

Kepala Departemen *Strategy Management and Investor Relation* & Pejabat Pelaksana Fungsi Sekretaris Perusahaan
Head of Strategy Management and Investor Relation & Executive in Charge of Corporate Secretary Function

Profil Renault Yufarsim sebagai Pejabat Pelaksana Fungsi Sekretaris Perusahaan dapat dilihat pada Bab "Profil Perusahaan" di Laporan Tahunan ini.

Profile of Renault Yufarsim as Executive in Charge of Corporate Secretary Function can be seen in the "Company Profile" section in this Annual Report.

Kualifikasi

Dalam melaksanakan tugasnya, sesuai dengan Peraturan Otoritas Jasa Keuangan No. 35/POJK.04/2014, maka Sekretaris Perusahaan wajib memiliki pengetahuan mengenai peraturan yang berkaitan dengan Bank, hubungan masyarakat, keterampilan administratif, dan pengalaman yang mendukung pelaksanaan tugasnya.

Fungsi Sekretaris Perusahaan

Sekretaris Perusahaan memiliki fungsi sebagai berikut:

- Bertindak 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 Bank.
- Bertindak sebagai administrator yang mengelola dokumen Bank.
- Mempersiapkan Rapat Umum Pemegang Saham (RUPS).
- Mengkoordinasikan dan menghadiri rapat Direksi dan rapat komunikasi antara Dewan Komisaris dan Direksi.
- Mempersiapkan undangan, jadwal, agenda, materi dan menyusun risalah rapat.
- Mengelola dan menyiapkan dokumen yang terkait dengan kegiatan Bank meliputi dokumen RUPS, risalah rapat Direksi, risalah rapat gabungan antara Dewan Komisaris dan Direksi, daftar pemegang saham, daftar khusus perusahaan dan dokumen-dokumen penting Bank lainnya.
- Mencatat daftar khusus berkaitan dengan Dewan Komisaris dan keluarganya serta Direksi dan keluarganya baik dalam Bank maupun afiliasinya yang mencakup kepemilikan saham, hubungan bisnis, dan peranan lain yang menimbulkan benturan kepentingan dengan kepentingan Bank.
- Menentukan kriteria mengenai jenis dan materi informasi yang dapat disampaikan kepada pemangku kepentingan, termasuk informasi yang dapat disampaikan sebagai dokumen publik.
- Memberikan informasi relevan yang dibutuhkan oleh pemangku kepentingan.
- Merencanakan dan melaksanakan kegiatan Bank yang melibatkan pihak eksternal yang bertujuan untuk membentuk citra Bank.
- Memelihara dan memperbarui informasi tentang Bank yang disampaikan kepada pemangku kepentingan baik melalui situs dan media informasi lainnya.

Tugas dan Tanggung Jawab Fungsi Sekretaris Perusahaan

Tugas dan tanggung jawab Sekretaris Perusahaan adalah sebagai berikut:

- Mengkoordinasikan kegiatan internal.
- Mengkoordinasikan rapat bulanan Dewan Komisaris dan Direksi.
- Mengkoordinasikan RUPS Tahunan dan RUPS Luar Biasa (LB).
- Mengkoordinasikan rapat kerja/rapat koordinasi Bank.
- Merencanakan dan melaksanakan kegiatan Corporate Social Responsibility (CSR) Bank.
- Mengkoordinasikan penanganan *legal* Bank baik internal maupun eksternal.
- Melaksanakan aktivitas *investor relation*.
- Memfasilitasi pengiriman dokumen/informasi penting dari pemegang saham melalui *Overseas Administration System* (OAS).
- Menyiapkan Laporan Tahunan Bank.
- Menyusun Rencana Bisnis Bank dan Rencana Aksi Keuangan Berkelaanjutan (RAKB), serta memastikan realisasi dari rencana bisnis tersebut agar sejalan dengan yang telah disampaikan kepada regulator.

Pengangkatan dan Pemberhentian Sekretaris Perusahaan

Sekretaris Perusahaan diangkat dan diberhentikan oleh Direksi.

Qualification

In carrying out their duties, pursuant to the Financial Services Authority Regulation No. 35/POJK.04/2014, the Corporate Secretary should have the knowledge on regulations related to The Bank, public relations, administrative skills, and experiences that support the implementation of their duties.

Corporate Secretary Function

Corporate Secretary has the following functions:

- As a liaison between the Board of Directors and Board of Commissioners, shareholders, public, and mass media, including representing The Bank in communicating with the public, regulators, other institutions or associations related to The Bank.
- As an administrator who manages The Bank's documents.
- Prepare the General Meeting of Shareholders (GMS).
- Coordinate and attend the Board of Directors meetings and communication meetings between the Board of Commissioners and the Board of Directors.
- Prepare invitations, schedules, agendas, materials, and drafting minutes of meetings (MoM).
- Manage and prepare documents related to The Bank's activities including the GMS documents, MoM of the Board of Directors, minutes of joint meetings between the Board of Commissioners and Board of Directors, shareholders register, special register, and other important documents of The Bank.
- Record a special register with regard to the Board of Commissioners and their families as well as the Board of Directors and their families within The Bank, and their affiliates that include share ownership, business relation and other roles, which may create a conflict of interest with The Bank's interests.
- Decide on criteria for the types and materials of information that can be submitted to stakeholders, including information that may be disseminated as public documents.
- Provide relevant information required by the stakeholders.
- Plan and implement The Bank's activities that involve external parties with the aim to establish The Bank's image.
- Maintain and update information on The Bank to be submitted to stakeholders, both through the website and other information media.

Duties and Responsibilities of Corporate Secretary Function

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

- Coordinate internal activities.
- Coordinate monthly meetings of the Board of Commissioners and Board of Directors.
- Coordinate the Annual GMS and Extraordinary GMS.
- Coordinate The Bank's work/coordination meetings.
- Plan and carry out The Bank's Corporate Social Responsibility (CSR) activities.
- Coordinate The Bank's internal and external legal handlings.
- Conduct investor relation activities.
- Facilitate the delivery of important documents/information from shareholders through Overseas Administration System (OAS).
- Prepare The Bank's Annual Report.
- Prepare The Bank's Business Plan and Sustainable Financial Action Plan (RAKB), and ensure the realization of the business plan is in line with what has been submitted to regulators.

Appointment and Dismissal of Corporate Secretary

The Corporate Secretary is appointed and dismissed by the Board of Directors.

Laporan Singkat Pelaksanaan Tugas Tahun 2019

Selama tahun 2019, Sekretaris Perusahaan telah melaksanakan tugas dan tanggung jawabnya, antara lain:

- Memfasilitasi pengiriman dan penerimaan sebanyak 1.083 (seribu delapan puluh tiga) dokumen/informasi penting yang berkaitan dengan pemegang saham melalui Overseas Administration System (OAS).
- Menerjemahkan lebih kurang 1.500 (seribu lima ratus) halaman dokumen dari bahasa asing ke Bahasa Indonesia atau sebaliknya dengan tujuan menjembatani komunikasi antara para pemangku kepentingan.
- Melaksanakan tugas-tugas dalam 51 (lima puluh satu) rapat yang berkaitan dengan Dewan Komisaris, Direksi, dan komite, dengan antara lain melakukan penjadwalan, pengaturan agenda, koordinasi, persiapan, kehadiran, rekaman, risalah rapat, dan distribusi material.
- Memimpin inisiatif tanggung jawab sosial Bank dengan meluncurkan 18 (delapan belas) kegiatan CSR.
- Menjadi mitra yang aktif dengan Dewan Komisaris, Direksi, dan anggota komite dalam pemenuhan kewajiban tata kelola perusahaan (misalnya: kewajiban menghadiri jumlah tertentu dari rapat).
- Melaksanakan persiapan yang matang dalam menyambut kunjungan para delegasi ICBC Limited ke ICBC Indonesia.
- Menyampaikan laporan-laporan yang bersifat wajib secara tepat waktu kepada regulator.

Program Kerja Sekretaris Perusahaan Tahun 2020

Sekretaris Perusahaan telah menyusun program kerja yang akan dilaksanakan di tahun 2020, antara lain:

- Menerbitkan ketentuan-ketentuan baru maupun memperbarui peraturan-peraturan yang telah ada guna meningkatkan tata kelola perusahaan ke tingkat yang lebih baik lagi.
- Meluncurkan kegiatan tanggung jawab sosial sesuai rencana.
- Meningkatkan efektivitas pelaksanaan tugas dan tanggung jawab melalui perbaikan prosedur.
- Memastikan kelancaran komunikasi dengan para pemangku kepentingan.
- Melanjutkan pekerjaan yang telah dikerjakan pada 2019.

Pelatihan dan Pengembangan Kompetensi

Bank memiliki kebijakan terkait pengembangan dan peningkatan kompetensi Sekretaris Perusahaan, yang dilakukan melalui berbagai pelatihan dan pendidikan dengan pendanaan sepenuhnya menjadi tanggung jawab Bank. Berikut adalah daftar pelatihan yang diikuti oleh Sekretaris Perusahaan:

| Materi Pendidikan dan Pelatihan <i>Education and Training Material</i> | Tempat <i>Location</i> | Tanggal <i>Date</i> | Penyelenggara <i>Organizer</i> |
|---|---------------------------|--------------------------------------|---|
| Strategic Workshop | Jakarta | 1 Februari 2019 | ICBC Indonesia |
| Preparation of Risk Management Certification - Level 1, 2 & 3 | Jakarta | Maret - November 2019 | GPS, BARA |
| Sosialisasi SPT Tahunan Orang Pribadi | Jakarta | 20 Maret 2019 | KPP Jakarta |
| Understanding Fraud and Financial Crime in Banking | Jakarta | 10 April 2019 | Perbanas |
| Sustainable Finance | Jakarta | April, Juni, Oktober & November 2019 | Lembaga Pengembangan Perbankan Indonesia (LPPI) |
| Mengelola Risiko Kredit agar Portofolio Kredit Menjadi Sehat | Jakarta | 9 Mei 2019 | Lembaga Sertifikasi Profesi Perbankan |
| Implementation of PSAK 72/73 / IFRS 15 | Jakarta | 28 Mei 2019 | Ernst & Young Indonesia |

Brief Report of Duties Implementation in 2019

Throughout 2019, the Corporate Secretary has carried out their duties and responsibilities, among others:

- Facilitating the delivery and collection of 1,083 (one thousand and eighty-three) important documents/information related to shareholders through Overseas Administration System (OAS).
- Translating approximately 1,500 (one thousand and five hundred) pages of documents from foreign language into Indonesian or vice versa, with the aim of bridging communications among stakeholders.
- Implementing duties in 51 (fifty-one) meetings related to the Board of Commissioners, Board of Directors, and committees, including scheduling, agenda arrangement, coordination, preparation, attendance list, recording, minutes of meeting, and distribution of materials.
- Leading The Bank's social responsibility initiatives by launching 18 (eighteen) CSR activities.
- Becoming an active partner with the Board of Commissioners, Board of Directors, and members of committees in fulfilling the corporate governance requirements (for instance: the requirement to attend certain number of meetings).
- Well preparation in welcoming ICBC Limited delegation visit to ICBC Indonesia.
- Submitting mandatory reports in a timely manner to the regulators.

Corporate Secretary Work Program In 2020

The Corporate Secretary has prepared work programs to be implemented in 2020, among others:

- Issuing new provisions and updating existing regulations to reach a higher level of corporate governance.
- Launching CSR activities according to the plan.
- Increasing the effectiveness of duties and responsibilities implementation through improvement in the procedures.
- Ensuring smooth communication with stakeholders.
- Continuing the tasks executed in 2019.

Training and Competency Development

The Bank has its own policy related to the development and improvement of Corporate Secretary competency. This is done through various trainings and education programs with full funding being the responsibility of The Bank. The trainings participated by the Corporate Secretary are as follows:

| Materi Pendidikan dan Pelatihan <i>Education and Training Material</i> | Tempat <i>Location</i> | Tanggal <i>Date</i> | Penyelenggara <i>Organizer</i> |
|--|---------------------------|-------------------------------|---|
| <i>Security Management Training & Drilling</i> | Jakarta | 27 Juli 2019 | ICBC Indonesia |
| <i>Pre-Team Improvement 2019: Integrated Corporate Communication</i> | Jakarta | 3 Agustus 2019 | GNV Consulting |
| <i>New Employee Orientation Program</i> | Jakarta | 15 Agustus 2019 | ICBC Indonesia |
| <i>Managing Operational Risk & Compliance In Digital Era</i> | Jakarta | 24 Agustus 2019 | DMN Consulting |
| <i>Encountering Digital Era of Banking Operation</i> | Bali | 28-30 Agustus 2019 | Bank Indonesia |
| <i>Team Improvement 2019: Strategy Management & Investor Relation Department</i> | Bali | 30 Agustus - 1 September 2019 | ICBC Indonesia |
| <i>Sensitive Business & Bills</i> | Hangzhou, China | 17-22 September 2019 | ICBC Limited |
| <i>Studi Tiru Pengelolaan Arsip</i> | Jakarta | 18 September 2019 | Bank Indonesia |
| <i>Sharing Session: Credit Policy Socialization Phase 2 - Batch 2</i> | Jakarta | 3 Oktober 2019 | ICBC Indonesia |
| <i>Cross Culture Program: The Silk Road Rising</i> | Jakarta | 1 November 2019 | ICBC Indonesia |
| <i>Cross Culture Program: Spectacular 2019</i> | Jakarta | 2 November 2019 | ICBC Indonesia |
| <i>Developing Policies and Procedure for Banks</i> | Jakarta | 4 November 2019 | Allman Indonesia |
| <i>Basic Banking Knowledge</i> | Jakarta | 16, 23 & 30 November 2019 | Lembaga Pengembangan Perbankan Indonesia (LPPI) |
| <i>Compliance, AML, Risk, Audit and Legal (CARAL) Refreshment</i> | Jakarta | 25 November 2019 | ICBC Indonesia |
| <i>Basic Legal Knowledge</i> | Jakarta | 12, 13 & 16 Desember 2019 | ICBC Indonesia |

AUDIT INTERNAL

Internal Audit

Visi

Menjadi penyedia jasa pemberi jaminan yang berkomitmen dan dapat dipercaya di industri perbankan dan berperan sebagai *strategic partner* di organisasi, dengan auditor internal yang berkualitas dan berpengalaman.

Misi

Untuk memberikan keyakinan yang memadai dan jasa konsultasi, melalui aktivitas audit yang independen dan objektif yang dirancang untuk memberikan nilai tambah dan meningkatkan proses tata kelola, manajemen risiko, dan sistem pengendalian internal Bank, dengan memastikan kepatuhan Bank terhadap regulasi serta kebijakan & prosedur yang berlaku.

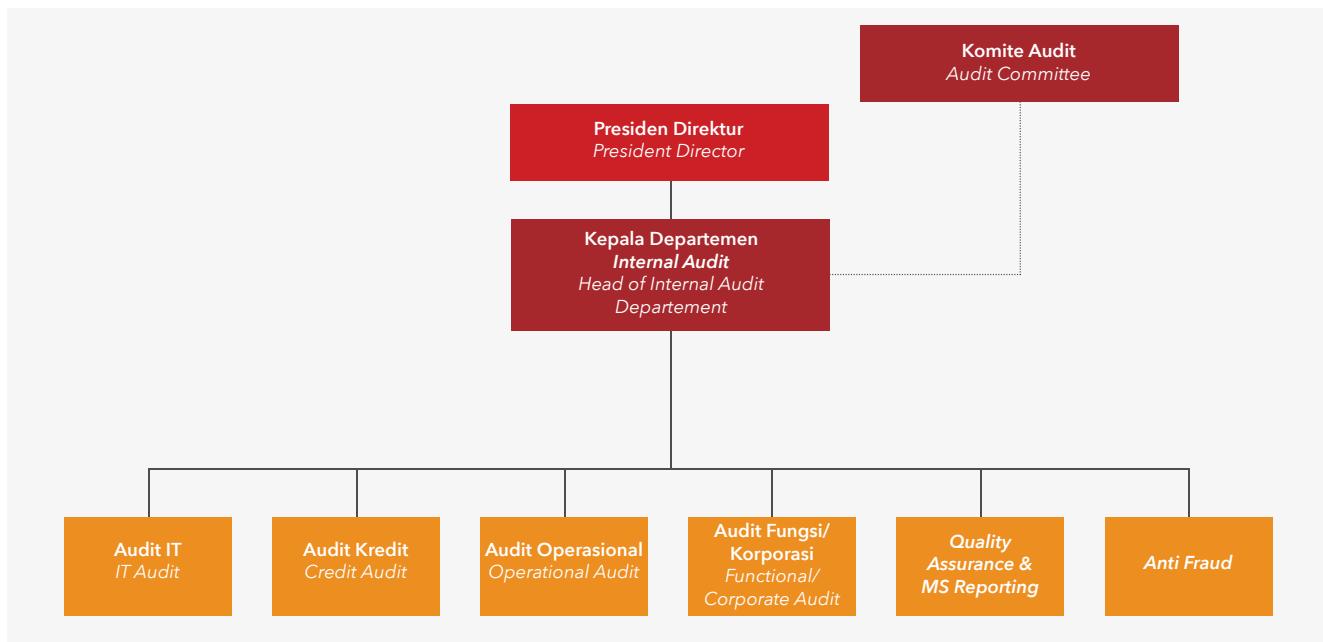
Fungsi Departemen Audit Internal

Bank memiliki fungsi audit internal yang dilaksanakan oleh Departemen Audit Internal (SKAI) dan dipimpin oleh seorang Kepala Departemen.

SKAI Bank bersifat independen dan bertanggung jawab langsung kepada Presiden Direktur, serta memiliki jalur komunikasi langsung kepada Dewan Komisaris melalui Komite Audit untuk menginformasikan hal-hal signifikan yang berhubungan dengan aktivitas audit internal.

SKAI memeriksa efektivitas sistem pengendalian internal, termasuk kepatuhan terhadap hukum dan peraturan yang berlaku, kecukupan proses tata kelola, manajemen risiko, dan sistem pengendalian internal Bank, serta memberikan rekomendasi untuk perbaikan di area Bank yang membutuhkan.

Rencana kerja SKAI 2019 disetujui oleh Presiden Direktur dan Komite Audit. Rencana tersebut dikaji ulang secara berkala untuk memastikan relevansinya dengan kondisi dan risiko bisnis Bank.

Struktur Organisasi Departemen Audit Internal | Internal Audit Department Organizational Structure

Per 31 Desember 2019, jumlah karyawan Departemen Audit Internal sebanyak 17 (tujuh belas) orang dengan perincian karyawan sebagai berikut:

As of December 31, 2019, the Internal Audit Department has 17 (seventeen) personnel with the following details:

| Jabatan <i>Position</i> | Fungsi <i>Function</i> | Jumlah Orang <i>Total Person(s)</i> |
|---|---|--|
| Kepala Departemen <i>Department Head</i> | SKAI & Anti Fraud <i>IAD & Anti Fraud</i> | 1 |
| Ketua Tim <i>Team Leader</i> | Audit Teknologi Informasi <i>Information Technology Audit</i> | 1 |
| | Audit Kredit <i>Credit Audit</i> | 1 |
| | Audit Operasional <i>Operational Audit</i> | 1 |
| | Audit Fungsi Korporasi <i>Corporate Function Audit</i> | 1 |
| | Penjamin Kualitas (QA), Sistem Informasi Manajemen (SIM), dan Anti Fraud <i>Quality Assurance (QA), Management Information System (MIS), and Anti Fraud</i> | 1 |
| Auditor Internal <i>Internal Auditor</i> | Audit Teknologi Informasi <i>Information Technology Audit</i> | 2 |
| | Audit Kredit <i>Credit Audit</i> | 2 |
| | Audit Operasional <i>Operational Audit</i> | 4 |
| | Audit Fungsi Korporasi <i>Corporate Function Audit</i> | 1 |
| | Penjamin Kualitas (QA) dan Sistem Informasi Manajemen (SIM) <i>Quality Assurance (QA) and Management Information System (MIS)</i> | 1 |
| Anti Fraud | Manajemen Anti Fraud <i>Anti Fraud Management</i> | 1 |

Pejabat Kepala Departemen Audit Internal

Berdasarkan Surat Keputusan Direksi No. 026/KPTS.DIR/ICBC. IND/2018 tanggal 5 November 2018, Bank telah menunjuk I Gde Wiyadnya sebagai Kepala Departemen Audit Internal.

Head of Internal Audit Department

In accordance to Board of Directors Decree No. No. 026/KPTS.DIR/ICBC.IND/2018 dated November 5, 2018, The Bank has appointed I Gde Wiyadnya as the Head of Internal Audit Department.

I Gde Wiyadnya

Kepala Departemen Audit Internal
Head of Internal Audit Department

Profil I Gde Wiyadnya sebagai Kepala SKAI dipaparkan pada bagian Profil Pejabat Eksekutif dalam Bab " Profil Perusahaan" pada Laporan Tahunan ini.

Profile of I Gde Wiyadnya as the Head of IAD is disclosed in the Executive Officer Profile section in the "Company Profile" of this Annual Report.

Pengangkatan dan Pemberhentian Kepala Departemen Audit Internal

Kepala SKAI diangkat dan diberhentikan serta bertanggung jawab langsung kepada Presiden Direktur atas persetujuan Dewan Komisaris, dan selanjutnya dilaporkan kepada Otoritas Jasa Keuangan (OJK).

Appointment and Dismissal of Internal Audit Department Head

Head of IAD is appointed and dismissed and directly responsible to the President Director upon approval of the Board of Commissioners, and subsequently reported to the Financial Services Authority (OJK).

Piagam Audit Internal

SKAI memiliki Piagam Audit Internal sebagai pedoman kerja yang telah disahkan oleh Presiden Direktur, Presiden Komisaris, dan Komisaris Independen (Ketua Komite Audit) Bank dengan revisi terakhir pada 31 Mei 2019.

Internal Audit Charter

IAD has established an Internal Audit Charter as a working guideline as approved by the President Director, President Commissioner, and Independent Commissioner (Chairman of the Audit Committee) of The Bank with the latest revision on May 31, 2019.

Piagam ini merupakan dokumen resmi yang mendefinisikan tujuan, kewenangan dan tanggung jawab aktivitas audit internal. Kedudukan, kewenangan dan tanggung jawab yang dinyatakan secara formal dalam Piagam Audit Internal telah sesuai dengan Peraturan Otoritas Jasa Keuangan (POJK) No. 1/POJK.03/2019 yang berlaku sejak 29 Januari 2019 perihal Penerapan Fungsional Audit Internal pada Bank Umum dan POJK No. 56/POJK.04/2015 tentang Pembentukan dan Pedoman Penyusunan Piagam Audit Internal serta best practice yang mengacu pada *International Professional Practice Framework (IPPF)* oleh *Institute of Internal Auditor (IIA)*.

Wewenang, Tugas, dan Tanggung Jawab Departemen Audit Internal

SKAI memiliki wewenang sebagai berikut:

- Memperoleh akses yang tidak terbatas pada seluruh fungsi, kegiatan, catatan, sistem informasi manajemen, personil dan aset serta kewajiban Bank, baik di kantor pusat maupun cabang, agenda dan risalah rapat manajemen dan kertas kerja auditor eksternal, yang diperlukan terkait tugas dan fungsi SKAI.
- Melakukan komunikasi langsung dengan dan mempunyai akses kepada Dewan Komisaris, Direksi, dan Komite Audit, dengan penyelenggaraan rapat secara insidental.
- Mengalokasikan sumber daya, menetapkan jadwal, memilih subyek, menentukan ruang lingkup pemeriksaan dan menerapkan teknik yang dibutuhkan untuk memenuhi tujuan audit.
- Memperoleh bantuan yang dibutuhkan dari unit organisasi yang diaudit, serta layanan khusus lainnya, baik dari dalam maupun luar organisasi.
- Melakukan koordinasi kegiatan dengan pihak terkait lainnya seperti Departemen Kepatuhan, Departemen Manajemen Risiko, auditor eksternal, dan konsultan hukum.
- Mengikuti dan mengamati rapat yang bersifat strategi, seperti *Assets and Liabilities Committee (ALCO)* dan *Risk Management Committee (RMC)* atau forum pengambilan keputusan, tanpa memiliki hak suara
- Mengatur lebih lanjut kebijakan, prosedur dan panduan mengenai audit internal.

SKAI tidak berwenang untuk:

- Melaksanakan tugas operasional Bank.
- Melaksanakan, menginisiasi, atau menyetujui transaksi akuntansi/operasional atau aktivitas non-operasional lainnya di luar audit yang dapat mempengaruhi independensi termasuk apabila aktivitas tersebut mensyaratkan persetujuan SKAI sebelum dijalankan baik sementara maupun permanen.
- Mengarahkan aktivitas dari karyawan Bank yang tidak dipekerjakan oleh SKAI, kecuali karyawan tersebut telah ditugaskan sebagai tim pemeriksa atau diperbantukan di SKAI.

SKAI memiliki tugas antara lain:

- Membantu Presiden Direktur dan Dewan Komisaris dalam melakukan tugas pengawasan dengan cara menjabarkan perencanaan, pelaksanaan maupun pemantauan hasil audit.
- Membuat analisis dan penilaian di bidang keuangan, akuntansi, operasional dan kegiatan lainnya melalui pemeriksaan langsung dan pengawasan secara tidak langsung.
- Mengidentifikasi segala kemungkinan untuk memperbaiki dan meningkatkan efisiensi penggunaan sumber daya dan dana.
- Memberikan saran perbaikan dan informasi yang objektif tentang kegiatan yang diperiksa pada semua tingkatan manajemen.

This Charter is an official document that defines the objectives, authorities and responsibilities of the internal audit activities. The positions, authorities and responsibilities that formally stated in the Internal Audit Charter are in conformity with the Financial Services Authority Regulation (POJK) No. 1/POJK.03/2019, which was effective since January 29, 2019 concerning the Implementation of Internal Audit Function for Commercial Banks and POJK No. 56/POJK.04/2015 concerning the Establishment and Guidelines for the Formulation of the Internal Audit Charter as well as with the best practices that refer to the International Professional Practice Framework (IPPF) by the Institute of Internal Auditors (IIA).

Authorities, Duties, and Responsibilities of Internal Audit Department

IAD has the following authorities:

- Acquiring unlimited access to all functions, activities, records, management information systems, personnels and assets as well as obligations of The Bank, both at the head office and branches, agenda and minutes of meetings of management and working papers of external auditors, which are required to support the duties and functions of IAD.
- Communicating directly to and having access to the Board of Commissioners, Board of Directors, and the Audit Committee, by holding meetings incidentally.
- Allocating resources, setting schedules, selecting subjects, determining the scope of audit, and applying techniques needed to meet the audit objectives.
- Obtaining the required assistance from the audited organizational units, as well as other special services, both within and outside the organization.
- Coordinating activities with other related parties such as the Compliance Department, Risk Management Department, external auditors, and legal consultants.
- Attending and observing strategic meetings, such as the Assets and Liabilities Committee (ALCO) and Risk Management Committee (RMC) or decision-making forum, without voting rights.
- Managing further the policies, procedures, and guidelines regarding internal audit.

IAD is not authorized to:

- Carry out operational tasks of The Bank.
- Implement, initiate, or approve accounting/operational transactions or other non-operational activities outside the audit that may impair the independency, including if such activity requires the approval of IAD prior to its temporary or permanent execution.
- Direct the activities of The Bank employees who are not employed by the IAD, unless the employee has been assigned as a review team or seconded to IAD.

IAD has the following tasks:

- Assist the President Director and the Board of Commissioners in conducting supervision by outlining the plan, implementation and monitoring of audit results.
- Prepare analysis and assessments in finance, accounting, operations and other activities through direct inspection and indirect supervision.
- Identify all possibilities to remediate and improve the efficient use of resources and funds.
- Provide objective advice for improvements and information on the activities examined at all levels of management.

- Menyampaikan laporan audit kepada Presiden Direktur dan Dewan Komisaris melalui Komite Audit dengan tembusan kepada Direktur Kepatuhan.
- Memantau pelaksanaan tindak lanjut yang dilakukan oleh pihak yang di audit atas usulan langkah perbaikan yang telah disetujui.
- Membuat laporan pelaksanaan kegiatan audit dan pokok-pokok hasil audit, termasuk informasi rahasia dari hasil audit. Laporan tersebut ditandatangani oleh Presiden Direktur dan Komisaris Independen yang menjadi Ketua Komite Audit. Laporan harus dibuat untuk periode yang masing-masing berakhir pada 30 Juni dan 31 Desember, dan disampaikan kepada OJK paling lambat 1 (satu) bulan sejak berakhirnya periode pelaporan.
- Segera membuat laporan khusus atas setiap temuan audit internal yang diperkirakan dapat membahayakan kelangsungan usaha Bank. Laporan tersebut harus ditandatangani oleh Presiden Direktur dan Komisaris Independen yang menjadi Ketua Komite Audit. Laporan harus disampaikan segera ke OJK paling lambat 3 (tiga) hari kerja setelah adanya informasi temuan audit tersebut.

Tanggung jawab SKAI adalah sebagai berikut:

- Membuat rencana audit yang fleksibel dengan menggunakan metodologi audit berbasis risiko, termasuk seluruh risiko dan masalah pengendalian yang teridentifikasi oleh manajemen dan menyampaikan rencana tersebut kepada Presiden Direktur dan Dewan Komisaris melalui Komite Audit untuk dikaji ulang dan disetujui, demikian pula dengan pengkinianya secara periodik.
- Memberikan saran kepada Presiden Direktur terkait langkah-langkah perbaikan yang perlu diambil oleh pihak yang diaudit, termasuk mengusulkan langkah korektif dan/atau usul pengenaan sanksi apabila perlu atas pelanggaran/penyimpangan yang dilakukan oleh pihak yang di audit.
- Memastikan kesesuaian fungsi dan aktivitas Departemen Audit Internal dengan penerapan fungsi audit internal pada bank umum, termasuk Standar Professional dan Kode Etik Audit Internal yang berlaku.

Ruang Lingkup Pekerjaan Departemen Audit Internal

Ruang lingkup pekerjaan SKAI mencakup pemeriksaan atas seluruh aspek operasional Bank yang secara langsung ataupun tidak langsung dapat membahayakan kepentingan Bank dan masyarakat umum, paling sedikit mengenai:

- Efektivitas, efisiensi, dan kecukupan sistem pengendalian internal, manajemen risiko, dan tata kelola.
- Keandalan, efektivitas, integritas dari proses dan sistem manajemen informasi, termasuk relevansi, akurasi, kelengkapan, ketersediaan, serta kerahasiaan data.
- Kepatuhan terhadap ketentuan peraturan perundang-undangan.
- Kualitas kinerja Bank.

Ruang lingkup SKAI mencakup seluruh area di kantor pusat, kantor cabang, dan teknologi informasi. Prioritas penugasan audit internal dilaksanakan dengan pendekatan audit berbasis risiko. Selain itu, pelaksanaan audit insidental dilaksanakan sesuai kebutuhan Bank.

SKAI memantau tindak lanjut yang dilakukan oleh manajemen dan *auditee* atas temuan hasil audit secara bulanan. Rangkuman kegiatan SKAI dan ringkasan hasil pemeriksaan telah disampaikan kepada OJK pada setiap semester melalui laporan pelaksanaan dan pokok-pokok hasil audit internal.

- Submit an audit report to the President Director and the Board of Commissioners through the Audit Committee with a copy to the Compliance Director.
- Monitor the implementation of follow-up conducted by audited party on the approved remedial steps.
- Prepare a report on the implementation of internal audit activities and key points of internal audit results, including confidential information from the audit results. The report is to be signed by the President Director and Independent Commissioner as the Head of Audit Committee. The report must be made for the periods ending on June 30 and December 31 and to be submitted to the Financial Services Authority (OJK) no later than 1 (one) month after the end of the reporting period.
- Prepare immediate special report on any internal audit findings that are expected to harm The Bank's business continuity. The report must be signed by the President Director and Independent Commissioner as the Head of Audit Committee. The report should be submitted immediately to OJK no later than 3 (three) working days after the received information of the audit findings.

Responsibilities of IAD are as follows:

- Develop a flexible audit plan using a risk-based audit methodology, including all risks and control issues identified by the management and submit the plan to the President Director and the Board of Commissioners through the Audit Committee for review and approval, as well as its periodic updating.
- Provide advice to the President Director on corrective actions that need to be taken by the audited parties, including suggesting corrective actions and/or proposed sanctions if necessary, for any violations/irregularities committed by the audited parties.
- Ensure the suitability of functions and activities of the Internal Audit Department with the implementation of internal audit function for commercial banks, including the applicable Professional Standard and Code of Conduct of Internal Audit.

Internal Audit Department Scope of Work

The scope of IAD's work covers the examination of all aspects of The Bank's operations which may directly or indirectly compromise the interests of The Bank and public, at the very least concerning:

- Effectiveness, efficiency and adequacy of the internal control system, risk management and governance.
- Reliability, effectiveness, integrity of information management processes and systems, including relevance, accuracy, completeness, availability, and confidentiality of data.
- Compliance with statutory provisions.
- Quality of The Bank's performance.

The scope of IAD covers all areas in the head office, branch offices, and information technology. The priority of internal audit assignments is carried out with a risk-based audit approach. In addition, the implementation of ad-hoc audits is carried out according to the needs of The Bank.

IAD monitors the follow-up actions conducted by the management and the auditee over the audit findings on a monthly basis. A summary of the activities of IAD and summary of inspection results have been submitted to the OJK in each semester through the report on the implementation of internal audit activities and key points of internal audit results.

Kode Etik

Dalam menjalankan tugasnya auditor internal memiliki Kode Etik yang harus dipatuhi, yaitu:

- Integritas
Auditor internal harus dapat dipercaya dan senantiasa menyajikan dasar yang terpercaya untuk penilaianya. Dapat diandalkan, tegas, jujur dan terpercaya menjadi bagian melekat dan integritas auditor internal.
- Objektivitas
Auditor internal menunjukkan standar yang tinggi terhadap sikap objektif dan profesional dalam mengumpulkan, mengevaluasi, dan mengkomunikasikan informasi tentang aktivitas atau proses yang sedang diperiksa.
- Kerahasiaan
Auditor internal menghormati nilai dan kepemilikan informasi yang mereka terima dan tidak mengungkapkan informasi tanpa persetujuan dari pihak yang berwenang kecuali ada kewajiban hukum dan profesi untuk melakukannya.
- Kompetensi
Auditor internal menerapkan pengetahuan, keterampilan, dan pengalaman yang dibutuhkan untuk menjalankan jasa audit internal.

Laporan Pelaksanaan Tugas Departemen Audit Internal

Hingga 31 Desember 2019, SKAI mencatat pencapaian 197% (seratus sembilan puluh tujuh persen) dari rencana kerja tahunan. Pencapaian ini merupakan hasil dari pelaksanaan serangkaian penugasan terencana dan *ad-hoc* bagi SKAI dalam tahun berjalan seiring dengan pertumbuhan bisnis dan profil risiko Bank.

SKAI melakukan penilaian terhadap kecukupan sistem pengendalian internal dan berpartisipasi dalam meningkatkan efektivitas sistem pengendalian internal terkait aktivitas operasional Bank. Proses penilaian dilakukan dengan kerangka acuan yang diterbitkan oleh *Committee of Sponsoring Organizations of the Treadway Commission* (COSO) dan kepatuhan terhadap regulasi yang berlaku. COSO terdiri dari 5 (lima) komponen yaitu lingkungan pengendalian, penilaian risiko, aktivitas pengendalian, informasi dan komunikasi, dan *monitoring*.

Selain itu, SKAI mengembangkan dan mengoptimalkan metodologi serta alat bantu audit sehingga pelaksanaan audit lebih efektif dan efisien secara berkesinambungan, yaitu:

- Mengimplementasikan *audit management system* untuk memastikan standar kualitas audit dan mendukung proses audit tanpa kertas.
- Mengimplementasikan teknik audit berbantuan komputer (*Computer-Assisted Audit Techniques/CAATs*) untuk mengekstrak data, menganalisis data, dan menghasilkan *exception report*.
- Mengkaji ulang, mengkonsolidasikan, dan memperbarui kebijakan dan prosedur audit internal, yang bertujuan agar laporan hasil audit diselesaikan secara tepat waktu, dan proses penyelesaian temuan dilakukan lebih efektif.

SKAI secara rutin melakukan kajian pengendalian mutu (*quality assurance review*) atas aktivitas audit internal. Tujuan pelaksanaan *quality assurance* adalah:

- Memastikan proses audit telah sesuai dengan Peraturan Otoritas Jasa Keuangan (POJK) No. 1/POJK.03/2019 yang berlaku sejak tanggal 29 Januari 2019 perihal Penerapan Fungsi Audit Internal pada Bank Umum dan metodologi audit yang berlaku.
- Memastikan pelaksanaan audit terdokumentasikan dengan baik dan temuan audit didukung dengan bukti yang cukup.
- Memastikan penggunaan *audit management system* dengan baik.

Code of Conduct

In carrying out his/her duties, the internal auditor has a Code of Conduct to comply with, namely:

- Integrity
Internal auditor must be trustworthy and always presents a reliable basis for his/her assessment. Reliable, decisive, honest, and trustworthy is an inherent part of the internal auditor's integrity.
- Objectivity
Internal auditor should demonstrate high standards of objectivity and professional attitude in gathering, evaluating, and communicating information on the activity or process being examined.
- Confidentiality
Internal auditor should respect the value and ownership of the information obtained and does not disclose the information without the consent of the authorities, unless there is a legal and professional obligation to do so.
- Competency
Internal auditor should apply the knowledge, skills, and experience required to carry out the internal audit services.

Report on the Implementation of Duties of Internal Audit Department

As of December 31, 2019, IAD accomplished 197% (one hundred and ninety-seven percent) achievement of the annual work plan. This achievement is the implementation result of a series of planned and ad-hoc assignments by IAD throughout the year, that is in line with the business growth and risk profile of The Bank.

IAD assesses the adequacy of the internal control system and participates in improving the effectiveness of the internal control system related to The Bank's operational activities. The assessment process is conducted through a framework published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and through compliance with applicable regulations. COSO consists of 5 (five) components, namely the control environment, risk assessment, control activities, information and communication, and monitoring.

In addition, IAD develops and optimizes the audit methodology and tools so that the implementation of audits is more effective and efficient on an ongoing basis. This means:

- Implementing an audit management system to ensure audit quality standards and to support paperless auditing process.
- Implementing Computer-Assisted Audit Techniques (CAATs) to extract data, analyze data, and generate exception reports.
- Reviewing, consolidating, and updating internal audit policies and procedures, to ensure the audit reports are completed in a timely manner and the process of completing the audit findings is more effective.

IAD regularly conducts quality assurance reviews on internal audit activities. The purposes of implementing quality assurance reviews are:

- To ensure the audit process is in conformity with the Financial Services Authority Regulation (POJK) No. 1/POJK.03/2019, which was effective since January 29, 2019, concerning the Implementation of the Internal Audit Function for Commercial Banks and the applicable audit methodology.
- To ensure the implementation of audits is properly documented and audit findings are supported with enough evidence.
- To ensure the proper use of audit management system.

Sertifikasi dan Pelatihan

SKAI memberikan pelatihan dan ujian sertifikasi manajemen risiko kepada para auditor internal agar mematuhi regulasi yang berlaku. Untuk mendukung pertumbuhan bisnis, SKAI juga memberikan pelatihan kepada para auditor internal untuk meningkatkan pemahaman terhadap bidang usaha yang menjadi target Bank (seperti infrastruktur, energi, transportasi, dan lain-lain). Selain itu, SKAI juga memberikan pelatihan yang bersifat soft skills maupun pelatihan untuk memperoleh sertifikasi profesi bagi para auditor internal.

Berikut merupakan data sertifikasi profesi yang dimiliki oleh para auditor internal Bank:

| Sertifikasi <i>Certification</i> | Nama <i>Name</i> | Jabatan <i>Position</i> |
|--|---|--|
| <i>Certified Information System Auditor (CISA)</i> | I Gde Wiyadnya Herindra Nurbuana | <i>Head of Internal Audit Department</i> <i>Team Leader - IT Audit</i> |
| <i>Chartered Accountant (CA)</i> | I Gde Wiyadnya Agnes Maria Widiyanti | <i>Head of Internal Audit Department</i> <i>Team Leader - QA, MIS & Anti Fraud</i> |
| | I Gde Wiyadnya Ardi Nanjaya Herindra Nurbuana | <i>Head of Internal Audit Department</i> <i>Team Leader - Corporate Function Audit</i> <i>Team Leader - IT Audit</i> |
| <i>Certified Bank Internal Auditor</i> | Dany Hermawan Agnes Maria Widiyanti Taufiqurrahman Julius Agung Wibowo | <i>Team Leader - Credit Audit</i> <i>Team Leader - QA, MIS & Anti Fraud</i> <i>Auditor - Operation Audit</i> <i>Auditor - Operation Audit</i> |
| <i>Certified Enterprise Risk Governance (CERG)</i> | I Gde Wiyadnya | <i>Head of Internal Audit Department</i> |
| <i>Enterprise Risk Management Certified Professional (ERMCP)</i> | Ardi Nanjaya Agnes Maria Widiyanti | <i>Team Leader - Corporate Function Audit</i> <i>Team Leader - QA, MIS & Anti Fraud</i> |
| <i>Certified COBIT 5 Foundation (COBIT)</i> | Herindra Nurbuana | <i>Team Leader - IT Audit</i> |
| <i>Information Technology Infrastructure Library Foundation (ITIL)</i> | Herindra Nurbuana | <i>Team Leader - IT Audit</i> |
| <i>Certified Control Self-Assessment (CCSA)</i> | Agnes Maria Widiyanti | <i>Team Leader - QA, MIS & Anti Fraud</i> |

Bank memiliki kebijakan terkait pengembangan dan peningkatan kompetensi auditor internal, yang dilakukan melalui berbagai pelatihan dan pendidikan dengan pendanaan sepenuhnya menjadi tanggung jawab Bank. Berikut adalah daftar pelatihan yang diikuti oleh para auditor internal:

Certification and Training

IAD provides training and risk management certification examinations to internal auditors in order to comply with prevailing regulations. To support the business growth, IAD also provides training to internal auditors to improve their understanding of the areas of business targeted by The Bank (such as infrastructure, energy, transportation, etc.). In addition, IAD provides soft skills training and other trainings for obtaining professional certification to internal auditors.

The following are the professional certifications owned by the internal auditors of The Bank:

The Bank has its own policy related to the development and improvement of the competency of internal auditors. This is done through various trainings and education programs with full funding being the responsibility of The Bank. The trainings participated by the internal auditors are as follows:

| Materi Pendidikan dan Pelatihan <i>Education and Training Material</i> | Tempat <i>Location</i> | Tanggal <i>Date</i> | Penyelenggara <i>Organizer</i> |
|---|---------------------------|---|---|
| <i>Strategic Workshop</i> | Jakarta | 1 Februari 2019 | ICBC Indonesia |
| APU PPT Berbasis Risiko pada Industri Perbankan | Jakarta | 2 Februari 2019 | Pusat Pelaporan & Analisis Transaksi Keuangan (PPATK) |
| <i>Internal Audit Workshop</i> | Jakarta | 8-9 Februari 2019 | ICBC Indonesia |
| <i>Risk Management Certification Refreshment</i> | Jakarta | 21 Februari 2019 | Perbanas |
| <i>Preparation of Risk Management Certification - Level 1, 2, 3 and 4</i> | Jakarta | 26 Maret, 8 Juli, 11-12 November, 12-13 Desember 2019 | GPS Consulting |
| <i>Understanding Fraud and Financial Crime in Banking</i> | Jakarta | 10 April 2019 | Perbanas |
| <i>Sustainable Finance</i> | Jakarta | April - Oktober 2019 | Lembaga Pengembangan Perbankan Indonesia (LPPI) |
| <i>HR Audit</i> | Jakarta | 28 Mei 2019 | Apindo Training Center |
| <i>Implementation of PSAK 72/73 / IFRS 15</i> | Jakarta | 28 Mei 2019 | Ernst & Young Indonesia |
| <i>COBIT 5</i> | Jakarta | 26-28 Juni 2019 | Architecting Technology & Digital Solution |
| <i>CGEIT</i> | Jakarta | 8-10 Juli 2019 | Global Edu |
| <i>Fraud Detection, Legal Contract, and Legal Entities</i> | Jakarta | 13 Juli 2019 | ICBC Indonesia |
| <i>IIA National Conference</i> | Jakarta | 24-25 Juli 2019 | IIA Indonesia |
| <i>Security Management & Drilling</i> | Jakarta | 27 Juli 2019 | G4S Indonesia |
| <i>Preparation of Internal Audit Certification - Level 1 and 2</i> | Jakarta | 23-24 & 26 Agustus 2019 | Mahesa Prima Solusindo |
| Implikasi & Konsekuensi Hukum dari Surat Kuasa dan Kewenangan Berdasarkan Hukum | Jakarta | 27 Agustus 2019 | ICBC Indonesia |
| <i>AML/CFT Practice and Latest Trend</i> | Jakarta | 9 September 2019 | ICBC Indonesia |
| <i>Credit Policy Socialization</i> | Jakarta | 2 Oktober 2019 | ICBC Indonesia |
| <i>Financial Management Internal Audit</i> | Jakarta | 29 Oktober - 1 November 2019 | PPM Manajemen |
| <i>Cross Culture Program: Spectacular 2019</i> | Jakarta | 1-2 November 2019 | ICBC Indonesia |
| <i>Board Governance Forum</i> | Jakarta | 4 November 2019 | KPMG Indonesia |
| <i>Developing Policies and Procedure for Banks</i> | Jakarta | 5 November 2019 | Allman Indonesia |
| <i>Credit Exposure Program 2019</i> | Hangzhou, China | 12-15 November 2019 | ICBC Limited |
| <i>Basic Banking Knowledge</i> | Jakarta | 16, 23 & 30 November 2019 | Lembaga Pengembangan Perbankan Indonesia (LPPI) |
| <i>Compliance, AML, Risk Management, Audit and Legal (CARAL) Refreshment</i> | Jakarta | 25 November 2019 | ICBC Indonesia |
| <i>Trade Finance Product & Control</i> | Jakarta | 20-21 Desember 2019 | Jacob Siluetta & Tri Yuliani |

AKUNTAN PUBLIK

Public Accountant

Akuntan publik merupakan organ eksternal Bank untuk memberikan opini terkait kesesuaian penyajian laporan keuangan Bank terhadap Pernyataan Standar Akuntansi Keuangan (PSAK) yang berlaku di Indonesia. Pelaksanaan audit eksternal Bank dilaksanakan oleh auditor eksternal, yaitu Kantor Akuntan Publik yang telah ditunjuk oleh para pemegang saham dalam RUPS berdasarkan usulan Dewan Komisaris dan Komite Audit.

Akuntan Publik Tahun 2019

Berdasarkan FEM No. 028/FEM/FM DEPT/ICBC INA/VIII/2019, audit eksternal untuk tahun buku 2019 dilaksanakan oleh Kantor Akuntan Publik Siddharta Widjaja & Rekan (KPMG).

Akuntan Publik Tahun Buku 2019 | Public Accountant for the Fiscal Year 2019

| | |
|--|---|
| Kantor Akuntan Publik <i>Public Accounting Firm</i> | Siddharta Widjaja & Rekan (KPMG) |
| Akuntan <i>Accountant</i> | Handrow Cahyadi, CPA |
| Tahun Audit <i>Year of Audit</i> | Tahun Buku 2019 <i>Fiscal Year 2019</i> |
| Periode Penugasan <i>Assignment Period</i> | Tahun Buku 2019 <i>Fiscal Year 2019</i> |
| Jasa <i>Services</i> | Audit Eksternal <i>External Audit</i> |
| Jasa Lainnya <i>Other Services</i> | Pra-transisi implementasi PSAK baru (PSAK 71, 72, dan 73) <i>Pre-transition of new financial accounting standards implementation (PSAK 71, 72, and 73)</i> |
| Biaya <i>Fees</i> | Rp2.160.000.000 (termasuk PPN) <i>Rp2,160,000,000 (tax inclusive)</i> |

Akuntan Publik dan Biaya Periode 7 Tahun Terakhir

Guna kebutuhan transparansi, berikut disampaikan daftar Kantor Akuntan Publik, Akuntan, jasa yang diberikan dan jasa lainnya, serta biaya dalam mengaudit laporan keuangan Bank ICBC Indonesia selama 7 (tujuh) tahun terakhir.

Public accountant is The Bank's external organ that provides opinions regarding the conformity of the presentation of The Bank's financial statements against applicable Indonesian financial accounting standards (PSAK). The execution of The Bank's external audit is to be conducted by an external auditor, namely a Public Accounting Firm appointed by shareholders in the GMS based on the proposal from the Board of Commissioners and the Audit Committee.

Public Accountant in 2019

In accordance to FEM No. 028/FEM/FM DEPT/ICBC INA/VIII/2019, the external audit for the fiscal year 2019 was conducted by Registered Public Accountants Siddharta Widjaja & Partners (KPMG).

Public Accountant and Fees for the Last 7 Years

In the name of transparency, the following submission is the list of Public Accounting Firms, Accountants, services provided, other services, and fees in auditing the financial statements of The Bank for the last 7 (seven) years.

Daftar Kantor Akuntan Publik 7 (Tujuh) Tahun Terakhir (2013-2019)
List of Public Accounting Firms for the Last 7 (Seven) Years (2013-2019)

| Tahun Buku <i>Fiscal Year</i> | Kantor Akuntan Publik <i>Public Accounting Firm</i> | Akuntan <i>Accountant</i> | Jasa yang Diberikan <i>Services</i> | Jasa Lainnya <i>Other Services</i> | Biaya <i>Fees</i> |
|----------------------------------|--|------------------------------|--|---|---|
| 2019 | Siddharta Widjaja & Rekan (KPMG) | Handrow Cahyadi, CPA | Audit Eksternal <i>External Audit</i> | Pra-transisi implementasi PSAK baru (PSAK 71, 72, dan 73) <i>Pre-transition of new financial accounting standards implementation (PSAK 71, 72, and 73)</i> | Rp2.160.000.000 (termasuk pajak) <i>Rp2,160,000,000 (tax inclusive)</i> |
| 2018 | Siddharta Widjaja & Rekan (KPMG) | Kusumaningsih Angkawijaya | Audit Eksternal <i>External Audit</i> | - | Rp1.260.000.000 (termasuk pajak) <i>Rp1,260,000,000 (tax inclusive)</i> |
| 2017 | Siddharta Widjaja & Rekan (KPMG) | Susanto Tjie | Audit Eksternal <i>External Audit</i> | - | Rp1.149.120.000 (termasuk pajak) <i>Rp1,149,120,000 (tax inclusive)</i> |
| 2016 | Siddharta Widjaja & Rekan (KPMG) | Susanto Tjie | Audit Eksternal <i>External Audit</i> | - | Rp1.149.120.000 (termasuk pajak) <i>Rp1,149,120,000 (tax inclusive)</i> |
| 2015 | Siddharta Widjaja & Rekan (KPMG) | Susanto Tjie | Audit Eksternal <i>External Audit</i> | - | Rp925.000.000 (tidak termasuk pajak) <i>Rp925,000,000 (tax exclusive)</i> |
| 2014 | Siddharta Widjaja & Rekan (KPMG) | Kusumaningsih Angkawijaya | Audit Eksternal <i>External Audit</i> | - | USD55.000 (tidak termasuk pajak) <i>USD55,000 (tax exclusive)</i> |
| 2013 | Siddharta Widjaja & Rekan (KPMG) | Susanto Tjie | Audit Eksternal <i>External Audit</i> | - | USD49.500 (tidak termasuk pajak) <i>USD49,500 (tax exclusive)</i> |

Mekanisme Pelaksanaan Pekerjaan Audit

Audit dilaksanakan berdasarkan standar audit yang ditetapkan Ikatan Akuntan Indonesia (IAI) serta memperhatikan semua ketentuan OJK tentang bentuk dan susunan laporan keuangan. Tanggung jawab auditor adalah pada pernyataan pendapat apakah laporan keuangan telah disajikan secara wajar, dalam semua hal yang material, posisi keuangan, hasil usaha serta arus kas.

Agar proses audit sesuai dengan standar profesional akuntan serta perjanjian kerja dan ruang lingkup audit yang telah ditetapkan dan selesai sesuai dengan target waktu yang telah ditetapkan, secara rutin dilakukan pembahasan atas isu-isu yang signifikan.

Berikut disampaikan prosedur dan mekanisme penunjukan Akuntan Publik dan pelaksanaan audit eksternal di lingkup Bank.

Mechanism of Auditing Implementation

Auditing is implemented based on the auditing standards set by the Indonesia Accountants Association (IAI) and by taking into account all OJK provisions regarding the form and arrangement of financial statement. The responsibilities of an auditor are with the opinion statement whether the financial statement has been presented in fair value, in all material aspects, financial position, business achievement, and cash flows.

In order the auditing process is on par with the standards of professional accountant as well as working agreement and scope of audit being set and completed within the time frame, discussions on significant issues are routinely conducted.

The following are the procedure and mechanism of appointing Public Accountant and the implementation of external audit in The Bank.

1. Komite Audit mengusulkan Kantor Akuntan Publik kepada Dewan Komisaris.
2. Dewan Komisaris mengusulkan Kantor Akuntan Publik kepada pemegang saham melalui RUPS.
3. Pengesahan dan penunjukan Kantor Akuntan Publik oleh RUPS.
4. *Kick-off meeting* dengan manajemen, audit internal, dan Komite Audit.
5. Menyampaikan jadwal audit sesuai dengan target waktu yang telah disepakati.
6. Melaksanakan audit umum untuk interim dan akhir tahun berdasarkan standar audit yang berlaku umum di Indonesia.
7. Mengidentifikasi isu yang signifikan dan melakukan pembahasan dengan manajemen.
8. Melakukan *exit meeting* dengan manajemen, audit internal, dan Komite Audit.
9. Menerbitkan laporan audit.
10. Menyampaikan laporan audit.

Hubungan Auditor Eksternal dengan Departemen Audit Internal

Dalam mendukung kelancaran tugas-tugas auditor eksternal, Departemen Audit Internal (SKAI) membantu Departemen *Management Information & Accounting* (MI&Acc) sebagai departemen yang bertanggung jawab untuk mengkoordinasikan kegiatan auditor eksternal agar tercapai hasil audit yang optimal dan komprehensif. SKAI menjaga hubungan kerja yang baik dengan auditor eksternal, untuk mendukung penerapan audit kepada Bank dan meyakinkan program pemeriksaan saling melengkapi, sehingga dapat mengoptimalkan cakupan audit. SKAI juga melakukan *monitoring* atas tindak lanjut temuan audit eksternal.

Tindak Lanjut Temuan Audit Eksternal

Per 31 Desember 2019, SKAI telah memonitor tindak lanjut atas temuan yang disampaikan oleh auditor eksternal. Tindak lanjut atas 9 (sembilan) temuan telah dilakukan oleh departemen terkait, dan tindak lanjut atas 1 (satu) temuan masih sedang dalam proses pengimplementasian.

1. *The Audit Committee proposes the Public Accounting Firm to the Board of Commissioners.*
2. *The Board of Commissioners proposes the Public Accounting Firm to shareholders through the GMS.*
3. *Ratification and appointment of Public Accounting Firm by the GMS.*
4. *Kick-off meeting with the management, internal audit, and Audit Committee.*
5. *Deliver the audit schedule in accordance with agreed target timeline.*
6. *Conduct auditing for interim and year-end based on generally accepted auditing standards in Indonesia.*
7. *Identify significant issues and conduct discussions with the management.*
8. *Conduct exit meeting with the management, internal audit, and Audit Committee.*
9. *Publish an audit report.*
10. *Submit an audit report.*

External Auditor's Relationship with Internal Audit Department

In supporting the duties of external auditor, the Internal Audit Department (IAD) assists the Management Information & Accounting (MI&Acc) Department, which is responsible for coordinating the activities of external auditor in order to achieve the optimal and comprehensive audit results. IAD maintains a good working relationship with the external auditor to support the application of audit at The Bank and to ensure the audit program is complimentary so as to optimize the audit coverage. IAD also monitors the follow-up of external audit findings.

Follow-up on External Audit Findings

As of December 31, 2019, IAD has monitored the follow-up of findings raised by external auditor. Follow-up of 9 (nine) findings have been carried out by the relevant departments and follow-up on 1 (one) finding is still being implemented.

MANAJEMEN RISIKO

Risk Management

Kerangka Manajemen Risiko

Dalam melaksanakan kegiatan usahanya, Bank selalu berhadapan dengan risiko yang melekat (inherent) pada kegiatan bisnis maupun operasional perbankan. Dalam rangka mengendalikan risiko tersebut, Bank menerapkan manajemen risiko secara terintegrasi untuk mengidentifikasi, mengukur, memantau dan mengendalikan seluruh eksposur risiko yang dihadapi oleh Bank. Kerangka manajemen risiko (*risk management framework*) yang selaras dengan strategi bisnis, struktur organisasi, kebijakan dan pedoman, serta penyempurnaan infrastruktur Bank diimplementasikan untuk mendukung pelaksanaan manajemen risiko yang efektif dan konsisten pada setiap proses aktivitas bisnis maupun operasional untuk senantiasa menjadi bank yang sehat dan tumbuh secara berkesinambungan.

Kerangka manajemen risiko yang diterapkan pada Bank, sesuai dengan Peraturan Otoritas Jasa Keuangan No. 18/POJK.03/2016 tentang Penerapan Manajemen Risiko bagi Bank Umum, merujuk kepada 4 (empat) pilar manajemen risiko:

1. Pengawasan aktif Dewan Komisaris dan Direksi.
2. Kebijakan dan prosedur manajemen risiko serta penetapan limit risiko.
3. Proses identifikasi, pengukuran, pemantauan, dan pengendalian risiko, serta sistem informasi manajemen risiko.
4. Sistem pengendalian internal yang menyeluruh.

Manajemen risiko Bank dilakukan terhadap 8 (delapan) jenis risiko, yaitu: risiko kredit, risiko pasar, risiko likuiditas, risiko operasional, risiko hukum, risiko kepatuhan, risiko strategik, dan risiko reputasi.

Kebijakan Manajemen Risiko

Kebijakan manajemen risiko Bank menjadi acuan dalam pemantauan dan/atau pengendalian internal pada semua tahapan dalam proses manajemen risiko dalam hubungannya dengan visi, misi, dan rencana strategis Bank:

- Sebagai panduan dalam menerapkan prinsip kehati-hatian dan GCG;
- Sebagai panduan untuk menetapkan dan memperjelas wewenang dan tanggung jawab semua pihak yang terkait dalam manajemen risiko;
- Merupakan alat pengawasan untuk mengendalikan risiko secara keseluruhan;
- Sebagai panduan untuk menjalankan semua aktivitas dalam limit risiko.

Tanggung Jawab Dewan Komisaris dan Direksi terhadap Manajemen Risiko

Dalam rangka memastikan penerapan fungsi manajemen risiko dan pengendalian internal yang baik, Bank telah memiliki struktur organisasi yang memadai dengan tingkat tanggung jawab yang berbeda. Pembagian wewenang dan tanggung jawab dalam organisasi dan fungsi manajemen risiko Bank adalah:

Dewan Komisaris

Wewenang dan tanggung jawab Dewan Komisaris yang berkaitan dengan manajemen risiko meliputi hal-hal sebagai berikut:

- Menyetujui serta mengevaluasi kebijakan manajemen risiko Bank;

Risk Management Framework

In carrying out its business activities, The Bank always encounters inherent risks in the banking business and operational activities. In order to control these risks, The Bank implements integrated risk management to identify, measure, monitor and control all risk exposures faced by The Bank. The risk management framework that is aligned with the business strategy, organizational structure, policies and guidelines, as well as the improvement of The Bank's infrastructure are implemented to support effective and consistent risk management implementation in each process of business and operational activities so as to always be a healthy bank that grows sustainably.

The risk management framework applied to The Bank refers to 4 (four) risk management pillars, in compliance with the Financial Services Authority Regulation No. 18/POJK.03/2016 concerning the Application of Risk Management for Commercial Banks as follows:

1. Active supervision of the Board of Commissioners and Board of Directors.
2. Policy and procedures of risk management and the establishment of risk limits.
3. The process of identifying, measuring, monitoring, and controlling risk, as well as risk management information system.
4. A comprehensive internal control system.

The Bank implements risk management on 8 (eight) types of risks, namely: credit risk, market risk, liquidity risk, operational risk, legal risk, compliance risk, strategic risk, and reputation risk.

Risk Management Policy

The Bank's risk management policy serves as a guidance in monitoring and/or internal control at all stages of the risk management process in relation to The Bank's vision, mission and strategic plan. It serves the following purposes:

- As a guidance on applying prudential principles and GCG;
- As a guidance on establishing and clarifying the authority and responsibility of all parties involved in risk management;
- As a monitoring tool to control overall risk;
- As a guidance to carry out all activities within risk limits.

Responsibilities of the Board of Commissioners and Board of Directors on Risk Management

In order to ensure the proper implementation of risk management and internal control functions, The Bank has in place an adequate organizational structure with different levels of responsibility. The segregation of authorities and responsibilities in the organization and risk management function of The Bank are as follows:

Board of Commissioners

The authorities and responsibilities of the Board of Commissioners in relation to risk management include the following:

- Approve and evaluate The Bank's risk management policy;

- Menyetujui dan mengevaluasi arah kebijakan dan strategi manajemen risiko Bank sekurang-kurangnya 1 (satu) tahun sekali atau sekitarnya terjadi perubahan faktor-faktor yang mempengaruhi kegiatan usaha Bank secara signifikan;
- Mengevaluasi pertanggungjawaban Direksi dan memberikan arahan perbaikan atas pelaksanaan kebijakan manajemen risiko.

Direksi

Wewenang dan tanggung jawab Direksi Bank yang berkaitan dengan manajemen risiko sekurang-kurangnya meliputi:

- Menyusun kebijakan manajemen risiko Bank berdasarkan rekomendasi dari Komite Manajemen Risiko, dan menyampaikan kebijakan tersebut kepada Dewan Komisaris untuk mendapatkan persetujuan;
- Menyusun, menetapkan, mengevaluasi dan/atau memperbarui strategi manajemen risiko secara komprehensif yang sesuai dengan ketentuan yang berlaku, termasuk penetapan dan persetujuan limit risiko secara keseluruhan maupun per jenis risiko;
- Bertanggung jawab atas pelaksanaan kebijakan manajemen risiko dan eksposur risiko yang diambil oleh Bank secara keseluruhan;
- Mengembangkan budaya manajemen risiko pada seluruh jenjang organisasi, yang meliputi komunikasi yang memadai kepada seluruh jenjang organisasi tentang pentingnya pengendalian internal yang efektif.

Komite Manajemen Risiko

Komite Manajemen Risiko adalah komite yang bersifat non-struktural dalam manajemen risiko, berkedudukan di kantor pusat yang membantu Direksi dalam merumuskan kebijakan, mengawasi pelaksanaan kebijakan, memantau perkembangan dan kondisi profil risiko, dan memberikan saran-saran dan langkah perbaikan yang berkaitan dengan manajemen risiko. Komite Manajemen Risiko diketuai oleh Presiden Direktur, dengan anggota terdiri dari Direksi, Kepala Satuan Kerja Audit Internal, Kepala Departemen yang memimpin Satuan Kerja Manajemen Risiko (SKMR), dan Kepala Departemen terkait lainnya. Wewenang dan tanggung jawab Komite Manajemen Risiko antara lain:

- Menyusun kebijakan, strategi, dan pedoman pelaksanaan manajemen risiko, termasuk penetapan limit dan *contingency plan* dalam kondisi tidak normal;
- Memperbaiki atau menyempurnakan pelaksanaan manajemen risiko berdasarkan hasil evaluasi pelaksanaan yang dimaksud;
- Memantau, mengevaluasi, dan menilai perkembangan komposisi profil risiko dalam portofolio Bank, penetapan dan pelaksanaan limit, kecukupan permodalan Bank terhadap eksposur risiko sesuai ketentuan yang berlaku, dan memastikan efektivitas pelaksanaan manajemen risiko.

Departemen Manajemen Risiko

SKMR adalah unit kerja yang memiliki wewenang dan tanggung jawab dalam menjalankan proses manajemen risiko dan independen dari satuan kerja bisnis dan departemen lainnya yang menjalankan fungsi pengendalian internal. Wewenang dan tanggung jawab Departemen Manajemen Risiko antara lain meliputi:

- Memberikan masukan kepada Direksi dalam penyusunan kebijakan, strategi, dan kerangka manajemen risiko;
- Mengembangkan prosedur dan alat untuk mengidentifikasi,

- Approve and evaluate the direction of The Bank risk management policy and strategies at least once a year or in the event of any changes in factors that significantly affect The Bank's business activities;
- Evaluate the accountability of the Board of Directors and provide direction for improvements in the implementation of risk management policy.

Board of Directors

The authorities and responsibilities of the Board of Directors of The Bank in relation to risk management should include, among others:

- Establish the risk management policy of The Bank based on recommendations from the Risk Management Committee, and submit this policy to the Board of Commissioners for approval;
- Arrange, establish, evaluate and/or update a comprehensive risk management strategies in accordance with prevailing regulations, including the determination and approval of risk limits in overall and on specific types of risks;
- Be responsible for the implementation of overall risk management policy and risk exposure of The Bank;
- Develop a risk management culture at all levels of the organization, including adequate communications to all levels of the organization on the importance of effective internal controls.

Risk Management Committee

The Risk Management Committee is a non-structural committee in risk management, located in the head office. The committee assists the Board of Directors in formulating policy, overseeing the implementation of policy, monitoring the progress and conditions of risk profiles, and providing recommendations and improvement measures related to risk management. The Risk Management Committee is chaired by the President Director, with members consisting of the Board of Directors, the Head of Internal Audit Department, the Head of Department who leads the Risk Management Unit (SKMR), and other relevant Heads of Departments. The authorities and responsibilities of the Risk Management Committee include:

- Establish policy, strategies and guidelines for the implementation of risk management, including the establishment of limits and contingency plans under abnormal conditions;
- Improve or enhance the implementation of risk management based on the evaluation results of intended implementation;
- Monitor, evaluate and assess the development of risk profile compositions in The Bank's portfolio, the establishment and implementation of limits, the adequacy of The Bank's capital against risk exposure in accordance with prevailing regulations, and ensure the effectiveness of risk management implementation.

Risk Management Department

The Risk Management Department is a unit that has the authorities and responsibilities for carrying out the risk management process and is independent from the business units and department that performs internal control functions. The authorities and responsibilities of the Risk Management Department include the following:

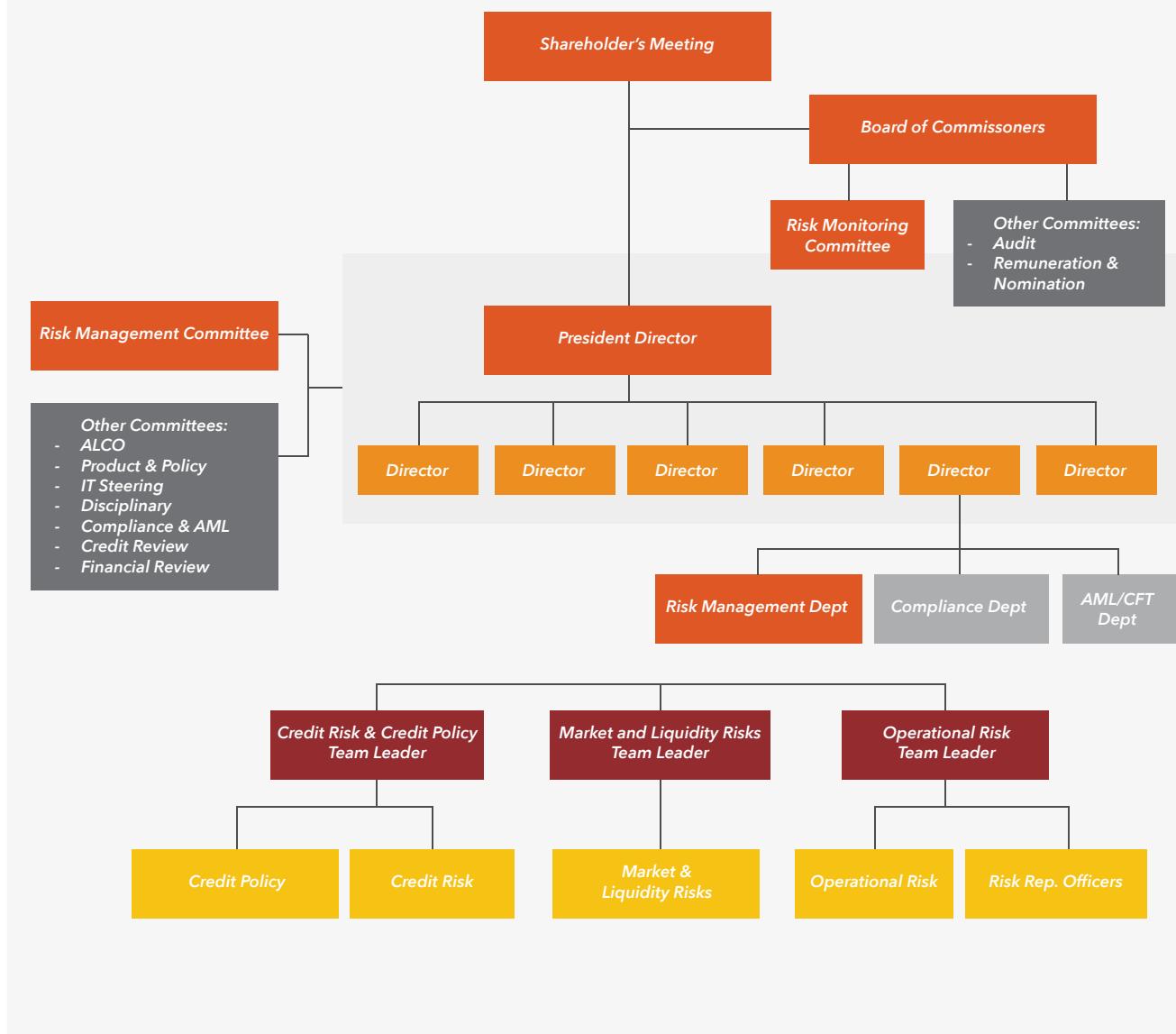
- Provide input to the Board of Directors in formulating risk management policy, strategies, and framework;
- Develop procedures and tools for identifying, measuring,

- mengukur, memantau, dan mengendalikan risiko, serta mendesain dan menerapkan perangkat yang dibutuhkan dalam penerapan manajemen risiko;
- Memantau posisi risiko secara keseluruhan, maupun jenis posisi risiko tertentu serta melakukan *stress testing* untuk mengetahui dampak dari implementasi kebijakan dan strategi manajemen risiko terhadap portofolio atau kinerja Bank secara keseluruhan;
 - Melakukan kaji ulang secara berkala untuk memastikan kecukupan kerangka manajemen risiko, keakuratan metodologi penilaian risiko, dan kecukupan sistem informasi manajemen risiko;
 - Memberikan rekomendasi kepada satuan kerja bisnis dan/atau Komite Manajemen Risiko terkait penerapan manajemen risiko, antara lain mengenai besaran atau eksposur risiko maksimum yang dapat dipelihara Bank.

monitoring, and controlling risks, as well as designing and implementing the tools required for the implementation of risk management;

- *Monitor overall risk positions, as well as specific types of risk positions, and performing stress testing to ascertain the impact of implementation of risk management policy and strategies on the overall portfolios or performances of The Bank;*
- *Conduct periodic reviews to ensure adequacy of risk management framework, accuracy of risk assessment methodology, and adequacy of risk management information system;*
- *Provide recommendations to the business unit and/or Risk Management Committee related to the implementation of risk management, among others concerning the amount or maximum risk exposure that can be maintained by The Bank.*

Struktur Organisasi Manajemen Risiko | Risk Management Organizational Structure



Kegiatan Manajemen Risiko

Bank telah melaksanakan beberapa program kerja penting dalam mengembangkan manajemen risiko, termasuk antara lain, namun tidak terbatas pada:

- Bank telah memiliki komite-komite yang secara aktif melakukan pemantauan atas pengelolaan risiko Bank, seperti Komite Manajemen Risiko dan Komite Pemantau Risiko. Komite-komite tersebut telah melakukan evaluasi atas pelaksanaan manajemen risiko secara berkesinambungan;
- Kebijakan dan prosedur terkait manajemen risiko dan perkreditan antara lain:
 - Bank telah memiliki kebijakan dan prosedur yang komprehensif yang meliputi 8 (delapan) jenis risiko. Pada masing-masing area risiko, penyempurnaan kebijakan dan prosedur juga dilakukan agar sejalan dengan kondisi Bank dan peraturan terkini;
 - Bank juga telah menerapkan asas-asas perkreditan yang sehat sesuai dengan prinsip-prinsip kehati-hatian secara konsisten dan berkesinambungan, di mana secara komprehensif Bank telah memiliki kebijakan dan prosedur mengenai perkreditan dengan Kebijakan Perkreditan Bank sebagai payung kebijakan, yang senantiasa dilakukan penyempurnaan agar sejalan dengan kondisi Bank dan peraturan terkini;
 - Dalam rangka menjaga kualitas kredit, Bank juga telah meningkatkan pengelolaan dan pemantauan klasifikasi kualitas kredit debitur, baik debitur yang berada dalam *watch list* atau *potential risk* atau yang menunjukkan penurunan kualitas atau kredit bermasalah, serta memantau perkembangannya. Pengelolaan kredit bermasalah bertujuan untuk meminimalkan jumlah kredit bermasalah Bank serta memaksimalkan tingkat pengembalian kredit.
- *Risk Appetite*
Pelaksanaan manajemen risiko yang efektif harus didukung oleh kerangka kerja manajemen risiko yang komprehensif, di mana salah satunya melalui kerangka kerja *risk appetite*, yang ditetapkan secara jelas sejalan dengan visi, misi, dan strategi bisnis Bank. *Risk Appetite Statement* memuat *target limit* dan *trigger limit* atas indikator, baik kuantitatif maupun kualitatif, yang telah ditetapkan, yang dipantau secara berkala dan apabila diperlukan dikaji kembali untuk diselaraskan dengan rencana strategi dan permodalan Bank.
- *Risiko Kredit*
Pada area risiko kredit, pelaksanaan kerangka kerja risiko kredit telah diterapkan melalui pengembangan proses manajemen risiko kredit yang antara lain meliputi identifikasi risiko kredit pada produk/aktivitas baru, kecukupan kebijakan dan prosedur terkait proses perkreditan, pemantauan perkembangan portofolio pinjaman baik per mata uang, debitur, produk, segmentasi, lapangan usaha, industri, jangka waktu pembayaran, penilaian profil risiko kredit, serta pelaksanaan stress testing risiko kredit secara berkala.

Pengelolaan risiko kredit pada pemberian kredit secara langsung kepada debitur dijalankan melalui proses pemberian kredit sesuai kebijakan dan memantau pelaksanaannya agar sejalan dengan prinsip kehati-hatian di dalam mengelola risiko kredit yang harus dipenuhi. Persetujuan kredit diberikan dengan syarat bahwa aplikasi memenuhi persyaratan Bank dan tanpa mengorbankan integritas organisasi. Pemantauan pasca pencairan dilakukan dalam rangka menjaga kualitas kredit. Pemantauan kualitas portofolio kredit dilakukan melalui penerapan manajemen risiko kredit yang *prudent*, penerapan *early warning system*,

Risk Management Activities

The Bank has implemented several important work programs in developing risk management. This includes, among others, but not limited to the following:

- The Bank has established committees that actively monitor The Bank's risk management, such as the Risk Management Committee and the Risk Monitoring Committee. These committees have evaluated the implementation of risk management on an ongoing basis;
- Policies and procedures related to risk management and credit are:
 - The Bank has comprehensive policies and procedures covering 8 (eight) types of risk. In each risk area, improvements to the policy and procedures are also conducted in line with The Bank's current conditions and regulations;
 - The Bank has also adopted sound credit principles according to the prudential principles in a consistent and continuous manner, whereby The Bank has comprehensive policy and procedures on credit, with The Bank Credit Policy serving as an umbrella policy, which is constantly enhanced to be in line with The Bank's conditions and current regulations;
 - In order to maintain credit quality, The Bank has also improved the management and monitoring of debtor credit quality classification, both for debtors who are in the watch list or potential risk or who show a decline in quality or non-performing loans, and monitor their progress. The management of non-performing loans aims to minimize the number of non-performing loans of The Bank and to maximize the credit repayment rate.
- *Risk Appetite*
The implementation of effective risk management must be supported by a comprehensive risk management framework. This includes a risk appetite framework that is clearly defined in line with The Bank's vision, mission and business strategy. The Risk Appetite Statement consists of the target limit and trigger limit for both quantitative and qualitative indicators, which are monitored periodically and where necessary reviewed to align with The Bank's strategic plan and capital.
- *Credit Risk*
In the area of credit risk, the implementation of a credit risk framework has been implemented through the development of a credit risk management process, which includes the identification of credit risk on new products/activities, the adequacy of policies and procedures related to the credit process, monitoring the growth of loan portfolios by currency, debtor, product, segmentation, economic sector, industry, financing period, credit risk profile assessment, and periodic stress testing.

Credit risk management on credit granting directly to debtors is carried out through the process of credit granting according to policy and monitoring its implementation to be in line with the prudential principles in managing credit risk that must be fulfilled. Credit approval is provided on condition that the application meets The Bank's requirements and without compromising organizational integrity. Post-disbursement monitoring is carried out in order to maintain credit quality. Monitoring of the quality of loan portfolio is carried out through the implementation of prudent credit risk management, the application of early

dan langkah-langkah preventif untuk mencegah terjadinya kredit bermasalah.

Pencadangan penurunan nilai secara individual telah dilakukan tepat waktu yang didasarkan atas analisis kemampuan pembayaran dan arus kas debitir. Selain itu, sistem telah diimplementasikan untuk menghitung pencadangan penurunan nilai secara kolektif sesuai dengan PSAK 50/55. Dalam rangka implementasi PSAK 71, pembangunan model dan simulasi paralel dilakukan.

- **Risiko Pasar**

Dalam penerapan manajemen risiko pasar, dengan mengacu kepada *best practice*, selain kaji ulang dan pemantauan atas limit-limit yang telah ada, yaitu *stop loss limit*, limit PDN, faktor sensitivitas (PV01), *Management Action Triggers* (MATs), Bank juga melakukan *stress testing* dan faktor risiko (PSE risk factor) dalam penentuan limit FX untuk *counterparty*, VaR, serta memastikan bahwa transaksi yang dilakukan Bank sesuai dengan harga pasar (pemantauan *off market*). Selain itu, evaluasi terhadap portofolio yang dimiliki Bank didasarkan pada sumber data pasar yang lazim digunakan. Dalam area manajemen risiko *banking book*, pengelolaan risiko suku bunga dilakukan melalui pendekatan faktor sensitivitas (PV01) dan *stress testing* baik dari perspektif pendapatan maupun perspektif nilai ekonomis. Hal ini akan membantu dalam melakukan pengukuran risiko suku bunga di *banking book* dengan lebih tepat.

- **Risiko Likuiditas**

Manajemen risiko likuiditas merupakan salah satu fungsi yang sangat penting di Bank. Pendekatan proaktif yang melibatkan manajemen Bank dan departemen terkait melalui Komite Assets and Liabilities (ALCO) dalam mengoptimalkan dan memperkuat sumber pendanaan serta penggunaan dana bagi Bank akan terus dilakukan. Pemantauan atas rasio likuiditas, antara lain rasio aset likuid, LCR (*Liquidity Coverage Ratio*), NSFR (*Net Stable Funding Ratio*), dan likuiditas jangka pendek senantiasa disesuaikan dengan perkembangan yang ada. *Stress testing* likuiditas dilakukan berdasarkan asumsi yang disetujui untuk memastikan kondisi pendanaan pada satu bulan pertama. Selain itu, Rencana Pendanaan Darurat (*Contingency Funding Plan*) senantiasa diperbarui, di mana trigger/indikator peringatan dini Rencana Pendanaan Darurat (*Contingency Funding Plan*) dipantau dan Rencana Pendanaan Darurat (*Contingency Funding Plan*) diuji coba secara berkala untuk mempersiapkan Bank jika terjadi krisis likuiditas.

- **Risiko Operasional**

Risiko operasional tetap menjadi salah satu fokus perhatian Bank karena risiko operasional timbul pada seluruh aktivitas fungsional, produk, proses dan sistem informasi. Sebagai bagian dari upaya Bank untuk meningkatkan pemantauan risiko operasional, Bank senantiasa melakukan penyesuaian dan penyempurnaan alat bantu risiko operasional, antara lain *Risk Control Self-Assessment* (RCSA) pada *risk taking units*, pemantauan pencatatan *Risk/Loss Event Database* (RLED), *Key Risk Indicators* (KRI), dan *Risk Representative Officer* sebagai kepanjangan tangan dari Departemen Manajemen Risiko, Departemen Kepatuhan, dan Departemen APU/PPT dalam mengidentifikasi dan memitigasi terjadinya risiko operasional dan risiko kepatuhan di cabang, dan bersama dengan Departemen TI dalam kesiapan *Business Continuity Plan* (BCP) untuk meminimalkan risiko yang berhubungan dengan gangguan bisnis baik karena masalah internal maupun eksternal, yang diuji coba secara berkala paling kurang 1 (satu) tahun sekali. Selain itu, untuk menguatkan pengendalian internal dalam rangka mengurangi paparan terhadap risiko operasional dan meningkatkan kemampuan dalam pencegahan dan

warning system, and preventive measures to prevent the occurrence of non-performing loans.

Individual impairment has been made on time based on analysis of payment ability and cash flow of the debtors. In addition, the system has been implemented to calculate the collective impairment in accordance with PSAK 50/55. For the PSAK 71 implementation, the construction of models and parallel simulations were carried out.

- **Market Risk**

In the implementation of market risk management, with reference to best practices, in addition to reviewing and monitoring existing limits namely stop loss limit, Net Open Position (NOP) limit, sensitivity factor (PV01), Management Action Triggers (MATs), The Bank also conducts stress testing dan risk factor (PSE risk factor) in determining FX limits for counterparties, VaR, and ensuring that transactions carried out by The Bank are in accordance with market prices (off market monitoring). In addition, valuations of The Bank's portfolio are based on commonly used market data sources. In the banking book risk management area, interest rate risk management is carried out through a sensitivity factor (PV01) approach and stress testing both from income perspectives and economic value perspectives. This should help in dimensioning interest rate risk in the banking book with better precision.

- **Liquidity Risk**

*Liquidity risk management is one of the most critical functions in The Bank. A proactive approach involving The Bank management and relevant departments through the Assets and Liabilities Committee (ALCO) in optimizing and strengthening the funding sources and use of funds for The Bank will continue to be implemented. Monitoring of liquidity ratios, including liquid asset ratio, LCR (*Liquidity Coverage Ratio*), NSFR (*Net Stable Funding Ratio*), and short-term liquidity are always adjusted to the current developments. Liquidity stress testing is carried out based on agreed assumptions to ensure funding conditions in the first month. In addition, the Contingency Funding Plan is continually updated, where triggers/early warning indicators of the Contingency Funding Plan are monitored and the Contingency Funding Plan is periodically tested to prepare The Bank in the event of a liquidity crisis.*

- **Operational Risk**

Operational risk remains a focus of attention of The Bank due to operational risk arises in all functional activities, products, processes and information systems. As part of The Bank's initiatives to improve operational risk monitoring, The Bank continues to adjust and enhance the operational risk tools, including Risk Control Self-Assessment (RCSA) on risk taking units, monitoring the recording of Risk/Loss Event Database (RLED), Key Risk Indicators (KRI), and, Risk Representative Officer as an extension of the Risk Management Department, Compliance Department, and AML/CFT Department in identifying and mitigating the operational risk and compliance risk at the branches, and together with the IT Department in the preparation of the Business Continuity Plan (BCP) to minimize risks associated with business disruption due to internal and external incidents, which is periodically tested at least once a year. In addition, to strengthen internal controls in order to reduce exposure to operational risk and to improve capability in the prevention and detection of violation that cause harm to

deteksi atas tindakan penyimpangan yang menyebabkan kerugian baik bagi Bank maupun nasabah, penilaian risiko *fraud* untuk departemen dan cabang senantiasa dilakukan.

- Risiko Hukum, Risiko Stratejik, Risiko Kepatuhan, dan Risiko Reputasi
Kerja sama dengan departemen terkait, yaitu Departemen Hukum, Departemen *Strategy Management and Investor Relation*, Departemen Kepatuhan, dan Departemen *Consumer Banking* dalam melakukan pengelolaan maupun pengawasan risiko hukum, risiko stratejik, risiko kepatuhan, dan risiko reputasi secara komprehensif, baik melalui penilaian profil risiko secara triwulan, sosialisasi dan pelatihan untuk meningkatkan *awareness* dan pemahaman karyawan, maupun melalui rapat-rapat komite dan rapat-rapat Direksi.
- Analisis risiko atas usulan aktivitas dan/atau produk baru dilakukan untuk memastikan kemampuan Bank dalam mengelola aktivitas dan/atau produk baru termasuk kecukupan sumber daya manusia, kelengkapan kebijakan/prosedur dan sistem.
- Budaya Manajemen Risiko
Dalam hal meningkatkan budaya manajemen risiko, sosialisasi mengenai *awareness* manajemen risiko terus dilakukan, antara lain melalui program CARAL (*Compliance, AML/CFT, Risk Management, Internal Audit, Legal*), forum diskusi dengan cabang, *awareness* terkait Rencana Kontinuitas Bisnis, termasuk mengingatkan kembali pemahaman terhadap kebijakan dan prosedur yang ada dan yang akan diimplementasikan.

Proses dan Penilaian Manajemen Risiko

Proses manajemen risiko mencakup identifikasi, pengukuran, pemantauan, dan pengendalian risiko dengan dukungan sistem informasi manajemen yang memadai. Pelaksanaan penilaian profil risiko dilakukan oleh Departemen Manajemen Risiko yang dilaporkan pada setiap triwulan. Penilaian profil risiko dilakukan berdasarkan penilaian risiko inheren dan kualitas penerapan manajemen risiko pada setiap risiko yang akan dinilai. Kualitas penerapan manajemen risiko meliputi tata kelola risiko, kerangka manajemen risiko, proses manajemen risiko, kecukupan sumber daya manusia, kecukupan sistem informasi manajemen, dan kecukupan sistem pengendalian risiko.

Risiko yang wajib dikelola Bank seperti yang tercantum pada Kebijakan Manajemen Risiko adalah risiko kredit, risiko pasar, risiko likuiditas, risiko operasional, risiko hukum, risiko kepatuhan, risiko stratejik, dan risiko reputasi.

Risiko Kredit

Risiko kredit didefinisikan sebagai risiko yang terjadi akibat kegagalan pihak debitur dan/atau pihak lain dalam memenuhi kewajiban kepada Bank. Risiko kredit dapat bersumber dari berbagai aktivitas bisnis Bank. Selain pada aktivitas pemberian kredit, risiko kredit dapat berasal dari berbagai instrumen keuangan seperti efek-efek, akseptasi, transaksi antar-bank, transaksi nilai tukar dan derivatif, transaksi pembiayaan perdagangan, dan liabilitas komitmen dan kontinjenji.

Penerapan manajemen risiko kredit berlandaskan pada kebijakan dan prosedur risiko kredit yang mencakup ketentuan regulator dan juga kebijakan internal. Kebijakan dan prosedur internal dikaji ulang secara berkala agar sejalan dengan perubahan-perubahan ketentuan perbankan, perkembangan usaha Bank, dan kondisi perekonomian.

Pelaksanaan penilaian risiko kredit dilakukan Bank atas penilaian terhadap risiko inheren dan kualitas penerapan manajemen

both The Bank and its customers, the fraud risk assessment for departments and branches is always being done.

- *Legal Risk, Strategic Risk, Compliance Risk, and Reputation Risk*
Cooperation with relevant departments, namely Legal Department, Strategy Management and Investor Relation Department, Compliance Department, and Consumer Banking Department to manage and supervise legal risk, strategic risk, compliance risk, and reputation risk comprehensively, either through a quarterly risk profile assessment, socialization and training to increase awareness and understanding of employees or through the committees' meetings and the Board of Directors' meetings.
- *Risk analysis of proposed new activities and/or products is undertaken to ensure The Bank's ability in managing new activities and/or products. These include analysis of the adequacy of human resources, the completeness of policies/procedures and systems.*
- *Risk Management Culture*
In order to improve risk management culture, socialization regarding risk management awareness is continually conducted through CARAL (Compliance, AML/CFT, Risk Management, Internal Audit, Legal) program, discussion forum with branches, awareness related to the Business Continuity Plan, as well as through the refreshment of the understanding of existing policies and procedures and which will be implemented.

Risk Management Process and Assessment

The risk management process includes identification, measurement, monitoring, and risk control with the support of an adequate management information system. Implementation of risk profile assessment conducted by the Risk Management Department is reported on a quarterly basis. Risk profile assessment is based on inherent risk assessment and the quality of risk management implementation at each risk to be assessed. The quality of risk management implementation covers aspects such as risk governance, risk management framework, risk management process, adequacy of human resources, adequacy of management information systems, and adequacy of risk control systems.

Risks that must be managed by The Bank as stated in the Risk Management Policy are credit risk, market risk, liquidity risk, operational risk, legal risk, compliance risk, strategic risk, and reputation risk.

Credit Risk

Credit risk is defined as the risk arising from the default of debtors and/or other parties in fulfilling their obligations to The Bank. Credit risk may arise from various business activities of The Bank. In addition to lending activities, credit risk may arise from various financial instruments such as securities, acceptances, interbank transactions, exchange rate and derivative transactions, trade finance transactions, and commitment and contingent liabilities.

Implementation of credit risk management is governed by the credit risk policy and procedure that incorporate the regulatory provisions as well as internal policies. Internal policies and procedures are reviewed periodically to reflect changes in banking regulations, The Bank's business growth, and economic conditions.

Credit risk assessment is conducted by The Bank in assessing inherent risk and the quality of risk management implementation.

risiko. Parameter yang digunakan sebagai dasar penilaian risiko inheren terdiri dari komposisi portofolio aset dan tingkat konsentrasi, kualitas penyediaan dana dan kecukupan pencadangan, strategi penyediaan dana dan sumber timbulnya penyediaan dana, dan faktor eksternal.

Berdasarkan penilaian tersebut, unit-unit pengambil risiko melakukan tindak lanjut, antara lain agar komposisi portofolio tidak terpusat pada sektor ataupun debitur besar tertentu, mempertahankan kualitas penyediaan dana pada tingkat risiko yang dipandang aman, mempertahankan kecukupan pencadangan, memastikan bahwa pemberian kredit dan pengambilan keputusan kredit telah dikelola secara memadai dan sesuai dengan limit yang telah ditetapkan.

Penerapan manajemen risiko yang dilakukan oleh Bank dalam rangka pemantauan dan pengendalian risiko kredit antara lain sebagai berikut:

- Pemberian kredit dan pengambilan keputusan kredit senantiasa mengacu pada pedoman tertulis yang telah dimiliki Bank mengenai kebijakan dan prosedur terkait perkreditan yang mencakup seluruh aspek proses pemberian kredit, termasuk mengenai pendeklegasian wewenang dan limit wewenang kredit;
- Melakukan analisis terhadap sektor ekonomi/industri berdasarkan risiko dan penetapan limit sektor ekonomi/industri internal, yang bertujuan selain memberikan acuan dalam melakukan pemberian kredit, juga sebagai upaya untuk melakukan diversifikasi dan meningkatkan hasil proses pengelolaan risiko kredit yang lebih baik;
- Secara berkala, Bank melakukan pemantauan terhadap portofolio kredit, antara lain meliputi pemantauan pertumbuhan kredit, kualitas/kolektibilitas kredit, kecukupan pencadangan, konsentrasi pemberian kredit pada sektor ekonomi, debitur/grup debitur terbesar, dan mata uang;
- Melakukan pemantauan secara intensif dan penyusunan solusi penyelesaian terhadap setiap kredit bermasalah termasuk kemungkinan dilakukannya restrukturisasi kredit, penjualan kredit, penjualan agunan secara suka rela oleh debitur, lelang agunan;
- Melakukan identifikasi risiko kredit pada setiap produk/aktivitas baru, termasuk mitigasi risiko yang diperlukan.

Risiko Kredit Maksimum

Untuk aset keuangan yang diajukan di laporan posisi keuangan, eksposur maksimum terhadap risiko kredit sama dengan nilai tercatat. Untuk garansi bank dan Standby L/C yang diterbitkan dan L/C serta SKBDN yang masih berjalan dan tidak dapat dibatalkan, eksposur maksimum terhadap risiko kredit adalah nilai maksimum yang harus dibayarkan oleh Bank jika kewajiban atas garansi bank, Standby L/C, L/C, dan SKBDN tersebut terjadi. Untuk komitmen fasilitas kredit yang diberikan yang belum digunakan, eksposur maksimum terhadap risiko kredit adalah sebesar jumlah komitmen tersebut.

Tabel berikut menyajikan eksposur maksimum Bank terhadap risiko kredit untuk instrumen keuangan pada laporan posisi keuangan dan rekening administratif dengan risiko kredit, tanpa memperhitungkan agunan yang dimiliki atau perlindungan kredit lainnya:

The parameters used as the basis for inherent risk assessment consist of the composition of asset portfolio and level of concentration, the quality of funding and the adequacy of provision, funding strategy and source of funding, and external factors.

Based on the assessment, risk taking units conduct follow-up actions to ensure that the portfolio composition is not concentrated on certain sectors or large debtors, to maintain the quality of funding at a safely perceived level of risk, to maintain adequacy of provision, and to ensure that credit lending and credit decision have been adequately managed and within the approved limits.

The implementation of risk management by The Bank in monitoring and controlling credit risk includes, among others, as follows:

- *Credit lending and credit decision must always refer to the written guidelines held by The Bank concerning credit policy and procedure, which cover all aspects of lending process, including delegation of authority and limit of credit authority;*
- *Perform analysis to economic/industry sectors based on risk and limits setting on the internal economic/industry sector. This aims to provide a reference in lending activity, as well as efforts to diversify and improve the credit risk management process;*
- *The Bank periodically performs monitoring on loan portfolios, including monitoring on loan growth, credit quality, adequacy of provision, credit concentration by the economic sector, the largest debtors/group of debtors, and currency;*
- *Perform intensive monitoring and prepare settlement solutions for any non-performing loans including possibility of credit restructuring, credit sales, voluntary collateral sales by debtors, collateral auctions;*
- *Perform credit risk identification on any new product/activity, including any risk mitigation required.*

Maximum Credit Risk

For financial assets recognized in the statement of financial position, the maximum exposure to credit risk equals their carrying amount. For bank guarantee and Standby L/C issued and outstanding irrevocable L/C and domestic L/C, the maximum exposure to credit risk is the maximum amount that The Bank has to pay if the obligation of bank guarantee, Standby L/C, irrevocable L/C, and domestic L/C are called upon. For unused committed loan facilities, the maximum exposure to credit risk is the committed amount.

The following table presents the maximum exposure of The Bank to credit risk for financial instruments in the statement of financial position and off-balance sheet accounts with credit risk, without taking into account any collateral held or other credit enhancements:

Risiko Kredit Maksimum | Maximum Credit Risk

dalam Rp juta | in Rp million

| | 2019 | 2018 | Statement of Financial Position |
|--|-------------------|-------------------|---|
| Laporan Posisi Keuangan | | | |
| Giro pada Bank Indonesia | 3.144.733 | 3.848.283 | Current accounts with Bank Indonesia |
| Giro pada bank-bank lain | 3.622.465 | 3.456.397 | Current accounts with other banks |
| Penempatan pada Bank Indonesia dan bank-bank lain | 2.400.863 | 5.410.777 | Placements with Bank Indonesia and other banks |
| Aset derivatif | 46.513 | 267.422 | Derivative assets |
| Tagihan akseptasi | 200.815 | 595.160 | Acceptance receivables |
| Efek-efek yang dibeli dengan janji jual kembali | 3.513.004 | - | Securities purchased under agreements to resell |
| Efek-efek untuk tujuan investasi | 3.714.365 | 3.791.167 | Investment securities |
| Kredit yang diberikan | 35.276.096 | 36.542.280 | Loans receivable |
| Aset lain-lain | 211.863 | 261.580 | Other assets |
| Rekening Administratif dengan Risiko Kredit | | | |
| Fasilitas kredit yang diberikan yang belum digunakan - committed | 5.021.480 | 9.601.421 | Unused loan facilities - committed |
| L/C dan SKBDN yang masih berjalan dan tidak dapat dibatalkan | 129.379 | 265.968 | Outstanding irrevocable L/C and domestic L/C |
| Garansi bank dan Standby L/C yang diterbitkan | 5.612.252 | 7.326.525 | Bank guarantees and Standby L/C issued |
| Jumlah | 62.893.828 | 71.366.980 | Total |

Risiko Konsentrasi Kredit

Bank mengelola dan mengendalikan konsentrasi kredit dengan menetapkan batas pemberian kredit untuk pihak terkait, satu debitur, kelompok debitur serta sektor ekonomi tertentu. Salah satu strategi yang dilakukan Bank dalam mengelola Risiko Konsentrasi Kredit adalah dengan memberikan acuan dalam aktivitas kredit berupa penetapan target dalam pemberian kredit seperti target berdasarkan sektor ekonomi, yang dituangkan dalam rencana bisnis Bank, termasuk di dalamnya penetapan target pasar yang bertujuan untuk mengidentifikasi segmen bisnis yang dapat diterima Bank, sehingga Bank dapat memfokuskan upaya pemasaran serta menentukan mitigasi risiko yang diperlukan.

Bank juga melakukan kaji ulang atas target yang telah ditetapkan dengan mempertimbangkan kondisi ekonomi terkini, serta apabila diperlukan Bank melakukan penyesuaian atas target tersebut.

Agunan dan Perlindungan Kredit Lainnya

Sebagai salah satu kebijakan dalam memitigasi risiko kredit, Bank meminta agunan sebagai jaminan pembayaran atas dana yang diberikan oleh Bank. Bank berprinsip bahwa agunan adalah sumber terakhir dari pelunasan kredit, di mana sumber utama pelunasan kredit adalah dana dari hasil usaha debitur.

Pedoman Bank mengenai agunan antara lain mencakup jenis agunan yang dapat diterima sebagai mitigasi risiko kredit, perhitungan rasio jaminan, serta frekuensi penilaian agunan untuk setiap jenis agunan. Penentuan nilai dan jenis agunan yang diminta juga tergantung pada penilaian risiko kredit dari debitur.

Credit Concentration Risk

The Bank manages and controls credit concentration by setting lending limits to related parties, one debtor, group of debtors and a specific economic sector. One of the strategies undertaken by The Bank in managing Credit Concentration Risk is to provide a reference in credit activities in the form of target market lending, such as targets based on economic sectors that set forth in the business plan of The Bank. This includes target market aims to identify business segments that can be accepted by The Bank, so that The Bank can focus its marketing efforts and determine the necessary risk mitigation.

The Bank also reviews its predetermined targets by taking into consideration the current economic condition, and if necessary, The Bank adjusts its targets.

Collateral and Other Credit Enhancements

As one of The Bank's policies in mitigating credit risk, The Bank requires collateral as a guarantee of payment for funds provided by The Bank. The Bank considers the collateral as the last source of loan repayment, whereas the main source of loan repayment is the fund generated from business operations of the debtors.

The Bank's guideline for collateral regulates the acceptability of the types of collateral, collateral ratio calculation, and frequency of appraisal for each collateral type. The determination of value and type of collateral required also depends on the assessment of debtors' credit risk.

Risiko Kredit Berdasarkan Risiko Konsentrasi Kredit | Credit Risk by Credit Concentration Risk

| | Pemerintah (termasuk Bank Indonesia) <i>Government (including Bank Indonesia)</i> | Badan Usaha Milik Negara <i>State Owned Enterprises</i> | | Bank <i>Banks</i> | | |
|---|--|--|-------------------|----------------------|------------------|------------------|
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Laporan Posisi Keuangan | | | | | | |
| Giro pada Bank Indonesia | 3.144.733 | 3.848.283 | - | - | - | - |
| Giro pada bank-bank lain | - | - | - | - | 3.622.465 | 3.456.397 |
| Penempatan pada Bank Indonesia dan bank-bank lain | 373.956 | 3.349.184 | - | - | 2.026.907 | 2.061.593 |
| Aset derivatif | - | - | - | - | 46.513 | 267.422 |
| Tagihan akseptasi | - | - | 102.917 | 107.279 | - | - |
| Efek-efek yang dibeli dengan janji dijual kembali | 3.513.004 | - | - | - | - | - |
| Efek-efek untuk tujuan investasi | 3.530.816 | 3.781.502 | - | - | 175.000 | 5.703 |
| kredit yang diberikan | - | 3.781.502 | 13.058.611 | - | 811.815 | 5.703 |
| Aset lain-lain | 29.065 | 42.964 | 57.192 | 54.455 | 12.348 | 32.667 |
| Rekening Administratif dengan Risiko Kredit | | | | | | |
| Fasilitas kredit yang diberikan yang belum digunakan - <i>committed</i> | - | - | 2.472.313 | 4.000.255 | - | - |
| L/C dan SKBDN yang masih berjalan dan tidak dapat dibatalkan | - | - | 27.146 | 69.518 | - | - |
| Garansi bank dan Standby L/C yang diterbitkan | - | - | - | 63.282 | 1.436.858 | 1.438.000 |
| Jumlah | 10.591.574 | 11.021.933 | 15.718.179 | 15.442.592 | 8.131.906 | 7.974.458 |
| Persentase | 17% | 16% | 25% | 22% | 13% | 11% |

dalam Rp juta | in Rp million

| Perusahaan <i>Corporate</i> | | Ritel <i>Retail</i> | | Jumlah <i>Total</i> | | |
|--|-------------------|------------------------|----------------|------------------------|-------------------|--|
| 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | |
| <i>Statement of Financial Position</i> | | | | | | |
| - | - | - | - | 3.144.733 | 3.848.283 | <i>Current accounts with Bank Indonesia</i> |
| - | - | - | - | 3.622.465 | 3.456.397 | <i>Current accounts with other banks</i> |
| - | - | - | - | 2.400.863 | 5.410.777 | <i>Placements with Bank Indonesia and other banks</i> |
| - | - | - | - | 46.513 | 267.422 | <i>Derivative assets</i> |
| 97.898 | 487.881 | - | - | 200.815 | 595.160 | <i>Acceptance receivables</i> |
| - | - | - | - | 3.513.004 | - | <i>Securities purchased under agreements to resell</i> |
| 8.549 | 3.962 | - | - | 3.714.365 | 3.791.167 | <i>Investment securities</i> |
| 21.005.879 | 24.147.619 | 399.791 | 534.182 | 35.276.096 | 36.542.280 | <i>Loans receivable</i> |
| 111.232 | 128.712 | 2.026 | 2.782 | 211.863 | 261.580 | <i>Other assets</i> |
| <i>Off-balance Sheet Accounts with Credit Risk</i> | | | | | | |
| 2.245.229 | 5.249.855 | 303.938 | 351.311 | 5.021.480 | 9.601.421 | <i>Unused loan facilities - committed</i> |
| 102.233 | 196.450 | - | - | 129.379 | 265.968 | <i>Outstanding irrevocable L/C and domestic L/C</i> |
| 4.175.084 | 5.824.868 | 310 | 375 | 5.612.252 | 7.326.525 | <i>Bank guarantees and Standby L/C issued</i> |
| 27.746.104 | 36.039.347 | 706.065 | 888.650 | 62.893.828 | 71.366.980 | Total |
| 44% | 50% | 1% | 1% | 100% | 100% | <i>Percentage</i> |

Jenis agunan yang dapat diterima oleh Bank antara lain deposito berjangka/setoran kas, Standby L/C, tanah dan bangunan (properti - rumah tinggal, komersial, industri, dan dalam konstruksi), tanah kosong, mesin dan peralatan, piutang dagang, persediaan (termasuk komoditi), truk/bis, alat berat, pesawat (untuk tujuan komersial dan *charter*), kapal, mobil, saham, motor, dan jaminan perusahaan atau perorangan. Kondisi, legalitas, peruntukan jaminan (sebagai jaminan pokok, utama, tambahan) serta rasio jaminan telah diatur dalam kebijakan Bank.

Untuk kredit atau pembiayaan properti, Bank telah menetapkan rasio *Loan to Value* (LTV), yang merupakan rasio antara nilai kredit yang dapat diberikan oleh Bank terhadap nilai agunan pada saat awal pemberian kredit, sesuai dengan ketentuan oleh regulator yang berlaku saat ini.

Tabel berikut menyajikan komposisi kredit yang diberikan (sebelum penyisihan kerugian penurunan nilai) yang mendapatkan manfaat dari agunan, baik sebagian maupun penuh, sebagai mitigasi dari risiko kredit:

The types of collateral that can be accepted by The Bank include time deposits/cash deposits, Standby L/C, land and buildings (property - residential, commercial, industrial, and under construction), vacant land, machinery and equipment, accounts receivable, supplies (including commodities), trucks/buses, heavy equipment, aircrafts (for commercial and charter purposes), ships, automobiles, stocks, motorcycles, and corporate or personal guarantees. The condition, legality, collateral purpose (as prime, main, additional collateral) and collateral ratio are regulated in The Bank's policy.

For credit or property financing, The Bank has set the Loan to Value (LTV) ratio, which is defined as the ratio between the credit value that may be granted by The Bank to the value of the collateral at the time when the loan was given, in accordance with the current prevailing provisions by regulators.

The following table presents the composition of loans receivable (before allowance for impairment losses) that benefit from collateral, either partially or in full, as mitigation of credit risk:

Agunan dan Perlindungan Kredit Lainnya | Collateral and Other Credit Enhancements

dalam Rp juta | in Rp million

| | Nilai Kredit yang Diberikan Sebelum Penyisihan Kerugian Penurunan Nilai Balance of Loans Receivable Before Allowance for Impairment Losses | | Jenis Agunan Type of Collateral |
|--|---|-------------------|--|
| | 2019 | 2018 | |
| Dijamin penuh <i>Fully secured</i> | 4.033.696 | 4.518.738 | Kas, Standby L/C <i>Cash, Standby L/C</i> |
| Dijamin sebagian <i>Partially secured</i> | 23.011.605 | 24.509.329 | Kas, piutang dagang, tanah dan bangunan, aset bergerak, garansi <i>Cash, accounts receivable, land and buildings, moveable assets, guarantees</i> |
| Tidak memiliki jaminan <i>Unsecured</i> | 8.964.175 | 8.185.764 | - - |
| Jumlah Total | 36.009.476 | 37.213.831 | |

Kualitas Aset Keuangan

Bank memiliki kebijakan untuk memelihara secara akurat dan konsisten peringkat risiko seluruh portofolio aset keuangan. Hal ini akan memfasilitasi fokus manajemen risiko atas risiko yang ada dan perbandingan eksposur kredit di seluruh lini bisnis, daerah geografis, dan produk. Sistem peringkat ini didukung oleh berbagai analisa keuangan, dikombinasikan dengan informasi pasar yang telah diolah untuk menyediakan masukan utama untuk pengukuran risiko pihak lawan.

Fungsi Pengendalian Sebelum dan Setelah Pencairan Kredit

Fungsi pengendalian pada proses sebelum pencairan bertujuan untuk memastikan kelengkapan dokumen, pemenuhan syarat dan ketentuan yang telah ditetapkan serta kepatuhan debitur yang merupakan pemeriksaan umum awal sebelum pencairan dilakukan. Tata usaha dokumentasi dan administrasi yang baik akan menempatkan Bank pada posisi yang kuat pada saat terjadi tuntutan hukum yang harus diperhitungkan dengan baik, sehingga tidak ada keraguan dalam legalitas dokumen.

Quality of Financial Assets

The Bank has a policy to maintain accurate and consistent risk ratings across the portfolio of financial assets. This will facilitate the focus of risk management on existing risks and comparison of credit exposures across all lines of business, geographic areas, and products. This rating system is supported by a variety of financial analyses, combined with market information that has been processed to provide the main inputs for counterparty risk measurement.

Control Functions Pre and Post Credit Disbursement

The control function prior to credit disbursement is conducted to ensure the completeness of documents, the fulfillment of the terms and conditions set, and the compliance of debtors which are the initial general verifications before the disbursement takes place. Proper administration and documentation will place The Bank in a strong position in the event of a lawsuit, so that there is no doubt in the legality of the document.

Tidak hanya pengendalian sebelum pencairan kredit, pemantauan dan pemeriksaan setelah kredit direalisasi juga merupakan hal penting yang harus dilakukan. Oleh sebab itu, Bank mewajibkan adanya kunjungan rutin ke nasabah, melakukan pemeriksaan pasca realisasi kredit berdasarkan pemeriksaan umum dan khusus serta mendokumentasikannya dalam arsip file kredit.

Pemeriksaan umum antara lain meliputi kesesuaian penggunaan fasilitas dengan perjanjian kredit, situasi perkembangan usaha, aset dan kewajiban debitur, aktivitas rekening debitur dan perkembangan pasar dari debitur.

Evaluasi Penurunan Nilai

Pertimbangan utama evaluasi penurunan nilai kredit yang diberikan antara lain adalah kualitas aset kredit, kondisi keuangan dan prospek usaha debitur. Bank melakukan evaluasi penurunan nilai dalam 2 (dua) pendekatan:

Evaluasi Penurunan Nilai Secara Individual

Bank menentukan penyisihan kerugian penurunan nilai secara individual untuk setiap kredit yang signifikan secara individual dan memiliki bukti objektif penurunan nilai kredit. Hal-hal yang dipertimbangkan dalam menentukan jumlah penyisihan kerugian penurunan nilai antara lain mencakup keberlanjutan rencana bisnis debitur, kemampuan debitur untuk memperbaiki kinerja saat menghadapi kesulitan keuangan, proyeksi penerimaan dan ekspektasi pengeluaran saat terjadi kepailitan, ketersediaan dukungan keuangan lainnya, nilai agunan yang dapat direalisasikan, dan ekspektasi waktu diperolehnya arus kas. Penyisihan kerugian penurunan nilai dievaluasi setiap tanggal pelaporan kecuali terdapat beberapa kondisi yang mengharuskan adanya perhatian lebih. Penilaian individu dilakukan berdasarkan metode *discounted cash flow*.

Evaluasi Penurunan Nilai Secara Kolektif

Evaluasi penyisihan kerugian penurunan nilai secara kolektif dilakukan atas kredit yang diberikan yang tidak signifikan secara individual dan kredit yang diberikan yang dinilai secara individual namun tidak terdapat bukti objektif mengenai penurunan nilai. Pendekatan yang digunakan untuk penilaian kolektif didasarkan pada data yang dapat diobservasi dan mengindikasikan adanya penurunan yang dapat diukur atas estimasi arus kas masa datang, terkait dengan kelompok aset keuangan seperti memburuknya status pembayaran debitur atau penerbit dalam kelompok tersebut atau kondisi ekonomi yang berkorelasi dengan wanprestasi atas aset dalam kelompok tersebut.

Tabel di bawah menunjukkan kualitas aset keuangan yang belum jatuh tempo dan tidak mengalami penurunan nilai, telah jatuh tempo tetapi tidak mengalami penurunan nilai, dan yang mengalami penurunan nilai:

Besides having control function prior to credit disbursement, the monitoring and checking after credit disbursement are also important. Therefore, The Bank requires regular visits to customers, conducts post-disbursement checking based on general and special checking, and documenting them in credit files.

General verifications include, among others, the conformity between the use of facilities with loan agreements, business development situations, debtor assets and liabilities, debtor account activities and debtor market conditions.

Impairment Assessment

The main considerations for the loan impairment assessment are the asset quality of loan, financial condition and business prospect of the debtor. The Bank evaluates impairment in 2 (two) approaches:

Individual Impairment Assessment

The Bank determines the allowance for impairment losses individually for each loan that is individually significant and has objective evidence of impairment of the credit score. Matters considered in determining the allowance for impairment losses include the sustainability of the debtor's business plan, the ability of the debtor to improve performance in the face of financial difficulties, the projected revenue and expenditure in the event of bankruptcy, the availability of other financial support, the value of collateral that can be realized, and the expected time of cash flows. Allowance for impairment losses is evaluated on every reporting date, unless there are certain conditions that require more attention. Individual assessment is based on discounted cash flow method.

Collective impairment Assessment

The assessment of allowance for impairment losses is collectively carried out on loans that are not individually significant and the loans granted are individually assessed but there is no objective evidence of impairment. The approach used for collective valuation is based on observable data and indicates a measurable decline in the estimated future cash flows associated with a group of financial assets such as the deterioration in the payment status of the debtor or the issuer in that group or the economic conditions that are correlated with the default asset in the group.

The following table shows the quality of financial assets that are neither past-due nor impaired, past due but not impaired, and impaired:

Kualitas Aset Keuangan | Financial Assets Quality

| | Belum jatuh tempo dan tidak mengalami penurunan nilai <i>Neither past due nor impaired</i> | | Telah jatuh tempo tetapi tidak mengalami penurunan nilai <i>Past due but not impaired</i> | | Mengalami penurunan nilai <i>Impaired</i> | |
|---|---|-------------------|--|----------------|--|------------------|
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Giro pada Bank Indonesia | 3.144.733 | 3.848.283 | - | - | - | - |
| Giro pada bank-bank lain | 3.622.465 | 3.456.397 | - | - | - | - |
| Penempatan pada Bank Indonesia dan bank-bank lain | 2.400.863 | 5.410.777 | - | - | - | - |
| Aset derivatif | 46.513 | 267.422 | - | - | - | - |
| Tagihan akseptasi | 200.815 | 595.160 | - | - | - | - |
| Efek-efek yang dibeli dengan janji dijual kembali | 3.513.004 | - | - | - | - | - |
| Efek-efek untuk tujuan investasi | 3.714.365 | 3.791.167 | - | - | - | - |
| kredit yang diberikan | 31.231.014 | 32.348.622 | 126.114 | 273.434 | 4.652.348 | 4.591.775 |
| Aset lain-lain | 169.845 | 225.773 | 2.180 | 2.640 | 39.838 | 33.167 |
| Jumlah | 48.043.617 | 49.943.601 | 128.294 | 276.074 | 4.692.186 | 4.624.942 |

dalam Rp juta | in Rp million

| Penyisihan kerugian penurunan nilai <i>Allowance for impairment losses</i> | | | Jumlah <i>Total</i> | | |
|---|------------------|-------------------|------------------------|------|--|
| | 2019 | 2018 | 2019 | 2018 | |
| - | - | 3.144.733 | 3.848.283 | | <i>Current accounts with Bank Indonesia</i> |
| - | - | 3.622.465 | 3.456.397 | | <i>Current accounts with other banks</i> |
| - | - | 2.400.863 | 5.410.777 | | <i>Placements with Bank Indonesia and other banks</i> |
| - | - | 46.513 | 267.422 | | <i>Derivative assets</i> |
| - | - | 200.815 | 595.160 | | <i>Acceptance receivables</i> |
| - | - | 3.513.004 | - | | <i>Securities purchased under agreements to resell</i> |
| - | - | 3.714.365 | 3.791.167 | | <i>Investment securities</i> |
| (733.380) | (671.551) | 35.276.096 | 36.542.280 | | <i>Loans receivable</i> |
| - | - | 211.863 | 261.580 | | <i>Other assets</i> |
| (733.380) | (671.551) | 52.130.717 | 54.173.066 | | Total |

Definisi dari kualitas kredit Bank adalah sebagai berikut:

- Belum jatuh tempo dan tidak mengalami penurunan nilai: Eksposur menunjukkan laba yang tinggi atau stabil, modal dan likuiditas yang memadai, secara umum direfleksikan dengan pembayaran komitmen terhadap Bank dan kreditur lainnya secara tepat waktu. Sumber pembayaran dapat diidentifikasi secara jelas dan Bank tidak bergantung pada jaminan untuk penyelesaian komitmen masa datang. Hal ini pada umumnya untuk debitur korporasi dengan kualitas kredit peringkat 1 (satu) sesuai klasifikasi Otoritas Jasa Keuangan dan kredit konsumen yang tidak mengalami keterlambatan pembayaran;
- Telah jatuh tempo tetapi tidak mengalami penurunan nilai: Eksposur di mana nasabah dalam tahap awal dari keterlambatan pembayaran dan telah gagal untuk melakukan pembayaran atau pembayaran tidak penuh, sesuai dengan persyaratan kontraktual dalam perjanjian kredit. Hal ini pada umumnya untuk debitur korporasi dengan peringkat 2 (dua) sesuai klasifikasi peraturan dari regulator. Definisi ini tidak termasuk kredit restrukturisasi yang mengalami penurunan nilai namun memiliki kualitas kredit peringkat 2 (dua);
- Mengalami penurunan nilai: Eksposur telah mengalami penurunan nilai. Bank mempertimbangkan bahwa nasabah tidak mungkin membayar kewajiban kredit secara penuh, atau pemulihannya akan bertumpu pada realisasi agunan apabila ada, termasuk juga kredit restrukturisasi yang mengalami penurunan nilai namun memiliki kualitas kredit peringkat 1 (satu) dan 2 (dua). Selain itu, pada umumnya merupakan debitur korporasi dengan peringkat 3-5 (tiga sampai dengan lima) sesuai klasifikasi peraturan dari regulator.

Pertimbangan utama atas penilaian penurunan kualitas kredit mencakup keterlambatan pembayaran pokok atau bunga atau kesulitan aliran kas yang dialami oleh debitur/pihak lawan, penurunan peringkat kredit, atau pelanggaran atas persyaratan perjanjian kredit.

Risiko Pasar

Risiko pasar adalah risiko terjadinya perubahan harga pasar, seperti tingkat suku bunga dan nilai tukar valuta asing, yang akan mempengaruhi pendapatan Bank atau nilai dari instrumen keuangan yang dimilikinya. Tujuan dari manajemen risiko pasar adalah untuk mengelola dan mengendalikan eksposur risiko pasar dalam parameter yang dapat diterima, dan secara bersamaan mengoptimalkan hasil pengembalian atas risiko yang diambil. Penerapan manajemen risiko pasar Bank meliputi risiko suku bunga dan risiko nilai tukar yang timbul baik dari posisi *trading book* maupun posisi *banking book*.

Komite Assets and Liabilities (ALCO), yang diketuai oleh Presiden Direktur, dengan anggota Direksi terkait, Kepala Departemen terkait, dan Departemen Global Markets sebagai sekretaris ALCO, mengadakan rapat secara berkala untuk mengkaji profil bisnis Bank dan dampaknya terhadap pengelolaan aset dan kewajiban. ALCO menentukan strategi pengelolaan aset dan kewajiban dengan mempertimbangkan lingkungan bisnis saat ini dan yang diharapkan. ALCO mengkaji posisi aset, kewajiban, dan suku bunga dan posisi gap likuiditas pada *banking book*. ALCO juga menetapkan suku bunga deposito dan suku bunga acuan kredit.

The definition of credit quality of The Bank is as follows:

- *Neither past-due nor impaired:*
Exposures indicate high or stable earnings, adequate capital and liquidity, as generally reflected by prompt repayment of commitment to The Bank and other creditors. The source of payment can be clearly identified and The Bank does not rely on collateral for future commitment settlement. This is typically for corporate debtors with grading 1 (one) in accordance with the regulatory classification of Financial Services Authority and consumer loans with no delinquency;
- *Past due but not impaired:*
Exposures where the debtor is in the early stages of delinquency and has failed to make payment or make partial payment, in accordance with the contractual terms in the loan agreement. This is typically corporate debtors with grading 2 (two) in accordance with the regulatory classification of the regulators. This definition does not include credit restructuring that is impaired but has a credit quality grading 2 (two);
- *Impaired:*
Exposures have been impaired. The Bank considers that either the debtor is unlikely to pay its credit obligation in full, or the recovery will be from the realization of collateral, if any, including credit restructuring that is impaired but has a credit quality grading 1 (one) and 2 (two). Other than that, it is typically corporate debtors with grading 3-5 (three to five) in accordance with regulatory classification of the regulators.

The main considerations for the loan impairment assessment include the late payment of principal or interest or cash flow difficulties experienced by the debtors/counterparties, credit rating downgrade, or infringement of the original terms of loan agreement.

Market Risk

Market risk is the risk of changes in market prices, such as interest rates and foreign exchange rates, which will affect The Bank's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while simultaneously optimizing the return on risk. Implementation of The Bank's market risk management includes interest rate risk and exchange rate risk arising both from trading book position and banking book position.

The Assets and Liabilities Committee (ALCO), chaired by President Director, with members consists of related Board of Directors members, related Heads of Departments, Global Markets Department as secretary of ALCO. The ALCO meets periodically to review The Bank's business profile and its impact on asset and liability management. It determines the strategies of asset and liability management by considering the current and expected business environment. It reviews the position of assets, liabilities, and interest rates and liquidity gap position in the banking book. It also determines the term deposit rates and lending rates.

Dalam penerapan manajemen risiko pasar, dengan mengacu kepada *best practice*, selain kaji ulang dan pemantauan atas limit-limit yang ada, yaitu *stop loss limit*, *limit PDN*, faktor sensitivitas (PV01), dan *Management Action Triggers* (MATs), Bank juga menerapkan *stress testing* dan faktor risiko (PSE risk factor) dalam penentuan *limit FX* untuk *counterparty* serta memastikan bahwa transaksi yang dilakukan Bank sesuai dengan harga pasar (pemantauan off market). Selain itu, valuasi terhadap portofolio yang dimiliki Bank didasarkan atas sumber data pasar yang lazim digunakan. Penggunaan sistem *Treasury* dari perusahaan induk pada semester I 2019 juga dimaksudkan agar penerapan manajemen risiko pasar lebih efektif.

Dalam area manajemen risiko *banking book*, pengelolaan risiko suku bunga dilakukan melalui pendekatan faktor sensitivitas (PV01) dan *stress testing*, baik dari perspektif pendapatan maupun nilai ekonomis, yang telah disesuaikan dengan peraturan terkini dari regulator. Metode-metode ini membantu Bank dalam menentukan perkiraan risiko suku bunga di *banking book* dengan lebih akurat.

Risiko Suku Bunga

Risiko suku bunga timbul dari adanya kemungkinan bahwa perubahan tingkat suku bunga akan mempengaruhi aliran kas di masa depan atau nilai wajar instrumen keuangan. Posisi ini dipantau secara bulanan untuk memastikan bahwa posisi tersebut dapat dikelola oleh Bank. Pengelolaan risiko suku bunga dilakukan dengan pemantauan sensitivitas aset dan liabilitas keuangan Bank atas berbagai skenario suku bunga. Tabel di bawah ini menyajikan aset berbunga dan liabilitas berbunga (bukan untuk tujuan diperdagangkan) Bank pada nilai tercatat, yang dikategorikan menurut mana yang lebih terdahulu antara tanggal *repricing* atau tanggal jatuh tempo kontraktual:

In the implementation of market risk management, with reference to best practices, in addition to reviewing and monitoring existing limits, namely stop loss limit, PDN limit, sensitivity factor (PV01), and Management Action Triggers (MATs), The Bank also conducts stress testing and risk factor (PSE risk factor) in determining FX limits for counterparties and ensuring that transactions carried out by The Bank are in accordance with market prices (off market monitoring). Moreover, valuations of The Bank's portfolio are based on commonly used market data sources. The use of Treasury system of the parent company in semester I 2019 is also intended to create effective implementation of market risk management.

In the banking book risk management area, the interest rate risk management is carried out through a sensitivity factor (PV01) approach and stress testing, both from income perspectives and economic value perspectives, which have been adjusted to the current regulations of regulators. These methods help The Bank in determining the interest rate risk in the banking book more accurately.

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. This position is monitored on a monthly basis to ensure that the position can be managed by The Bank. Interest rate risk management is performed by monitoring the sensitivity of The Bank's assets and liabilities over various interest rate scenarios. The table below presents The Bank's interest-earning assets and interest-bearing liabilities (not for trading purpose) at carrying amounts, categorized by whichever is earlier between the re-pricing or contractual maturity dates:

Instrumen dengan Tingkat Suku Bunga Mengambang | Instruments with Floating Interest Rates

| | Nilai tercatat <i>Carrying amount</i> | | Hingga 3 bulan <i>Up to 3 months</i> | |
|--|--|------------------|---|---------------------|
| | 2019 | 2018 | 2019 | 2018 |
| Giro pada bank-bank lain | 3.622.465 | 3.456.397 | - | - |
| Penempatan pada Bank Indonesia dan bank-bank lain | 2.400.863 | 5.410.777 | - | 458.483 |
| Efek-efek yang dibeli dengan janji dijual kembali | 3.513.004 | - | - | - |
| Efek-efek untuk tujuan investasi | 3.714.365 | 3.791.167 | - | - |
| kredit yang diberikan* | 36.009.476 | 37.213.831 | 24.046.757 | 11.158.828 |
| | 49.260.173 | 49.872.172 | 24.046.757 | 11.617.311 |
| Simpanan nasabah | (26.966.612) | (30.418.315) | (6.367.776) | (8.521.981) |
| Simpanan dari bank-bank lain | (3.731.791) | (2.227.491) | (911) | (1.551) |
| Pinjaman yang diterima | (11.222.532) | (13.780.073) | (9.473.107) | (12.561.105) |
| Surat berharga yang dijual dengan janji dibeli kembali | (2.98.580) | - | - | - |
| Pinjaman subordinasi | (1.874.138) | (1.222.300) | (832.950) | (1.222.300) |
| | (46.093.653) | (47.648.179) | (16.674.744) | (23.306.937) |
| Jumlah | 3.166.520 | 2.223.993 | 7.372.013 | (10.689.626) |

* Sebelum dikurangi penyisihan kerugian penurunan nilai

dalam Rp juta | in Rp million

| 3-12 bulan months | | |
|------------------------|-------------------|--|
| 2019 | 2018 | |
| - | - | <i>Current accounts with other banks</i> |
| - | - | <i>Placements with Bank Indonesia and other banks</i> |
| - | - | <i>Securities purchased under agreements to resell</i> |
| - | - | <i>Investment securities</i> |
| 1.532.650 | 20.181.956 | <i>Loans receivable*</i> |
| 1.532.650 | 20.181.956 | |
| - | (115) | <i>Deposits from customers</i> |
| - | - | <i>Deposits from other banks</i> |
| (694.125) | - | <i>Borrowings</i> |
| - | - | <i>Securities sold under agreements to repurchase</i> |
| (1.041.188) | - | <i>Subordinated loans</i> |
| (1.735.313) | (115) | |
| (202.663) | 20.181.841 | Total |

* Before allowance for impairment losses

Instrumen dengan Tingkat Suku Bunga Tetap | Instruments with Fixed Interest Rates

| | Hingga 3 bulan <i>Up to 3 months</i> | | 3-12 bulan <i>months</i> | |
|--|---|--------------------|-------------------------------|--------------------|
| | 2019 | 2018 | 2019 | 2018 |
| Giro pada bank-bank lain | 3.622.465 | 3.456.397 | - | - |
| Penempatan pada Bank Indonesia dan bank-bank lain | 1.073.356 | 3.579.146 | 740.263 | 1.373.148 |
| Efek-efek yang dibeli dengan janji dijual kembali | 3.513.004 | - | - | - |
| Efek-efek untuk tujuan investasi | 1.621.507 | 1.356.388 | 57.232 | 881.925 |
| kredit yang diberikan* | 26.099 | 51.893 | 8.258.367 | 991.423 |
| | 9.856.431 | 8.443.824 | 9.055.862 | 3.246.496 |
| Simpanan nasabah | (16.630.388) | (16.711.471) | (3.961.207) | (5.172.705) |
| Simpanan dari bank-bank lain | (2.542.980) | (1.495.414) | (1.187.900) | (730.526) |
| Pinjaman yang diterima | - | - | (500.000) | (1.218.968) |
| Surat berharga yang dijual dengan janji dibeli kembali | (667.136) | - | (1.631.444) | - |
| Pinjaman subordinasi | - | 1.356.388 | - | - |
| | (19.840.504) | (18.206.885) | (7.280.551) | (7.122.199) |
| Jumlah | (9.984.073) | (9.763.061) | 1.775.311 | (3.875.703) |

* Sebelum dikurangi penyisihan kerugian penurunan nilai

dalam Rp juta | in Rp million

| 1-2 tahun years | | > 2 tahun years | | |
|----------------------|------------------|----------------------|------------------|--|
| 2019 | 2018 | 2019 | 2018 | |
| - | - | - | - | <i>Current accounts with other banks</i> |
| 587.244 | - | - | - | <i>Placements with Bank Indonesia and other banks</i> |
| - | - | - | - | <i>Securities purchased under agreements to resell</i> |
| 51.607 | 177.502 | 1.984.019 | 1.375.352 | <i>Investment securities</i> |
| 580.610 | 4.429.117 | 1.564.993 | 400.614 | <i>Loans receivable*</i> |
| 1.219.461 | 4.606.619 | 3.549.012 | 1.775.966 | |
| (3.055) | (5.235) | (4.186) | (6.808) | <i>Deposits from customers</i> |
| - | - | - | - | <i>Deposits from other banks</i> |
| (555.300) | - | - | - | <i>Borrowings</i> |
| - | - | - | - | <i>Securities sold under agreements to repurchase</i> |
| - | - | - | - | <i>Subordinated loans</i> |
| (558.355) | (5.235) | (4.186) | (6.808) | |
| 661.106 | 4.601.384 | 3.544.826 | 1.769.158 | Total |

* Before allowance for impairment losses

Berdasarkan perjanjian kredit dengan debitur/nasabah, Bank berhak mengubah besaran suku bunga sewaktu-waktu atas dasar pertimbangan Bank, kecuali untuk kredit-kredit tertentu yang sudah ditetapkan jangka waktu repricing.

Risiko Nilai Tukar

Risiko nilai tukar merupakan risiko di mana nilai instrumen keuangan akan berfluktuasi karena perubahan kurs nilai tukar. Bank telah menetapkan batasan posisi berdasarkan mata uang yang dipantau secara harian untuk memastikan bahwa posisi tersebut tetap berada dalam batasan yang telah ditetapkan.

Bank memiliki eksposur risiko mata uang melalui transaksi dalam mata uang asing. Bank memonitor konsentrasi risiko yang terkait dengan tiap mata uang individual sehubungan dengan penjabaran transaksi, aset moneter dan liabilitas moneter dalam mata uang asing ke dalam mata uang fungsional Bank, yaitu IDR.

Perhitungan Posisi Devisa Neto (PDN) dilakukan berdasarkan peraturan dari regulator yang berlaku. Bank diwajibkan untuk menjaga PDN secara keseluruhan maksimum 20% dari total modal.

PDN pada tanggal 31 Desember 2019 dan 2018 adalah sebagai berikut:

Perhitungan Posisi Devisa Neto | Net Open Position Calculation

dalam Rp juta | in Rp million

| Mata Uang Currency | Keseluruhan (Laporan Posisi Keuangan dan Rekening Administratif) Aggregate (Statement of Financial Position and Off-balance Sheet Accounts) | | | | | |
|--|--|------------|---------------------------|------------|---|------------------|
| | Aset Assets | | Liabilitas Liabilities | | Posisi Devisa Neto (Nilai Absolut) Net Open Position (Absolute Amount) | |
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Dolar Amerika Serikat <i>United States Dollar</i> | 27.962.367 | 34.120.530 | 27.822.980 | 34.144.988 | 139.387 | 24.458 |
| Yuan China <i>Chinese Yuan</i> | 1.430.850 | 1.426.797 | 1.431.235 | 1.383.693 | 385 | 43.104 |
| Euro Europa <i>European Euro</i> | 3.109 | 2.285 | 1.939 | 2.702 | 1.170 | 417 |
| Dolar Singapura <i>Singapore Dollar</i> | 5.610 | 24.433 | 17.125 | 24.792 | 11.515 | 359 |
| Dolar Australia <i>Australian Dollar</i> | 6.687 | 6.805 | 6.086 | 7.010 | 601 | 205 |
| Dolar Hong Kong <i>Hong Kong Dollar</i> | 1.945 | 4.015 | 1.067 | 1.117 | 878 | 2.898 |
| Poundsterling Inggris <i>British Poundsterling</i> | 5.275 | 4.436 | 4.524 | 4.773 | 751 | 337 |
| Yen Jepang <i>Japanese Yen</i> | 1.131 | 693 | 747 | 797 | 384 | 104 |
| Dolar Selandia Baru <i>New Zealand Dollar</i> | 524 | 407 | 474 | 249 | 50 | 158 |
| Jumlah Total | | | | | 155.121 | 72.040 |
| Jumlah Modal Total Capital | | | | | 7.403.980 | 6.430.227 |
| Rasio PDN (Keseluruhan) NOP Ratio (Aggregate) | | | | | 2,10% | 1,12% |

Based on the loan agreement with the debtors/customers, The Bank has the right to change the interest rate at any time based on the consideration of The Bank, except for certain loans with repricing period have been determined.

Exchange Rate Risk

Exchange rate risk represents the risk that the value of financial instruments will fluctuate due to changes in the exchange rate. The Bank has set limits on positions by currency that is monitored on a daily basis to ensure that the positions remain within the predetermined limits.

The Bank is exposed to currency risk through transactions denominated in foreign currency. The Bank monitors the concentration of risk associated with each individual currency in respect of the translation of foreign currency transactions and monetary assets and liabilities into The Bank's functional currency, which is IDR.

Calculation of Net Open Position (NOP) is based on prevailing regulations from regulators. The Bank is required to maintain the overall NOP at a maximum of 20% from total capital.

The NOP as of December 31, 2019 and 2018 is as follows:

Fungsi manajemen risiko pasar diterapkan secara independen, antara lain, dengan terdapatnya pemisahan yang jelas antara tugas dan tanggung jawab setiap pihak yang terkait risiko pasar. Departemen *Global Markets* (*front office*) sebagai unit bisnis mengelola risiko pasar secara harian, *Unit Settlement Center* (*back office*) melakukan fungsi *settlement*, dan Departemen Manajemen Risiko (*middle office*) sebagai pihak yang independen memastikan pengelolaan risiko pasar sesuai dengan *limit* yang telah ditetapkan. Limit yang ditetapkan telah dipantau secara berkala dan telah berjalan dengan baik, antara lain, pemantauan atas *stop loss limit*, *Management Action Triggers* (MATs), *off market*, PDN, dan VaR telah dilakukan secara harian. *Limit* ini dikaji ulang secara berkala.

Risiko suku bunga dengan menggunakan pendekatan *repricing* diukur berdasarkan sensitivitas terhadap pendapatan bunga bersih dan nilai ekonomi permodalan.

Selain itu, *stress testing* dilakukan dengan berbagai skenario untuk mengukur kerugian dan inisiasi langkah-langkah pengendalian.

Risiko Likuiditas

Risiko likuiditas adalah risiko akibat ketakmampuan Bank untuk memenuhi liabilitas yang jatuh tempo dari sumber pendanaan arus kas dan/atau dari aset likuid berkualitas tinggi yang dapat diagunkan, tanpa mengganggu aktivitas dan kondisi keuangan Bank.

Risiko likuiditas diukur melalui, antara lain, rasio likuiditas yang terdiri dari rasio aset likuid, rasio cadangan sekunder, *Loan to Funding Ratio* (LFR), rasio deposan besar, *Liquidity Coverage Ratio* (LCR), *Net Stable Funding Ratio* (NSFR), dan maksimum arus kas keluar. Pengendalian risiko likuiditas dilakukan dengan menetapkan limit-limit yang mengacu pada ketentuan regulator maupun internal serta menetapkan indikator peringatan dini.

Bank senantiasa mempertahankan aset likuid pada tingkat yang dipandang aman, memperkecil ketergantungan pada deposan besar, dan memastikan bahwa Bank dapat memperoleh akses sumber pendanaan baik pada kondisi normal maupun krisis, dengan mempertimbangkan *stress testing* yang dilakukan. Sedangkan pengendalian risiko likuiditas dilakukan melalui strategi pendanaan, pengelolaan posisi likuiditas dan risiko likuiditas harian, pengelolaan aset likuid yang berkualitas tinggi, dan rencana pendanaan darurat.

Manajemen risiko likuiditas merupakan salah satu fungsi yang sangat penting bagi Bank. Pendekatan proaktif yang melibatkan manajemen Bank dan semua departemen terkait dalam mengoptimalkan dan memperkuat sumber pendanaan bagi Bank akan terus dilakukan, salah satunya untuk memperbaiki *mismatch* likuiditas melalui pendanaan jangka panjang yang terutama berasal dari perusahaan induk. Sebagai tambahan, Bank juga melakukan *stress testing* dengan asumsi dasar yang telah disepakati untuk memastikan kebutuhan pendanaan pada bulan pertama, pemantauan atas indikator peringatan dini, rasio aset likuid, LCR, NSFR, dan memastikan likuiditas jangka pendek senantiasa disesuaikan dengan perkembangan yang ada.

Selain itu, Rencana Pendanaan Darurat (*Contingency Funding Plan*) telah disusun untuk mempersiapkan Bank jika terjadi krisis likuiditas, termasuk *standby committed facility* dari bank lokal, di mana pemicu Rencana Pendanaan Darurat dipantau secara berkala dan uji coba Rencana Pendanaan Darurat dilakukan 1 (satu) tahun sekali.

Untuk memantau mitigasi risiko likuiditas, Bank membentuk ALCO yang bertanggung jawab terhadap pengelolaan risiko likuiditas.

The market risk management function is applied independently, among others, through clear segregation of duties and responsibilities of each party in relation to market risk. The Global Markets Department (*front office*) serves as a business unit to manage market risk on a daily basis, the Settlement Center Unit (*back office*) performs the settlement function, and the Risk Management Department (*middle office*) serves as an independent party to ensure the market risk management is in accordance with predetermined limits. The predetermined limits have been monitored periodically and have been running well, among others, the monitoring of stops loss limit, Management Action Triggers (MATs), off-market, NOP, and VaR, have been done on a daily basis. These limits are reviewed regularly.

The interest rate risk by repricing approach is measured based on its net interest income sensitivity and economic value of equity.

In addition, stress testing is simulated through various scenarios in order to measure losses and initiate control measures.

Liquidity Risk

Liquidity risk is the risk caused by the inability of The Bank to settle liabilities at due date from cash flow funding sources and/or of high-quality liquid assets that could be collateralized, without disrupting the activities and financial condition of The Bank.

Liquidity risk is measured through, among others, the ratio of liquid assets, the ratio of secondary reserves, *Loan to Funding Ratio* (LFR), the ratio of large depositors, *Liquidity Coverage Ratio* (LCR), *Net Stable Funding Ratio* (NSFR), and maximum cash outflow. Liquidity risk control is carried out by setting limits that refer to both regulatory and internal provisions, and by establishing early warning indicators.

The Bank continues to maintain liquid assets at a level that is deemed safe, minimize dependency on large depositors, and ensure that The Bank can obtain access to financing sources in both normal and crisis conditions, by considering stress testing. Liquidity risk control is conducted through funding strategy, liquidity position and daily liquidity risk management, high quality liquid asset management, and contingency funding plan.

Liquidity risk management is one of the most critical functions in The Bank. A proactive approach involving the management of The Bank and all relevant departments in optimizing and strengthening funding sources for The Bank will continue to be carried out, one of which is to improve the liquidity mismatch through long-term funding that mainly comes from the parent company. In addition, The Bank also conducts stress testing with agreed basic assumptions to ensure funding needs in the first month, monitoring of early warning indicators, liquid asset ratios, LCR, NSFR, and ensures the short-term liquidity is always adjusted to current developments.

Moreover, the Contingency Funding Plan has been prepared to prepare The Bank in the event of a liquidity crisis, including standby committed facility from local banks, where triggers of the Contingency Funding Plan are regularly monitored and trials of the Contingency Funding Plan are conducted once a year.

To monitor liquidity risk mitigation, The Bank forms ALCO which is responsible for liquidity risk management.

Nilai Nominal Bruto Arus Kas Masuk (Keluar) Berdasarkan Sisa Jatuh Tempo Kontraktual Liabilitas Keuangan

Gross Nominal Cash Inflow (Outflow) Based on Contractual Remaining Maturity of Financial Liabilities

| | Nilai tercatat <i>Carrying amount</i> | | Nilai nominal bruto arus kas masuk (keluar) <i>Gross nominal cash inflow (outflow)</i> | | Kurang dari 3 bulan <i>Less than 3 months</i> | |
|---|--|-------------------|--|---------------------|--|---------------------|
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Liabilitas Non-derivatif | | | | | | |
| Liabilitas segera | 2.564 | 2.355 | (2.564) | (2.355) | (2.564) | (2.355) |
| Simpanan nasabah | 27.061.513 | 30.588.043 | (27.285.438) | (30.813.257) | (23.060.181) | (25.423.713) |
| Simpanan dari bank-bank lain | 3.731.791 | 2.227.491 | (3.756.575) | (2.241.452) | (2.553.154) | (1.502.008) |
| Efek-efek yang dijual dengan janji dibeli kembali | 2.298.560 | - | (2.334.773) | - | (668.768) | - |
| Liabilitas akseptasi | 200.815 | 595.160 | (200.815) | (595.160) | (113.068) | (369.471) |
| Pinjaman yang diterima | 11.222.532 | 13.780.073 | (11.961.653) | (15.282.897) | (110.170) | (153.470) |
| Liabilitas lain-lain dan beban yang masih harus dibayar | 229.491 | 270.166 | (229.491) | (270.166) | (229.491) | (270.166) |
| Pinjaman subordinasi | 1.874.138 | 1.222.300 | (2.091.237) | (1.358.465) | (13.890) | (9.212) |
| | 46.621.424 | 48.685.588 | (47.862.546) | (50.563.752) | (26.751.286) | (27.730.395) |
| Liabilitas Derivatif | | | | | | |
| Diperdagangkan: | 15 | 538 | | | | |
| Arus kas keluar | - | - | (4.179) | (101.607) | (4.179) | (101.607) |
| Arus kas masuk | - | - | 4.164 | 101.042 | 4.164 | 101.042 |
| | 15 | 538 | (15) | (565) | (15) | (565) |
| Jumlah | 46.621.439 | 48.686.126 | (47.862.561) | (50.564.317) | (26.751.301) | (27.730.960) |

dalam Rp juta | in Rp million

| 3-12 bulan months | | 1-5 tahun years | | |
|---|--------------|----------------------|--------------|---|
| 2019 | 2018 | 2019 | 2018 | |
| <i>Non-derivative Liabilities</i> | | | | |
| <i>Liabilities immediately payable</i> | | | | |
| (4.213.247) | (5.367.513) | (12.010) | (22.031) | <i>Deposits from customers</i> |
| (1.203.421) | (739.444) | - | - | <i>Deposits from other banks</i> |
| (1.666.005) | - | - | - | <i>Securities sold under agreements to repurchase</i> |
| (87.747) | (225.689) | - | - | <i>Acceptance payables</i> |
| (1.998.552) | (4.752.751) | (9.852.931) | (10.376.676) | <i>Borrowings</i> |
| <i>Other liabilities and accrued expenses</i> | | | | |
| (41.702) | (385.071) | (2.035.645) | (964.182) | <i>Subordinated loans</i> |
| (9.210.674) | (11.470.468) | (11.900.586) | (11.362.889) | |
| <i>Derivative Liabilities</i> | | | | |
| <i>Trading:</i> | | | | |
| <i>Cash outflow</i> | | | | |
| <i>Cash inflow</i> | | | | |
| Total | | | | |
| (9.210.674) | (11.470.468) | (11.900.586) | (11.362.889) | |

Sisa Jatuh Tempo Kontraktual dari Liabilitas Keuangan

Pada tanggal 31 Desember 2019, nilai nominal bruto arus kas masuk (keluar) berdasarkan sisa jatuh tempo kontraktual liabilitas keuangan adalah seperti tabel di atas. Nilai nominal arus kas masuk (keluar) yang diungkapkan pada tabel di atas menyajikan arus kas kontraktual yang tidak didiskonkan terkait dengan nilai pokok dan bunga dari liabilitas keuangan. Arus kas atas instrumen keuangan yang diharapkan Bank bervariasi secara signifikan dari analisa ini. Sebagai contoh, simpanan diharapkan memiliki saldo yang stabil atau meningkat atau fasilitas kredit kepada nasabah yang belum digunakan (*committed*) tidak seluruhnya diharapkan untuk segera digunakan.

Risiko Operasional

Risiko operasional adalah risiko yang dapat timbul akibat ketidakcukupan dan/atau tidak berfungsi proses internal, kesalahan manusia, kegagalan sistem, dan/atau adanya kejadian-kejadian eksternal yang mempengaruhi operasional Bank. Risiko operasional melekat pada semua aktivitas, kegiatan operasional dan produk Bank. Kegagalan mengelola risiko operasional dapat menyebabkan kerugian finansial, mempengaruhi keselamatan karyawan dan reputasi Bank.

Kerangka kerja manajemen risiko operasional terdiri dari identifikasi dan penilaian risiko dan kontrol, kerangka proses analisa risiko atas produk baru, pengukuran dan pemantauan melalui alat bantu risiko operasional, dan mitigasi melalui peningkatan proses dan kontrol. Bank mengelola risiko operasional secara aktif dan konsisten dengan menerapkan prinsip kehati-hatian pada setiap kegiatan usaha Bank dan seluruh unit bisnis terkait. Pelaksanaan penilaian terhadap risiko operasional dilakukan Bank pada semua aktivitas fungsional secara komprehensif. Penilaian terhadap risiko operasional dilakukan atas penilaian terhadap risiko inheren dan kualitas penerapan manajemen risiko. Parameter yang digunakan sebagai dasar penilaian risiko inheren mencakup karakteristik dan kompleksitas bisnis, sumber daya manusia, teknologi informasi dan infrastruktur pendukung, *fraud* dan kejadian eksternal seperti terorisme, pandemik, dan bencana alam.

Unit-unit pengambil risiko berperan sebagai lini pertahanan lapis pertama dalam pengelolaan risiko operasional sehari-hari. Lini pertahanan lapis kedua meliputi fungsi-fungsi *controlling*, seperti manajemen risiko dan kepatuhan. Masing-masing fungsi ini, bersama dengan unit-unit bisnis, memastikan bahwa risiko di unit bisnis telah diidentifikasi dan dikelola dengan tepat.

Fungsi-fungsi bisnis pendukung bekerja sama untuk membantu menentukan strategi, menerapkan kebijakan dan prosedur Bank, dan mengumpulkan informasi untuk menyusun risiko bank secara keseluruhan. Sementara itu, pengawasan independen yang dilakukan oleh Audit Internal sebagai lini pertahanan ketiga secara independen menilai efektivitas pengendalian internal dan pengelolaan risiko yang dilakukan oleh lini pertahanan pertama dan kedua dan memastikan kecukupan proses tersebut. Selain itu, fungsi audit juga secara aktif memberikan rekomendasi perbaikan terhadap proses operasional dan kualitas pelayanan.

Penerapan manajemen risiko operasional dilakukan melalui penyusunan dan penetapan kebijakan dan prosedur tertulis untuk setiap aktivitas operasional Bank, mengembangkan budaya organisasi yang sadar terhadap risiko operasional, memperkuat aspek keamanan dan keandalan operasi teknologi Informasi sehingga kesalahan manusia, *fraud*, kesalahan proses, dan potensi kegagalan sistem yang menyebabkan terganggunya kelangsungan usaha dapat ditekan dan dimitigasi lebih dini.

Contractual Remaining Maturity of Financial Liabilities

As of December 31, 2019, the gross nominal cash inflow (outflow) based on the contractual remaining maturity of financial liabilities is represented in above table. The nominal cash inflow (outflow) disclosed in the above table represents an undiscounted contractual cash flow related to the principal and interest of the financial liabilities. The Bank's expected cash flows on the financial instruments vary significantly from this analysis. For example, deposits are expected to have stable or increasing balance or unused credit facilities to customers not all expected to be used immediately.

Operational Risk

Operational risk is the risk that may arise due to inadequacy and/or a malfunction of internal processes, human errors, system failures, and/or external events affecting The Bank's operations. Operational risk is inherent in all of The Bank's activities, operational activities, and products. Failure to manage operational risk could lead to financial losses, affecting employees' safety and reputation of The Bank.

The operational risk management framework comprises identification and assessment of risks and controls, new products risk analysis framework, measurement and monitoring through operational risk tools, and mitigation through process and control enhancement. The Bank manages the operational risk actively and consistently by applying prudent principles to every business activity of The Bank and all related business units. The operational risk assessment is conducted by The Bank on all functional activities in a comprehensive manner. The assessment of operational risk is conducted on the assessment of inherent risk and the quality of risk management implementation. Parameters used as the basis for inherent risk assessment, include the characteristic and complexity of business, human resources, information technology and supporting infrastructure, fraud and external events such as terrorism, pandemic, and natural disaster.

Risk taking units act as the first line of defense in day-to-day enforcement of operational risk management. The second line of defense includes controlling functions, such as risk management and compliance. Each of these functions, together with the business units, ensures that risks in the business units have been properly identified and managed.

The supporting business functions work closely to help determining strategies, implementing The Bank policies and procedures, and collecting information to create a bank wide view of risks. Meanwhile, independent supervision conducted by the Internal Audit as the third line of defense independently assesses the effectiveness of the internal control and risk management implemented by the first and second lines of defense and ensures the adequacy of these processes. In addition, the audit function also proactively provides recommendations on improvements in operational processes and service quality.

The implementation of operational risk management is conducted through the preparation and stipulation of written policies and procedures for each operational activity of The Bank, developing organizational culture to have awareness of operational risk, strengthening security and reliability aspects of information technology operations so that human error, *fraud*, process error, and system failure that cause disruption of business continuity could be reduced and early mitigated.

Bank juga mengembangkan pemantauan secara berkala oleh Departemen Manajemen Risiko terhadap hasil penilaian sendiri yang dilakukan unit-unit pengambil risiko atas risiko operasional yang melekat pada areanya masing-masing untuk mendeteksi secara dini dan melakukan pencegahan terhadap timbulnya risiko operasional, serta *Business Continuity Management*, untuk memastikan kemampuan Bank untuk tetap beroperasi jika terjadi bencana.

Sebagai bagian dari upaya Bank untuk meningkatkan pemantauan risiko operasional, Bank senantiasa melakukan penyesuaian cakupan dan peningkatan *Risk Control Self Assessment* (RCSA) pada *risk taking units* serta melakukan pemantauan pencatatan *Risk/Loss Event Database* (RLED), *key risk indicators*, dan *Risk Representative Officer* sebagai kepanjangan tangan dari Departemen Manajemen Risiko, Departemen Kepatuhan, dan Departemen APU/PPT dalam mengidentifikasi dan memitigasi terjadinya risiko operasional dan risiko kepatuhan di cabang. Selain itu, Bank juga memfungsikan Departemen TI dalam kesiapan *Business Continuity Plan* (BCP) untuk meminimalkan risiko yang berhubungan dengan gangguan bisnis, baik karena masalah internal maupun eksternal, yang diuji coba secara berkala paling kurang satu tahun sekali.

Bank juga melakukan pengembangan proses dan sistem TI untuk mengurangi proses manual agar dapat meminimalkan tingkat kesalahan, antara lain penggunaan sistem *Treasury* dari perusahaan induk pada semester I 2019 dan perubahan sistem *core banking* dari FOVA (*offshore core banking system*) menjadi FPS (*onshore core banking system*). Pelatihan secara berkala juga dilakukan di tingkat internal untuk memperkuat pemahaman terhadap kebijakan dan prosedur yang ada dan yang akan diimplementasikan sekaligus juga untuk meningkatkan *risk awareness*.

Selanjutnya, untuk memitigasi risiko operasional, Bank telah menerapkan kontrol internal yang komprehensif termasuk jejak audit, pemisahan yang tepat dari *front*, *middle*, dan operasional *back office*, proses pemantauan pasca transaksi di bagian belakang untuk memastikan pemeriksaan secara independen, kepatuhan terhadap pelaksanaan kebijakan dan prosedur Bank dan untuk semua pedoman peraturan yang berlaku.

Risiko Hukum

Risiko hukum adalah risiko yang timbul akibat tuntutan hukum dan/atau kelemahan aspek yuridis, di antaranya akibat kelemahan perikatan yang dilakukan oleh Bank, ketidaaan dan/atau perubahan peraturan perundang-undangan yang menyebabkan suatu transaksi yang telah dilakukan oleh Bank menjadi tidak sesuai dengan ketentuan yang ada dan proses litigasi baik yang timbul dari gugatan pihak ketiga maupun Bank terhadap pihak ketiga.

Penerapan manajemen risiko hukum dilakukan melalui penerapan kebijakan manajemen risiko hukum, prosedur dan pedoman yang terkait dengan hukum untuk mengawasi pengelolaan risiko hukum yang disesuaikan dengan strategi bisnis Bank dan peraturan atau perundangan yang berlaku, termasuk peninjauan dokumentasi, standarisasi dokumen dan prosedur, penggunaan konsultan hukum, pengelolaan proses litigasi dan proses evaluasi atas produk atau layanan baru.

The Bank has also developed periodic monitoring performed by Risk Management Department on self-assessment results conducted by risk taking units for operational risk inherent to their respective areas for early detection and prevention of operational risk, as well as Business Continuity Management, to ensure The Bank's ability to continue to operate in the event of a disaster.

As part of The Bank's initiatives to improve operational risk monitoring, The Bank continues to adjust the scope and increase the Risk Control Self-Assessment (RCSA) on risk taking units, and to monitor the recording of Risk/Loss Event Database (RLED), key risk indicators, and Risk Representative Officer as an extension of the Risk Management Department, Compliance Department, and AML/CFT Department in identifying and mitigating operational risk and compliance risk at the branches. In addition, The Bank also functions the IT Department in the preparation of the Business Continuity Plan (BCP) to minimize risks associated with business disruption, both due to internal and external incidents, which is periodically tested at least once a year.

The Bank has also developed IT processes and systems to reduce manual processes in order to minimize error rates, including the used of Treasury system of the parent company in semester I 2019 and the change in the core banking system from FOVA (*offshore core banking system*) to FPS (*onshore core banking system*). Regular training is also carried out at the internal level to strengthen the understanding of existing policies and procedures that will be implemented as well as to increase risk awareness.

Furthermore, to mitigate the operational risk, The Bank has put in place extensive internal controls including audit trails, appropriate segregation of front, middle, and back office operations, post transaction monitoring processes at the back end to ensure independent checks and balances, compliance to The Bank's policies and procedures implementation and to all applicable regulatory guidelines.

Legal Risk

Legal risk is the risk arising from lawsuits and/or weakness of juridical aspect, such as due to weakness of legal binding conducted by The Bank, the absence and/or change of laws and regulations causing a transaction that has been done by The Bank to be inconsistent with existing provisions, and litigation process arising either from any third-party lawsuits or The Bank against any third party.

The implementation of legal risk management is conducted through the application of legal risk management policies, legal procedures and guidelines to oversee the management of legal risk adapted to The Bank's business strategy and applicable laws and regulations, including documentation review, standardization of documents and procedures, use of legal consultants, litigation process management and evaluation process of new products or services.

Departemen Hukum berfungsi sebagai penasihat dan melalui fungsinya sebagai ahli hukum mengidentifikasi risiko hukum pada produk/aktivitas dan perjanjian. Kejadian proses litigasi termasuk potensi kerugian dikelola sebagai sebuah parameter dalam mengukur risiko hukum yang didukung oleh pencatatan dan tata usaha yang memadai.

Departemen Hukum melakukan pengkajian secara rutin atas kontrak dan perjanjian antara Bank dan pihak lain, termasuk tetapi tidak terbatas pada pengkajian ulang dan memastikan validitas atas hak dan kewajiban di dalam kontrak dan perjanjian terpenuhi. Departemen Hukum juga melakukan pemantauan secara berkala terhadap pembaruan perjanjian hukum dan tindak lanjut penyimpangan dokumen hukum.

Peran serta Departemen Hukum dalam berbagai aktivitas pengendalian di dalam Bank, seperti tinjauan aktivitas/produk baru, tinjauan kebijakan, prosedur dan proses operasional merupakan bagian untuk memastikan kecukupan dari pengendalian risiko hukum.

Risiko Stratejik

Risiko stratejik adalah risiko akibat ketidaktepatan dalam pengambilan dan/atau pelaksanaan suatu keputusan strategis serta kegagalan dalam mengantisipasi perubahan lingkungan bisnis. Risiko stratejik merupakan potensi dari efek samping pada pendapatan (*earning*) yang muncul dari perubahan kondisi kegiatan usaha, seperti keadaan pasar, perilaku nasabah, kemajuan teknologi, serta keputusan strategi yang kurang baik.

Risiko stratejik dapat disebabkan oleh kelemahan dan ketidaktepatan dalam perumusan strategi, sistem informasi manajemen yang kurang memadai, analisa lingkungan internal dan eksternal yang kurang memadai, ketidaktepatan dalam implementasi strategi dan kegagalan mengantisipasi perubahan lingkungan bisnis. Dalam rangka mendukung perumusan strategi Bank, Bank telah mempersiapkan perkembangan teknologi yang dituangkan dalam rencana strategis IT dan terus meningkatkan kemampuan organisasi dibidang sumber daya manusia.

Bank memiliki rencana bisnis tertulis yang mencakup strategi selama 3 (tiga) tahun yang akan dikaji ulang dan diperbarui setiap tahun. Rencana bisnis tersebut disusun sesuai dengan visi dan misi Bank dan dengan mempertimbangkan kondisi internal (kekuatan dan kelemahan Bank), perkembangan faktor-faktor/kondisi-kondisi eksternal yang secara langsung atau tidak langsung dapat mempengaruhi strategi usaha Bank, dan strategi yang diambil untuk mencapai tujuan kegiatan usaha Bank.

Laporan rencana bisnis dibandingkan dengan realisasi pencapaian secara berkala dilaporkan kepada Dewan Komisaris dan Direksi dalam rangka mengevaluasi pelaksanaan rencana bisnis, di mana risiko stratejik diidentifikasi dan langkah-langkah perbaikan akan diambil apabila terjadi penyimpangan.

Laporan realisasi berkala kepada regulator setiap triwulan menggambarkan realisasi berbanding dengan rencana bisnis, diikuti dengan penjelasan dari variasi-variasi yang ada. Laporan profil risiko stratejik disiapkan setiap triwulan oleh Departemen *Strategy Management and Investor Relation* bersama dengan Departemen Manajemen Risiko untuk mengidentifikasi dan mengevaluasi perkembangan rencana strategis berdasarkan parameter yang telah ditentukan.

Legal Department acts as an advisor and through its function as a legal expert, is identifying the legal risk on products/activities and agreements. The litigation process incidents including potential losses are managed as a parameter in measuring legal risk supported by adequate records and administration.

Legal Department conducts regular review of contracts and agreements between The Bank and other parties, including but not limited to reviewing and ensuring the validity of the rights and obligations in the contracts and agreements are met. Legal Department also conducts periodic monitoring of legal agreement updates and follows up on irregularities of legal documents.

The role of Legal Department in various control activities within The Bank, such as new product/activity reviews, policy review, operational procedures and processes are part of ensuring the adequacy of legal risk control.

Strategic Risk

Strategic risk is the risk caused by an inaccuracy in the decision making and/or in the execution of strategic decision as well as failure in anticipating changes in the business environment. Strategic risk is the potential of side-effects on earnings arising from changing business conditions, such as market conditions, customer behaviors, technological advances, and unfavorable strategic decisions.

Strategic risk can be caused by weakness and inaccuracy in the formulation of strategies, inadequate management information systems, inadequate internal and external environment analysis, inaccuracy in strategy implementation and failure to anticipate changes in the business environment. To support The Bank's strategy formulation, The Bank has prepared technological developments as outlined in the IT strategic plan and continues to improve its organizational capability in the field of human resources.

The Bank has a written business plan covering strategy for 3 (three) years that will be reviewed and updated annually. The business plan is prepared in accordance with The Bank's vision and mission, and by considering the internal conditions (strengths and weaknesses of The Bank), the development of external factors/conditions that directly or indirectly affect The Bank's business strategy, and the strategy taken to achieve the objectives business activities of The Bank.

The business plan report compared to the achievement of its realization is periodically reported to the Board of Commissioners and the Board of Directors in order to evaluate the implementation of the business plan. Strategic risk is identified and corrective measures will be taken in the event of any deviation.

Realization reports to the regulators on a quarterly basis illustrates the realization results from the business plan, followed by an explanation of the variations. The strategic risk profile report is prepared on a quarterly basis by the Strategy Management and Investor Relation Department in conjunction with the Risk Management Department to identify and evaluate the progress of strategic plan based on predetermined parameters.

Risiko Kepatuhan

Risiko kepatuhan merupakan risiko yang disebabkan oleh karena Bank tidak mematuhi dan/atau tidak melaksanakan peraturan perundang-undangan dan ketentuan yang berlaku. Dalam mengelola risiko kepatuhan, Bank berpedoman pada kebijakan dan prosedur kepatuhan. Untuk menjalankan fungsi kepatuhan secara efektif, Bank telah memiliki Departemen Kepatuhan yang kompeten. Dalam rangka anti pencucian uang dan pencegahan pendanaan terorisme, Departemen Anti Money Laundering/Countering Financing of Terrorism (AML/CFT) bertanggung jawab atas pelaksanaan kebijakan dan prosedur anti pencucian uang dan pencegahan pendanaan terorisme yang mencakup proses identifikasi, pengukuran, pemantauan, pengendalian, dan pelaporan di Bank.

Dalam hal terjadi pelanggaran, Bank melakukan identifikasi penyebab terjadinya pelanggaran dan mengambil tindakan perbaikan untuk mencegah terjadinya pelanggaran yang sama di masa mendatang. Departemen Kepatuhan juga memastikan kepatuhan terhadap kebijakan, prosedur, sistem dan bisnis yang dimiliki oleh Bank, dan menjaga pelaksanaan komitmen kepada regulator.

Komite Kepatuhan dan APU/PPT yang dibentuk oleh Bank diketuai oleh Direktur Kepatuhan, dengan anggota terdiri dari Direktur yang membawahi operasional, Kepala Departemen Satuan Kerja Audit Internal, Kepala Departemen yang memimpin Satuan Kerja Manajemen Risiko (SKMR), Kepala Departemen APU/PPT, dan Kepala Departemen Kepatuhan, yang juga berperan sebagai sekretaris komite.

Risiko Reputasi

Risiko reputasi adalah risiko akibat menurunnya tingkat kepercayaan pemangku kepentingan yang bersumber dari persepsi negatif terhadap Bank. Kunci pengelolaan risiko reputasi di Bank berhubungan dengan kepatuhan terhadap peraturan-peraturan, penanganan yang tepat terhadap keluhan-keluhan nasabah, dan pelaksanaan pengujian kesesuaian nasabah terhadap produk yang ditawarkan.

Dalam mengelola risiko reputasi Bank, kerangka kerja manajemen Risiko Reputasi telah dibuat untuk memastikan risiko reputasi dalam Bank telah diidentifikasi dengan baik, diukur, dipantau, dikendalikan, dan dilaporkan secara konsisten.

Sebagai bagian dari pengelolaan risiko reputasi, Bank memiliki *call center* yang bertanggung jawab untuk menyediakan informasi komprehensif kepada nasabah dan pemilik kepentingan bank lainnya, serta menangani permintaan dan keluhan nasabah.

Pemantauan terhadap media cetak, jejaring sosial, internet, maupun media lainnya, dilakukan agar dapat segera diambil langkah-langkah yang diperlukan sekitar terdapat pemberitaan yang memiliki dampak negatif terhadap Bank. Bank telah memiliki kebijakan tentang transparansi kondisi keuangan dan non-keuangan Bank yang dipublikasikan secara berkala untuk memberikan informasi yang komprehensif kepada pemangku kepentingan Bank.

Pengelolaan Permodalan

Sasaran utama atas kebijakan pengelolaan permodalan yang dilakukan oleh Bank adalah untuk mematuhi ketentuan permodalan eksternal yang berlaku dan untuk mempertahankan rasio permodalan yang sehat agar dapat mendukung usaha dan memaksimalkan nilai bagi pemegang saham.

Compliance Risk

Compliance risk is the risk caused by The Bank's failure to comply with and/or to implement the applicable laws and regulations. In managing compliance risk, The Bank is guided by the compliance policy and procedure. To perform compliance functions effectively, The Bank has a competent Compliance Department. In the framework of anti money laundering and countering financing of terrorism, the Anti Money Laundering/Countering Financing of Terrorism (AML/CFT) Department is responsible in the implementation of anti money laundering and countering financing of terrorism system policy and procedure covering the process of identification, measurement, monitoring, controlling, and reporting in The Bank.

In the event of a violation, The Bank identifies the cause of the violation and takes corrective action to prevent the occurrence of same violation in the future. The Compliance Department also ensures compliance with The Bank's policies, procedures, systems and businesses, and maintains the implementation of its commitments to regulators.

The Bank has established Compliance and AML/CFT Committee, which is chaired by Compliance Director, with members consisting of Director in charge of operation, the Head of Internal Audit, the Head of Department who leads the Risk Management Unit, the Head of AML/CFT, and the Head of Compliance, who also acts as a secretary of the committee.

Reputation Risk

Reputation risk is the risk arising from the decreasing level of trust of shareholders, pertaining to negative perception towards The Bank. The key to reputation risk management at The Bank relates to compliance with regulations, the proper handling of customer complaints, and the implementation of customer conformity testing on the products offered.

In managing the reputation risk of The Bank, the reputation risk management framework has been established to ensure that reputation risk within The Bank has been properly identified, measured, monitored, controlled, and reported consistently.

As part of reputation risk management, The Bank has a call center responsible for providing comprehensive information to customers and other bank interest owners, as well as handling customer requests and complaints.

Monitoring of print media, social networking, internet, and other media is carried out, so that necessary steps can be taken immediately, if there is any news that has a negative impact on The Bank. The Bank has a policy on transparent financial and non-financial condition of The Bank, which is published periodically to provide comprehensive information to stakeholders of The Bank.

Capital Management

The main objective of The Bank's capital management policy is to ensure that The Bank complies with externally imposed capital requirements and that The Bank maintains healthy capital ratio in order to support its business and to maximize shareholders' value.

Bank mengelola struktur modal dan melakukan penyesuaian atas struktur tersebut terhadap perubahan kondisi ekonomi dan karakteristik risiko aktivitasnya. Untuk mempertahankan atau menyesuaikan struktur modal tersebut, Bank melakukan antara lain penambahan setoran modal inti dari pemegang saham dan memperoleh pinjaman subordinasi.

Bank telah mematuhi semua persyaratan modal yang ditetapkan sepanjang periode pelaporan. Kewajiban Penyediaan Modal Minimum (KPMM) Bank, sesuai dengan peraturan Otoritas Jasa Keuangan (OJK), yang saat ini menggunakan pendekatan standar untuk risiko kredit dan risiko pasar, serta pendekatan indikator dasar untuk risiko operasional, adalah sebagai berikut:

The Bank manages its capital structure and makes adjustment to it in the light of changes in economic conditions and risk characteristics of its activities. To maintain or adjust the capital structure, The Bank may, among other things, inject the additional core capital from the shareholders and obtain subordinated loans.

The Bank has complied with all capital requirements set out throughout the reporting period. The Bank's Capital Adequacy Ratio (CAR), in accordance with the Financial Services Authority (OJK) regulation, which currently uses the standardized approach for credit risk and market risk, and the basic indicator approach for operational risk, is as follows:

Kewajiban Penyediaan Modal Minimum Bank | The Bank Capital Adequacy Ratio Obligation

dalam Rp juta | in Rp million

| | 2019 | 2018 | |
|--|------------|------------|---|
| Modal Tier 1 | 5.419.530 | 5.176.212 | Tier 1 Capital |
| Modal Tier 2 | 1.984.450 | 1.254.015 | Tier 2 Capital |
| Jumlah Modal | 7.403.980 | 6.430.227 | Total Capital |
| ATMR untuk Risiko Kredit Setelah Memperhitungkan Risiko Spesifik | 31.036.929 | 36.186.382 | RWA for Credit Risks After Considering Specific Risks |
| ATMR untuk Risiko Operasional | 3.018.870 | 2.902.493 | RWA for Operational Risks |
| ATMR untuk Risiko Pasar | 155.121 | 72.040 | RWA for Market Risks |
| Jumlah ATMR untuk Risiko Kredit, Pasar, dan Operasional | 34.210.920 | 39.160.915 | Total RWA for Credit, Market, and Operational Risks |
| Rasio CET 1 | 15,84% | 13,22% | CET 1 Ratio |
| Rasio Tier 1 | 15,84% | 13,22% | Tier 1 Ratio |
| Rasio Tier 2 | 5,80% | 3,20% | Tier 2 Ratio |
| Rasio Total | 21,64% | 16,42% | Total Ratio |
| Rasio KPMM yang Diwajibkan Sebelum Modal Penyangga | 9% - 10% | 9% - 10% | Required CAR Before Buffer |
| Capital Conservation Buffer | 2,50% | 1,88% | Capital Conservation Buffer |
| Countercyclical Buffer | 0% | 0% | Countercyclical Buffer |
| Capital Surcharge | 0% | - | Capital Surcharge |

Bank telah mematuhi semua persyaratan modal yang ditetapkan pada tanggal 31 Desember 2019 dan 2018.
The Bank has complied with all externally imposed capital requirements as of December 31, 2019 and 2018.

Proses Perhitungan Kecukupan Modal Internal (ICAAP)

Bank telah melakukan perhitungan Kecukupan Modal Internal (ICAAP) untuk menetapkan kecukupan modal sesuai dengan profil risikonya, dan menetapkan strategi untuk memelihara tingkat permodalan.

Kecukupan modal minimum sesuai profil risiko bertujuan untuk mengantisipasi potensi kerugian yang timbul dari seluruh risiko yang dihadapi Bank, yang kemungkinan memiliki dampak material terhadap bisnis dan posisi keuangan dan kecukupan permodalan untuk menutup risiko-risiko tersebut, antara lain, Aset Tertimbang Menurut Risiko (ATMR) yang telah memperhitungkan risiko kredit, risiko pasar, dan risiko operasional. Selain itu, kecukupan modal minimum juga bertujuan mengantisipasi potensi kerugian di masa mendatang dari risiko-risiko yang belum sepenuhnya diperhitungkan dalam ATMR tersebut, antara lain risiko konsentrasi kredit, risiko likuiditas, risiko suku bunga pada banking book, risiko hukum, risiko kepatuhan, risiko stratejik, dan risiko reputasi serta untuk mengantisipasi dampak penerapan skenario stress-test terhadap kecukupan modal Bank.

Internal Capital Adequacy Assessment Process (ICAAP)

The Bank has conducted the Internal Capital Adequacy Assessment Process (ICAAP) to determine the adequacy of capital in accordance with its risk profile and to establish strategy to maintain its capital level.

The capital adequacy based on risk profile aims to anticipate potential losses arising from all risks exposed by The Bank, which may have a material adverse impact on its business and financial position and the adequacy of capital to cover these risks, among others, Risk Weighted Assets (RWA) which have taken into account credit risk, market risk, and operational risk. In addition, the capital adequacy also aims to anticipate potential future losses from risks not yet fully accounted for in the Risk Weighted Assets, such as credit concentration risk, liquidity risk, interest rate risk in banking book, legal risk, compliance risk, strategic risk, and reputation risk, as well as to anticipate the impact of the implementation of stress test scenario on the capital adequacy of The Bank.

Fungsi Sistem Pengendalian Internal dalam Penerapan Manajemen Risiko

Bank melaksanakan sistem pengendalian internal dalam rangka memastikan kepatuhan terhadap ketentuan dan peraturan perundang-undangan yang berlaku, termasuk ketentuan internal Bank, tersedianya informasi keuangan dan manajemen yang lengkap dan akurat, efektivitas dan efisiensi dalam kegiatan operasional, serta efektivitas budaya risiko (*risk culture*) pada organisasi Bank secara menyeluruh. Penerapan sistem pengendalian internal dilakukan agar kegiatan operasional Bank dapat berjalan secara sehat, aman, dan terkendali.

Dalam mendukung pelaksanaan manajemen risiko, Bank menerapkan sistem pengendalian internal yang di dalamnya terdapat kerangka dan kebijakan pengendalian internal, pengawasan atas pelaksanaan sistem pengendalian internal, baik oleh audit internal maupun audit eksternal, pelaksanaan kaji ulang independen oleh Satuan Kerja Audit Internal (SKAI), serta fungsi yang melakukan kaji ulang independen, baik dari sisi metodologi, frekuensi, maupun pelaporan kepada Dewan Komisaris dan Direksi.

Penerapan fungsi pengendalian internal dalam kegiatan operasional Bank termasuk melalui pemisahan tugas, *dual control*, rekonsiliasi, standar proses kerja, dan pedoman pelaksanaan. Unit-unit pengambil risiko berperan sebagai lini pertahanan lapis pertama dalam pengelolaan risiko sehari-hari. Lini pertahanan lapis kedua meliputi fungsi-fungsi *controlling*, seperti manajemen risiko dan kepatuhan.

Setiap fungsi ini, bersama dengan unit-unit bisnis, memastikan bahwa risiko di unit bisnis telah diidentifikasi dan dikelola dengan tepat. Fungsi-fungsi bisnis pendukung bekerja sama untuk membantu menentukan strategi, menerapkan kebijakan dan prosedur Bank, serta mengumpulkan informasi untuk menyusun risiko bank secara keseluruhan. Sementara itu, pengawasan independen yang dilakukan oleh Audit Internal sebagai lini pertahanan ketiga secara independen menilai efektivitas pengendalian internal dan pengelolaan risiko yang dilakukan oleh lini pertahanan pertama dan kedua dan memastikan kecukupan proses tersebut.

Untuk memastikan independensi, Audit Internal bertanggung jawab langsung kepada Presiden Direktur dan memiliki jalur pelaporan kepada Komite Audit dan Dewan Komisaris. Komite Audit juga meninjau kinerja SKAI dan fungsi kepatuhan, meninjau efektivitas kontrol dan kepatuhan terhadap peraturan yang berlaku, serta memastikan SKAI bekerja secara independen. Atas hasil penilaian terhadap pelaksanaan manajemen risiko berdasarkan kaji ulang independen, pelaksanaan tindak lanjut dipantau sesuai dengan tenggat waktu yang telah ditentukan.

Kaji Ulang Terhadap Penerapan Manajemen Risiko

Bank melakukan kaji ulang penerapan manajemen risiko melalui evaluasi secara internal dan eksternal, yang antara lain bertujuan untuk menilai keandalan kerangka manajemen risiko, yang mencakup kebijakan dan prosedur, struktur organisasi, alokasi sumber daya, desain proses manajemen risiko, sistem informasi dan pelaporan risiko.

The Functions of Internal Control System in the Implementation of Risk Management

The Bank implements the internal control system in order to ensure the compliance with applicable laws and regulations, including The Bank's internal provisions, the availability of complete and accurate financial information and management, effectiveness and efficiency in operational activities, and the effectiveness of risk culture in The Bank's overall organization. The implementation of internal control system is carried out so that The Bank's operational activities can run in a healthy, safe, and controlled manner.

In supporting the application of risk management, The Bank implements the internal control system in which there is an internal control framework and policy, supervision of the implementation of internal control system, both by internal audit and external audit, the implementation of independent review by the Internal Audit Department (IAD), as well as the functions that perform independent review, both in terms of methodology, frequency, and reporting to the Board of Commissioners and Board of Directors.

The implementation of internal control function in The Bank's operational activities including through segregation of duties, dual control, reconciliation, work process standards, and implementation guidelines. Risk taking units serve as the first line of defense in day-to-day enforcement of risk management. The second line of defense includes controlling functions, such as risk management and compliance.

Each of these functions, together with the business units, ensures that risks in the business units have been properly identified and managed. The supporting business functions work closely to help determining strategies, implementing The Bank policies and procedures, and collecting information to create a bank wide view of risks. Meanwhile, the independent supervision carried out by the Internal Audit as the third line of defense independently assesses the effectiveness of the internal control and risk management implemented by the first and second lines of defense and ensures the adequacy of these processes.

To ensure independence, the Internal Audit reports directly to the President Director and has a reporting channel to the Audit Committee and Board of Commissioners. The Audit Committee also reviews the IAD performance and compliance function, reviews the effectiveness of controls and compliance with applicable regulations, and ensures the IAD works independently. The assessment results of risk management implementation based on independent review show that, the implementation of the follow-up has been monitored according to a specified deadline.

Risk Management Implementation Review

The Bank reviews the implementation of risk management through internal and external evaluations, which aims at assessing the reliability of the risk management framework, including policies and procedures, organizational structure, allocation of resources, risk management process design, information system and risk reporting.

Secara internal, Satuan Kerja Audit Internal (SKAI) secara independen dan rutin melakukan kaji ulang dan audit terhadap penerapan manajemen risiko Bank berdasarkan prinsip *risk-based audit* dengan tujuan bukan saja sebagai pengendalian internal namun juga untuk perbaikan penerapan manajemen risiko secara terus menerus. Komite Pemantau Risiko melakukan kajian dan evaluasi atas kebijakan dan pelaksanaan manajemen risiko Bank, serta memberikan masukan dan rekomendasi kepada Dewan Komisaris dalam rangka melaksanakan fungsi pengawasan. Secara eksternal, kaji ulang penerapan manajemen risiko dilakukan oleh auditor eksternal maupun pemeriksaan Otoritas Jasa Keuangan (OJK).

Sertifikasi Manajemen Risiko

Bank telah melakukan pemantauan atas pelaksanaan kewajiban sertifikasi manajemen risiko pada seluruh unit kerja Bank, sebagai alat untuk meningkatkan kompetensi dan keahlian pengelolaan risiko.

Sertifikasi Manajemen Risiko | Risk Management Certification

| | Level 1 | Level 2 | Level 3 | Level 4 | Level 5 |
|---|---------|---------|---------|---------|---------|
| Sasaran Target | 155 | 206 | 140 | 36 | 7 |
| Terpenuhi Fulfilled | 134 | 168 | 79 | 32 | 7 |
| Tidak terpenuhi Not fulfilled | 21 | 38 | 61 | 4 | 0 |
| Pemenuhan Fulfillment | 86,45% | 81,55% | 56,43% | 88,89% | 100,00% |
| Rata-rata pemenuhan Average fulfillment | | | 82,66% | | |

Evaluasi atas Efektivitas Manajemen Risiko

Dalam melaksanakan kegiatan usahanya, Bank selalu berhadapan dengan risiko yang melekat (inherent) pada kegiatan bisnis maupun operasional perbankan. Untuk mengendalikan risiko tersebut, Bank menerapkan manajemen risiko secara terintegrasi untuk mengidentifikasi, mengukur, memantau, dan mengendalikan seluruh eksposur risiko yang dihadapi oleh Bank. Kerangka manajemen risiko (*risk management framework*) yang selaras dengan strategi bisnis, struktur organisasi, kebijakan dan pedoman, serta penyempurnaan infrastruktur Bank diimplementasikan untuk mendukung pelaksanaan manajemen risiko yang efektif dan konsisten pada setiap proses aktivitas bisnis maupun operasional agar senantiasa menjadi Bank yang sehat dan tumbuh secara berkesinambungan.

Garis besar kebijakan manajemen risiko diarahkan kepada hal sebagai berikut:

1. Kerangka *risk appetite* yang ditetapkan secara jelas sejalan dengan visi, misi, dan strategi bisnis Bank. *Risk Appetite Statement* memuat *target limit* dan *trigger limit* atas indikator baik kuantitatif maupun kualitatif yang dipantau secara berkala;
2. Mengimplementasikan prinsip-prinsip kehati-hatian secara konsisten dan berkesinambungan, di mana secara komprehensif Bank telah memiliki kebijakan dan prosedur, baik mengenai perkreditan dengan Kebijakan Perkreditan Bank sebagai payung kebijakan, manajemen risiko dengan Kebijakan Manajemen Risiko sebagai payung kebijakan, maupun kebijakan dan prosedur terkait dengan aktivitas operasional Bank yang senantiasa dilakukan penyempurnaan agar sejalan dengan kondisi Bank, peraturan terkini, dan *best practice*;

Internally, the Internal Audit Department (IAD) independently and regularly reviews and audits the application of risk management of The Bank based on the principle of risk-based audit with the objective not only as internal control but also for continuous improvement of risk management implementation. The Risk Monitoring Committee reviews and evaluates the policies and risk management implementation of The Bank, and provides inputs and recommendations to the Board of Commissioners in conducting its supervisory function. Externally, reviews of risk management implementation are performed by external auditors as well as by examinations from the Financial Services Authority (OJK).

Risk Management Certification

The Bank has conducted monitoring on the implementation of risk management certification obligations in all of The Bank's work units. This was done as a way to improve risk management competency and expertise.

Evaluation of the Effectiveness of Risk Management

In carrying out its business activities, The Bank always encounters inherent risks in the banking business and operational activities. To control these risks, The Bank implements integrated risk management to identify, measure, monitor, and control all risk exposures faced by The Bank. The risk management framework that is aligned with the business strategy, organizational structure, policies and guidelines, as well as the improvement of The Bank's infrastructure are implemented to support effective and consistent risk management implementation in each process of business and operational activities so as to always be a healthy bank that grows sustainably.

The outline of risk management policy is directed to the following matters:

1. *The risk appetite framework that is clearly defined in line with The Bank's vision, mission, and business strategy. The Risk Appetite Statement consists of target limit and trigger limit for both quantitative and qualitative indicators that are monitored regularly;*
2. *Implementing the prudential principles in a consistent and continuous manner, whereby The Bank has comprehensive policy and procedures, both concerning credit with The Bank Credit Policy serving as an umbrella policy, risk management with the Risk Management Policy as an umbrella policy, as well as policies and procedures related to operational activities of The Bank, which are constantly being improved to be in line with The Bank's conditions, current regulations, and best practices;*

3. Kualitas portofolio kredit tetap menjadi perhatian Bank yang dilakukan melalui penerapan manajemen risiko kredit yang *prudent* serta penerapan *early warning system* dan langkah-langkah preventif untuk mencegah terjadinya kredit bermasalah;
4. Pengembangan dan penyempurnaan pengukuran risiko pasar baik untuk *trading book* maupun *banking book* senantiasa dilakukan dengan mengacu kepada kondisi Bank, peraturan terkini, dan *best practice*;
5. Dalam pemantauan risiko likuiditas, penyempurnaan pengukuran rasio likuiditas, likuiditas jangka pendek, *stress testing*, dan rencana pendanaan darurat senantiasa dilakukan, disesuaikan dengan perkembangan yang ada;
6. Penyempurnaan dan pengembangan alat bantu pengukuran risiko operasional, kebijakan/prosedur Bank, sistem informasi manajemen, serta kesiapan BCP dan DRC untuk meminimalkan risiko yang berhubungan dengan gangguan bisnis baik karena kejadian internal maupun eksternal senantiasa dilakukan;
7. Bersama dengan berbagai departemen terkait, yaitu Departemen Hukum, Departemen Manajemen Strategi dan Relasi Investor, Departemen Kepatuhan, serta Departemen *Consumer Banking* secara komprehensif mengelola, memantau, dan mengendalikan risiko hukum, risiko strategik, risiko kepatuhan, dan risiko reputasi;
8. Pengembangan pelatihan untuk memperkuat pemahaman terhadap kebijakan dan prosedur yang ada, yang dimutakhirkan dan yang akan diimplementasikan, serta untuk meningkatkan *risk awareness and culture*;
9. Kaji ulang terhadap parameter Penilaian Tingkat Kesehatan Bank Umum, baik untuk parameter profil risiko, rentabilitas, maupun permodalan senantiasa disesuaikan dengan perkembangan kondisi Bank dan data peer bank.

Profil Risiko dan Mitigasi

Penilaian terhadap profil risiko dilakukan setiap triwulan yang dilaporkan kepada Dewan Komisaris, Direksi dan regulator. Penilaian tersebut ditempuh dengan menggabungkan risiko yang melekat (*inherent risk*) dengan kualitas penerapan manajemen risiko.

Berdasarkan penilaian profil risiko per 31 Desember 2019, risiko inheren memiliki peringkat "*low to moderate*" dan kualitas penerapan manajemen risiko memiliki peringkat "*satisfactory*" sehingga risiko komposit Bank adalah "*low to moderate*".

3. *The quality of the loan portfolio remains a concern of The Bank, which is maintained through the implementation of prudent credit risk management and the application of early warning system and preventive measures to prevent the occurrence of non-performing loans;*
4. *Development and improvement of market risk measurement both for trading book and banking book are always carried out by referring to The Bank's conditions, current regulations, and best practices;*
5. *In monitoring liquidity risk, improvements to the measurement of liquidity ratio, short-term liquidity, stress testing, and contingency funding plan are always carried out and adjusted to current developments;*
6. *Improvement and development of tools for measuring operational risk, The Bank policies/procedures, management information system, as well as BCP and DRC readiness to minimize risks associated with business disruption, both due to internal and external incidents, are always carried out;*
7. *Together with various relevant departments, namely Legal Department, Strategy Management and Investor Relation Department, Compliance Department, and Consumer Banking Department comprehensively manage, monitor, and control legal risk, strategic risk, compliance risk, and reputation risk;*
8. *Development of training to strengthen the understanding of existing policies and procedures, which are updated and will be implemented, to increase risk awareness and culture;*
9. *Parameters review for evaluating the soundness rating of commercial banks, both for the risk profile, profitability, and capital parameters, is always adjusted to the development of The Bank's conditions and peer bank data.*

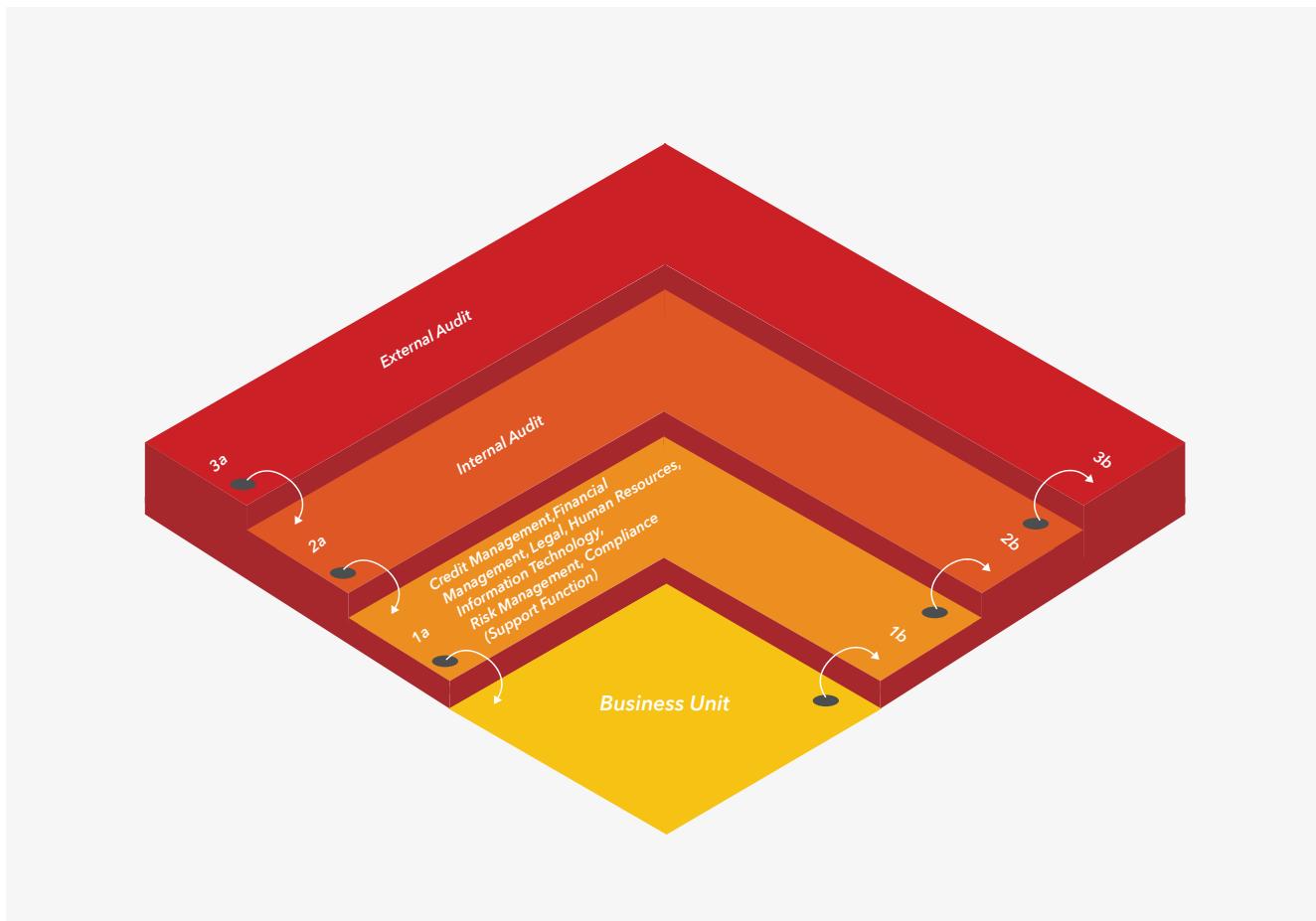
Risk Profile and Mitigation

The assessment of risk profile is performed quarterly and to be reported to the Board of Commissioners, Board of Directors and regulators. The assessment is done by combining inherent risk with the quality of risk management implementation.

*Based on risk profile assessments as of December 31, 2019, The Bank's inherent risk has "*low to moderate*" rating and the quality of risk management implementation has "*satisfactory*" rating, thus the risk of The Bank composite is "*low to moderate*".*

SISTEM PENGENDALIAN INTERNAL

Internal Control System



- 1a.
- Peraturan perusahaan, kode etik, termasuk tindakan disiplin
 - Kebijakan, prosedur, petunjuk pelaksanaan
 - Opini/nasehat dari *Compliance*
 - Pelatihan, sosialisasi, diskusi
 - Laporan *Compliance Assurance*
 - Laporan hasil audit/hal-hal yang menjadi perhatian (*concern*) dari regulator, seperti Bank Indonesia dan Otoritas Jasa Keuangan
 - Laporan hasil audit non-keuangan dari pihak eksternal
- 1b.
- Laporan *Risk Control Self-Assessment (RCSA)/IT Risk Management (ITRM)*, laporan kejadian risiko (RER), laporan *risk officer*, dan laporan *Key Risk Indicator (KRI)*
 - Laporan *Speak Up/Whistleblowing* dan *Insiden Fraud*
 - Tindak lanjut hasil audit/*concern*, baik internal maupun eksternal
- 2a.
- Laporan hasil audit internal (termasuk audit investigasi), penilaian terhadap kualitas penerapan manajemen risiko
 - Penilaian risiko *fraud*
 - Laporan hasil audit dari pihak eksternal (keuangan dan non-keuangan)
- 1a.
- Company regulation, code of conduct, including disciplinary action
 - Policy, procedure and guideline
 - Compliance's opinion/advice
 - Training, socialization, discussion
 - Compliance Assurance's report
 - Report on audit results/concerns from regulators, such as Bank Indonesia and Financial Service Authority
- 1b.
- Non-financial audit report from external party
- 1b.
- Risk Control Self-Assessment (RCSA)/IT Risk Management (ITRM) report, Risk Event Reporting (RER), risk officer report, and Key Risk Indicator report (KRI)
 - Speak Up/Whistleblowing and Fraud Incident report
 - Follow-up on audit results/concerns, both internal and external
- 2a.
- Internal audit report (including investigation), assessment on the quality of risk management implementation
 - Fraud risk assessment.
 - External audit report (financial and non-financial)

2b.

- Laporan *Risk Control Self-Assessment (RCSA)/IT Risk Management (ITRM)*, laporan kejadian risiko (RER), dan laporan *risk officer*
- Laporan *Speak Up/Whistleblowing* (termasuk penerusan dari *business/support unit*)
- Tindak lanjut hasil audit, baik internal/eksternal

3a.

- Laporan hasil audit eksternal
- Ruang lingkup dan strategi audit eksternal

3b.

- Laporan hasil audit internal
- Ruang lingkup dan rencana strategis audit internal

Pada prinsipnya, sistem pengendalian internal melekat dalam seluruh aktivitas dan seluruh unit kerja. Dewan Komisaris dan Direksi bertanggung jawab penuh untuk mengawasi dan melaksanakan kerangka kerja sistem pengendalian internal yang diterapkan di Bank, dan untuk mengusulkan perubahan jika diperlukan. Bank telah membentuk tiga lapis *assurance* guna memastikan sistem pengendalian internal berjalan sesuai fungsinya.

Unit bisnis/pendukung/operasional, yang memiliki dan mengelola risiko, baik yang ada di cabang dan kantor pusat adalah lapis pertama *assurance*. Lapis kedua *assurance* adalah fungsi yang memantau dan meyakini bahwa risiko dan pengendalian terkelola dengan baik oleh lapis pertama, seperti manajemen risiko, kepatuhan, *legal*, sumber daya manusia, keuangan, operasional, dan teknologi informasi.

Lapisan ketiga *assurance* adalah fungsi audit internal yang secara independen menilai efektivitas proses yang diciptakan di lapisan pertama dan kedua, serta memberikan *assurance* yang memadai atas seluruh aktivitas dan unit kerja.

Sistem Pengendalian Keuangan dan Operasional

Sistem pengendalian internal ditetapkan oleh Direksi dengan persetujuan Dewan Komisaris. Penerapan sistem pengendalian yang efektif dilakukan secara berkesinambungan dengan tujuan sebagai berikut:

- Menjaga dan mengamankan harta kekayaan Bank.
- Menjamin tersedianya laporan yang lebih akurat.
- Meningkatkan kepatuhan terhadap ketentuan yang berlaku.
- Mengurangi dampak keuangan/kerugian, penyimpangan termasuk kecurangan/fraud, dan pelanggaran terhadap prinsip kehati-hatian.
- Meningkatkan efektivitas organisasi dan efisiensi biaya.

Penilaian terhadap Efektivitas Pengendalian Internal

Manajemen bertanggung jawab atas terselenggaranya sistem pengendalian internal yang andal dan efektif serta berkewajiban untuk meningkatkan budaya risiko (*risk culture*) yang efektif, dan wajib memastikan bahwa hal tersebut telah melekat di setiap jenjang organisasi. Departemen Audit Internal (SKAI) bertanggung jawab mengevaluasi dan berperan aktif dalam meningkatkan efektivitas sistem pengendalian internal secara berkesinambungan berkaitan dengan pelaksanaan operasional Bank dalam mencapai sasaran yang telah ditetapkan Bank. SKAI melakukan audit secara periodik terhadap seluruh aktivitas di unit kerja. Hasil audit disampaikan kepada manajemen untuk ditindaklanjuti dan dimonitor pelaksanaannya. Hal ini dilakukan untuk memastikan sistem pengendalian internal berjalan secara efektif.

2b.

- *Risk Control Self-Assessment (RCSA)/IT Risk Management (ITRM) report, Risk Event Reporting (RER), and risk officer report*
- *Speak Up/Whistleblowing report (including forwarding from the business/support unit)*
- *Follow-up on internal/external audit results*

3a.

- *External audit report*
- *External audit scope and strategy*

3b.

- *Internal audit report*
- *Internal audit scope and strategic plan*

In principle, the internal control system is attached in all activities and throughout all work units. The Board of Commissioners and the Board of Directors are fully responsible for overseeing and implementing the internal control system framework applied at The Bank, and proposing changes when necessary. The Bank has established three layers of assurance to ensure the internal control system is functioning accordingly.

Business/support/operational units who own and manage risk, both in the branch and head office serve as the first layer of assurance. The second layer of assurance is a function that monitors and ensures the risks and controls are well managed by the first layer, such as risk management, compliance, legal, human resources, financial management, operations, and information technology.

The third layer of assurance is an internal audit function that independently assesses the effectiveness of processes created in the first and second layers and provides adequate assurance of all activities and work units.

Financial and Operational Control Systems

The internal control system is established by the Board of Directors with the approval of the Board of Commissioners. The implementation of effective internal control system is carried out continuously with the following objectives:

- *Maintain and secure The Bank's assets.*
- *Ensure more accurate reporting.*
- *Improve compliance to prevailing regulations.*
- *Reduce financial impacts/losses, irregularities including deceit/fraud, and violation of prudential principles.*
- *Improve organizational effectiveness and cost efficiency.*

Assessment of Internal Control Effectiveness

The management is responsible for the implementation of a reliable and effective internal control system and is obliged to promote an effective risk culture, and to ensure that it is inherent at every level of the organization. The Internal Audit Department (IAD) is responsible for evaluating and taking an active role in improving the effectiveness of internal control system on an ongoing basis in relation to The Bank's operational implementation in achieving the objectives set by The Bank. IAD conducts periodic audits on all activities in the work units. Audit results are submitted to the management for follow-up and its implementation is to be monitored. This is carried out to ensure the internal control system runs effectively.

Proses penilaian kecukupan pengendalian internal dilakukan terhadap 5 (lima) komponen pengendalian internal yang merujuk ke kerangka acuan yang diterbitkan oleh *Committee of Sponsoring Organizations of the Treadway Commission (COSO)* dan komponen kepatuhan terhadap regulasi (*compliance*).

Penilaian pengendalian internal dengan berdasarkan kepada hasil audit dan *review* lainnya menunjukkan pengendalian internal yang ada telah dirancang untuk memitigasi risiko, namun masih memerlukan perbaikan, serta keefektifan pelaksanaannya masih perlu ditingkatkan.

Fungsi Kepatuhan

Sejalan dengan Peraturan Otoritas Jasa Keuangan No. 46/POJK.03/2017 tentang Pelaksanaan Fungsi Kepatuhan Bank Umum, Bank telah menetapkan serangkaian pedoman kepatuhan yang antara lain berupa:

Piagam Kepatuhan

Piagam Kepatuhan merupakan standar formal yang berisi prinsip-prinsip dasar, kewenangan, tugas dan tanggung jawab fungsi kepatuhan dalam organisasi, dan jalur pelaporan antara Dewan Komisaris, Direksi dan Otoritas Jasa Keuangan (OJK) selaku pengawas Bank. Tujuan utama dari disusunnya Piagam Kepatuhan ini adalah untuk memformulasikan tugas dan tanggung jawab fungsi kepatuhan.

Pernyataan Kepatuhan

Pernyataan Kepatuhan berisi kesanggupan setiap karyawan Bank untuk bertanggung jawab dan patuh pada Kode Etik Perilaku, kebijakan, prosedur dan pedoman internal, serta peraturan dan perundang-undangan yang berlaku sesuai dengan lingkup pekerjaan karyawan yang bersangkutan. Melalui Kode Etik Perilaku ini, diharapkan agar seluruh karyawan Bank dapat selalu bersikap hati-hati, cermat, dan cerdas saat menghadapi hal-hal yang berpotensi menimbulkan risiko yang dapat merugikan Bank (memiliki *risk awareness*).

Kebijakan Kepatuhan

Kebijakan Kepatuhan merupakan ketentuan yang mengatur pelaksanaan fungsi kepatuhan dalam Bank. Kebijakan ini diterbitkan dalam rangka memitigasi risiko pada aktivitas bisnis Bank terutama dalam pengelolaan risiko kepatuhan (*ex-ante*), serta mewujudkan terlaksananya budaya kepatuhan pada semua tingkatan organisasi dan kegiatan usaha Bank.

Kesesuaian dengan COSO

Sistem pengendalian internal Bank disusun secara terintegrasi dan telah sesuai dengan kerangka acuan yang diterbitkan oleh *Committee of Sponsoring Organizations of the Treadway Commission (COSO)* dan kepatuhan terhadap peraturan yang berlaku.

The process of assessing the adequacy of internal control is carried out on 5 (five) components of internal control that refers to a framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the component of compliance to regulations.

The assessment of internal control which is based on audit results and other reviews shows that existing internal controls have been designed to mitigate risk. However, the improvement is still required as well as the effectiveness of its implementation still needs to be improved.

Compliance Function

In compliance with the Financial Services Authority Regulation No. 46/POJK.03/2017 on the Implementation of Compliance Function for Commercial Banks, The Bank has established a series of compliance guidelines, which include:

Compliance Charter

The Compliance Charter is an official standard that contains the basic principles, authorities, duties and responsibilities of the compliance function within the organization, and the reporting line between the Board of Commissioners, the Board of Directors and the Financial Services Authority (OJK) as The Bank's supervisor. The main objective of this Compliance Charter's compilation is to formulate the duties and responsibilities of the compliance function.

Compliance Statement

The Compliance Statement contains the ability of The Bank employees to be responsible and adhere to the Code of Conduct, internal policies, procedures and guidelines, as well as prevailing laws and regulations in accordance with the scope of work of the employees concerned. Through this Code of Conduct, The Bank employees are expected to always be careful, prudent, and smart when dealing with matters that have potential to cause harmful risks for The Bank (have risk awareness).

Compliance Policy

*The Compliance Policy is a provision that defines the role of compliance function within The Bank. This policy is published to mitigate the risks within The Bank's business activities particularly to manage the compliance risk (*ex-ante*), and to ensure the implementation of compliance culture at all levels of The Bank's organization and business activities.*

Compatibility with COSO

The internal control system of The Bank is developed in an integrated manner and in accordance with a framework published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the compliance of prevailing regulations.

PERKARA PENTING

Litigation

Permasalahan Hukum

Perkembangan jumlah permasalahan dan/atau perkara hukum serta litigasi yang dihadapi Bank dalam 3 (tiga) tahun terakhir adalah sebagai berikut:

| Perkara Hukum <i>Legal Cases</i> | 2019 | | 2018 | | 2017 | |
|--|-------------------------|---------------------------|-------------------------|---------------------------|-------------------------|---------------------------|
| | Perdata <i>Civil</i> | Pidana <i>Criminal</i> | Perdata <i>Civil</i> | Pidana <i>Criminal</i> | Perdata <i>Civil</i> | Pidana <i>Criminal</i> |
| Selesai (telah mempunyai kekuatan hukum tetap) <i>Completed (has valid legal force)</i> | 11 | - | 4 | - | 1 | - |
| Dalam proses penyelesaian <i>In the process of settlement</i> | 1 | - | 6 | - | 5 | - |
| Jumlah <i>Total</i> | 12 | - | 10 | - | 6 | - |

Selama tahun 2019, terdapat 12 (dua belas) perkara hukum yang dihadapi Bank. Perkara hukum yang telah selesai (telah mempunyai kekuatan hukum tetap) berjumlah 11 (sebelas) perkara dengan nominal uang yang menjadi objek perkara sebesar Rp90.442.323.000. Perkara hukum yang sedang dalam proses penyelesaian berjumlah 1 (satu) perkara dengan nominal uang yang menjadi objek perkara sebesar Rp300.000.000. Perkara hukum tersebut dilaksanakan melalui proses yang berlaku di Indonesia dengan penuh kesadaran sebagai bentuk kepatuhan hukum. Bank senantiasa berkomitmen untuk memberikan kerja sama yang baik dalam proses penyelesaian perkara hukum.

Untuk Dewan Komisaris dan Direksi, tidak terdapat perkara hukum yang melibatkan anggota dari kedua organ tersebut.

Legal Issues

The development of the number of issues and/or legal and litigation issues faced by The Bank in the last 3 (three) years is as follows:

During 2019, there were 12 (twelve) legal cases encountered by The Bank. Legal cases that have been completed (have valid legal force) were 11 (eleven) cases with the nominal money being the object of the case amounting to Rp90,442,323,000. Legal cases that were in the process of settlement was 1 (one) case with the nominal money being the object of the case amounting to Rp300,000,000. Legal cases were carried out through a process that applies in Indonesia with full awareness as a form of legal compliance. The Bank is always committed to providing good cooperation in the settlement of legal cases.

As for the Board of Commissioners and Board of Directors, there were no legal cases involving members of both organs.

SANKSI ADMINISTRATIF

Administrative Sanction

Pada tahun 2019, Bank dikenakan sanksi administratif sebesar Rp134.661.000, di mana 11 (sebelas) sanksi administratif berasal dari Bank Indonesia senilai Rp1.761.000 dan 5 (lima) sanksi administratif dari Otoritas Jasa Keuangan senilai Rp132.900.000. Seluruh sanksi administratif tersebut telah dibayarkan oleh Bank kepada instansi terkait.

In 2019, The Bank was subjected to administrative sanctions amounted to Rp134,661,000, in which 11 (eleven) administrative sanctions came from Bank Indonesia amounted to Rp1,761,000 and 5 (five) administrative sanctions from the Financial Services Authority amounted to Rp132,900,000. All administrative sanctions have been paid by The Bank to the relevant agencies.

AKSES INFORMASI DAN DATA PERUSAHAAN

Information Access and Corporate Data

Sesuai dengan Undang-Undang Republik Indonesia No. 14 Tahun 2008 tentang Keterbukaan Informasi Publik yang menyatakan bahwa keterbukaan informasi publik merupakan sarana dalam mengoptimalkan pengawasan publik terhadap penyelenggaraan negara dan badan publik lainnya dan segala sesuatu yang berakibat pada kepentingan publik, maka Bank berkomitmen menerapkan prinsip transparansi kepada segenap pemangku kepentingan Bank dengan menyediakan akses dan sarana perolehan informasi yang memadai kepada seluruh pemangku kepentingan.

Akses informasi dan data Bank kepada publik secara eksternal dapat diakses di situs resmi Bank, media cetak, dan media elektronik lainnya seperti:

- Telepon : (+62 21) 2355 6000
- Call Center : 1-500-198 (i Call ICBC)
- Surel : customer_care@ina.icbc.com.cn
- Website : www.icbc.co.id
- Instagram : icbc.indonesia

Keterbukaan dalam Komunikasi Eksternal

Bank secara berkala menyebarluaskan informasi mengenai aktivitas dan kinerja Bank sebagai bentuk transparansi kepada masyarakat, yakni sebagai berikut:

Perkembangan Keterbukaan Informasi | Development of Information Disclosure

| Bentuk Keterbukaan <i>Forms of Disclosure</i> | 2019 | 2018 | 2017 |
|--|------|------|------|
| Iklan Publikasi Pengumuman Lelang <i>Tender Publication</i> | - | - | - |
| Laporan Tahunan <i>Annual Report</i> | 1 | 1 | 1 |
| Paparan Kinerja Bank <i>Bank Performance Presentation</i> | 10 | 7 | 5 |
| Siaran/Konferensi Pers <i>Press Conference/Release</i> | 1 | 2 | 3 |

Situs Web

Informasi mengenai profil dan sejarah perusahaan, manajemen perusahaan, produk dan layanan, kinerja keuangan, serta sejumlah dokumen keterbukaan informasi lainnya disajikan Bank dalam situs web dengan alamat www.icbc.co.id yang dapat diakses oleh pemegang saham dan segenap pemangku kepentingan.

Paparan Kinerja

Sepanjang 2019 Bank telah menyampaikan paparan kinerja kepada pemegang saham dan pemangku kepentingan sebagai bentuk keterbukaan informasi. Paparan kinerja dilakukan melalui tayangan iklan media massa nasional sebagai berikut:

Law of the Republic of Indonesia No. 14 of 2008 on Public Information Disclosure states that public information disclosure is a means to optimize public supervision on the administration of the state and other public bodies and everything that affects the public interest. In accordance with this law, The Bank is committed to apply the principle of transparency to all stakeholders of The Bank by providing access and means of obtaining adequate information to all stakeholders.

Access to The Bank information and data for public is externally accessible on The Bank's official website, as well as through print media and the following channels:

- Telephone : (+62 21) 2355 6000
- Call Center : 1-500-198 (i Call ICBC)
- Email : customer_care@ina.icbc.com.cn
- Website : www.icbc.co.id
- Instagram : icbc.indonesia

Disclosure in External Communication

The Bank periodically disseminates material information regarding its activities and performances as a form of transparency towards the public, as follows:

Website

Information regarding the company's profile and history, company management, products and services, financial performance, and other information disclosure documents are presented by The Bank on the website at www.icbc.co.id that is accessible to shareholders and all other stakeholders.

Performance Exposure

Throughout 2019, The Bank has submitted performance exposure to shareholders and stakeholders as a form of information disclosure. The performance exposure is done through national mass media advertisement as follows:

Publikasi Laporan Keuangan | Financial Statement Publication

| Posisi Keuangan Financial Position | Tanggal Publikasi Publication Date | Media |
|--|--|------------------|
| 31 Desember 2018 <i>December 31, 2018</i> | 30 Maret 2019 <i>March 30, 2019</i> | Bisnis Indonesia |
| 31 Maret 2019 <i>March 31, 2019</i> | 15 Mei 2019 <i>May 15, 2019</i> | Bisnis Indonesia |
| 30 Juni 2019 <i>June 30, 2019</i> | 14 Agustus 2019 <i>August 14, 2019</i> | Bisnis Indonesia |
| 30 September 2019 <i>September 30, 2019</i> | 14 November 2019 <i>November 14, 2019</i> | Bisnis Indonesia |
| 31 Desember 2019 <i>December 31, 2019</i> | 29 Mei 2020 <i>May 29, 2020</i> | Bisnis Indonesia |

Publikasi Laporan Keuangan ICBC Limited | ICBC Limited Financial Statement Publication

| Posisi Keuangan Financial Position | Tanggal Publikasi Publication Date | Media |
|--|--|------------------|
| 31 Desember 2018 <i>December 31, 2018</i> | 28 Maret 2019 <i>March 28, 2019</i> | Bisnis Indonesia |
| 31 Desember 2019 <i>December 31, 2019</i> | 29 Mei 2020 <i>May 29, 2020</i> | Bisnis Indonesia |

Laporan Tahunan

Bank menerbitkan laporan tahunan yang merupakan dokumentasi resmi atas pencapaian kinerja Bank di tahun buku. Laporan Tahunan Bank tahun 2019 telah didistribusikan kepada pemegang saham dan segenap pemangku kepentingan lainnya.

Pengelolaan Komunikasi Internal

Dalam rangka menciptakan iklim komunikasi internal yang kondusif untuk mendukung pencapaian kinerja, Bank senantiasa menciptakan komunikasi dua arah melalui berbagai media komunikasi termasuk:

- Surel
- Situs Internal
- Newsboard
- Digital Signage

Annual Report

The Bank publishes an annual report which is the official documentation of The Bank's performance in a fiscal year. The Bank's 2019 Annual Report has been distributed to shareholders and all other stakeholders.

Internal Communication Management

In the event of creating a conducive internal communication climate to support The Bank performance achievements, The Bank continues to create two-way communication channels through various communication media, including

- E-mail
- Internal Site
- Newsboard
- Digital Signage

HUBUNGAN DENGAN PEMANGKU KEPENTINGAN

Relations with Stakeholders

Pemangku kepentingan adalah pihak-pihak yang memiliki kepentingan dengan Bank baik langsung maupun tidak langsung. Pemangku kepentingan utama Bank adalah ICBC Limited dan PT Intidana Wijaya. Pemangku kepentingan lainnya antara lain karyawan, nasabah, vendor penyedia barang dan jasa, pemerintah, regulator dan masyarakat.

Prinsip Dasar

Bank menghormati hak setiap pemangku kepentingan yang tercermin dalam kebijakan sebagai berikut:

- Pengelolaan pemangku kepentingan diarahkan pada kepentingan bisnis Bank dengan tetap memperhatikan aturan main dan praktik bisnis yang sehat dan beretika.
- Pengelolaan pemangku kepentingan didasarkan pada prinsip-prinsip GCG, yaitu Transparency, Accountability, Responsibility, Independency, dan Fairness.

Pola Hubungan dengan Pemangku Kepentingan

Dalam mencapai keseimbangan dalam pengelolaan pemangku kepentingan, Bank wajib memperhatikan hak pemangku kepentingan yang dapat timbul secara hukum karena peraturan perundangan, perjanjian/kontrak, nilai etika/moral, atau tanggung jawab sosial perusahaan yang tidak bertentangan dengan aturan main Bank, dengan demikian:

- Bank mengomunikasikan hak-hak para pemangku kepentingan secara transparan, akurat, dan tepat waktu melalui Sekretaris Perusahaan atau pejabat yang ditunjuk untuk menjadi penghubung antara Bank dengan pemangku kepentingan.
- Bank mempunyai mekanisme untuk menampung dan menindaklanjuti saran dan keluhan dari pemangku kepentingan.
- Bank mendorong pemangku kepentingan ikut berpartisipasi dalam penciptaan iklim yang kondusif untuk menaati peraturan perundangan yang berlaku.
- Bank memberikan kesempatan kepada masyarakat sekitar untuk bekerja di Bank sepanjang sesuai dengan kebutuhan dan standar mutu yang ditetapkan.

Pengembangan Komunikasi dengan Pemangku Kepentingan

Upaya yang dilakukan Bank dalam membangun komunikasi dengan para pemangku kepentingan dilaksanakan dengan menggunakan berbagai media, di antaranya sebagai berikut:

| Pemangku Kepentingan Stakeholders | Pengembangan Sarana Komunikasi <i>How Communication is Developed</i> |
|---------------------------------------|---|
| Pemegang Saham <i>Shareholders</i> | <ul style="list-style-type: none"> - Rapat Umum Pemegang Saham General Meeting of Shareholders - Kunjungan kerja Work visits - Presentasi paparan kinerja Presentations on The Bank's performance - Laporan tahunan Annual report |
| Regulator <i>Regulators</i> | <ul style="list-style-type: none"> - Situs Website - Kunjungan kerja Work visits - Laporan tahunan Annual report |
| Pemerintah <i>Government</i> | <ul style="list-style-type: none"> - Laporan tahunan Annual report |

Stakeholders are parties who have an interest with The Bank either directly or indirectly. The main stakeholders of The Bank are ICBC Limited and PT Intidana Wijaya. Other stakeholders include employees, customers, vendors of goods and services provider, government, regulators and community.

Basic Principles

The Bank respects the rights of each stakeholder, as reflected in the following policies:

- Stakeholder management is directed to The Bank's business interests with due regard to the sound and ethical business rules and business practices.
- Stakeholder management is based on GCG principles, namely Transparency, Accountability, Responsibility, Independency, and Fairness.

Relationship Patterns with Stakeholders

In achieving balance in the management of stakeholders, The Bank takes into account the rights of stakeholders that may arise legally due to laws, contracts, moral/ethical values, or corporate social responsibility, not in conflict with The Bank's rules of conduct. This is done in the following ways:

- The Bank communicates the rights of stakeholders in a transparent, accurate and timely manner through the Corporate Secretary or through an appointed official to serve as a link between The Bank and the stakeholders.
- The Bank has mechanisms to accommodate and follow-up on stakeholders' suggestions and complaints.
- The Bank encourages stakeholders to participate in the creation of a conducive climate to comply with applicable laws and regulations.
- The Bank provides an opportunity for the surrounding community to work at The Bank as long as it meets the needs and quality standards set.

Development of Communication with Stakeholders

The efforts made by The Bank in establishing communication with stakeholders are implemented using various media, including as follows:

| Pemangku Kepentingan <i>Stakeholders</i> | Pengembangan Sarana Komunikasi <i>How Communication is Developed</i> |
|---|--|
| Masyarakat <i>Community</i> | <ul style="list-style-type: none"> · Situs Website · Media jejaring sosial Bank <i>The Bank's social media</i> · Berita tentang Bank di media massa <i>News about The Bank in mass media</i> · Tanggung jawab sosial perusahaan <i>Corporate social responsibility</i> |
| Nasabah <i>Customers</i> | <ul style="list-style-type: none"> · Situs Website · Media jejaring sosial Bank <i>The Bank's social media</i> · Petugas garda depan <i>Front guard officers</i> |
| Lembaga Swadaya Masyarakat <i>Non-governmental Organizations</i> | <ul style="list-style-type: none"> · Laporan tahunan <i>Annual report</i> · Tanggung jawab sosial perusahaan <i>Corporate social responsibility</i> |
| Media Massa <i>Mass Media</i> | <ul style="list-style-type: none"> · Situs Website · Media jejaring sosial Bank <i>The Bank's social media</i> · Laporan tahunan <i>Annual report</i> · Pendistribusian siaran pers <i>Distribution of press releases</i> · <i>Press gathering</i> · Wawancara <i>Interviews</i> |
| Peer Group Usaha Perbankan (Bank Umum, Bank Devisa) <i>Peer Banking Business Groups (Commercial Bank, Foreign Exchange Bank)</i> | <ul style="list-style-type: none"> · Asosiasi industri <i>Industry associations</i> · Laporan tahunan <i>Annual report</i> · Studi banding <i>Comparative studies</i> |
| Komunitas Keuangan <i>Financial Community</i> | <ul style="list-style-type: none"> · Laporan tahunan <i>Annual report</i> |
| Pesaing <i>Competitors</i> | <ul style="list-style-type: none"> · Situs Website · Media jejaring sosial Bank <i>The Bank's social media</i> · Berita tentang Bank di media massa <i>News about The Bank in mass media</i> · Asosiasi industri <i>Industry associations</i> · Laporan tahunan <i>Annual report</i> |
| Pihak Ketiga (Pemasok) <i>Third Party (Suppliers)</i> | <ul style="list-style-type: none"> · Pengarahan <i>Briefing/Aanwijzing</i> |
| Karyawan <i>Employees</i> | <ul style="list-style-type: none"> · Situs internal <i>Internal site</i> · Pos elektronik <i>Electronic posts</i> |

BUDAYA PERUSAHAAN

Corporate Culture

Bank memiliki nilai-nilai, budaya, dan karakter yang menjadi landasan kerja bagi seluruh insan Bank, yaitu:

Integrity

Bertindak sesuai dengan norma dan etika serta bertanggung jawab terhadap tindakan yang dilakukan.

Commitment

Melakukan yang terbaik untuk mencapai standar tertinggi melalui inovasi dan perbaikan berkelanjutan.

Belonging

Semangat kebersamaan untuk mencapai tujuan perusahaan.

Care & Respect

Peduli dan empati, menghargai satu sama lain.

The Bank has the following values, culture, and character that serve as the foundation of work for all of The Bank insiders:

Integrity

Act according to norms and ethics, and be responsible for actions taken.

Commitment

Do the best to achieve the highest standard through innovation and continuous improvement.

Belonging

Spirit of togetherness to achieve company objectives.

Care & Respect

Treat others with care, empathy, and respect.

KODE ETIK

Code of Conduct

Landasan Penerapan Kode Etik

Untuk dapat menjalankan fungsinya dengan baik, dan memelihara kepercayaan masyarakat umum, termasuk para pemangku kepentingan Bank, setiap karyawan wajib melaksanakan tugasnya dengan kejujuran, integritas, tidak memihak, tanpa perlakuan istimewa dari pihak mana pun, dan bertindak sesuai dengan ketentuan yang berlaku. Oleh karena itu, diperlukan penetapan standar Kode Etik yang baik, agar dapat dipatuhi oleh seluruh karyawan Bank.

Kode Etik Bank

Bank telah memiliki Kode Etik. Tujuan Kode Etik adalah diharapkan agar seluruh karyawan Bank dapat selalu bersikap hati-hati, cermat dan cerdas saat menghadapi hal-hal yang berpotensi menimbulkan risiko yang dapat merugikan Bank (memiliki *risk awareness*).

Kode Etik Bank berlaku bersama dengan peraturan internal Bank, peraturan pemerintah dan undang-undang yang berlaku, dan sama sekali tidak dimaksud untuk menggantikan regulasi tersebut karena tidak semua hal tercakup di dalam Kode Etik. Karyawan diharapkan selalu dapat bertindak dan berperilaku atas pertimbangan baik dan benar, serta bila diperlukan mendiskusikannya dengan atasan jika timbul keraguan dalam bertindak dan berperilaku.

Platform for Implementing a Code of Conduct

To be able to perform its functions well, and to maintain the trust of the general public, including stakeholders of The Bank, it is important that each employee performs his/her duties with honesty, integrity, impartiality, no preferential treatment from other parties, and acts in accordance with applicable provisions. As such, it is necessary for The Bank to establish good Code of Conduct standards which can be adhered by all employees of The Bank.

The Bank's Code of Conduct

*The Bank already has a Code of Conduct. The purpose of the Code of Conduct is so that all of The Bank's employees are always cautious, meticulous and intelligent when facing the potential risks that may harm The Bank (*risk awareness*).*

The Bank's Code of Conduct applies in conjunction with The Bank's internal regulations, government regulations and applicable laws, and absolutely not intended to replace those regulations as not all are covered by the Code of Conduct. Employees are expected to always act and behave in good and right manners, and when necessary discuss things with their superiors when there is doubt in acting and behaving.

Kode Etik Bank tertuang dalam 10 (sepuluh) sikap dasar sebagaimana secara ringkas diuraikan di bawah ini:

The Bank's Code of Conduct contains 10 (ten) basic attitudes as summarized below:



Mematuhi Peraturan Internal Bank, Peraturan Regulator dan Peraturan Perundangan Lain yang Berlaku.
Compliance with The Bank's Internal Regulations, Regulatory Requirements and Other Applicable Laws.

Karyawan mewakili dan menjaga reputasi Bank, sehingga karyawan harus memahami dan mengenal seluruh peraturan dan ketentuan yang berlaku terkait dengan departemennya. Jika terdapat keraguan, karyawan harus berkonsultasi dengan rekan-rekan yang berpengalaman pada Departemen Kepatuhan, Departemen Sumber Daya Manusia, Departemen Legal, Departemen Management Information and Accounting, dan Departemen Financial Management sesegera mungkin. Pelanggaran terhadap undang-undang dan peraturan dapat dikenakan sanksi sesuai dengan peraturan yang berlaku.

Employees represent and maintain The Bank's reputation, so they must understand all applicable rules and regulations related to their departments. In case of doubt, employees should consult with experienced colleagues in the Compliance Department, Human Resources Department, Legal Department, Management Information and Accounting Department, and Financial Management Department as soon as possible. Violations of the laws and regulations may be subject to sanctions in accordance with applicable regulations.

Menolak Penyuapan, Korupsi, dan Aktivitas Ilegal Lain
Rejecting of Bribery, Corruption, and Other Illegal Activities

Penyuapan dan korupsi merusak bisnis serta nilai-nilai yang dijunjung. Bank menentang segala bentuk penyuapan dan korupsi. Karyawan dilarang melakukan penyuapan, korupsi, dan kegiatan ilegal apa pun untuk keuntungan material atau sesuatu yang berharga.

Bribery and corruption damage business and uphold values. The Bank opposes all forms of bribery and corruption. Employees are prohibited from bribery, corruption, and any illegal activity for material benefits or valuable things.

Hadiah dan Hiburan
Gifts and Entertainment

Karyawan dilarang menerima atau meminta hadiah dan/atau hiburan dalam bentuk apa pun dari nasabah, vendor atau pihak mana pun yang dapat berpotensi terhadap benturan kepentingan atau lebih jauh lagi dapat mempengaruhi proses pengambilan keputusan.

Hadiah dan/atau hiburan dapat diterima apabila memenuhi kriteria berikut:

- Karyawan yang karena tugasnya harus memberikan atau menerima hadiah berupa barang dengan nilai yang wajar kepada/dari pihak eksternal dalam rangka hari raya keagamaan dan tahun baru, harus melaporkan kepada atasan langsung dan atasan langsung berikutnya untuk dilakukan pencatatan. Adapun nilai yang wajar adalah hadiah yang nilainya tidak melebihi Rp1.000.000. Hadiah berbentuk uang tunai tetap tidak diperkenankan.
- Menawarkan dan menerima jamuan bisnis yang wajar.
- Menerima hadiah yang bernilai tinggi, di mana penolakan akan menimbulkan penghinaan, dan di mana permintaan maaf dan pengembalian tidak dimungkinkan. Jika diterima, hadiah itu harus dilaporkan kepada atasan langsung dan atasan langsung berikutnya untuk dicatat, dan kemudian dilaporkan dan diserahkan ke Departemen Sumber Daya Manusia untuk disumbangkan dalam acara-acara karyawan atau amal.
- Karyawan harus mencatat semua hadiah yang diterima dalam suatu daftar hadiah di departemen atau unit kerja yang bersangkutan.

Employees are prohibited from accepting or soliciting gifts of any kind and/or entertainment from customers, vendors or other parties that may potentially cause conflict of interests or may further influence the decision-making process.

The following rewards and/or entertainment may be accepted in accordance with applicable provisions:

- An employee, who due to his/her duties must provide/receive a prize of goods of a reasonable value to/from an external party in the event of religious festivities and new year's celebration, must report to the immediate supervisor and subsequent immediate supervisor for recording. The fair value is a gift which value does not exceed Rp1,000,000. Gifts in cash are still not allowed.
- Offer and receive a reasonable business dinner.
- Receive high value prize, where refusal will cause humiliation, and where apologies and returns are not possible. If accepted, the prize must be reported to the immediate supervisor and subsequent immediate supervisor for recording, and then reported and submitted to the Human Resources Department to be donated in employee or charity events.
- Employees must record all prizes received in a prize list in their relevant departments or work units.

| | |
|--|--|
| Speak Up | <p><i>Speak up</i> adalah media bagi karyawan untuk mengungkapkan permasalahan yang berkaitan dengan perilaku yang tidak baik dan malpraktek. Karyawan harus menyampaikan <i>speak up</i> apabila karyawan memiliki kecurigaan yang besar terhadap suatu hal dengan menyampaikan kekhawatirannya.</p> <p>Semua laporan yang masuk melalui prosedur <i>speak up</i> akan diperiksa dan ditindaklanjuti apabila memenuhi kriteria dalam penyampaian <i>speak up</i>. Perlu diingat bahwa kebijakan <i>speak up</i> bukanlah mekanisme untuk mengungkapkan keluhan umum.</p> <p>Hal-hal yang dapat dilaporkan melalui prosedur <i>speak up</i> antara lain: pelanggaran undang-undang, regulasi, nilai-nilai budaya, penipuan, ataupun aksi kriminal yang lain dan insiden serius yang serupa, yang dirasakan belum dilaporkan atau diinvestigasi dengan benar. Masalah lain yang dapat menimbulkan risiko reputasi bagi Bank dapat dilaporkan.</p> <p>Bank mendorong aksi <i>speak up</i> dengan menyediakan saluran pelaporan yang aman dan terjamin kerahasiaannya. <i>Speak up</i> merupakan bagian penting dari nilai-nilai Bank. Tidak ada yang dirugikan dari <i>speak up</i>, kecuali jika penggunaannya disalahgunakan untuk memberikan informasi yang tidak benar (fitnah).</p> <p><i>Speak up is a medium for employee to express concerns related to bad behavior and malpractice. Employee must convey speak up if the respective employee has a great suspicion of something by expressing his/her concerns.</i></p> <p><i>All reports that enter through the speak up procedures will be recorded, reviewed and followed-up if they meet the criteria for delivering speak up. Keep in mind that speak up policies are not a mechanism for expressing public complaints.</i></p> <p><i>Matters that can be reported through speak up procedures include: violation of laws, regulations, cultural values, fraud, or other criminal acts and similar serious incidents, which have not been properly reported or investigated. Any other issues that may pose a reputation risk to The Bank may be reported.</i></p> <p><i>The Bank encourages the action of speak up procedures by providing secure and confidential reporting channel. Speak up is an important part of The Bank's values. Nothing is harmed from speak up, unless the use is misused to provide false information.</i></p> |
| Mencegah Pencucian Uang Preventing Money Laundering | <p>Pencucian uang merusak integritas dan reputasi Bank dan membawa Bank kepada kemungkinan dikenakan hukuman yang berat. Bank mendukung gerakan internasional dalam memerangi tindakan kriminal sepenuhnya serta berkomitmen mencegah pencucian uang dan penipuan.</p> <p>Karyawan wajib mematuhi berbagai undang-undang dan peraturan lain yang dikeluarkan oleh pemerintah atau instansi yang berwenang yang dirancang untuk mendeteksi, mencegah, dan melaporkan pencucian uang, pembiayaan teroris dan kriminalitas penggunaan sistem keuangan.</p> <p>Bank sudah memiliki kebijakan dan prosedur tentang anti pencucian uang dan pencegahan pendanaan terorisme berdasarkan ketentuan regulator dan Pusat Pelaporan dan Analisis Transaksi Keuangan (PPATK) dan peraturan perundungan lainnya yang terkait, maupun <i>international best practice</i> yang harus dipatuhi dalam menjalankan semua kegiatan usaha Bank.</p> <p>Dalam mencegah kegiatan pencucian uang, karyawan wajib untuk:</p> <ul style="list-style-type: none">- Pelatihan dan sosialisasi: Berpartisipasi dalam semua program pelatihan dan sosialisasi.- Mengenal nasabah: Karyawan harus mengenal nasabah dan mempunyai pengetahuan yang memadai mengenai nasabah agar dapat mengidentifikasi transaksi yang tidak sesuai dengan pola transaksi nasabah atau tidak sesuai dengan aktivitasnya.- Melaporkan aktivitas yang mencurigakan: Karyawan harus segera melaporkan kepada Departemen Kepatuhan dan Departemen AML/CFT (<i>Anti Money Laundering/Countering Financing of Terrorism</i>) atas kecurigaan pencucian uang. AML officer harus diberitahu untuk menentukan perlu atau tidaknya mengajukan laporan transaksi keuangan yang mencurigakan. |

Money laundering undermines the integrity and reputation of The Bank and brings The Bank to possible severe penalties. The Bank supports the international movement in combating criminal acts completely and is committed to preventing money laundering and fraud.

Employees are required to comply with various other laws and regulations issued by the government or authorized agencies designed to detect, prevent, and report money laundering, terrorist financing and criminal use of the financial system.

The Bank has a policy and procedure on anti money laundering and countering financing of terrorism based on the provisions of regulators and Financial Transaction Reports and Analysis Center (PPATK) and other relevant legislations, as well as international best practices to be observed in carrying out all business activities of The Bank.

In preventing money laundering activities, employees are required to observe the following:

- *Training and socialization: Participate in all training and socialization programs.*
- *Know your customer: Employees must be familiar with customers and have sufficient knowledge of customers to identify transactions that are not in accordance with the pattern of customer transactions or not in accordance with their activities.*
- *Reporting suspicious activity: Employees should report to the Compliance Department and AML/CFT Department for suspicion of money laundering. The AML officer must be notified to determine whether or not to file a suspicious transaction report.*

Menghindari Benturan Kepentingan *Avoiding Conflict of Interest*

Benturan kepentingan adalah suatu kondisi di dalam suatu rangkaian aktivitas Bank, di mana kepentingan Bank, dan/atau nasabahnya, dan/atau karyawan Bank saling berbenturan baik secara langsung maupun tidak langsung. Terdapat 5 (lima) kategori benturan kepentingan:

- Benturan kepentingan dengan nasabah (atau pihak lainnya). Dalam melakukan kegiatan memasarkan produk dan jasa Bank, karyawan harus senantiasa memperhatikan kepentingan Bank dengan tetap menciptakan dan memelihara hubungan baik dengan calon nasabah atau nasabah.
- Benturan kepentingan antar karyawan (dalam kaitannya dengan aktivitas profesional) dan nasabah. Karyawan harus selalu bersikap objektif dan tidak dipengaruhi oleh rekanan atau calon rekanan untuk memenuhi kepentingannya yang tidak sesuai dengan ketentuan internal Bank.
- Benturan kepentingan di luar Bank.
- Karyawan Bank tidak diperkenankan untuk mendapatkan keuntungan pribadi dengan menggunakan informasi yang diperoleh karena jabatannya di Bank, sedangkan informasi tersebut bukan informasi umum.
- Karyawan Bank tidak diperkenankan memiliki usaha atau bisnis pribadi di luar pekerjaannya sebagai karyawan Bank.
- Karyawan Bank tidak diperkenankan untuk mengikat hubungan kerja dengan pihak lain. Apabila hal ini terjadi, karyawan dapat dikenakan sanksi yang telah ditentukan oleh Bank. Bank dapat memberi izin kepada karyawan yang memiliki keahlian khusus, misalnya di bidang pendidikan (pengajar) untuk mengabdikan keahliannya kepada masyarakat luas sejauh karyawan tetap mengutamakan dan tidak mengabaikan kewajibannya terhadap Bank. Namun untuk hal ini karyawan harus mendapatkan rekomendasi dari atasannya sekurang-kurangnya pejabat tingkat Kepala Departemen. Namun Bank juga mempunyai hak prerogatif untuk tidak memberikan izin terhadap kepentingan tersebut di atas.
- Benturan kepentingan dengan calon karyawan dan antar karyawan. Karyawan tidak diperkenankan untuk menerima suatu pemberian apalagi meminta sesuatu dari sesama karyawan maupun calon karyawan, baik berupa uang, tip, komisi, bantuan atau sesuatu apa pun yang dapat menyebabkan "hutang budi" kepada karyawan maupun calon karyawan tersebut.
- Benturan kepentingan hubungan keluarga. Karyawan yang memiliki hubungan keluarga dengan karyawan lain di Bank, harus melaporkan hubungan tersebut kepada Departemen Sumber Daya Manusia. Hal ini dilakukan agar Departemen Sumber Daya Manusia dapat mengatur posisi masing-masing karyawan tidak saling menimbulkan benturan kepentingan. Benturan kepentingan akan membawa dampak negatif terhadap Bank dan merusak reputasi Bank dan reputasi karyawan sendiri.

A conflict of interest is a condition within a series of The Bank activities, in which the interests of The Bank, and/or its customers, and/or The Bank employees' conflict with each other directly or indirectly. There are 5 (five) categories of conflict of interest:

- *Conflict of interest with customers (or other parties). In conducting activities to market The Bank's products and services, employees must always pay attention to the interests of The Bank while maintaining good relationships with prospective customers or customers.*
- *Conflict of interest between employees (in connection with professional activities) and customers. Employees must always be objective and not influenced by partners or potential partners to fulfill their interests that are not in accordance with the internal provisions of The Bank.*
- *Conflict of interest outside The Bank.*
- *The Bank employees are not allowed to gain personal benefit by using information obtained from their position at The Bank, as the information is not for public consumption.*
- *The Bank employees are not allowed to own a business or personal business outside of their work as The Bank employees.*
- *The Bank employees are not allowed to engage with other parties. If this occurs, the employee may be subject to sanctions determined by The Bank. The Bank may grant licenses to employee with special expertise, for example in the field of education (instructor) to devote his/her expertise to the public, as long as the employee remains concerned and does not neglect his/her obligations to The Bank. But for this, the employee must get recommendation from his/her superiors, at the very least from the Head of Department. However, The Bank also has a prerogative to not grant permission to the above-mentioned interests.*
- *Conflict of interest with prospective employees and fellow employees. Employees are not allowed to accept gift or request something from their fellow employees or prospective employees, whether in the form of money, tips, commissions, assistance or anything that can cause "debt" to the employees or prospective employees.*
- *Conflict of interest of family relations. Employees who have family relations with other employees at The Bank must report their relationships to the Human Resources Department. This is done so that the Human Resources Department can set the position of each employee to not conflict with each other interests. A conflict of interest will have a negative impact on The Bank as opposition may damage The Bank's reputation and the reputation of its own employees.*

Insider Trading

Dalam melakukan pekerjaan di dalam Bank, karyawan dapat memiliki akses terhadap *inside information*. Karyawan dilarang melakukan *insider trading* apabila memiliki *inside information* yang belum menjadi informasi publik. Bila karyawan melakukan transaksi tersebut karena mengetahui atau mendapatkan *inside information*, maka karyawan dapat dianggap telah membocorkan rahasia Bank dan harus bertanggung jawab atas pelanggaran undang-undang yang berlaku. Ketika memiliki *inside information*, karyawan harus bertindak dengan integritas dan kejujuran, serta menghindari mengambil keuntungan pribadi melalui transaksi yang dilakukan. Pemberian "gratifikasi" kepada orang lain atau bertransaksi mewakili keluarga, teman, ataupun pihak ketiga yang lain berdasarkan informasi orang dalam juga dilarang.

In performing their work within The Bank, the employees may have access to inside information. Employees are prohibited to conduct insider trading if they have inside information that has not become public information. If an employee commits such transactions for knowing or obtaining inside information, then the employee may be deemed to have disclosed The Bank secrets and shall be liable for breach of applicable laws. When having inside information, employees must act with integrity and honesty, and avoid taking personal advantage through transactions made. Giving "gratuity" to others or conducting transaction on behalf of family, friends, or other third parties based on inside information is also prohibited.

Proper Selling

Karyawan dilarang, baik sengaja atau secara ceroboh, membuat pernyataan, janji, atau prediksi yang menyesatkan, palsu atau menipu kepada setiap nasabah atau dengan kata lain karyawan wajib untuk menghindari terjadinya *misselling*. *Misselling* dapat menurunkan reputasi Bank dan menimbulkan adanya tuntutan hukum dari nasabah. *Misselling* terjadi dikarenakan kesalahan dalam menyampaikan risiko yang terkait suatu produk perbankan, atau ketika produk perbankan yang ditawarkan tidak sesuai dengan kebutuhan nasabah. Selain itu, karyawan dilarang menyembunyikan fakta apa pun dari nasabah yang dapat menyebabkan nasabah atau pemangku kepentingan membuat keputusan berdasarkan informasi yang tidak benar. Setiap karyawan wajib untuk memberikan atau membuat pernyataan baik lisan ataupun tertulis mengenai fakta yang benar atau dengan kata lain karyawan wajib untuk menghindari terjadinya *misrepresentation*. Dengan demikian, karyawan diharuskan untuk:

- Menghindari menjual produk dan jasa yang tidak sesuai dengan kebutuhan nasabah dan tidak memedulikan kepentingan nasabah.
- Memberikan informasi yang relevan dan lengkap kepada nasabah supaya mereka dapat dihadapkan kepada pilihan yang paling tepat dari produk yang ada.
- Memiliki pengetahuan yang memadai mengenai produk-produk Bank dan tingkat risiko yang diinginkan nasabah, serta tujuan, keuangan, dan kondisi pribadi nasabah agar dapat menilai akibat yang ditimbulkan dan apakah produk tersebut dapat memenuhi kebutuhan nasabah.
- Berusaha agar nasabah mengerti produk beserta risikonya, terutama produk-produk yang rumit dan pembelian produk tersebut harus didasarkan atas persetujuan nasabah.
- Menjelaskan fitur produk dengan jelas baik secara lisan maupun melalui media.

Employees are prohibited, either deliberately or carelessly, from making false or deceptive statements, promises or predictions to customers. In other words, employees are required to avoid the occurrence of misselling. Misselling can undermine The Bank's reputation and cause lawsuits from customers. Misselling occurs due to errors in conveying the risks associated with a banking product, or when the offered banking products are not in accordance with the needs of customers. In addition, employees are prohibited from hiding any facts from customers that may cause customers or stakeholders to make decisions based on information that is not true. Every employee is obliged to give or make a statement both orally and in writing about the true facts. In other words, employees are obliged to avoid the occurrence of misrepresentation. Accordingly, employees are required to:

- Avoid selling products and services that are not in accordance with the needs of customers and not caring about the interests of customers.
- Provide relevant and complete information to customers so that they can be exposed to the most appropriate choice of existing products.
- Have sufficient knowledge of The Bank's products and the level of risk desired by the customers, as well as the clients' personal goals, finances and conditions in order to assess the consequences and whether the product meets the customers' needs.
- Try to get customers to understand the product and its risks, especially for complicated products and the purchases of such products must be based on the customers' approval.
- Describe the product features clearly both orally and through the media.

Rahasia Bank dan
Perlindungan Informasi
*The Bank Confidentiality and
Information Protection*

Karyawan Bank wajib sepanjang waktu menghormati prinsip kerahasiaan Bank khususnya sehubungan dengan perlindungan kerahasiaan informasi nasabah. Tugas untuk melindungi kerahasiaan informasi nasabah terus berlanjut bahkan setelah karyawan berhenti bekerja pada Bank. Hal tersebut terkait dan sejalan dengan kebijakan benturan kepentingan, Kode Etik, serta *compliance statement* yang disetujui karyawan pada saat bergabung dengan Bank. Karyawan Bank dapat memperoleh informasi Bank untuk dirahasiakan, dan tidak untuk diungkapkan kepada pihak ketiga. Membocorkan informasi tersebut kepada pihak di luar Bank adalah pelanggaran serius. Karyawan dilarang melakukan hal tersebut kecuali jika karyawan diminta oleh badan/instansi hukum yang berwenang (pengadilan/polisi/BI/OJK, dll.). Dengan demikian, karyawan wajib untuk:

- Mencatat dan melaporkan seluruh data yang berkaitan dengan informasi nasabah dan menyimpan data dan informasi nasabah pada tempat yang aman, tidak dapat diakses oleh orang yang tidak berhak untuk memperoleh informasi tersebut untuk membaca, mengetahui, mencatat dan menggandakan data tersebut.
- Menjaga kerahasiaan informasi nasabah dan tidak mendiskusikannya di tempat-tempat umum serta tidak memberi informasi baik secara lisan maupun tertulis tentang nasabah dan calon nasabah kepada pihak mana pun termasuk teman dekat atau anggota keluarga sendiri yang tidak berwenang untuk mengetahuinya yang dapat merugikan nasabah dan Bank secara langsung maupun tidak langsung.
- Dilarang menyebarkan informasi gaji, pinjaman karyawan, dan informasi lainnya yang bersifat pribadi dan rahasia kepada pihak luar Bank.
- Tidak menggunakan kembali kertas-kertas bekas yang berisikan informasi bersifat rahasia.

The Bank employees are obliged at all time to respect the principle of The Bank secrecy especially in protecting the confidentiality of customer information. The duty of protecting the confidentiality of customer information continues even after the employees stop working at The Bank. It is related and in line with the policy of conflict of interest, Code of Conduct, and compliance statement that employees agree upon joining The Bank. The Bank employees may obtain its information to be kept confidential and not to be disclosed to third parties. Leaking that information to parties outside The Bank is a serious offense. Employees are prohibited from doing so unless they are requested by a legal entity/agency (courts/police/Bank Indonesia/OJK, etc.). Accordingly, employees are required to:

- Record and report all data relating to customer information and store customer data and information in a safe place, not accessible to unauthorized persons who wish to obtain such information to read, know, record and duplicate the data.
- Maintain the confidentiality of customer information and not discussing it in public places, and not providing information both orally and in writing about customers and potential customers to any party including close friends or family members who are not authorized to know and that may harm the customers and The Bank directly or indirectly.
- It is prohibited to disseminate salary information, employee loans, and other personal and confidential information to parties outside The Bank.
- Do not reuse used papers containing confidential information.

Memperlakukan Karyawan dengan Adil
Employee Fair Treatment

Bank berupaya membantu karyawannya untuk mencapai potensi terbaiknya agar dapat berkinerja tinggi dengan selalu berusaha meningkatkan kesejahteraan dan memperlakukan karyawan secara adil dan bertindak sesuai peraturan internal Bank, peraturan Bank Indonesia dan peraturan perundungan lainnya yang berlaku serta melindungi hak-hak karyawan.

Atasan mengemban tugas untuk memperhatikan secara seksama karyawannya. Karyawan harus terus mengembangkan keterampilan dan kemampuan untuk dapat memenuhi komitmen Bank kepada pemangku kepentingan.

Dengan demikian, karyawan diharuskan untuk:

1. Mempertahankan standar kinerja dan perilaku
 - Memenuhi standar kinerja yang diharapkan, perilaku, dan etika.
 - Setiap perilaku diskriminatif, pelecehan, atau pelanggaran perilaku tidak akan ditoleransi dan akan diperlakukan dengan serius.
2. Menjaga kesehatan, keselamatan dan keamanan
 - Bekerja dengan sehat dan aman supaya tindakan atau kelalaian tidak menimbulkan risiko bagi orang lain.
 - Mendorong rekan kerja untuk bekerja secara sehat dan aman.
 - Melaporkan semua kecelakaan dan kejadian.
 - Meminta perhatian manajemen akan semua bahaya yang ada di tempat kerja.
3. Pembelajaran dan kompetensi
 - Karyawan bertanggung jawab atas pembelajaran dan perkembangan yang berkesinambungan.
 - Karyawan harus menjaga keahlian dan pengetahuan yang diperlukan dalam menjalankan pekerjaan dengan baik dan memaksimalkan potensi.
 - Karyawan harus mengidentifikasi kebutuhan pembelajaran setiap tahun dan berpartisipasi dalam aktivitas pengembangan yang relevan dalam membantu mengembangkan keahlian dan kemampuan baru.

The Bank strives to accommodate its employees to reach their best potential and generate great performance by improving their welfare, treating them fairly, and acting in accordance with its internal policies, Bank Indonesia regulations, and other regulatory requirements, as well as protecting the rights of its employees.

Managers owe a duty of care to all their subordinates. Employees must continuously develop their skills and capabilities, so they can deliver The Bank's commitments to the stakeholders.

Thus, the employees are required to:

1. *Maintain the standards of performance and conduct*
 - *Meet the expected standards of performance, behavior, and conduct.*
 - *Any discriminatory behavior, harassment, or breach of conduct will not be tolerated and will be treated seriously.*
2. *Maintain healthy, safe and secure work environment*
 - *Work in a healthy and safe manner, so that the actions or omissions taken do not put others at risk.*
 - *Encourage others to work in a healthy and safe manner.*
 - *Report all accidents and incidents.*
 - *Bring any hazard in the workplace to the attention of management.*
3. *Learning and competency*
 - *Employees have responsibility for continuous learning and development.*
 - *Employees must maintain the skills and knowledge they need to perform their jobs well and to maximize their potential.*
 - *Employees must identify their learning needs each year and participate in relevant development activities that can help them in developing new skills and capabilities.*

Penerapan Kode Etik

Kode Etik Bank berlaku untuk seluruh karyawan Bank pada setiap level organisasi dalam Bank.

Sosialisasi dan Penyebarluasan Kode Etik

Untuk mensosialisasikan kepada seluruh insan Bank, manajemen melakukan penyebarluasan materi Kode Etik melalui *town hall meeting*, penerbitan buku Peraturan Perusahaan, pelatihan *Compliance, AML, Risk Management, Audit, and Legal* (CARAL), serta melalui distribusi surel secara berkala kepada seluruh insan Bank. Penyebarluasan Kode Etik ini di bawah koordinasi Departemen Sumber Daya Manusia.

Pelanggaran dan Sanksi Disiplin

Kepatuhan terhadap kebijakan dan peraturan Bank adalah wajib. Karyawan yang berhubungan langsung dengan nasabah atau rekanan wajib menekankan dan mengimplementasikan kondisi pada kebijakan ini dalam hubungan kerja sama bisnis/komersil. Pelanggaran atas kebijakan tersebut dapat berakibat pada tindakan disiplin sesuai dengan peraturan Bank yang berlaku mulai dari surat peringatan sampai dengan pemberhentian, sebagaimana diatur dalam Kebijakan dalam Penanganan Ketidakpatuhan, Disipliner, dan Penalti.

Kecurangan Internal 2019

Kecurangan internal atau *internal fraud* adalah penyimpangan/kecurangan yang dilakukan oleh pengurus, karyawan tetap dan tidak tetap (*honorar* dan *outsourcing*) terkait dengan proses kerja dan kegiatan operasional Bank yang mempengaruhi kondisi keuangan Bank.

Bank telah menerapkan fungsi audit internal yang efektif pada seluruh aspek dan unsur kegiatan. Apabila terdapat hal-hal yang berindikasi penyimpangan/kecurangan (*fraud*) maka akan dilakukan audit khusus (*investigasi*). Terdapat 1 (satu) penyimpangan internal yang terjadi pada tahun 2019 dan seluruhnya telah diselesaikan berdasarkan peraturan Bank yang berlaku.

Implementation of Code of Conduct

The Bank's Code of Conduct applies to all of The Bank employees at each level of the organization in The Bank.

Socialization and Dissemination of the Code of Conduct

To socialize information to all of The Bank employees, the management disseminates the Code of Conduct materials through town hall meeting, the issuance of Company Regulation book, Compliance, AML, Risk Management, Audit, and Legal (CARAL) training, and through periodic email distribution to all of The Bank's personnel. The dissemination of this Code of Conduct is under the coordination of the Human Resources Department.

Violations and Disciplinary Sanctions

Compliance with all policies and regulations of The Bank is a mandatory obligation. Any respective employee with direct interaction with the customers or partners must emphasize and implement conditions in this policy in any business/commercial cooperation. Violation of this policy can result in disciplinary action in accordance with The Bank's applicable regulations, starting from the warning letter to termination, as stipulated in the Policy on Handling Disobedience, Disciplinary, and Penalties.

Internal Fraud 2019

Internal fraud is deviation/act of fraud committed by the management, permanent and non-permanent employees in relation to The Bank's work processes and operational activities that affect The Bank's financial condition.

The Bank has implemented an effective internal audit function on all aspects and elements of activities. If there are any indications of fraud, a special audit (investigation) is conducted. There was 1 (one) internal deviation that occurred in 2019 that has been resolved based on prevailing regulations of The Bank.

KEBIJAKAN TRANSPARANSI DAN BENTURAN KEPENTINGAN

Policy on Transparency and Conflict of Interest

Kode Etik Bank mengatur kebijakan terkait benturan kepentingan, yang tercantum dalam 10 (sepuluh) Sikap Dasar Kode Etik Bank, yang salah satunya adalah "Menghindari Benturan Kepentingan". Dalam Kode Etik Bank tercantum kebijakan secara rinci tentang definisi benturan kepentingan, dan jenis benturan kepentingan yang memungkinkan munculnya kerugian baik bagi Bank sendiri maupun bagi pemangku kepentingan.

The Bank's Code of Conduct regulates policy on conflict of interest, that is listed in 10 (ten) Basic Attitudes of The Bank's Code of Conduct, one of which is "Avoiding Conflict of Interest". The Bank's Code of Conduct includes detailed policy on the definition of conflict of interest, and the types of conflict of interest that may cause harm to both The Bank itself and the stakeholders.

KEBIJAKAN PENGADAAN **BARANG DAN JASA**

Procurement Policy



Tata Cara Pengadaan Barang dan Jasa

1. Menerima permintaan dari pemohon dan melakukan peninjauan dan diskusi untuk mendapatkan kriteria barang dan jasa yang diminta.
2. Menghubungi vendor-vendor terkait yang dapat menyediakan barang dan jasa yang diminta dan meminta penawaran harga awal.
3. Membuat analisis perbandingan dari penawaran yang diterima dari vendor-vendor.
4. Membuat proposal pengajuan dana pengadaan ke manajemen untuk mendapatkan persetujuan dana serta persetujuan atas hasil seleksi vendor.
5. Membuat pemesanan barang dan jasa kepada vendor terpilih.
6. Melakukan pengawasan terhadap penyerahan barang dan jasa yang telah dilaksanakan oleh vendor.
7. Melakukan pendataan dan penyimpanan terhadap barang yang telah dikirim oleh vendor.
8. Melakukan serah terima kepada pemohon.
9. Memproses tagihan vendor ke bagian keuangan.

Procedures for the Procurement of Goods and Services

1. Receive requests from applicants and conduct reviews and discussions for obtaining the criteria of goods and services requested.
2. Contact the relevant vendors who can provide the requested goods and services and asking for initial price quotes from vendors.
3. Make a comparison analysis of the proposals received from vendors.
4. Make a proposal for procurement funding to management for obtaining approval of funding and result of vendor selection.
5. Make a purchase order of goods and services to the selected vendor.
6. Conduct oversight of goods and services delivery carried out by the vendor.
7. Collect data and store the goods sent by the vendor.
8. Handover to the applicant.
9. Process billing to finance department.

Sebagai salah satu komitmen Bank untuk melaksanakan proses bisnis yang berkelanjutan, manajemen sangat memperhatikan hubungan yang baik serta profesional dengan para pemasok barang dan jasa secara transparan, akuntabel, bertanggung jawab, independen, dan adil.

Semua pengadaan pendukung operasional dan bisnis Bank wajib melalui departemen penanggung jawab termasuk pengadaan untuk jasa perawatan, penggantian barang atas perbaikan, dan kontrak kerja pembelian atau sewa.

Pengajuan pendanaan atas pengadaan barang dan jasa dengan nominal tertentu dianalisis melalui *Finance Review Committee* (FRC) dan dimintakan persetujuan ke Direktur penanggung jawab FRC dan Presiden Direktur.

Proses seleksi vendor atas barang dan jasa dengan nominal tertentu dikaji oleh *Centralized Purchase Review Team* (CPRT) yang terdiri dari perwakilan kepala atau penanggung jawab dari Departemen *General Affairs*, Departemen *Financial Management* dan departemen-departemen terkait lainnya yang ditunjuk oleh Presiden Direktur.

Tugas dan tanggung jawab dari departemen penanggung jawab dapat diuraikan sebagai berikut:

- Melaksanakan permintaan atas barang dan jasa dari pemohon berdasarkan prosedur yang telah ditetapkan.
- Menyusun detail permintaan atas barang dan jasa sesuai permintaan pemohon.
- Bekerja sama dengan vendor dalam proses pengadaan.
- Melakukan pendataan atas barang yang telah diterima.
- Pengawasan terhadap kualitas barang atau hasil pekerjaan dari vendor.
- Melakukan serah terima barang dan jasa kepada pemohon.

As part of The Bank's commitment to implementing sustainable business processes, the management takes a serious concern in maintaining the good and professional relationship with the suppliers of goods and services in a transparent, accountable, responsible, independent, and fair manner.

All procurement of The Bank's operational and business support must be done through the department in charge, including the procurement for maintenance services, replacement of goods for repairs, and lease purchase agreement.

Submission of funding for procurement of goods and services in certain amount is analyzed through the Financial Review Committee (FRC) and to be approved by the Director in charge of FRC and the President Director.

The selection process of vendors of goods and services in certain amount is reviewed by the Centralized Purchase Review Team (CPRT) comprising of the representatives of head or person in charge of the General Affairs Department, Financial Management Department and other relevant departments appointed by President Director.

The duties and responsibilities of the department in charge can be described as follows:

- *Conducting requests for goods dan services from applicants based on predetermined procedures.*
- *Prepare details of goods dan services request according to the request from applicants.*
- *Working closely with vendor in the procurement process.*
- *Collecting data on goods that have been received.*
- *Monitoring the quality of goods or services of vendor.*
- *Hand over goods dan services to the applicants.*

WHISTLEBLOWING SYSTEM

Whistleblowing System

Dalam menciptakan lingkungan kerja yang sehat, Bank telah memiliki *whistleblowing system* yang merupakan sarana komunikasi bagi semua pihak untuk melaporkan perbuatan/perilaku/kejadian yang berhubungan dengan antara lain: tindakan *fraud/pelanggaran* terhadap hukum, perjanjian kerja sama Bank, Kode Etik, kebijakan internal Bank, dan/atau benturan kepentingan yang dilakukan oleh/atau melibatkan internal Bank.

Speak up merupakan media/alat bagi pegawai Bank untuk mengungkapkan permasalahan tersebut di atas. Bank mendorong pegawainya untuk mengungkapkan bentuk penyelewengan dengan menyediakan sarana yang aman dan terjamin kerahasiaannya.

In creating a favorable working environment, The Bank has a whistleblowing system which provides communication channel for all parties to report any actions/behaviors/events related to: acts of fraud/violations of laws, working agreement with The Bank, Code of Conduct, The Bank's internal policies, and/or conflicts of interest by/or involving internal of The Bank.

Speak up is a medium/tool for The Bank employees to express the above issues. The Bank encourages its employees to disclose the form of fraud by providing a safe and secure means of secrecy.

Penerapan Kebijakan

Dalam menerapkan budaya manajemen risiko yang mampu mentransformasikan Bank untuk menjadi penyedia jasa keuangan terkemuka, maka prosedur *whistleblowing* diterapkan melalui:

1. Partisipasi aktif dari pegawai Bank

Partisipasi aktif dari pegawai Bank diperlukan untuk mengadopsi nilai-nilai yang mendukung budaya risiko. Partisipasi aktif dari pegawai Bank dapat diwujudkan dalam bentuk tindakan nyata untuk mempertahankan terciptanya lingkungan kerja yang bebas dari pelanggaran. Oleh karena itu, setiap pegawai Bank berhak untuk melaporkan setiap indikasi akan adanya penyelewengan dan wajib untuk mengungkapkan setiap pelanggaran yang dilakukan oleh karyawan lain kepada Departemen Kepatuhan secara langsung ataupun melalui sarana *speak up* yang telah disediakan.

2. Komite Disipliner

Setelah evaluasi dan analisa laporan yang disampaikan oleh karyawan, maka Komite Disipliner akan mengambil tindak lanjut yang mungkin juga melibatkan pihak-pihak terkait, seperti Departemen Kepatuhan, Departemen Audit Internal, Departemen Hukum, Departemen Sumber Daya Manusia, Departemen Manajemen Risiko, dan pihak lain jika dipandang perlu. Jika yang dicurigai melakukan potensi pelanggaran atau pelanggaran adalah anggota Dewan Komisaris atau Direksi, maka laporan ditujukan kepada Ketua Komite Audit (yang diketuai oleh Komisaris Independen).

Prinsip Dasar Sistem Pelaporan Pelanggaran

Penerapan sistem pelaporan pelanggaran di Bank memiliki prinsip dasar bagi yang memiliki informasi dan ingin melaporkan suatu perbuatan tidak etis maupun pelanggaran yang terjadi di lingkungan Bank. Pelapor tidak perlu khawatir atas terungkapnya identitas diri karena Bank akan merahasiakan identitas diri pelapor sebagai *whistleblower*. Bank menghargai informasi yang dilaporkan dan fokus pada materi informasi yang dilaporkan.

Tujuan

Pemberlakuan sistem pelaporan pelanggaran di lingkup Bank dilakukan sebagai acuan dalam tata cara pengelolaan penanganan pengaduan/penyinykapan (*whistleblowing system*) bagi Dewan Komisaris, Direksi, karyawan serta pemangku kepentingan, agar setiap laporan yang dikirimkan terjaga kerahasiaannya dan kasus yang dilaporkan dapat dipertanggungjawabkan serta dapat ditindaklanjuti.

Ruang Lingkup

Kebijakan ini berlaku bagi Direksi, Dewan Komisaris dan organnya, karyawan Bank (baik karyawan tetap, karyawan kontrak maupun karyawan tidak tetap), pihak eksternal yang memiliki hubungan kerja sama dan/atau berkepentingan dengan Bank, seperti nasabah, pihak ketiga (pihak penyedia barang/jasa) dan mantan karyawan. Pelanggaran yang dapat dilaporkan meliputi korupsi, suap, benturan kepentingan, pencurian, kecurangan, dan pelanggaran peraturan/hukum.

Implementation of Policy

In implementing a risk management culture that can transform The Bank into a leading financial service provider, the whistleblowing procedure is implemented through:

1. *The active participation of The Bank employees*

The active participation of The Bank employees is required in order to adopt values that support the risk culture. The active participation of The Bank employees can be implemented in the form of concrete actions to maintain the creation of a work environment free from offense. Therefore, every employee of The Bank is entitled to report any indication of fraud and is obliged to disclose any offense caused by other employees to the Compliance Department directly or through the speak up channel provided.

2. *The Disciplinary Committee*

Following the evaluation and analysis reports submitted by employees, the Disciplinary Committee will take follow-up actions that may also involve relevant parties, such as Compliance Department, Internal Audit Department, Legal Department, Human Resources Department, Risk Management Department, and others if deemed necessary. If the suspected of potential violation or suspected of violation is a member of the Board of Commissioners or Board of Directors, then the report is addressed to the Chairman of the Audit Committee (chaired by an Independent Commissioner).

Basic Principles of Violation Reporting System

The implementation of violation reporting system at The Bank has a basic principle for those who have information and wish to report an unethical act or violation that occurs within the environment of The Bank. The reporting party does not have to worry about the disclosure of his/her identity as The Bank will keep the identity as the whistleblower. The Bank appreciates the reported information and focuses on the reported information material.

Purpose

The application of violation reporting system in the scope of The Bank is conducted as a reference point in the management of the whistleblowing system for the Board of Commissioners, Board of Directors, employees and stakeholders, so that each submitted report is kept confidential and the reported case may be accountable and actionable.

Scope

This policy applies to the Board of Directors, Board of Commissioners and their organs, The Bank employees (both permanent employees, contract employees, and non-permanent employees), external parties who have business relations and/or have an interest in The Bank, such as customers, third parties (goods/services provider), and former employees. Reportable offenses include corruption, bribery, conflicts of interest, theft, fraud, and violation of regulations/laws.

Penanganan Pelaporan Pelanggaran

Bank memiliki prosedur dalam penanganan pelaporan pelanggaran. Prosedur tersebut dibuat dengan mengacu pada prinsip di bawah ini:

- Laporan *speak up* yang bersifat rahasia. Hanya pelapor dan administrator *speak up*, serta komite yang telah ditunjuk yang mempunyai kewenangan untuk mengakses laporan tersebut.
- Pihak pelapor berhak untuk mendapat perlindungan dari Bank jika laporannya dapat menyebabkan ancaman yang berasal dari dalam maupun dari luar Bank.
- Pihak pelapor dan terlapor dibebaskan dari segala sanksi apabila laporannya tidak dapat dibuktikan secara sah kebenarannya.
- Bank menjamin bahwa seluruh pihak pelapor dan laporan yang telah disampaikannya tidak akan memengaruhi penilaian terhadap kinerja maupun terhadap karier pegawai Bank.
- Berdasarkan kepastian dan jaminan di atas, pihak pelapor wajib untuk bersedia memberikan informasi yang lebih rinci jika diminta oleh pihak manajemen Bank sebagai bagian dari tindak lanjut atas laporan yang telah disampaikannya.

Langkah-langkah dari prosedur tersebut adalah:

1. Pendeksteksian
2. Penulisan
3. Penyampaian

Pendeksteksian Indikasi Pelanggaran

Dalam hal karyawan Bank mengetahui, melihat, dan mendengar tentang hal apa pun yang dapat diindikasikan sebagai tindakan pelanggaran di dalam lingkungan kerja, dengan mengacu kepada Kode Etik perilaku Bank, perjanjian kerja, serta hukum positif yang berlaku di Indonesia, pegawai Bank dapat melaporkan hal tersebut kepada atasannya sesuai dengan mekanisme eskalasi yang berlaku. Dalam hal mekanisme eskalasi tidak dapat diikuti disebabkan bahwa tindakan penyimpangan yang dilaporkan berhubungan dengan atasan langsung pegawai Bank dan/atau atasan lain, pegawai Bank dapat menggunakan prosedur *speak up* ini.

Dalam hal terdapat laporan pelanggaran yang diperkirakan berdampak negatif secara signifikan terhadap Bank dan/atau nasabah, termasuk yang berpotensi menjadi perhatian publik; maka Bank akan segera melaporkan hal tersebut kepada Otoritas Jasa Keuangan paling lambat 3 (tiga) hari kerja setelah Bank mengetahui terjadinya pelanggaran tersebut, sesuai dengan SEBI No. 13/28/DPNP tanggal 9 Desember 2011 perihal "Penerapan Strategi Anti Fraud". Dalam hal ini pelaporan juga mengacu pada "Kebijakan Anti Fraud" (IA/POL/007).

Penulisan Laporan

Pelaporan mengenai adanya indikasi pelanggaran atau aktivitas yang mencurigakan yang dilaporkan sepenuhnya pegawai Bank harus dinyatakan secara tertulis dengan menggunakan formulir *speak up*. Bukti pendukung (jika ada), wajib dilampirkan di dalam formulir pelaporan.

Penyampaian Laporan

Formulir *speak up* yang berisi laporan atas penyimpangan dapat disampaikan dengan menggunakan surel yang dikirimkan kepada: speakup@ina.icbc.com.cn. Jika yang dicurigai

Handling of Violation Report

The Bank has procedure for handling violation reports. The procedure is made with reference to the following principles:

- Speak up reports are confidential. Only the reporting party, speak up administrator and designated committee have the authority to access such reports.
- The reporting party is entitled for protection from The Bank if his/her reporting may cause threat from within or outside The Bank.
- The reporting party and the reported party are exempt from any sanction if the report cannot be legally validated.
- The Bank guarantees that all reporting parties and reports submitted will not affect the assessment of performance or career of The Bank employees.
- Based on the above certainty and guarantee, the reporting party is obliged to provide more detailed information if requested by the management of The Bank as part of a follow-up action on the reports that have been submitted.

The steps of the above procedures are:

1. Detecting
2. Writing
3. Submitting

Detecting an Indication of Violation

In the event that The Bank employees know, see and hear about any matter that may be indicated as an act of violation within the work environment, with reference to The Bank's Code of Conduct, working agreement, and applicable positive laws in Indonesia, The Bank employees may report such incidents to their supervisors in accordance with applicable escalation mechanisms. In the event that escalation mechanisms cannot be followed due to reported acts of irregularities are related to the immediate supervisors of The Bank employees and/or other superiors, The Bank employees may use this speak up procedure.

In the event of a violation report is expected to have a significant negative impact on The Bank and/or its customers, including potential public concerns; The Bank should promptly report the matter to the Financial Services Authority no later than 3 (three) working days after The Bank becomes aware of the breach, in pursuant to SEBI No. 13/28/DPNP dated December 9, 2011 regarding "Implementation of Anti Fraud Strategy". In this case, the reporting should also refer to "Anti Fraud Policy" (IA/POL/007).

Report Documentation

Any indication of violation or suspicious activity reported by the employees of The Bank must be expressed in writing using the speak up form. Supporting evidence (if any) must be attached to the reporting form.

Report Submission

Speak up form containing reports of irregularities may be submitted through email sent to: speakup@ina.icbc.com.cn. If the suspected of potential violation or suspected of violation is

melakukan potensi pelanggaran atau pelanggaran adalah anggota Dewan Komisaris atau Direksi, maka laporan dilakukan secara tertulis dan ditujukan melalui surat tertutup kepada Ketua Komite Audit (yang diketuai oleh Komisaris Independen).

Penerimaan Laporan

Setiap laporan yang diterima oleh administrator speak up akan ditindaklanjuti sebagai berikut:

- Membubuhkan tanda terima laporan.
- Pemberitahuan kepada pihak pelapor yang berupa konfirmasi (melalui surel) bahwa laporannya sudah diterima dan akan dilakukan paling lambat 5 (lima) hari kerja setelah laporan diterima.
- Laporan yang diterima dianalisa sesuai dengan isi permasalahan yang dilaporkan.
- Data pendukung diinvestigasi.
- Laporan kemudian disampaikan kepada komite yang berwenang untuk ditindaklanjuti.

3 (tiga) poin terakhir di atas dilakukan paling lambat 3 (tiga) bulan sejak diterimanya dokumen speak up.

Tindak Lanjut Laporan

Komite Disipliner memutuskan tindakan yang tepat untuk setiap laporan yang disampaikan. Komite Disipliner berwenang secara penuh untuk mengkategorikan laporan yang disampaikan berdasarkan urgensi dan signifikansinya untuk menentukan laporan yang perlu ditindaklanjuti dengan segera. Jika laporan telah ditindaklanjuti dan telah diambil tindakan sehingga mengarah kepada Pencegahan penyimpangan, jika dipandang perlu, pihak pelapor akan diberikan penghargaan. Sebaliknya, jika laporan yang disampaikan tidak dapat ditindaklanjuti dengan alasan apa pun, komite akan menginformasikan alasan mengapa laporannya tidak dapat ditindaklanjuti kepada pihak pelapor.

Perlindungan bagi Pelapor

Hanya pihak pelapor, administrator speak up, dan Komite Disipliner yang memiliki kewenangan untuk mengakses laporan. Pegawai yang melapor berhak mendapatkan perlindungan dari Bank dalam hal keselamatannya terancam. Selain itu, pegawai yang melapor juga bebas dari segala bentuk sanksi, bahkan jika laporan mereka tidak terbukti benar. Bank juga memberikan jaminan kepada seluruh pihak yang melapor bahwa laporan mereka tidak akan berdampak pada evaluasi kinerja dan/atau karier mereka di Bank.

Pelanggaran Whistleblowing 2019

Sepanjang tahun 2019, tidak terdapat laporan yang masuk melalui mekanisme WBS.

Pihak yang Mengelola Pengaduan

Pengaduan tersebut dikelola oleh Komite Disipliner, di mana komite ini merupakan perwakilan dari Direksi Bank dan departemen sebagai berikut: Departemen Sumber Daya Manusia, Departemen Kepatuhan, Departemen Manajemen Risiko, Departemen Legal, dan Departemen Audit Internal. Komite Disipliner, setelah melakukan evaluasi dan menganalisa pelaporan yang disampaikan oleh karyawan akan mengambil tindak lanjut yang mungkin juga melibatkan pihak-pihak terkait dan pihak lain jika dipandang perlu. Jika yang dicurigai melakukan potensi pelanggaran atau pelanggaran adalah anggota Dewan Komisaris atau Direksi, maka laporan ditujukan kepada Ketua Komite Audit yang diketuai oleh Komisaris Independen.

a member of the Board of Commissioners or Board of Directors, then the report must be made in writing and addressed by a closed letter to the Chairman of the Audit Committee (chaired by an Independent Commissioner).

Report Acceptance

Any report received by speak up administrator will be followed-up in the following way:

- Append the report receipt.
- Give notification to the reporting party in the form of confirmation (by email) that the report has been received and will be processed no later than 5 (five) working days after the report is received.
- The report is then analyzed in accordance with the contents of reported problems.
- Supporting data is investigated.
- The report is then submitted to the designated committee for follow-up action.

The last 3 (three) points mentioned above should be made no later than 3 (three) months after the receipt of the speak up document.

Follow-up Report

The Disciplinary Committee has the authority to decide on appropriate action for each report submitted. The Disciplinary Committee is fully entitled to categorize the reports submitted based on their urgency and significance to determine which reports need immediate follow-up. If a report has been followed-up and action has been taken that may lead to the prevention of irregularities, the reporting party may be awarded, if deemed necessary. On the contrary, if the submitted report cannot be followed-up for any reason, the committee will inform the reason of the report cannot be followed-up to the reporting party.

Whistleblower Protection

Only the reporting party, speak up administrator, and the Disciplinary Committee have the authority to access the reports. The reporting employees are entitled to have protection from The Bank in the event of their safety being threatened. In addition, the reporting employees are also free from any form of sanction, even if their reports are not proven to be true. The Bank also provides assurance to all reporting parties that their reports will not affect the evaluation of their performance and/or career at The Bank.

Whistleblowing Violation 2019

Throughout 2019, there were no reports received through the WBS mechanism.

Parties in Charge of Managing Complaint

Complaints are administered by the Disciplinary Committee, which comprised of the representative of the Board of Directors members and departments as follows: Human Resources Department, Compliance Department, Risk Management Department, Legal Department, and Internal Audit Department. The Disciplinary Committee, after evaluating and analyzing the report submitted by an employee, will take follow-up action that may also involve relevant parties and others if deemed necessary. If the suspected of potential violation or suspected of violation is a member of the Board of Commissioners or Board of Directors, then the report is addressed to the Chairman of the Audit Committee, chaired by an Independent Commissioner.

Sanksi bagi Terlapor yang Terbukti

Bentuk sanksi kepada terlapor yang terbukti bersalah diberikan sesuai dengan ketentuan yang berlaku di Bank. Berdasarkan Peraturan Perusahaan Bank tindakan disiplin kepada pekerja dapat berupa teguran lisan, surat peringatan, pencabutan fasilitas, penundaan kenaikan golongan upah, penurunan golongan upah, pemindahan (mutasi dan demosi), pembayaran ganti rugi, atau pemutusan hubungan kerja sesuai dengan tingkatkan kesalahan yang diperbuat.

Sosialisasi Whistleblowing System

Untuk mensosialisasikan kepada seluruh insan Bank, manajemen melakukan penyebarluasan materi Kode Etik melalui *town hall meeting*, penerbitan buku Peraturan Perusahaan, pelatihan *Compliance, AML, Risk Management, Audit, and Legal* (CARAL), serta melalui distribusi surel secara berkala kepada seluruh insan Bank. Penyebarluasan Kode Etik ini di bawah koordinasi Departemen Sumber Daya Manusia.

Sanction for Proven Reported Party

The form of sanction to the reported party that is proven guilty is given in accordance with the prevailing provisions in The Bank. Based on the Company Regulation of The Bank, disciplinary actions to employees may include oral warning, warning letter, facility retention, postponement of salary increment, salary reduction, transfer (rotation and demotion), payment of losses incurred, or termination of employment in accordance with the level of offenses made.

Whistleblowing System Socialization

To socialize information to all of The Bank employees, the management disseminates the Code of Conduct materials through town hall meeting, the issuance of Company Regulation book, Compliance, AML, Risk Management, Audit, and Legal (CARAL) training, and through periodic email distribution to all of The Bank's personnel. The dissemination of this Code of Conduct is under the coordination of the Human Resources Department.

TRANSPARANSI PRAKTIK BAD GOVERNANCE

Transparency of Bad Governance Practices

Pada tahun 2019, tidak adanya pihak mana pun yang melaporkan aktivitas Bank yang dapat mencemari lingkungan; baik aktivitas langsung maupun aktivitas perbankan seperti pemberian kredit kepada nasabah yang memiliki pelanggaran terhadap pencemaran lingkungan.

Pengungkapan Pemenuhan Kewajiban Perpajakan

Bank telah berkontribusi dalam pembayaran pajak sebesar Rp349,01 miliar selama tahun 2019.

Ketidaksesuaian Penyajian Laporan Tahunan dan Laporan Keuangan dengan Peraturan yang Berlaku dan Pernyataan Standar Akuntansi Keuangan (PSAK)

Laporan Tahunan Bank tahun buku 2019 disusun melalui acuan laporan keuangan Bank yang berakhir pada 31 Desember 2019. Laporan keuangan Bank tahun buku 2019 telah diaudit oleh Kantor Akuntan Publik (KAP) Siddharta Widjaja & Rekan (KPMG) yang telah disusun sesuai dengan PSAK yang berlaku di Indonesia.

Kasus Terkait Buruh dan Karyawan

Bank tidak menemukan adanya kasus terkait buruh dan karyawan sepanjang tahun 2019.

Kesesuaian Buku Laporan Tahunan dan Laporan Tahunan Digital

Laporan Tahunan digital Bank baik yang disampaikan kepada pemegang saham, pemangku kepentingan, maupun yang telah diunggah pada situs web Bank telah sesuai dengan Laporan Tahunan yang dicetak dan diterbitkan oleh Bank.

In 2019, there were no parties reporting the activities of The Bank that can pollute the environment, whether it be direct activities or banking activities such as lending to customers with violation in environmental pollution.

Disclosure of Tax Obligation Fulfillment

The Bank has contributed commitment related to taxation payment amounting to Rp349.01 billion during 2019.

Non-Conformity Presentation of Annual Report and Financial Statement with Applicable Regulations and Financial Accounting Standards (PSAK)

The Bank's Annual Report for the fiscal year 2019 is prepared based on The Bank's financial statements ended December 31, 2019. The Bank's financial statements for the fiscal year 2019 have been audited by the Registered Public Accountants Siddharta Widjaja & Partners (KPMG). These statements have been prepared in accordance with the applicable financial accounting standards (PSAK) in Indonesia.

Cases Related to Labor and Employee

The Bank did not find any cases related to labor and employee throughout the year 2019.

Compatibility of Annual Report Book and Digital Annual Report

The Bank's digital Annual Report submitted to shareholders, stakeholders or uploaded on The Bank's official website is in conformity with the Annual Report printed and published by The Bank.